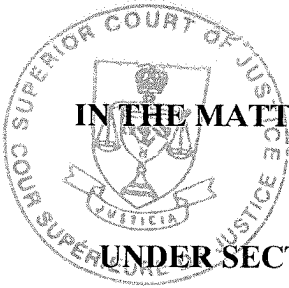


ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE  
REGIONAL SENIOR  
JUSTICE MORAWETZ

)  
)  
)

THURSDAY, THE 11th  
DAY OF JUNE, 2015



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")

Applicant

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 recognizing and approving an order granted by the Honourable Judge Shelley C. Chapman of the United States Bankruptcy Court for the Southern District of New York (the "U.S. Bankruptcy

**Court**”) which, among other things, authorizes the Chapter 11 Debtors to enter into and perform under an engagement letter related to the first lien exit facility contemplated by the Chapter 11 Debtors’ *Modified Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code*, dated March 26, 2015, 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**”), and for certain other relief, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, dated June 5, 2015, the Affidavit of Elizabeth Creary sworn June 5, 2015, the Twenty-Fifth Report of Alvarez & Marsal Canada Inc., in its capacity as court-appointed information officer of the Chapter 11 Debtors (the “**Information Officer**”), dated June 8, 2015 (the “**Twenty-Fifth Report**”), and on hearing the submissions of counsel for the Foreign Representative, the Information Officer, and such other counsel as were present,

#### **SERVICE**

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

#### **RECOGNITION OF FOREIGN ORDER**

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

- (a) *Order, Pursuant To 11 U.S.C. §§ 105(A) And 363, Authorizing LightSquared to (A) Enter Into And Perform Under Engagement Letter Related to Working Capital Facility, (B) Pay Fees and Expenses in Connection Therewith, And (C) Provide Related Indemnities [U.S. Bankruptcy Court Docket No. 2360] (the “Exit Financing Order”);*

attached hereto as Schedule “A” provided, however, that in the event of any conflict between the terms of the Exit Financing 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.

### **INFORMATION OFFICER REPORTS**

3. **THIS COURT ORDERS** that the Twenty-Fifth Report and the activities of the Information Officer described therein, be and are hereby approved.

### **SEALING**

1. **THIS COURT ORDERS** that the unredacted version of the Engagement Letter (as defined in the Exit Financing Order) filed with this Honourable Court be sealed from the public record until further Order of this Honourable Court.

### **AID AND ASSISTANCE**

2. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective agents and advisors in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:



JUN 11 2015



**SCHEDULE "A"**  
**(EXIT FINANCING ORDER)**

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

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In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

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

**ORDER, PURSUANT TO 11 U.S.C. §§ 105(A) AND 363, AUTHORIZING  
LIGHTSQUARED TO (A) ENTER INTO AND PERFORM UNDER  
ENGAGEMENT LETTER RELATED TO WORKING CAPITAL FACILITY,  
(B) PAY FEES AND EXPENSES IN CONNECTION THEREWITH,  
AND (C) PROVIDE RELATED INDEMNITIES**

Upon the motion (the “Motion”)<sup>2</sup> of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, “LightSquared”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), at the direction of the special committee for the boards of directors (the “Special Committee”) LightSquared Inc. and LightSquared GP Inc., and on behalf of the Plan Proponents, for entry of an order (the “Order”), pursuant to sections 105(a) and 363(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532, authorizing LightSquared to (a) enter into, effective as of May 13, 2015, and perform under the Engagement Letter with the Lead Arrangers, (b) pay certain fees and expenses associated with the Engagement Letter and Working Capital Facility and not already authorized pursuant to the

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the *Notice Regarding Exit Financing Motion* [Docket No. 2349] [Docket No. 2356].



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Confirmation Order or any other order of this Court, and (c) provide related indemnities to the Lead Arrangers, all as more fully set forth in the Motion; 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 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, it is hereby

**ORDERED** that:

1. The Motion is granted to the extent set forth herein.
2. LightSquared’s entry into and performance under the Engagement Letter is approved in all respects. LightSquared is authorized, but not directed, to enter into, effective as of May 13, 2015, and perform its obligations under the Engagement Letter, pursuant to sections 105(a) and 363 of the Bankruptcy Code, to pay fees and reimburse expenses in connection with the Engagement Letter, and to indemnify the Lead Arrangers in connection therewith.

3. LightSquared is authorized to pay in full all fees, indemnities, and expenses incurred in connection with the Working Capital Facility, including, without limitation, the fees, indemnities, and expenses set forth in the Engagement Letter and the Term Sheet.

4. LightSquared is authorized to enter into and shall be bound by the Right of First Refusal as of the date the Working Capital Facility Credit Agreement is entered into.

5. This Order shall in no way limit the authorizations contained in the *Order Confirming Modified Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* [Docket No. 2276], including, without limitation, any authorizations relating to the Working Capital Facility contained therein.

6. LightSquared is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

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

Dated: June 2, 2015  
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  
(COMMERCIAL LIST)**

**ORDER**

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*Solicitors for the Foreign Representative and Canadian  
counsel to the Chapter 11 Debtors*