

**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")**

TWELFTH REPORT OF THE INFORMATION OFFICER

ALVAREZ & MARSAL CANADA INC.

January 2, 2014

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Schedule A – Revised Specific Disclosure Statement and Solicitation Order

INTRODUCTION

1. On May 14, 2012 (the “**Petition Date**”), LightSquared LP (“**LSLP**” or the “**Applicant**”), LightSquared Inc. and various of their affiliates (collectively, “**LightSquared**” or the “**Chapter 11 Debtors**”), commenced voluntary reorganization cases (the “**Chapter 11 Cases**”) in the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Bankruptcy Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).
2. On the Petition Date, the Chapter 11 Debtors filed various motions for interim and/or final orders (the “**First Day Motions**”) in the Chapter 11 Cases to permit the Chapter 11 Debtors to continue to operate their businesses in the ordinary course. Also, on the Petition Date, the Applicant, as the proposed Foreign Representative, commenced these proceedings (the “**CCAA Recognition Proceedings**”), by notice of application returnable before this Honourable Court (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (the “**CCAA**”).
3. On May 15, 2012, the Honourable Justice Morawetz granted an order in these proceedings providing certain interim relief to the Chapter 11 Debtors (the “**Interim Initial Order**”), including a stay of proceedings in respect of the Chapter 11 Debtors, the property and business of the Chapter 11 Debtors and the directors and officers of the Chapter 11 Debtors.
4. On May 15, 2012 and May 16, 2012, the U.S. Bankruptcy Court entered various “first day” orders, including an interim order authorizing LSLP to act as the foreign representative on behalf of the Chapter 11 Debtors’ estates (the “**Foreign Representative**”).
5. On May 18, 2012, the Honourable Justice Morawetz granted an initial recognition order in these proceedings (the “**Initial Recognition Order**”), which among other things: (i)

recognized LSLP as the “foreign representative” of the Chapter 11 Debtors; (ii) declared the Chapter 11 Cases to be a “foreign main proceeding” pursuant to Part IV of the CCAA; and (iii) stayed all proceedings against the Chapter 11 Debtors.

6. On May 18, 2012, the Honourable Justice Morawetz also granted a supplemental order in these proceedings (the “**Supplemental Order**”), which among other things: (i) appointed Alvarez and Marsal Canada Inc. (“**A&M Canada**”) as Information Officer (the “**Information Officer**”) in these proceedings; (ii) stayed all claims and proceedings in respect of the Chapter 11 Debtors, the property and business of the Chapter 11 Debtors and the directors and officers of the Chapter 11 Debtors; (iii) granted a super-priority charge over the Chapter 11 Debtors’ property, in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings; and (iv) recognized and gave full force and effect in Canada to certain orders entered by the U.S. Bankruptcy Court including the following:

- a. Order Directing Joint Administration of Related Chapter 11 Cases;
- b. Interim Order Authorizing LightSquared LP To Act as Foreign Representative Pursuant to 11 U.S.C. § 1505; and
- c. Interim 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, (D) Waiving Investment Guidelines of Sections 345(b) of Bankruptcy Code and (E) Scheduling a Final Hearing.

7. On June 4, 11 and 13, 2012, the U.S. Bankruptcy Court entered various orders in the Chapter 11 Cases, including the “Final Order Authorizing LightSquared LP To Act as Foreign Representative Pursuant to 11 U.S.C. § 1505” (the “**Final Foreign Representative Order**”).

8. On June 14, 2012, on a motion brought by the Applicant, the Canadian Court granted an order (the “**June 14th Order**”) recognizing certain orders entered by the U.S. Bankruptcy Court including the following:

- a. Final Foreign Representative Order;
- b. Order Determining Adequate Assurance of Payment for Future Utility Services;
- c. Agreed Final Order (A) Authorizing Debtors To Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, and (C) Modifying Automatic Stay (the “**Cash Collateral Order**”); and
- d. 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.

9. In connection with the June 14th Order, the Information Officer filed its First Report to the Canadian Court on June 12, 2012. The June 14th Order also approved the First Report and the activities of the Information Officer described therein.

10. On August 21, 2012, on a motion brought by the Applicant, the Canadian Court granted an order (the “**August 21st Order**”) recognizing the following orders of the U.S. Bankruptcy Court:

- a. Order Granting LightSquared's Motion for Order Approving Expedited Procedures for Sale, Transfer, and/or Abandonment of De Minimis Assets; and
- b. Order Pursuant to 11 U.S.C. § 502(b)(9) and Fed. R. Bankr. P. 2002 and 3003(c)(3) Establishing Deadlines for Filing Proofs of Claim and Procedures Relating Thereto and Approving Form and Manner of Notice Thereof.

11. In connection with the August 21st Order, the Information Officer filed its Second Report to the Canadian Court on August 15, 2012 (the "**Second Report**"). The August 21st Order also approved the Information Officer's Supplemental Report dated June 22, 2012, the Second Report and the activities of the Information Officer described therein.

12. On March 8, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the "**March 8th Order**") recognizing the following orders of the U.S. Bankruptcy Court:

- a. Order, Pursuant to 11 U.S.C. § 1121(d), Further Extending the Chapter 11 Debtors Exclusive Periods To File a Plan of Reorganization and Solicit Acceptances Thereof;
- b. Amended Agreed Final Order (A) Authorizing Debtors To Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, and (C) Modifying Automatic Stay (the "**First Amended Cash Collateral Order**"); and
- c. Order, Pursuant to Section 105(a) of Bankruptcy Code and Bankruptcy Rules 6006, 9014, and 9019, (A) Approving Settlement Agreement Regarding Sprint Claims Under Master Services Agreement and (B) Authorizing Any and All Actions Necessary To Consummate Settlement Agreement.

13. In connection with the March 8th Order, the Information Officer filed its Fifth Report to the Canadian Court on March 5, 2013 (the "**Fifth Report**"). The March 8th Order also approved

the Information Officer's Third and Fourth Reports, the Fifth Report and the activities of the Information Officer described therein.

14. On March 20, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the "**March 20th Order**") recognizing the following order of the U.S. Bankruptcy Court:

- a. Order, Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 363(f), (A) Approving and Authorizing LightSquared Network LLC and LightSquared Corp. To Enter into Consignment Agreement with Rincon Technology, Inc., (B) Authorizing Sale of Consigned Property, and (C) Authorizing LightSquared To Abandon Unsold Property.

15. In connection with the March 20th Order, the Information Officer filed its Sixth Report to the Canadian Court on March 15, 2013 (the "**Sixth Report**"). The March 20th Order also approved the Information Officer's Sixth Report and the activities of the Information Officer described therein.

16. On August 13, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the "**August 13th Order**") recognizing the following order of the U.S. Bankruptcy Court:

- a. Order Scheduling Certain Hearing Dates and Establishing Deadlines in Connection with Chapter 11 Plan Process (the "**Scheduling Order**").

17. In connection with the August 13th Order, the Information Officer filed its Eighth Report to the Canadian Court on August 9, 2013 (the "**Eighth Report**"). The August 13th Order also approved the Information Officer's Seventh Report, the Eighth Report and the activities of the Information Officer described therein.

18. On October 9, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the “**October 9th Order**”) recognizing the following orders of the U.S. Bankruptcy Court:

- a. Order Approving Expense Reimbursement and Related Relief for L-Band Acquisition, LLC and Mast Spectrum Acquisition Company LLC and Related Entities;
- b. Order (A) Establishing Bid Procedures, (B) Scheduling Date and Time for Auction, (C) Approving Assumption and Assignment Procedures, (D) Approving Form of Notice, and (E) Granting Related Relief (the “**Bid Procedures Order**”); and
- c. Final Order (I) Approving Compensation for Independent Directors, (II) Authorizing Administrative Expense Priority for Indemnification Claims Arising from Postpetition Services of Independent Directors, and (III) Granting Related Relief.

19. In connection with the October 9th Order, the Information Officer filed its Ninth Report to the Canadian Court on October 4, 2013 (the “**Ninth Report**”). The October 9th Order also approved the Information Officer’s Ninth Report and the activities of the Information Officer described therein.

20. On October 17, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the “**October 17th Order**”) recognizing the following order of the U.S. Bankruptcy Court:

- a. 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” (the “**Disclosure and Solicitation Order**”).

21. In connection with the October 17th Order, the Information Officer filed its Tenth Report to the Canadian Court on October 11, 2013 (the “**Tenth Report**”). The October 17th Order also approved the Information Officer’s Tenth Report and the activities of the Information Officer described therein.

22. On December 18, 2013, the Foreign Representative served a Motion Record, including a Notice of Motion returnable on January 3, 2014, in these proceedings (the “**January 3rd Motion**” or the “**Recognition Motion**”). The Foreign Representative requested recognition by the Canadian Court of the following Orders of the U.S. Bankruptcy Court:

- a. Order Modifying Previously Scheduled Hearing Dates and Deadlines in Connection with Chapter 11 Plan Process (the “**Modified Scheduling Order**”); and
- b. Order Amending Amended Agreed Final Order (A) Authorizing Debtors to Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, And (C) Modifying Automatic Stay (the “**Second Amended Cash Collateral Order**”).

In connection with the January 3rd Motion, the Information Officer served its Eleventh Report to the Canadian Court dated December 23, 2013 (the “**Eleventh Report**”) on December 24, 2013.

PURPOSE OF THIS REPORT

23. On December 31, 2013, the Foreign Representative served a Supplemental Motion Record, including a Supplemental Notice of Motion returnable on January 3, 2014, in these proceedings (the “**Supplemental January 3rd Motion**” or the “**Supplemental Recognition Motion**”). The Supplemental Motion Record includes an affidavit of Elizabeth Creary sworn December 31, 2013 (the “**Creary Affidavit**”).

24. The purpose of this twelfth report of the Information Officer (the “**Twelfth Report**”) is to provide the Canadian Court with information concerning the Chapter 11 Cases, including:

- a. the Foreign Representative’s request for recognition by the Canadian Court of the U.S. Bankruptcy Court’s 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 dated and entered on December 31, 2013 (the “**Revised Specific Disclosure Statement and Solicitation Order**” or “**Foreign Order**”), attached hereto as **Schedule “A”**; and
- b. information concerning the activities of the Information Officer since the date of the Eleventh Report (the “**Activities Report**”).

25. The limitations in this paragraph do not apply to the Activities Report in this Twelfth Report. In preparing this Twelfth Report, A&M Canada, in its limited capacity as Information Officer, has relied upon documents filed with the Court in these proceedings, documents filed in the Chapter 11 Cases and other information made available to it by the Foreign Representative, the Chapter 11 Debtors and their respective counsel (the “**Parties**”), as appropriate (collectively, the “**Information**”). Based on its limited review and limited interaction with the Parties to date, nothing has come to A&M Canada’s attention that would cause it to question the reasonableness of the Information presented herein. However, to the extent that this Twelfth Report contains any financial information of the Chapter 11 Debtors (“**Financial Information**”), A&M Canada has not audited, reviewed or otherwise attempted to independently verify the accuracy or completeness of the Financial Information. Accordingly, A&M Canada expresses no opinion or other form of assurance in respect of the Financial Information.

26. All terms not otherwise defined in this Twelfth Report have the meanings ascribed to them in the Chapter 11 Cases.

27. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.

REVISED SPECIFIC DISCLOSURE STATEMENT AND SOLICITATION ORDER

28. 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.*

29. 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**”). On December 26, 2013, the U.S. Bankruptcy Court granted an order which provided the relief requested in the Shortened Notice Motion and ordered the Plan Modifications Motion to be heard on December 30, 2013.

30. On December 30, 2013, the Plan Modifications Motion was heard before the U.S. Bankruptcy Court. The U.S. Bankruptcy Court ordered, among other things, that LightSquared’s deadline to submit plan supplement documents would be extended to 10:00 a.m. December 31, 2013, and ordered certain other amended timelines as set out below.

31. On December 31, 2013, the Chapter 11 Debtors submitted and the U.S. Bankruptcy Court entered the Revised Specific Disclosure Statement and Solicitation Order which established the following revised hearing dates and deadlines in the Chapter 11 Cases:

Event	Date – under Modified Scheduling Order	Amended Date – under Revised Specific Disclosure Statement and Solicitation Order
Plan Objection Deadline, Highest Bidder Objection Deadline and Financial Wherewithal Objection Deadline	December 30, 2013 at 4:00 p.m. (Eastern)	January 15, 2014 at 4:00 p.m. (Eastern)
Voting Deadline	December 30, 2013 at 4:00 p.m. (Pacific)	January 15, 2014 at 4:00 p.m. (Pacific)
Deadline to Submit Voting Report	January 3, 2014 at 4:00 p.m. (Eastern)	January 17, 2014 at 4:00 p.m. (Eastern)
Confirmation Brief Deadlines (including responses to Plan Objections, Highest Bidder Objections, and Financial Wherewithal Objections)	January 7, 2014 at 9:00 p.m. (Eastern)	January 19, 2014 at 4:00 p.m. (Eastern)
Confirmation Hearing	January 9, 2014 at 10:00 a.m. (Eastern)	January 21, 2014 at 10:00 a.m. (Eastern)

32. Also on 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 the 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 Join Plan Pursuant to Chapter 11 of Bankruptcy Code*. The U.S. Bankruptcy Court determined, and ordered in the Foreign Order, that the Revised Specific Disclosure Statement contains adequate information within the meaning of section 1125 (a) of the U.S. Bankruptcy Code and therefore that the Revised Specific Disclosure Statement is approved.

33. The Foreign Representative is requesting that the Canadian Court recognize the Revised Specific Disclosure Statement and Solicitation Order on the grounds that the terms and

conditions contained therein are fair and reasonable and in the best interests of the Chapter 11 Debtors' estates and creditors.

34. The Foreign Representative included a draft of the Foreign Order in its Supplemental Motion Record because the order had not yet been entered by the U.S. Bankruptcy Court at the time that the Creary Affidavit was sworn. The Foreign Representative has advised the Information Officer, and the Information Officer understands it to be true based on its own review, that the draft is substantively the same as the entered order attached as Schedule "A" hereto.

ACTIVITIES OF THE INFORMATION OFFICER

35. The activities of the Information Officer since the date of our Eleventh Report have included:

- a. reviewing the Supplemental Motion Record in respect of the Supplemental January 3rd Motion, reviewing and monitoring the materials filed in the Chapter 11 Cases and discussions with its counsel, Goodmans, and with counsel for the Foreign Representative regarding same;
- b. updating the Information Officer's website at www.amcanadadocs.com/lightsquared to make available copies of the Eleventh Report and Recognition Motion; and
- c. preparing this Twelfth Report and discussions with Goodmans regarding same.

36. The Applicant is seeking approval of this Twelfth Report and the activities of the Information Officer set out in this Twelfth Report in respect of this proceeding.

RECOMMENDATION

37. The Information Officer understands that the secured creditors registered against the Canadian Chapter 11 Debtor entities have been given notice of the Supplemental Recognition Motion and are notice parties in the Chapter 11 Cases.

38. Based on its review of the materials, as described in this Twelfth Report, the Information Officer understands that the Foreign Order sought to be recognized and approved in the Supplemental Recognition Motion is necessary for the protection of the Chapter 11 Debtors' property and the interest of their creditors.

39. As previously reported to this Honourable Court, since any resulting transaction within the Chapter 11 Cases will require the approval of both the U.S. Bankruptcy Court and recognition by the Canadian Court as part of the confirmation process, the revised hearing dates and deadlines approved by the U.S. Bankruptcy Court are relevant to the Canadian Court. Accordingly, the Information Officer is of the view that it is appropriate that the Revised Specific Disclosure Statement and Solicitation Order be submitted to this Honourable Court for recognition.


40. The Information Officer is of the view that the Foreign Order, and the procedures of the U.S. Bankruptcy Court leading up to the entry of the Foreign Order, are not contrary to public policy in Canada.

41. Based on the foregoing, the Information Officer respectfully recommends that this Honourable Court grant the relief sought by the Foreign Representative in the Recognition Motion.

ALL OF WHICH IS RESPECTFULLY SUBMITTED at Toronto, Ontario this 2nd day of January, 2014.

ALVAREZ & MARSAL CANADA INC.

in its capacity as the Information Officer of
LightSquared LP and not in its personal or corporate capacity

Per: 
John J. Walker

Schedule A

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

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

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

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

Proceeding commenced at Toronto

**TWELFTH REPORT OF
INFORMATION OFFICER
(Dated January 2, 2014)**

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