

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.
JUSTICE MORAWETZ

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FRIDAY, THE 3rd DAY OF
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")

SUPPLEMENTAL 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 2, 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 Stephanie Waugh sworn December 31, 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.

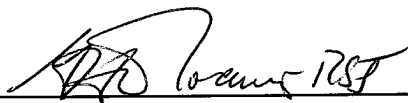
RECOGNITION OF FOREIGN ORDER

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.



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SCHEDULE “A”

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.¹

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

**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**

Upon the motion (the "Motion")² of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, "LightSquared" or the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), at the request and direction of the special committee of the boards of directors (the "Special Committee") for LightSquared Inc. and LightSquared GP Inc., for entry of an order (the "Order"), pursuant to sections 105, 1125, and 1126 of title 11 of the United States Code, §§ 101-1532 (as amended, the "Bankruptcy Code"), rules 2002, 3017, and 9006 of the Federal Rules of Bankruptcy Procedure (the

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

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the (a) Motion, (b) *Order (I) Approving Disclosure Statements, (II) Approving Solicitation and Notice Procedures with Respect to Confirmation of Competing Plans, (III) Approving Forms of Various Ballots and Notices in Connection Therewith, (IV) Approving Scheduling of Certain Dates in Connection with Confirmation of Competing Plans, and (V) Granting Related Relief* [Docket No. 936] (as amended, supplemented, or modified from time to time (the "Original Disclosure Statement Order"), or (c) Second Amended Plan (as defined herein), as applicable.

“Bankruptcy Rules”), and rule 3017-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), among other things, (i) approving the *Revised Specific Disclosure Statement for Debtors’ Revised Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code*, dated December 31, 2013 [Docket No. 1166] (as amended, supplemented, or modified from time to time, the “Revised Specific Disclosure Statement”), (ii) shortening time for re-solicitation of the *Debtors’ Revised Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code*, dated December 31, 2013 [Docket No. 1166] (as amended, supplemented, or modified from time to time, the “Revised Second Amended Plan”),³ and (iii) applying to the Revised Second Amended Plan certain amended plan-related deadlines; 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 having heard statements in support of, and in opposition to, the Motion at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and it appearing, and the Court having found, that the relief requested in the Motion is in the best interests of LightSquared, its estates, its creditors, 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,

³ For the avoidance of doubt, references herein to the Revised Second Amended Plan includes the *Inc. Debtors’ Revised Joint Plan Pursuant to Chapter 11 of Bankruptcy Code*.

IT IS HEREBY FOUND AND DETERMINED THAT:⁴

A. The notice of the Motion and Hearing was adequate under the circumstances and no other or further notice is required.

B. The entry of this Order is in the best interests of LightSquared and its estates, creditors, interest holders, and other parties in interest herein.

IT IS HEREBY ORDERED AND DETERMINED THAT:

1. The Motion is granted as provided herein.

2. The Revised Specific Disclosure Statement contains adequate information within the meaning of section 1125(a) of the Bankruptcy Code and, therefore, is approved pursuant to section 1125(a)(1) of the Bankruptcy Code and Bankruptcy Rule 3017(b). To the extent not withdrawn, settled, or otherwise resolved, any objection to the Motion or approval of the Revised Specific Disclosure Statement is overruled.

3. Promptly upon entry of this Order, the Claims and Solicitation Agent shall distribute, or cause to be distributed, to all entities entitled to vote to accept or reject the Revised Second Amended Plan: (a) the Revised Specific Disclosure Statement (with all exhibits thereto, including the Revised Second Amended Plan and the exhibits thereto), (b) this Order, (c) an appropriate number of Ballots (with voting instructions with respect thereto), and (d) a notice addressing the revised plan documents and amended deadlines and hearing dates with respect thereto (the “Notice of Revised Specific Disclosure Statement” and, collectively with the Revised Specific Disclosure Statement, Revised Second Amended Plan, Ballots, and all exhibits thereto, the “Solicitation Materials”).

⁴ Regardless of the heading under which they appear, any (a) findings of fact that constitute conclusions of law shall be conclusions of law and (b) conclusions of law that constitute findings of fact shall be findings of fact. All findings of fact and conclusions of law announced by the Court at the Hearing in relation to the Motion are incorporated herein to the extent not inconsistent herewith.

4. The solicitation of the Revised Second Amended Plan and the Ballots submitted therefor shall be deemed to supersede and revoke all prior solicitations of prior chapter 11 plans filed by the Debtors and all Ballots submitted therefor. For the avoidance of doubt, this Order, and the solicitation contemplated hereby, shall in no way affect the solicitation or votes on Ballots received by the Claims and Solicitation Agent with respect to 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* [Docket No. 917], (b) *Chapter 11 Plan for One Dot Six Corp. Proposed by U.S. Bank National Association and Mast Capital Management, LLC* [Docket No. 913], or (c) *Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code Proposed by Harbinger Capital Partners, LLC* [Docket No. 912].

5. As shall be set forth in the Notice of Revised Specific Disclosure Statement, the amended dates and deadlines with respect to the Revised Second Amended Plan shall be 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).

6. The Debtors shall be deemed to have provided, in accordance with Bankruptcy Rules 2002, 3017, and 9006 and Local Bankruptcy Rules 2002-1 and 3017-1, adequate notice of the foregoing dates and deadlines, the Ballots, the Revised Specific Disclosure Statement, and the Revised Second Amended Plan in connection with the Notice of Revised Specific Disclosure Statement; provided, further, (a) the time prescribed by Bankruptcy Rule 2002(b) for objecting to the Revised Second Amended Plan shall be shortened so as to require objections by the deadline set forth herein (i.e., January 15, 2014 at 4:00 p.m. (prevailing Eastern time)) and the Debtors' deadline to resolicit votes on the Revised Second Amended Plan shall be shortened and the voting deadline shall be January 15, 2014 at 4:00 p.m. (prevailing Pacific time), and (b) the Court hereby (i) waives the requirement in Local Bankruptcy Rule 3018-1 that the Voting Report for the Second Amended Plan be filed at least seven (7) days prior to the Confirmation Hearing, and (ii) shortens the time period to file the Voting Report with respect to the Second Amended Plan.

7. The Solicitation Materials and the distribution thereof as set forth herein (a) provide all holders of claims or equity interests entitled to vote on the Revised Second Amended Plan with the requisite materials and sufficient time to make an informed decision with respect to the Second Amended Plan, (b) satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules, and (c) are approved in their entirety.

8. The terms of, and relief granted in, the Original Disclosure Statement Order are incorporated herein by reference and shall be deemed part of this Order; provided, to the extent that the terms of the Original Disclosure Statement Order conflict with the terms of this Order, the terms of this Order shall control.

9. LightSquared and the Claims and Solicitation Agent are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: December 31, 2013
New York, New York

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

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
TORONTO

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

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