

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 MOTION RECORD
(Returnable January 3, 2014)

December 31, 2013

DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON M5K 0A1

R. Shayne Kukulowicz
Jane O. Dietrich
C. Blake Moran

LSUC Nos.: 30729S / 49302U / 62296M

Telephone: 416-863-4740 /
416-863-4467 /
416-863-4495

Facsimile: 416-863-4592

E-mail: shayne.kukulowicz@dentons.com
jane.dietrich@dentons.com
blake.moran@dentons.com

Lawyers for the Chapter 11 Debtors.

TO: SERVICE LIST

SERVICE LIST

TO: DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto ON M5K 0A1

R. Shayne Kukulowicz

Telephone: 416.863.4740
Fax: 416.863.4592
Email: shayne.kukulowicz@dentons.com

Jane O. Dietrich

Telephone: 416.863.4467
Fax: 416.863.4592
Email: jane.dietrich@dentons.com

Blake Moran

Telephone: 416 863-4495
Fax: 416 863-4592
Email: blake.moran@dentons.com

Lawyers for the Debtors

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

John J. Walker

Telephone: 416.847.5152
Facsimile: 416.847.5201
E-mail: jwalker@alvarezandmarsal.com

Andrea Yandreski

Telephone: 416.847.5153
Facsimile: 416.847.5201
E-mail: ayandreski@alvarezandmarsal.com

Information Officer

AND TO: GOODMANS LLP
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario
M5H 2S7

Jay A. Carfagnini

Telephone: 416.597.4107
Fax: 416.979.1234
Email: jcarfagnini@goodmans.ca

Brian F. Empey

Telephone: 416.597.4194
Fax: 416.979.1234
Email: bempey@goodmans.ca

Lawyers for the Information Officer

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

Diane Winters

Telephone: 416.973.3172
Facsimile: 416.973.0810
E-mail: diane.winters@justice.gc.ca

AND TO: INDUSTRY CANADA
Space Services Directorate
Engineering, Planning and Standards Branch
Industry Canada
300 Slater Street, 15th Floor
Ottawa, Ontario
K1A 0C8

Richard Hiebert

Manager, Authorization Policy

AND TO: MORGUARD INVESTMENTS LIMITED

350 Sparks Street, Suite 402
Ottawa, Ontario
K1R 7S8

Beth Whitehead, Manager, Commercial Lease Administration

Facsimile: 613-237-0007

E-mail: bwhitehead@morguard.com

Agent for Pensionfund Realty Limited

AND TO: NORTON ROSE CANADA LLP / S.E.N.C.R.L.,S.R.L.

45 O'Connor Street
Suite 1500
Ottawa, Ontario
K1P 1A4

Ken Jennings

Telephone : 613.780.1558

Facsimile: 613.230.5459

E-mail: Ken.Jennings@nortonrose.com

Counsel to Morguard Investments Limited

**AND TO: OFFICE OF THE SUPERINTENDENT OF FINANCIAL
INSTITUTIONS CANADA**

Head Office
255 Albert Street
Ottawa, Ontario
K1A 0H2

Attention: Legal Services Division

AND TO: BENNETT JONES LLP
3400 One First Canadian Place
P.O. Box 130
Toronto, Ontario
M5X 1A4

Kevin J. Zych
Telephone: 416 777-5738
Facsimile: 416 863-1716
Email: zychk@bennettjones.com

Raj. S. Sahni
Telephone : 416 777-4804
Facsimile: 416 863-1716
Email: sahnir@bennettjones.com

Karma Dolkar
Telephone: 416 777-6159
Facsimile: 416 863-1716
Email: dolkark@bennettjones.com

*Canadian Counsel to the Ad Hoc Secured Group of LightSquared LP
Lenders*

AND TO: OSLER, HOSKIN & HARCOURT LLP
Box 50, 1 First Canadian Place
Toronto, Ontario
M5X 1B8

Patrick Riesterer
Telephone: 416 862-5947
Facsimile: 416 862-6666
Email: priesterer@osler.com

Marc Wasserman
Telephone: 416 862-4908
Facsimile: 416 862-6666
Email: mwasserman@osler.com

Counsel for L-Band Acquisition, LLC

INDEX

INDEX

	Tab	
Supplemental Notice of Motion	1	
Draft Supplemental Recognition Order		A
Affidavit of Elizabeth Creary sworn December 31, 2013	2	
Exhibit "A" – Plan Modifications Motion (without exhibits)		A
Exhibit "B" – Shortened Notice Order		B
Exhibit "C" – Amended Specific Disclosure Statement		C
Exhibit "D" – Revised Specific Disclosure Statement and Solicitation Order		D

TAB 1

**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
NOTICE OF MOTION
(Returnable on January 3, 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 Court on January 3, 2014 at 10:00 a.m. or as soon after that time as the motion can be heard at 330 University Avenue, Toronto, Ontario.

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

THE MOTION IS FOR:

1. An order substantially in the form of the draft order attached hereto as Schedule “A”, *inter alia*:
 - (a) abridging the time for service and validating service of this Notice of Motion and Motion Record, such that this motion is properly returnable on January 3, 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 order (the “**Revised Specific Disclosure Statement and Solicitation Order**”) of the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Bankruptcy Court**”) made in the cases commenced by the Chapter 11 Debtors in the U.S. Bankruptcy Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Chapter 11 Cases**”):
 - (i) Order Authorizing LightSquared’s Motion Seeking Approval of LightSquared’s Revised Specific Disclosure Statement and Shortened Time To Object to Confirmation of LightSquared’s Revised Second Amended Plan and Re-Solicitation Thereof; and
 - (c) approving the twelfth report (the “**Twelfth 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**”), and the activities of the Information Officer as set out therein.
2. Such further and other relief as counsel may request and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:Background

1. The historical background for this motion is included as a part of the original notice of motion dated December 18, 2013 (the “**December 18th Notice of Motion**”).
2. On December 24, 2013 the Chapter 11 Debtors, at the request and direction of the special committee of the boards of directors (the “**Special Committee**”) for LightSquared Inc. and LightSquared GP Inc., brought a motion (the “**Plan Modifications Motion**”) before the U.S. Bankruptcy Court, seeking entry of an *Order Authorizing LightSquared’s Motion Seeking Approval of (A) Modifications to LightSquared’s First Amended Plan Pursuant to Chapter 11 of Bankruptcy Code Without Need For Further Solicitation of Votes, or, In Alternative, (B) LightSquared’s Second Amended Specific Disclosure Statement and Shortened Time To Object to Confirmation of LightSquared’s Second Amended Plan and Streamlined Re-Solicitation Thereof.*
3. Also on December 24, 2013 the Chapter 11 Debtors filed a motion for entry of an order shortening the time for notice of the hearing to consider the Plan Modifications Motion (the “**Shortened Notice Motion**”). The Shortened Notice Motion requested that a hearing of the Plan Modifications Motion be held on December 30, 2013 at 10:00 a.m.
4. On December 26, 2013, the U.S. Bankruptcy Court granted an order which provided for the Chapter 11 Debtors’ relief requested in the Shortened Notice Motion and ordered the Plan Modifications Motion to be heard on December 30, 2013 at 10:00 a.m.
5. On December 30, 2013, the Plan Modifications Motion was heard before the U.S. Bankruptcy Court. Following the hearing, and subject to entry of an order, the Honorable Judge Chapman, among other things, approved the Revised Specific Disclosure Statement (as defined below), ordered that LightSquared’s deadline to

submit plan supplement documents would be extended from 4:00 p.m. (prevailing Eastern time) on December 30, 2013 until December 31, 2013, and ordered certain other amended timelines as set out below.

6. On the morning of December 31, 2013, the Chapter 11 Debtors filed with the U.S. Bankruptcy Court the (i) *Debtors' Revised Specific Disclosure Statement for Debtors' Revised Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* (the “**Revised Specific Disclosure Statement**”); (ii) *Debtors' Revised Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* (the “**Revised Second Amended Plan**”); and (iii) *Inc. Debtors' Revised Joint Plan Pursuant to Chapter 11 of Bankruptcy Code*.
7. Also on December 31, 2013, the Chapter 11 Debtors submitted to the U.S. Bankruptcy Court a draft of the Revised Specific Disclosure Statement and Solicitation Order.
8. The draft Revised Specific Disclosure Statement and Solicitation Order, which if entered, will among other things approve the Revised Specific Disclosure Statement and will amend dates and deadlines with respect to the Revised Second Amended Plan only. For the avoidance of doubt, this Revised Specific Disclosure Statement and Solicitation Order, and the solicitation contemplated thereby, will in no way affect the votes of ballots received by the LightSquared's claims and solicitation agent in connection with the (a) *First Amended Joint Chapter 11 Plan for LightSquared LP, ATC Technologies, LLC, LightSquared Corp., LightSquared Inc. of Virginia, LightSquared Subsidiary LLC, LightSquared Finance Co., LightSquared Network LLC, Lightsquared Bermuda Ltd., SkyTerra Holdings (Canada) Inc., and SkyTerra (Canada) Inc., Proposed by the Ad Hoc Secured Group of LightSquared LP Lenders*, (b) *Chapter 11 Plan for One Dot Six Corp. Proposed by U.S. Bank National Association and Mast Capital Management, LLC*, or (c) *Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code Proposed by Harbinger Capital Partners, LLC*.

9. The revised dates pursuant to the draft Revised Specific Disclosure Statement and Solicitation Order, are as follows:
 - (a) Plan Supplement Date: December 31, 2013.
 - (b) Voting Deadline: January 15, 2014 at 4:00 p.m. (prevailing Pacific time).
 - (c) Deadline to submit objections to the Second Amended Plan: January 15, 2014 at 4:00 p.m. (prevailing Eastern time).
 - (d) Deadline to submit Voting Report: January 17, 2014 at 4:00 p.m. (prevailing Eastern time).
 - (e) Deadline to submit confirmation brief in support of Second Amended Plan and in response to objections thereto: January 19, 2014 at 4:00 p.m. (prevailing Eastern time).
 - (f) Confirmation Hearing: January 21, 2014 at 10:00 a.m. (prevailing Eastern time).
10. The Foreign Representative is of the view that the Canadian Court should recognize the Revised Specific Disclosure Statement and Solicitation Order, if granted by the U.S. Bankruptcy Court, as it is appropriate and necessary for the protection of the Chapter 11 Debtors' property and the interests of their creditors.

General

11. The facts as further set out in the Eleventh Report and the affidavit of Elizabeth Creary sworn December 31, 2013 (the "**Creary Supplemental Affidavit**");
12. The provisions of the CCAA, including Part IV;
13. The *Rules of Civil Procedure*, including rules 2.03, 3.02 and 16; and
14. Such further and other grounds as counsel may advise and this Court may permit.

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

1. The Creary Supplemental Affidavit and the exhibits referred to therein, including the Revised Specific Disclosure Statement and Solicitation Order;
2. The Information Officer's Twelfth Report (to be filed separately); and
3. Such further and other material as counsel may advise and this Honourable Court may permit.

December 31, 2013

DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON M5K 0A1

R. Shayne Kukulowicz

LSUC No.: 30729S
Telephone: 416-863-4740
Facsimile: 416-863-4592
E-mail: shayne.kukulowicz@dentons.com

Jane O. Dietrich

LSUC No. 49302U
Telephone: 416-863-4467
Facsimile: 416-863-4592
E-Mail: jane.dietrich@dentons.com

C. Blake Moran

LSUC No. 62296M
Telephone: 416-863-4495
Facsimile: 416-863-4592
E-Mail: kate.stigler@dentons.com

Lawyers for the Chapter 11 Debtors

TO: THE SERVICE LIST

TAB A

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE •) FRIDAY, THE 3rd DAY OF
JUSTICE •) JANUARY, 2014
)

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

APPLICATION OF LIGHTSQUARED LP
UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT*
ACT, R.S.C. 1985, c. C 36, AS AMENDED

AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE
UNITED STATES BANKRUPTCY COURT WITH RESPECT TO
LIGHTSQUARED INC., LIGHTSQUARED INVESTORS HOLDINGS INC., ONE
DOT FOUR CORP., ONE DOT SIX CORP., SKYTERRA ROLLUP LLC,
SKYTERRA ROLLUP SUB LLC, SKYTERRA INVESTORS LLC, TMI
COMMUNICATIONS DELAWARE, LIMITED PARTNERSHIP,
LIGHTSQUARED GP INC., LIGHTSQUARED LP, ATC TECHNOLOGIES,
LLC, LIGHTSQUARED CORP., LIGHTSQUARED FINANCE CO.,
LIGHTSQUARED NETWORK LLC, LIGHTSQUARED INC. OF VIRGINIA,
LIGHTSQUARED SUBSIDIARY LLC, LIGHTSQUARED BERMUDA LTD.,
SKYTERRA HOLDINGS (CANADA) INC., SKYTERRA (CANADA) INC. AND
ONE DOT SIX TVCC CORP. (COLLECTIVELY, THE "CHAPTER 11
DEBTORS")

RECOGNITION ORDER

THIS MOTION, made by LightSquared LP in its capacity as the foreign representative (the "**Foreign Representative**") of the Chapter 11 Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order substantially in the form attached as Schedule "A" to the supplemental notice of motion of the Foreign Representative dated December 31, 2013

(the “**Supplemental Notice of Motion**”), recognizing an order granted by the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Bankruptcy Court**”) in the cases commenced by the Chapter 11 Debtors under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Chapter 11 Cases**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Supplemental Notice of Motion, the affidavit of Elizabeth Creary sworn December 31, 2013, the twelfth report of Alvarez & Marsal Canada Inc., in its capacity as court-appointed information officer of the Chapter 11 Debtors (the “**Information Officer**”), dated January ●, 2014 (the “**Twelfth Report**”), and on hearing the submissions of counsel for the Foreign Representative, counsel for the Information Officer, counsel for the ad hoc secured group of LightSquared LP Lenders and counsel to L-Band Acquisition, LLC, no one else appearing although duly served as appears from the affidavit of service of ● sworn December ●, 2013, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Supplemental Notice of Motion and the supplemental motion record is hereby abridged and validated so that this motion is properly returnable today.

RECOGNITION OF FOREIGN ORDER

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

- (a) Order Authorizing LightSquared’s Motion Seeking Approval of LightSquared’s Revised Specific Disclosure Statement and Shortened Time to Object to Confirmation of LightSquared’s Revised Second Amended Plan and Re-Solicitation Thereof;

attached hereto as **Schedule “A”**, provided, however, that in the event of any conflict between the terms of the Foreign Order and the Orders of this Court made in the within

proceedings, the Orders of this Court shall govern with respect to the Chapter 11 Debtors' current and future assets, undertakings and properties of every nature and kind whatsoever in Canada.

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

SCHEDULE "A"

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

**RECOGNITION ORDER
(JANUARY 3, 2013)**

DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario
M5K 0A1

R. Shayne Kukulowicz / Jane O. Dietrich /
C. Blake Moran

LSUC No.: 30729S / 49302U / 62296M

Tel: 416 863-4740 / 863-4467 / 863-4495

Fax: (416) 863-4592

Email: shayne.kukulowicz@dentons.com

jane.dietrich@dentons.com

blake.moran@dentons.com

Lawyers for the Chapter 11 Debtors.

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 NOTICE OF MOTION
(Returnable on January 3, 2014)

DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario
M5K 0A1

R. Shayne Kukulowicz / Jane O. Dietrich / C. Blake Moran
LSUC No.: 30729S / 49302U / 62296M
Tel: 416 863-4740 / 863-4467/ 863-4495
Fax: (416) 863-4592
Email: shayne.kukulowicz@dentons.com
jane.dietrich@dentons.com
blake.moran@dentons.com

Lawyers for the Chapter 11 Debtors.

TAB 2

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")

AFFIDAVIT OF ELIZABETH CREARY
(Sworn December 31, 2013)

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

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

2. This affidavit is filed in support of the Foreign Representative's motion for an order, *inter alia*, recognizing in Canada and giving full force and effect in all provinces and territories of Canada, pursuant to section 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C. 36, as amended (the "CCAA"), the *Order Authorizing LightSquared's Motion Seeking Approval of LightSquared's Revised Specific Disclosure Statement and Shortened Time To Object to Confirmation of LightSquared's Revised Second Amended Plan and Re-Solicitation Thereof* (the "**Revised Specific Disclosure Statement and Solicitation Order**") of the United States Bankruptcy Court for the Southern District of New York (the "**U.S. Bankruptcy Court**") made in the cases commenced by the Chapter 11 Debtors in the U.S. Bankruptcy Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "**Chapter 11 Cases**").

Background on Proceedings

3. My last affidavit sworn in these proceedings on December 18, 2013 (the "**December 18th Affidavit**") provides a summary of the proceedings up to the date thereof.

4. On December 24, 2013 the Chapter 11 Debtors, at the request and direction of the special committee of the boards of directors (the "**Special Committee**") for LightSquared Inc. and LightSquared GP Inc., brought a motion (the "**Plan Modifications Motion**") before the U.S. Bankruptcy Court, seeking entry of an *Order Authorizing LightSquared's Motion Seeking Approval of (A) Modifications to LightSquared's First Amended Plan Pursuant to Chapter 11 of Bankruptcy Code Without Need For Further Solicitation of Votes, or, In Alternative, (B) LightSquared's Second Amended Specific Disclosure Statement and Shortened Time To Object to Confirmation of LightSquared's Second Amended Plan And Streamlined Re-Solicitation Thereof*. A copy of the Plan Modifications Motion (without exhibits) is attached to this my affidavit as **Exhibit "A"**.

5. Also on December 24, 2013 the Chapter 11 Debtors filed a motion for entry of an order shortening the time for notice of the hearing to consider the Plan Modifications Motion (the "**Shortened Notice Motion**"). The Shortened Notice Motion requested that the hearing of the Plan Modification Motion be held on December 30, 2013 at 10:00 a.m. (prevailing Eastern time).

6. On December 26, 2013, the U.S. Bankruptcy Court granted an order which provided for the Chapter 11 Debtors' relief requested in the Shortened Notice Motion (the "**Shortened Notice Order**"). A copy of the Shortened Notice Order is attached to this my affidavit as **Exhibit "B"**.

Foreign Order

7. On December 30, 2013, the Plan Modifications Motion was heard before the U.S. Bankruptcy Court. Following the hearing, and subject to entry of an order, the Honorable Judge Chapman, among other things, approved the Revised Specific Disclosure Statement (as defined below), ordered that LightSquared's deadline to submit plan supplement documents would be extended from 4:00 p.m. (prevailing Eastern time) on December 30, 2013 until December 31, 2013, and ordered certain other amended timelines as set out below.

8. On the morning of December 31, 2013, the Chapter 11 Debtors filed with the U.S. Bankruptcy Court the (i) *Debtors' Revised Specific Disclosure Statement for Debtors' Revised Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* (the "**Revised Specific Disclosure Statement**"); (ii) *Debtors' Revised Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* (the "**Revised Second Amended Plan**"); and (iii) *Inc. Debtors' Revised Joint Plan Pursuant to Chapter 11 of Bankruptcy Code*. A copy of the Amended Specific Disclosure Statement is attached to my affidavit as **Exhibit "C"**. A copy of the Revised Second Amended Plan is included in the Revised Specific Disclosure Statement at Exhibit "A".

9. Also on December 31, 2013, the Chapter 11 Debtors submitted to the U.S. Bankruptcy Court a draft of the Revised Specific Disclosure Statement and Solicitation Order. A copy of the draft Revised Specific Disclosure Statement and Solicitation Order is attached to this my affidavit as **Exhibit "D"**.

10. The draft Revised Specific Disclosure Statement and Solicitation Order, which if entered, will, among other things, approve the Revised Specific Disclosure Statement and will amend dates and deadlines with respect to the Revised Second Amended Plan only. For the avoidance of doubt, this Revised Specific Disclosure

Statement and Solicitation Order, and the solicitation contemplated thereby, will in no way affect the votes of ballots received by the LightSquared's claims and solicitation agent in connection with the (a) *First Amended Joint Chapter 11 Plan for LightSquared LP, ATC Technologies, LLC, LightSquared Corp., LightSquared Inc. of Virginia, LightSquared Subsidiary LLC, LightSquared Finance Co., LightSquared Network LLC, Lightsquared Bermuda Ltd., SkyTerra Holdings (Canada) Inc., and SkyTerra (Canada) Inc., Proposed by the Ad Hoc Secured Group of LightSquared LP Lenders*, (b) *Chapter 11 Plan for One Dot Six Corp. Proposed by U.S. Bank National Association and Mast Capital Management, LLC*, or (c) *Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code Proposed by Harbinger Capital Partners, LLC*.

11. The revised dates pursuant to the draft Revised Specific Disclosure Statement and Solicitation Order are as follows:

- (a) Plan Supplement Date: December 31, 2013;.
- (b) Voting Deadline: January 15, 2014 at 4:00 p.m. (prevailing Pacific time).
- (c) Deadline to submit objections to the Second Amended Plan: January 15, 2014 at 4:00 p.m. (prevailing Eastern time).
- (d) Deadline to submit Voting Report: January 17, 2014 at 4:00 p.m. (prevailing Eastern time).
- (e) Deadline to submit confirmation brief in support of Second Amended Plan and in response to objections thereto: January 19, 2014 at 4:00 p.m. (prevailing Eastern time).
- (f) Confirmation Hearing: January 21, 2014 at 10:00 a.m. (prevailing Eastern time).

12. It is my understanding that the intention is that a supplemental affidavit will be filed prior to the return of this motion on January 3, 2014, providing an update to this Court with respect to the U.S. Bankruptcy Court's approval of the Revised Specific Disclosure Statement and Solicitation Order and identifying the modifications in the final

Revised Specific Disclosure Statement and Solicitation Order granted as compared with the draft Revised Specific Disclosure Statement and Solicitation Order, if any.

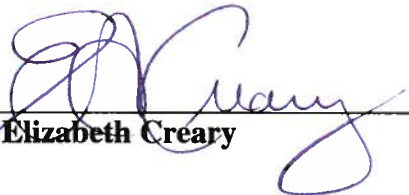
13. The Chapter 11 Debtors thus respectfully request that the Court recognize the Revised Specific Disclosure Statement and Solicitation Order should it be entered by the U.S. Bankruptcy Court, as the terms and conditions contained therein are fair and reasonable and in the best interests of the Chapter 11 Debtors' estates and creditors.

14. I make this affidavit in support of the motion of the Foreign Representative returnable on January 3, 2014 and for no other or improper purpose.

SWORN before me in the City of Ottawa)
in the Province of Ontario this 31st day of)
December, 2013)



Commissioner for Taking Affidavits, etc.)



Elizabeth Creary)

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