

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE  
REGIONAL SENIOR  
JUSTICE MORAWETZ

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)  
)

THURSDAY, THE 25th  
  
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, amends the *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* [Docket No. 2360], entered 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 19, 2015, the Supplemental Affidavit of Elizabeth Creary sworn June 19, 2015, the Affidavit of Christopher Payne sworn June 19, 2015, the Supplemental Report to 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 22, 2015 (the “**Supplemental 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 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 Amending 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. 2368] (the “**Order Amending Exit Financing Order**”);

attached hereto as Schedule "A" provided, however, that in the event of any conflict between the terms of the Order Amending 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 REPORT**

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

### **AID AND ASSISTANCE**

4. **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  
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**SCHEDULE "A"**  
**(ORDER AMENDING EXIT FINANCING ORDER)**

**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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**ORDER AMENDING 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 notice of presentment of LightSquared Inc. and its affiliated debtors and debtors in possession (collectively, "LightSquared" or the "Debtors") [Docket No. 2367] (the "Notice of Presentment") of an order (this "Order") amending the *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* [Docket No. 2360] (the "Exit Financing Order") and authorizing the applicable Debtors to agree to, and be bound by, the Additional Lender Protections;<sup>2</sup> and the applicable Debtors' entry into the Working Capital Facility and payment of related fees and expenses having been previously authorized by this Court pursuant to the Exit

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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 Notice of Presentment or Exit Financing Order, as applicable.



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Financing Order and the *Order Confirming Modified Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* [Docket No. 2276] (the “Confirmation Order”); and the Working Capital Facility (including the Additional Lender Protections) having been negotiated in good faith and at arm’s length among LightSquared and the other parties thereto; and the relief set forth in this Order being in the best interests of LightSquared’s estates, their creditors, and other parties in interest; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157; and venue of this proceeding in this District being proper pursuant to 28 U.S.C. §§1408 and 1409; and the Notice of Presentment, and opportunity for a hearing, being appropriate under the particular circumstances and with no need to provide other or further notice; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The applicable Debtors are authorized to enter into and shall be bound by the Additional Lender Protections as of the date the Working Capital Facility Credit Agreement is entered into.
2. Any objections to the entry of this Order, to the extent not withdrawn or resolved, are hereby overruled.
3. This Order shall in no way limit the authorizations contained in the Exit Financing Order or the Confirmation Order, including, without limitation, any authorizations relating to the Working Capital Facility contained therein.
4. LightSquared is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

5. 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.

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

Dated: June 19, 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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counsel to the Chapter 11 Debtors*