

**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")**

**SUPPLEMENTAL AFFIDAVIT OF KATE H. STIGLER  
(sworn June 12<sup>th</sup>, 2012)**

I, Kate H. Stigler, of the city of Toronto in the Province of Ontario,  
MAKE OATH AND SAY that:

1. I am an associate with Fraser Milner Casgrain LLP, lawyers for LightSquared LP (the "Foreign Representative") and the other Chapter 11 Debtors. I swear this supplemental affidavit in support of the Foreign Representative's motion (the "**June 14 Motion**") for recognition by this Court of the Foreign Orders that have been entered by the U.S. Bankruptcy Court and pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36.

2. Defined terms not otherwise defined herein shall have the meanings given to such terms in the affidavit of Elizabeth Creary sworn on June 7, 2012 in support of the June 14 Motion.

3. On June 11, 2012, the U.S. Bankruptcy Court in the Chapter 11 Cases made the following Orders, *inter alia*:

- (a) Order Determining Adequate Assurance of Payment for Future Utility Services, a copy of which is attached as Exhibit "A" to my Affidavit;
- (b) Final Order Authorizing LightSquared LP to Act as Foreign Representative Pursuant to 11 U.S.C. § 1505 (the "**Final Foreign Representative Order**"), a copy of which is attached as Exhibit "B" to my Affidavit;
- (c) Final Order (A) Authorizing Debtors to (I) Continue Using Existing Cash Management Systems, Bank Accounts and Business Forms and (II) Continue Intercompany Transactions, (B) Providing Postpetition Intercompany Claims Administrative Expense Priority, (C) Authorizing Debtors' Banks to Honor All Related Payment Requests, and (D) Waiving Investment Guidelines of Sections 345(b) of Bankruptcy Code, a copy of which is attached as Exhibit "C" to my Affidavit;
- (d) Final Order (A) Authorizing, But Not Directing, Debtors to (I) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Benefits, and (III) Continue Employee Benefits Programs and (B) Authorizing and Directing Financial Institutions to Honor All Related Checks and Electronic Payment Requests, a copy of which is attached as Exhibit "D" to my Affidavit;
- (e) Final Order (A) Authorizing, But Not Directing, (I) Continuation of Debtors' Insurance Policies and (II) Payment of Certain Obligations in Respect Thereof and (B) Authorizing and Directing Financial Institutions

to Honor All Related Checks and Electronic Payment Requests, a copy of which is attached as Exhibit "E" to my Affidavit; and

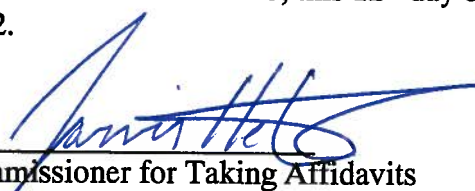
- (f) Final Order (A) Authorizing, But Not Directing, Debtors to Pay Taxes and Fees and (B) Authorizing and Directing Financial Institutions to Honor All Related Checks and Electronic Payment Requests, a copy of which is attached as Exhibit "F" to my Affidavit.

4. I understand from U.S. counsel to the Chapter 11 Debtors that the motion of the Chapter 11 Debtors for an Order (A) Authorizing Debtors to Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, and (C) Modifying Automatic Stay was adjourned on June 11, 2012 and is currently scheduled to be heard on June 13, 2012 at 12:00 p.m. (Eastern Standard Time).

5. A certified copy of the Final Foreign Representative Order will be filed with the Court.

6. I make this affidavit in support of the June 14 Motion and for no other or improper purpose.

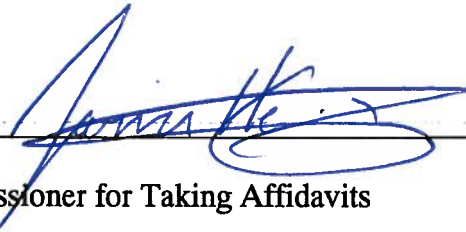
**SWORN BEFORE ME** at the City of Toronto,  
in the Province of Ontario, this 12<sup>th</sup> day of June,  
2012.

  
\_\_\_\_\_  
Commissioner for Taking Affidavits

Jarvis Hétu

  
\_\_\_\_\_  
Kate H. Stigler

Exhibit "A" to the Affidavit of Kate H. Stigler,  
sworn before me this 12<sup>th</sup> day of June, 2012.

A handwritten signature in blue ink, appearing to be "James H. Stigler", is written over a horizontal line.

Commissioner for Taking Affidavits

**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 DETERMINING ADEQUATE  
ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES**

Upon the motion (the "Motion")<sup>2</sup> of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for entry of an order (the "Order"), pursuant to section 366 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), determining adequate assurance of payment for future utility services; and upon the Montagner Declaration; 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 reviewed the Motion and the Montagner Declaration

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

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion or in the Montagner Declaration, as applicable.

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 the Debtors' estates, their creditors, 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:

1. The Motion is granted to the extent set forth herein.
2. Absent compliance with the procedures set forth herein, the Debtors' Utility Providers are prohibited from altering, refusing, or discontinuing service on account of any unpaid prepetition charges or the commencement of these Chapter 11 Cases.
3. As adequate assurance, the Debtors shall deposit \$21,850 (the "Adequate Assurance Deposit") into a newly-created, segregated, interest-bearing bank account (the "Adequate Assurance Account"). The Adequate Assurance Deposit, in conjunction with the Debtors' cash position, (a) demonstrate the Debtors' ability to pay for future utility services in the ordinary course of business (the "Proposed Adequate Assurance") and (b) constitute adequate assurance to the Utility Providers.
4. The Debtors' Utility Providers are prohibited from requiring additional adequate assurance of payment other than in accordance with the following procedures (the "Adequate Assurance Procedures"):
  - (a) The Debtors will deposit the Adequate Assurance Deposit in the Adequate Assurance Account within five (5) business days of entry of the Order; provided, however, that to the extent any Utility Provider receives any value from the Debtors as adequate assurance of payment, the Debtors may reduce the Adequate

Assurance Deposit maintained in the Adequate Assurance Account by such amount.

- (b) The portion of the Adequate Assurance Deposit attributable to each Utility Provider shall be returned to the Debtors on the earlier of (i) the Debtors' termination of services from such Utility Provider or (ii) the effective date of a chapter 11 plan for the Debtors, if not applied earlier.
- (c) Any Utility Provider desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an "Additional Assurance Request") so that it is received by the following parties:
  - (i) LightSquared Inc., 450 Park Avenue, Suite 2201, New York, NY 10022, Attn: Marc R. Montagner and Curtis Lu, Esq.,
  - (ii) proposed counsel to the Debtors, Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, NY 10005, Attn: Matthew S. Barr, Esq. and Karen Gartenberg, Esq., and
  - (iii) the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), 33 Whitehall Street, 21st Floor, New York, NY 10004 (collectively, the "Notice Parties").
- (d) Any Additional Assurance Request must (i) be made in writing, (ii) set forth the location for which utility services are provided, (iii) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits, and (iv) set forth why the Utility Provider believes that the Proposed Adequate Assurance is not sufficient adequate assurance of future payment.
- (e) Any Additional Assurance Request must be made and **actually received** by all the Notice Parties listed above by no later than twenty-one (21) days after entry by the Court of this Order. If a Utility Provider fails to file and serve a timely Additional Assurance Request, it shall be: (i) forbidden to discontinue, alter or refuse service to, or discriminate against, the Debtors on account of any unpaid prepetition charges, or require additional assurance of payment other than the two (2)-week Proposed Adequate Assurance and (ii) deemed to have received adequate assurance of payment in compliance with section 366 of the Bankruptcy Code.
- (f) Upon the Debtors' receipt of any Additional Assurance Request at the addresses set forth above, the Debtors shall have the greater of (i) twenty (20) days from the receipt of such Additional Assurance Request or (ii) thirty (30) days from the Petition Date (collectively,

the “Resolution Period”) to negotiate with such Utility Provider to resolve such Utility Provider’s Additional Assurance Request.

- (g) The Debtors may, in their sole discretion, resolve any Additional Assurance Request by mutual agreement with the Utility Provider and without further order of this Court, and may, in connection with any such agreement, in their discretion, provide a Utility Provider with additional adequate assurance of future payment, including, but not limited to, cash deposits, prepayments, or other forms of security, without further order of this Court if the Debtors believe that such additional assurance is reasonable.
- (h) If the Debtors determine that the Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Provider during the Resolution Period, the Debtors, during or immediately after the Resolution Period, shall request a hearing before this Court to determine the adequacy of assurances of payment with respect to a particular Utility Provider (the “Determination Hearing”) pursuant to section 366(c)(3) of the Bankruptcy Code.
- (i) Pending resolution of such dispute at the Determination Hearing, the relevant Utility Provider shall be prohibited from discontinuing, altering, or refusing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance.
- (j) The Debtors will fax, e-mail, serve by first class mail, or otherwise expeditiously send a copy of the Motion and this Order, which include the proposed Adequate Assurance Procedures, to each Utility Provider within three (3) business days after entry of this Order.

5. The Utility Providers have been provided with adequate assurance of payment within the meaning of section 366 of the Bankruptcy Code by virtue of the Proposed Adequate Assurance, (b) the Adequate Assurance Procedures as proposed are hereby approved, (c) the Utility Providers are prohibited from altering, refusing, or discontinuing utility services on account of prepetition amounts outstanding and on account of any perceived inadequacy of the Adequate Assurance Procedures, and (d) the Debtors are not required to provide any additional adequate assurance beyond what is stated in this Order.



6. A Utility Provider shall be deemed to have adequate assurance of payment within the meaning of section 366 of the Bankruptcy Code unless and until (a) the Debtors, in their sole discretion, agree to an alternative assurance of payment with the Utility Provider, or (b) the Court enters an order requiring that additional adequate assurance of payment be provided.

7. Any Utility Provider that fails to timely file an objection or make an Adequate Assurance Request pursuant to the Adequate Assurance Procedures is deemed to consent to the Proposed Adequate Assurance and shall be bound by this Order.

8. The Debtors are authorized, in their sole discretion, to amend the Utility Service List to add or delete any Utility Provider, and the Order shall apply to any Utility Provider that is subsequently added to the Utility Service List, regardless of when each Utility Provider is added to the Utility Service List, in accordance with the following procedures:

- (a) For those Utility Providers that are subsequently added to the Utility Service List, the Debtors will serve a copy of the Order on the subsequently added Utility Provider. Subsequently added Utility Providers will then have twenty (20) days from service of the Order to file an objection to the Motion and/or serve an Adequate Assurance Request on the Notice Parties.
- (b) Such subsequently added Utility Providers who object to the entry of this Order must file an objection in accordance with the Bankruptcy Rules, the Local Rules, and the Adequate Assurance Procedures.

9. Nothing in this Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and the Debtors' rights with respect to such matters are expressly reserved.

10. Nothing in this Order nor the Debtors' payment of claims pursuant to this Order shall be construed as (a) an agreement or admission by the Debtors as to the validity of

any claim on any grounds, (b) a waiver or impairment of any Debtor's rights to contest the validity or amount of any claim against its estate, (c) a promise to pay any claim, or (d) an implication or admission by the Debtors that such claim is payable pursuant to this Order.

11. The notice requirements of Bankruptcy Rules 6004(a) and 6004(h) are hereby waived, and the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

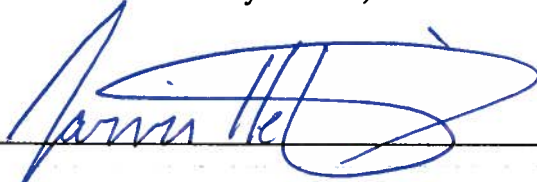
13. The requirements set forth in Local Rule 9013-1(a) are satisfied.

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

Dated: June 11, 2012  
New York, New York

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

Exhibit "B" to the Affidavit of Kate H. Stigler,  
sworn before me this 12<sup>th</sup> day of June, 2012.

A handwritten signature in blue ink, appearing to read "Kevin H. Stigler", is written over a horizontal line.

Commissioner for Taking Affidavits

**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
	)	

**FINAL ORDER AUTHORIZING LIGHTSQUARED LP  
TO ACT AS FOREIGN REPRESENTATIVE PURSUANT TO 11 U.S.C. § 1505**

Upon the motion (the "Motion")<sup>2</sup> of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for entry of an order (the "Final Order"), pursuant to sections 105 and 1505 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), authorizing LightSquared LP ("LSLP") to act as the Foreign Representative on behalf of the Debtors' estates in any judicial or other proceedings in a foreign country, including in the Canadian Proceedings; and upon the Montagner Declaration; 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

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

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 the Montagner Declaration and having heard statements in support of the Motion at an interim hearing held before the Court on May 15, 2012 (the “Interim Hearing”); and the Court having entered an order on an interim basis (the “Interim Order”) on May 16, 2012 [Docket No. 42]; and the Court having heard statements in support of the Motion at a final hearing held before the Court on June 11, 2012 (the “Final Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Final 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 the Debtors’ estates, their creditors 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:

1. The Motion is granted on a final basis to the extent set forth herein.
2. LSLP is hereby authorized to act as the Foreign Representative on behalf of the Debtors’ estates in any judicial or other proceeding in a foreign country, including in the Canadian Proceedings. As a Foreign Representative, LSLP shall be authorized and shall have the power to act in any way permitted by applicable foreign law, including, but not limited to, (a) seeking recognition of these Chapter 11 Cases in the Canadian Proceedings, (b) requesting that the Canadian Court lend assistance to this Court in protecting the property of the Debtors’ estates, and (c) seeking any other appropriate relief from the Canadian Court that LSLP deems just and proper in the furtherance of the protection of the Debtors’ estates.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion or in the Montagner Declaration, as applicable.

3. This Court requests the aid and assistance of the Canadian Court to recognize these Chapter 11 Cases as a “foreign main proceeding” and LSLP as a “foreign representative” pursuant to the CCAA, and to recognize and give full force and effect in all provinces and territories of Canada to this Final Order.

4. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

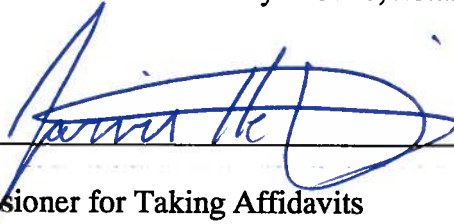
5. The requirements set forth in Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York are satisfied.

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

Dated: June 11, 2012  
New York, New York

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

Exhibit "C" to the Affidavit of Kate H. Stigler,  
sworn before me this 12<sup>th</sup> day of June, 2012.

A handwritten signature in blue ink, appearing to read "James H. Stigler", is written over a horizontal line.

Commissioner for Taking Affidavits

**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
	)	

**FINAL ORDER (A) AUTHORIZING DEBTORS TO (I) CONTINUE USING  
EXISTING CASH MANAGEMENT SYSTEMS, BANK ACCOUNTS, AND BUSINESS  
FORMS AND (II) CONTINUE INTERCOMPANY TRANSACTIONS, (B) PROVIDING  
POSTPETITION INTERCOMPANY CLAIMS ADMINISTRATIVE EXPENSE  
PRIORITY, (C) AUTHORIZING DEBTORS' BANKS TO HONOR ALL RELATED  
PAYMENT REQUESTS, AND (D) WAIVING INVESTMENT GUIDELINES OF  
SECTION 345(b) OF BANKRUPTCY CODE**

Upon the motion (the "Motion")<sup>2</sup> of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for entry of an interim order (the "Interim Order") and a final order (the "Final Order"), pursuant to sections 105(a), 345, 363, 364, 503, 507, 1107, and 1108 of title 11 of the United States Code §§ 101-1532 (as amended, the "Bankruptcy Code") and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (a) authorizing the Debtors to (i) continue use of their existing cash management systems, bank accounts, and business forms, (ii) open new debtor in possession bank accounts with authorized

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

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion or the Montagner Declaration, as applicable.



depository banks or close any existing bank accounts as the Debtors deem necessary and appropriate in their sole discretion, and (iii) continue performing ordinary course Intercompany Transactions (as defined below) and (b) waiving the investment guidelines of section 345(b) of the Bankruptcy Code, all as more fully set forth in the Motion; and upon the Montagner Declaration; 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 reviewed the Motion and the Montagner Declaration and having heard statements in support of the Motion at an interim hearing held before the Court on May 15, 2012 (the "Interim Hearing"); and the Court having entered the Interim Order on May 15, 2012 [Docket No. 36]; and the Court having heard statements in support of the Motion at a final hearing before the Court on June 11, 2012 (the "Final Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Final 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 the Debtors' estates, their creditors, 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:

1. The Motion is granted on a final basis to the extent provided herein.
2. The Debtors are authorized to: (a) continue to use the Cash Management Systems and the Bank Accounts, with the same account numbers, in existence on the Petition

Date, including, without limitation, those accounts identified on Schedule 1 attached hereto, (b) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession, (c) if needed, open new debtor in possession accounts with authorized depository banks or close any existing accounts as the Debtors may deem necessary and appropriate in their sole discretion; provided, however, that the Debtors shall give notice to the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), any statutory committees appointed in these Chapter 11 Cases, and counsel to the agents for the Debtors' prepetition secured lenders prior to opening or closing a Bank Account, and (d) use, in their present form, all correspondence and business forms (including, without limitation, checks, business cards, letterhead, purchase orders, and invoices) and other documents related to the Bank Accounts, without reference to their status as debtors in possession; provided, however, that the Debtors shall obtain a stamp that they will use to indicate their status as debtors in possession and will also immediately update their computer-generated checks to reflect same. The Debtors shall maintain accurate records of all transfers within the Cash Management System so that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records, to the same extent by the Debtors before the Petition Date.

3. Except as otherwise expressly provided in this Final Order, the Cash Management Banks are authorized and directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wires, credit cards, purchase cards, and automated clearing house transfers issued, payable through, or drawn on the Bank Accounts after the Petition Date by the holders, makers, or other parties entitled to

issue instructions with respect thereto, as the case may be; provided, however, that any check, advice, draft, or other notification drawn or issued by the Debtors before the Petition Date may be honored by any bank only if specifically authorized by order of this Court.

4. The Cash Management Banks are authorized to debit the Debtors' accounts in the ordinary course of business without the need for further order of this Court on account of: (a) all checks drawn on the Debtors' accounts, which are cashed at such Cash Management Banks or exchanged for cashier's checks by the payees thereof prior to the Petition Date, (b) all checks or other items deposited in one of the Debtors' accounts with such Cash Management Bank prior to the Petition Date, which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtor was responsible for such items prior to the Petition Date, and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Cash Management Bank as service charges for the maintenance of the Cash Management Systems.

5. Notwithstanding any other provision of this Final Order, no Cash Management Bank that honors a prepetition check or other item drawn on any account that is the subject of this Final Order (a) at the direction of the Debtors, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of reasonable item-handling procedures, shall be deemed to be liable to the Debtors or their estates or otherwise in violation of this Final Order.

6. The Cash Management Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow the Bank Fees and charge back returned items to the Bank Accounts in the ordinary course.

7. Nothing herein shall authorize the Debtors to use the “cash collateral” (as such term is defined in Section 363 of the Bankruptcy Code) in which the Prepetition LP Lenders and the Prepetition LP Agent (collectively, the “Prepetition LP Secured Parties”) or the Prepetition Inc. Lenders and the Prepetition Inc. Agent (collectively, the “Prepetition Inc. Secured Parties”) have an interest (the “Cash Collateral”) absent the consent of the Prepetition LP Secured Parties or the Prepetition Inc. Secured Parties, as applicable, or a separate order of this Court. Further, notwithstanding anything herein, the entry of this Final Order is without prejudice to, and does not constitute a waiver of, expressly or implicitly, or otherwise impair any of the rights, claims, privileges, objections, defenses, or remedies (including making a request for adequate protection *nunc pro tunc* to the Petition Date) of the Debtors, the Prepetition LP Agent, the ad hoc secured group of Prepetition LP Lenders, the Prepetition Inc. Agent, or any Prepetition Inc. Lender in connection with the Debtors’ use of \$15 million of cash held by the Inc. Group as of the Petition Date; provided, however, that each of the ad hoc secured group of Prepetition LP Lenders and the Prepetition Inc. Secured Parties consent to the Debtors’ use of that portion of the unencumbered \$15 million of cash held by the Inc. Group that is expended.

8. The application of the deposit and investment guidelines set forth in section 345 of the Bankruptcy Code are hereby waived to permit the Debtors to continue to maintain their deposits and their investments in the same or similar manner they did so prior to the Petition Date; provided, however, that the Debtors will use their reasonable best efforts to conform their investment practices to, or otherwise comply with, section 345(b) of the Bankruptcy Code within forty-five (45) days of the entry of the Interim Order (or such later time as may be agreed to by the U.S. Trustee); provided further, however, that the Debtors reserve the right to seek a modification of such investment guidelines to use other investment practices with

the consent of the U.S. Trustee and any official committee of unsecured creditors or as otherwise ordered by the Court.

9. The Debtors are authorized to continue performing their respective obligations, commitments, and transactions constituting Intercompany Transactions in the ordinary course of the business. The Debtors shall maintain accurate records of all Intercompany Transactions such that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records.

10. The Debtors and their non-Debtor affiliates are expressly authorized to set off postpetition obligations arising on account of Intercompany Transactions between a Debtor and another Debtor or between a Debtor and a non-Debtor affiliate. The Debtors shall provide a monthly accounting of any such Intercompany Transactions, including the obligor, obligee, amount, purposes for which any Intercompany Transaction was incurred, and any postpetition setoffs to (a) any official committee appointed in these Chapter 11 Cases and (b) counsel to the Prepetition Inc. Agent and counsel to the Prepetition LP Agent. No provision of this Final Order or any financing order shall impair or otherwise prejudice the ability of the Court to fashion a legal or equitable remedy in the event that such setoff or incurrence of an Intercompany Transaction is successfully challenged by any party in interest.

11. Subject to the provisions of any order authorizing postpetition financing or the use of Cash Collateral in these Chapter 11 Cases, all Intercompany Claims arising after the Petition Date owed by an individual Debtor to another individual Debtor or a non-Debtor affiliate shall be accorded administrative expense priority in accordance with sections 503(b) and 507(a)(2) of the Bankruptcy Code; provided, however, (a) all Intercompany Claims against LightSquared LP, the Prepetition LP Guarantors, and the Prepetition LP Subsidiary Guarantors

shall be junior and subordinate and subject to any and all claims of the Prepetition LP Secured Parties and (b) all Intercompany Claims against LightSquared Inc. and the Prepetition Inc. Subsidiary Guarantors shall be junior and subordinate and subject to any and all claims of the Prepetition Inc. Secured Parties.

12. The Cash Management Banks are authorized to pay obligations in accordance with this or any separate order of this Court.

13. Except as otherwise provided in this Final Order or in a separate order of this Court, the Cash Management Banks shall not honor or pay any payments drawn on the listed Bank Accounts or otherwise issued prior to the Petition Date.

14. As soon as practicable after entry of this Final Order, the Debtors shall serve a copy of this Final Order on the Cash Management Banks.

15. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

16. Notwithstanding the possible applicability of Bankruptcy Rules 6004(a) and 6004(h) or otherwise, the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

17. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

18. The requirements set forth in Local Rule 9013-1(a) are satisfied.

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

Dated: June 11, 2012  
New York, New York

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

**Schedule 1**

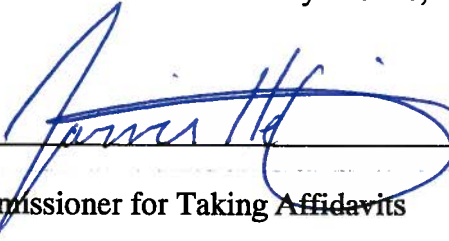
**Bank Accounts**

Entity	Bank	Account Number	Type	Contact	Address
LightSquared Inc.	SunTrust Bank	XXXXXXXXXX2103	Operating/ Disbursement	Matt Pallo ph (703) 442-1617 fax (703) 442-1626	8330 Boone Blvd. Ste 700 Vienna, VA 22182
LightSquared Inc.	RBC	XXX X3416	Investment	Marina Galli ph (415) 445-8519 fax (415) 445-8452	345 California St. San Francisco, CA 94104
LightSquared Inc.	Bank of America	XXXXXXXXXX4676	Restricted CD	Vicky Gindes (301) 517-3185	1101 Wootton Pkwy 4th fl. Rockville, MA 20852
LightSquared LP	SunTrust Bank	XXXXXX3272	Operating/ Disbursement	Matt Pallo ph (703) 442-1617 fax (703) 442-1626	8330 Boone Blvd. Ste 700 Vienna, VA 22182
LightSquared LP	RBC	XXX X3498	Investment	Marina Galli ph 415 445-8519 fax 415 445-8452	345 California St. San Francisco, CA 94104
LightSquared LP	Morgan Stanley	XXXXXX0350	Investment	Matt O'Haren 415-955-1577	555 California St. 35th Fl San Francisco, CA 94104
LightSquared LP	Comerica	XXXXXX9959	Restricted	Gina M. Gautier (703) 464-7237 (703) 467-9308	11921 Freedom Drive Suite 920 Reston, VA 20190
LightSquared LP	SunTrust Bank	X3051CAD	Inactive Foreign Exchange Deposit	Michael Pensky Ph 877-726-9733 Fax 404-926-5777	3333 Peachtree Rd NE, 11th Fl Atlanta, GA 30326
LightSquared LP	SunTrust Bank	X3051EUR	Inactive Foreign Exchange Deposit	Michael Pensky Ph 877-726-9733 Fax 404-926-5777	3333 Peachtree Rd NE, 11th Fl Atlanta, GA 30326
LightSquared LP	Wells Fargo	XX5576EUR	Foreign Exchange Deposit	675576EUR	301 S. College, Fl 07 Charlotte, NC 28202
LightSquared Corp.	ScotiaBank	XXXX XX9411	U.S. Dollar Disbursement	Borys Terebenec (416) 866-7704 or Lidia Dias (647) 288-1858 ext 81802	44 King Street West Toronto, ON Canada M5H 1H1
LightSquared Corp.	ScotiaBank	XXXXXX XXX15 18	Investment	Borys Terebenec (416) 866-7704 or Lidia Dias (647) 288-1858 ext 81802	44 King Street West Toronto, ON Canada M5H 1H1
LightSquared Corp.	SunTrust Bank	XXXXXXXXXX9842	Canadian Dollar Disbursement	Matt Pallo ph (703) 442-1617 fax (703) 442-1626	8330 Boone Blvd. Ste 700 Vienna, VA 22182



Entity	Bank	Account Number	Type	Contact	Address
One Dot Six Corp.	SunTrust Bank	XXXXXXXXXX3130	Operating/ Disbursement	Matt Pallo ph (703) 442-1617 fax (703) 442-1626	8330 Boone Blvd. Ste 700 Vienna, VA 22182
LightSquared Network LLC	SunTrust Bank	XXXXXXXXXX9354	Operating/ Disbursement	Matt Pallo ph (703) 442-1617 fax (703) 442-1626	8330 Boone Blvd. Ste 700 Vienna, VA 22182
TMI Communications Delaware, Limited Partnership	RBC	XXX X3506	Investment	Marina Galli ph 415 445-8519 fax 415 445-8452	345 California St. San Francisco, CA 94104

Exhibit “D” to the Affidavit of Kate H. Stigler,  
sworn before me this 12<sup>th</sup> day of June, 2012.

A handwritten signature in blue ink, appearing to read "James H. Smith", is written over a horizontal line.

Commissioner for Taking Affidavits

**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
	)	

**FINAL ORDER (A) AUTHORIZING, BUT NOT DIRECTING, DEBTORS  
TO (I) PAY CERTAIN PREPETITION WAGES AND REIMBURSABLE  
EMPLOYEE EXPENSES, (II) PAY AND HONOR EMPLOYEE BENEFITS, AND  
(III) CONTINUE EMPLOYEE BENEFITS PROGRAMS AND  
(B) AUTHORIZING AND DIRECTING FINANCIAL INSTITUTIONS TO  
HONOR ALL RELATED CHECKS AND ELECTRONIC PAYMENT REQUESTS**

Upon the motion (the "Motion")<sup>2</sup> of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for entry of an interim order (the "Interim Order") and a final order (the "Final Order"), pursuant to sections 105(a), 363(b), 507(a)(4)-(a)(5), 1107(a), 1108, and 1129(a)(9)(B) of title 11 of the United States Code, 11 U.S.C. §§101-1532 (as amended, the "Bankruptcy Code") and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (a) authorizing the Debtors to (i) pay certain prepetition wages, salaries, and other compensation, such as the non-insider bonus program, taxes, withholdings, and reimbursable expenses, (ii) pay and honor obligations relating to medical, severance, and

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

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion or in the Montagner Declaration, as applicable.

other benefits programs, and (iii) continue their employee benefits programs on a postpetition basis (collectively and as further described in the Motion, the “Employee Obligations”), and (b) authorizing and directing financial institutions to receive, process, honor, and pay all checks issued and electronic requests made relating to the foregoing, all as more fully set forth in the Motion; and upon the Montagner Declaration; 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 reviewed the Motion and the Montagner Declaration and having heard statements in support of the Motion at an interim hearing held before the Court on May 15, 2012 (the “Interim Hearing”); and the Court having entered the Interim Order on May 16, 2012 [Docket No. 38]; and the Court having heard statements in support of the Motion at a final hearing held before the Court on June 11, 2012 (the “Final Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Final 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 the Debtors’ estates, their creditors, 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:

1. The Motion is granted on a final basis to the extent set forth herein.
2. The Debtors are authorized and empowered, but not directed, to honor and pay, in accordance with the Debtors’ prepetition policies and practices and in the Debtors’ sole

discretion (subject to the terms of this Final Order), prepetition amounts outstanding, if any, on account of the Employee Obligations. The Debtors will make no payments to Employees of amounts greater than \$11,725 for each individual on account of prepetition wages, salaries, or commissions, including vacation, severance, and sick leave pay.

3. The Debtors are authorized and empowered, but not directed, to continue to fulfill the Employee Obligations in the ordinary course of business on a postpetition basis, in accordance with the Debtors' prepetition policies and practices and in the Debtors' sole discretion (subject to the terms of this Final Order), and to pay and honor claims related thereto. For avoidance of doubt, the term Employee Obligations referenced in this Final Order shall not include the Senior Management Incentive Plan.

4. The Debtors are authorized and empowered, but not directed, to pay all postpetition costs and expenses incidental to payment of the Employee Obligations, including all administrative and processing costs and payments to outside professionals in the ordinary course of business.

5. The Debtors are authorized and empowered to forward any unpaid amounts on account of Deductions or Payroll Taxes to the appropriate third party recipients or taxing authorities in accordance with the Debtors' prepetition policies and practices.

6. Pursuant to section 362(d) of the Bankruptcy Code, (a) Employees are authorized to proceed with their workers' compensation claims in the appropriate judicial or administrative forum under the Workers' Compensation Program, and the Debtors are authorized to take all steps necessary and appropriate with respect to the resolution of any such claims, and (b) the notice requirements pursuant to Bankruptcy Rule 4001(d) with respect to clause (a) are waived, provided that such claims are pursued in accordance with the Workers' Compensation

Programs and recoveries, if any, are limited to the proceeds from the applicable Workers' Compensation Program. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Program.

7. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the Employee Obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment (to the extent of funds on deposit), and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

8. The Debtors are authorized and empowered, in their sole discretion, to issue new postpetition checks, or effect new funds transfers on account of the Employee Obligations to replace any prepetition checks or funds transfer requests issued that may be lost or dishonored or rejected as a result of the commencement of these Chapter 11 Cases.

9. The banks and financial institutions subject to this Final Order shall have no liability in connection with honoring any prepetition checks or funds transfer requests contemplated by this Final Order.

10. Nothing in this Final Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and the Debtors' rights with respect to such matters are expressly reserved.

11. Nothing in the Motion or this Final Order, nor the Debtors' payment of claims pursuant to this Interim Order, shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver or impairment of the Debtors' rights to contest the

validity or amount of any claim on any grounds, (c) a promise to pay any claim, or (d) an implication or admission by the Debtors that such claim is payable pursuant to this Interim Order.

12. Notwithstanding the possible applicability of Bankruptcy Rules 6004(a), 6004(h), or otherwise, this Final Order shall be immediately effective and enforceable upon its entry.

13. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Final Order, in accordance with the Motion.

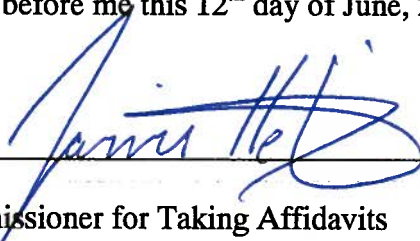
14. The requirements set forth in Local Rule 9013-1 are satisfied.

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

Dated: June 11, 2012  
New York, New York

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

Exhibit "E" to the Affidavit of Kate H. Stigler,  
sworn before me this 12<sup>th</sup> day of June, 2012.

A handwritten signature in blue ink, appearing to read "James H. Stigler", is written over a horizontal line.

Commissioner for Taking Affidavits



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

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

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**FINAL ORDER (A) AUTHORIZING, BUT NOT DIRECTING,  
(I) CONTINUATION OF DEBTORS' INSURANCE POLICIES AND  
(II) PAYMENT OF CERTAIN OBLIGATIONS IN RESPECT THEREOF AND  
(B) AUTHORIZING AND DIRECTING FINANCIAL INSTITUTIONS TO HONOR ALL  
RELATED CHECKS AND ELECTRONIC PAYMENT REQUESTS**

Upon the motion (the "Motion")<sup>2</sup> of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for entry of an interim order (the "Interim Order") and a final order (the "Final Order"), pursuant to sections 105(a), 363(b), 1107, and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code") and rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (a) authorizing, but not directing, the Debtors, in their sole discretion, to (i) maintain and continue to honor certain insurance programs and policies (including the renewal of those policies and agreements due to expire during these Chapter 11 Cases) and (ii) pay certain

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

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion or the Montagner Declaration, as applicable.

obligations in respect thereof including, without limitation, the payment of all premiums, premium financing payments, claims, deductibles, administrative expenses, and all other charges and expenses incurred, on an uninterrupted basis, consistent with the Debtors' practices in effect prior to the commencement of the Debtors' Chapter 11 Cases, whether relating to the period prior to or after the commencement of these Chapter 11 Cases, and (b) authorizing and directing financial institutions to receive, process, honor, and pay all checks issued and electronic requests made relating to the foregoing, all as more fully set forth in the Motion; and upon the Montagner Declaration; 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 reviewed the Motion and the Montagner Declaration and having heard statements in support of the Motion at an interim hearing held before the Court on May 15, 2012 (the "Interim Hearing"); and the Court having entered the Interim Order on May 16, 2012 [Docket No. 41]; and the Court having heard statements in support of the Motion at a final hearing held before the Court on June 11, 2012 (the "Final Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Final 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 the Debtors' estates, their creditors, 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:

1. The Motion is granted on a final basis to the extent set forth herein.
2. The Debtors are authorized, but not required, in their sole discretion, to maintain, continue, and renew the Insurance Programs on an uninterrupted basis and in accordance with the same practices and procedures as were in effect prior to the commencement of the Chapter 11 Cases.
3. The Debtors are authorized, but not directed, in their sole discretion, to pay any and all Insurance Obligations related to the Policies to the extent that the Debtors determine that such payments are necessary or appropriate, including those Insurance Obligations that were due and payable or related to the period before the commencement of these Chapter 11 Cases, without further notice or order of the Court.
4. The Debtors are authorized, but not directed, in their sole discretion, to revise, extend, supplement, or change insurance coverage as needed, including entering into new insurance policies (*e.g.*, through renewal of the Policies or purchase of new policies).
5. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition Insurance Obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment (to the extent of funds on deposit), and that all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.
6. The Debtors are authorized, but not directed, in their sole discretion, to issue new postpetition checks, or effect new funds transfers, on account of the Insurance Obligations, to replace any prepetition checks or electronic funds transfer requests issued that

may be lost or dishonored or rejected as a result of the commencement of these Chapter 11 Cases.

7. The banks and financial institutions subject to this Final Order shall have no liability in connection with honoring any prepetition checks or funds transfer requests contemplated by this Final Order.

8. Nothing in this Final Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and the Debtors' rights with respect to such matters are expressly reserved.

9. Nothing in the Motion or this Final Order, nor the Debtors' payment of claims pursuant to this Final Order, shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver or impairment of the Debtors' rights to contest the validity or amount of any claim on any grounds, (c) a promise to pay any claim, or (d) an implication or admission by the Debtors that such claim is payable pursuant to this Final Order.

10. Notwithstanding the possible applicability of Bankruptcy Rules 6004(a), 6004(h), or otherwise, the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

11. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

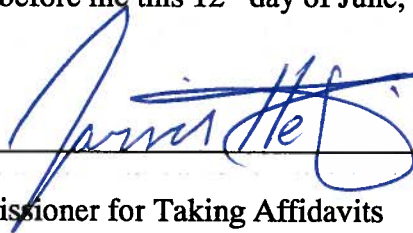
12. The requirements set forth in Local Rule 9013-1(a) are satisfied.

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

Dated: June 11, 2012  
New York, New York

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

Exhibit "F" to the Affidavit of Kate H. Stigler,  
sworn before me this 12<sup>th</sup> day of June, 2012.

A handwritten signature in blue ink, appearing to read "James H. Stigler", is written over a horizontal line.

Commissioner for Taking Affidavits

**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  
)

**FINAL ORDER (A) AUTHORIZING, BUT NOT DIRECTING, DEBTORS  
TO PAY TAXES AND FEES AND (B) AUTHORIZING AND DIRECTING  
FINANCIAL INSTITUTIONS TO HONOR ALL RELATED CHECKS  
AND ELECTRONIC PAYMENT REQUESTS**

Upon the motion (the "Motion")<sup>2</sup> of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for entry of an interim order (the "Interim Order") and a final order (the "Final Order"), pursuant to sections 105(a), 363(b), 507(a)(8), 541, 1107(a), and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code") and Rules 1007(c), 6003, 6004, and 9006(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (a) authorizing, but not directing, the Debtors to pay certain business, corporate, franchise, partnership, personal property, provincial, capital, non-resident withholding, sales and use, goods and services, harmonized sales, excise, and other taxes, as well as certain annual reporting fees, FCC Fees, and Canadian Regulatory Fees, and (b) authorizing

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

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion or in the Montagner Declaration, as applicable.

and directing financial institutions to receive, process, honor, and pay all checks issued and electronic requests made relating to the foregoing, all as more fully set forth in the Motion; and upon the Montagner Declaration; 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 reviewed the Motion and the Montagner Declaration and having heard statements in support of the Motion at an interim hearing held before the Court on May 15, 2012 (the “Interim Hearing”); and the Court having entered the Interim Order on May 16, 2012 [Docket No. 39]; and the Court having heard statements in support of the Motion at a final hearing held before the Court on June 11, 2012 (the “Final Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Final 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 the Debtors’ estates, their creditors, 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:

1. The Motion is granted on a final basis to the extent set forth herein.
2. The Debtors are authorized and empowered, but not directed, in their sole discretion, to pay all Taxes and Fees in the ordinary course of their businesses, including all Taxes and Fees subsequently determined upon audit to be owed for periods prior to the Petition



Date, to the proper Taxing and Regulatory Authorities, including but not limited to those Authorities listed on Schedule 1 attached hereto.<sup>3</sup>

3. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the Taxes and Fees approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment (to the extent of funds on deposit), and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

4. The Debtors are authorized, but not directed, in their sole discretion, to issue new postpetition checks, or effect new funds transfers, on account of the Taxes and Fees, to replace any prepetition checks or funds transfer requests issued that are dishonored or rejected as a result of the commencement of these Chapter 11 Cases.

5. The banks and financial institutions subject to this Final Order shall have no liability in connection with honoring any prepetition checks or funds transfer requests contemplated by this Final Order.

6. Neither the Debtors nor any other party in interest concedes the extent or validity of any liens (contractual, common law, statutory, or otherwise) asserted on account of unpaid Taxes and Fees, and the Debtors expressly reserve the right to contest the extent, validity, or perfection, or seek the avoidance, of all such liens.

7. Nothing in this Final Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed an assumption or rejection of any

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<sup>3</sup> Schedule 1 contains a non-exclusive list of Authorities and the Taxes and Fees that the Debtors collect and/or incur on behalf of each of the Authorities. The relief granted in this Order applies to all Authorities for which the Debtors collect and/or incur Taxes and Fees and is not limited solely to those Authorities included in Schedule 1.

executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and the Debtors' rights with respect to such matters are expressly reserved.

8. Nothing in the Motion or this Final Order, nor the Debtors' payment of claims pursuant to this Final Order, shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver or impairment of the Debtors' rights to contest the validity or amount of any claim on any grounds, (c) a promise to pay any claim, or (d) an implication or admission by the Debtors that such claim is payable as Taxes and Fees pursuant to this Final Order.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(a), 6004(h), or otherwise, the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

11. The requirements set forth in Local Rule 9013-1 are satisfied.

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

Dated: June 11, 2012  
New York, New York

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

**Schedule 1**

**List of Authorities**

**Authorities<sup>1</sup>**

Sales and Use Tax	Virginia Department of Taxation	PO Box 26626 Richmond, VA 23261-6626	\$350
Sales Tax	NYS Department of Taxation and Finance	NYS Department of Taxation and Finance, Sales Tax W.A. Harriman Campus Albany, NY 12227	\$50
Sales Tax	Arizona Department of Revenue	License and Registration Section Department of Revenue Phoenix, AZ 85007	\$85
Sales Tax	Arkansas Department of Finance	P.O. Box 3215 Little Rock, AR 72203	\$85
Sales Tax	Florida Dept. of Revenue	P.O. Box 6520 Tallahassee, FL 32314-6520	\$85
Sales Tax	Illinois Department of Revenue	PO Box 19019 Springfield, IL 62794-9019	\$100
Sales Tax	Kentucky Department of Revenue	KY Department of Revenue Frankfort, KY 40620	\$20
Sales Tax	Comptroller of Maryland	Revenue Administration Division 110 Carroll St. Annapolis, MD 21411	\$450
Sales Tax	Massachusetts Department of Revenue	PO Box 7039 Boston, MA 02204-7036	\$10
Sales Tax	Missouri Department Of Revenue	Taxation Division PO Box 840 Jefferson City, MO 65105-840	\$50
Sales Tax	Mississippi State Tax Commission	PO Box 960 Jackson, MS 39205	\$85
Sales Tax	Nebraska Department Of Revenue	PO Box 98923 Lincoln, NE 68509-8923	\$125
Sales Tax	New Jersey Sales And Use Tax	PO Box 999 Trenton, NJ 08646-0999	\$20
Sales Tax	North Carolina Department Of	PO Box 25000 Raleigh, NC 27640-0700	\$1,250

<sup>1</sup> This list contains a non-exclusive list of Authorities and the Taxes and Fees that the Debtors collect and/or incur on behalf of each of the Authorities. The relief granted in this Order applies to all Authorities for which the Debtors collect and/or incur Taxes and Fees and is not limited solely to those Authorities included in this list.

Type of Tax or Fee	Taxing or Regulatory Authority	Contact Information	Amount Accrued and Owing as of Petition Date
	Revenue		
Sales Tax	Tennessee Department of Revenue	Andrew Jackson Office Building 500 Deaderick St. Nashville, TN 37242	\$100
Sales Tax	Texas Comptroller Of Public Accounts	PO Box 13528 Austin, TX 78711-3528	\$10
Sales Tax	Washington Department Of Revenue	State Of Washington PO Box 34052 Seattle, WA 98124-1052	\$250
State Corporate and Partnership Income Tax	Alaska Department of Revenue	Tax Division P.O. Box 110420, Juneau, AK 99811-0420	\$0
State Corporate Income Tax	Arkansas Corporation Income Tax	P.O. Box 919 Little Rock, AR 72203-0919	\$0
State Corporate and Partnership Income Tax	State of California Franchise Tax Board	P.O. Box 942857, Sacramento, CA 94257-0600	\$0
State Corporate and Partnership Income Tax	Colorado Department of Revenue	1375 Sherman St., Denver, CO 80261-0006	\$0
State Corporate and Partnership Income Tax	Florida Department of Revenue	5050 W. Tennessee St., Tallahassee, FL 32399-0135	\$0
State Corporate and Partnership Income Tax	Illinois Department of Revenue	P.O. Box 19031, Springfield, IL 62794-9031	\$0
State Corporate and Partnership Income Tax	Kansas Corporate Tax	915 SW Harrison St., Topeka, KS 66699-4000	\$0
State Corporate and Partnership Income Tax	Kentucky Department of Revenue	Kentucky Department of Revenue Frankfort, KY 40620	\$0
State Corporate and Partnership Income Tax	Louisiana Department of Revenue	P. O. Box 3440, Baton Rouge, LA 70821-3440	\$0
State Corporate and Partnership Income Tax	Massachusetts DOR	P.O. Box 7017, Boston, MA 02204- 7000	\$0
State Corporate and Partnership Income Tax	Comptroller of Maryland	Comptroller of Maryland Revenue Administration Division, Annapolis, Maryland 21411-0001	\$0
State Corporate and Partnership	Missouri Department of Revenue	P.O. Box 3000, Jefferson City, MO 65105-3000	\$0

Type of Tax or Fee	Taxing or Regulatory Authority	Contact Information	Amount Accrued and Owing as of Petition Date
<b>Income Tax</b>			
State Corporate and Partnership Income Tax	Mississippi Office of Revenue	P.O. Box 23050, Jackson, MS 39225-3050	\$0
State Corporate and Partnership Income Tax	Montana Department of Revenue	P.O. Box 8021, Helena, MT 59604-8021	\$0
State Corporate and Partnership Income Tax	NC Department of Revenue	P.O. Box 25000, Raleigh, NC 27640-0645	\$0
State Corporate and Partnership Income Tax	Nebraska Department of Revenue	P.O. Box 94818, Lincoln NE 68509-4818	\$0
State Corporate and Partnership Income Tax	New York State Processing Center	P.O. Box 61000, Albany, NY 12261-0001	\$0
State Corporate and Partnership Income Tax	Oklahoma Tax Commission	Income Tax, P.O. Box 26800, Oklahoma City, OK 73126-0800	\$0
State Corporate and Partnership Income Tax	PA Department of Revenue	Bureau of Individual Taxes, P.O. Box 280509, Harrisburg, PA 17128-0509	\$0
State Corporate and Partnership Income Tax	SCDOR, Partnership Return	SCDOR, Partnership Return Columbia, SC 29214-0008	\$0
State Corporate and Partnership Income Tax	Tennessee Department of Revenue	Andrew Jackson State Office Building, 500 Deaderick Street, Nashville, TN 37242	\$0
State Corporate Income Tax	Texas Comptroller Of Public Accounts	PO Box 149348 Austin, TX 78714-9348	\$0
State Corporate and Partnership Income Tax	Utah State Tax Commission	210 N 1950, W Salt Lake City, UT 84134-0270	\$0
State Corporate and Partnership Income Tax	Virginia Department of Taxation	P.O. Box 1500 Richmond, Virginia 23218-1500	\$50,000 * * Inclusive of communications minimum and gross receipts.
Property Tax	County of Fairfax	Department of Tax Administration Fairfax, Virginia 22035	Unknown
Property Tax	Dallas County Tax Office	John R. Ames, CTA Tax Assessor/Collector 500 Elm Street, Dallas, TX 75202	Unknown
Property Tax	Napa County	Tamie R. Frasier Treasurer-Tax Collector	Unknown

Type of Tax or Fee	Taxing or Regulatory Authority	Contact Information	Amount Accrued and Owing as of Petition Date
		1195 Third Street Suite 108 Napa, CA 94559-3050	
City Income Tax	New York City's Department of Finance	P.O. Box 5060, Kingston, NY 12402-5060	\$0
Canadian Income Tax	Canada Revenue Agency	Sudbury Tax Centre 1050 Notre Dame Avenue, Sudbury ON Canada P3A 5C1	\$0
Canadian Goods and Services Tax	Canada Revenue Agency	Tax Centre PO Box 6000 STN Main, Shawinigan-SUD QC Canada G9N 7W2	\$0
Canadian Provincial Taxes, Sales and Income Taxes	Saskatchewan Finance	2350 Albert Street Regina, Saskatchewan Canada S4P 4A6	\$0

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

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

**ONTARIO**

**SUPERIOR COURT OF JUSTICE**

**PROCEEDING COMMENCED AT  
TORONTO**

**SUPPLEMENTAL AFFIDAVIT of  
KATE H. STIGLER  
(SWORN JUNE 12<sup>th</sup>, 2012)**

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