B1 (Official Foliant) 2080-scc Doc 1 Filed 05/14/12 Entered 05/14/12 13:58:32 Main Document Pg 1 of 21 UNITED STATES BANKRUPTCY COURT **VOLUNTARY PETITION** District of _ Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor **Nature of Business** Chapter of Bankruptcy Code Under Which (Form of Organization) the Petition is Filed (Check one box.) (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Chapter 12 Chapter 15 Petition for Corporation (includes LLC and LLP) Railroad П Chapter 13 Recognition of a Foreign Partnership Stockbroker Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other Tax-Exempt Entity Nature of Debts **Chapter 15 Debtors** (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: ☐ Debts are primarily consumer ☐ Debts are Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. against debtor is pending: individual primarily for a Code (the Internal Revenue Code). personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box: ☐ Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. \S 101(51D). Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). Statistical/Administrative Information THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. ▤ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors 200-999 50-99 100-199 5.001-10.001-25,001-50.001-1-49 1.000-Over 50,000 100,000 5,000 10,000 25,000 100,000 Estimated Assets \$0 to \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than \$50,000 to \$1 billion \$1 billion \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 million million million million million Estimated Liabilities П \Box П П \Box П \$0 to \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million

B1 (Official Folk 21) 20/80-SCC Doc 1 Filed 05/14/12 Entered 05/14/12 13:58:32 Main Document **Voluntary Petition** Pg 2 of a2d of Debtor(s): (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) Case Number: Date Filed: Where Filed: Location Case Number: Date Filed: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) Name of Debtor: Case Number: Date Filed: District: Relationship: Judge: Exhibit A Exhibit B (To be completed if debtor is required to file periodic reports (e.g., forms 10K and (To be completed if debtor is an individual 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) whose debts are primarily consumer debts.) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). Exhibit A is attached and made a part of this petition. Signature of Attorney for Debtor(s) (Date) Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? Yes, and Exhibit C is attached and made a part of this petition. No. Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition. Information Regarding the Debtor - Venue (Check any applicable box.) Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately П preceding the date of this petition or for a longer part of such 180 days than in any other District. There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and П Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

B1 (Official FմեՁել) 20% 0-scc Doc 1 Filed 05/14/12 Entered 05/14/12 13:58:32 Main Document Pg 3 Ofar2elof Debtor(s): **Voluntary Petition** (This page must be completed and filed in every case.) **Signatures** Signature(s) of Debtor(s) (Individual/Joint) Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and correct. and that I am authorized to file this petition. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 (Check only one box.) or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. ☐ I request relief in accordance with chapter 15 of title 11, United States Code. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I Certified copies of the documents required by 11 U.S.C. § 1515 are attached. have obtained and read the notice required by 11 U.S.C. § 342(b). Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the I request relief in accordance with the chapter of title 11, United States Code, chapter of title 11 specified in this petition. A certified copy of the specified in this petition. order granting recognition of the foreign main proceeding is attached. X Signature of Debtor (Signature of Foreign Representative) X Signature of Joint Debtor (Printed Name of Foreign Representative) Telephone Number (if not represented by attorney) Date Date Signature of Attorney* **Signature of Non-Attorney Bankruptcy Petition Preparer** X I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as Signature of Attorney for Debtor(s) defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information Printed Name of Attorney for Debtor(s) required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum Firm Name fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached. Address Printed Name and title, if any, of Bankruptcy Petition Preparer Telephone Number Date Social-Security number (If the bankruptcy petition preparer is not an individual, *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a state the Social-Security number of the officer, principal, responsible person or certification that the attorney has no knowledge after an inquiry that the information partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) in the schedules is incorrect. Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true Address and correct, and that I have been authorized to file this petition on behalf of the debtor. X The debtor requests the relief in accordance with the chapter of title 11, United States Signature Code, specified in this petition. X Date Signature of Authorized Individual Signature of bankruptcy petition preparer or officer, principal, responsible person, or Printed Name of Authorized Individual partner whose Social-Security number is provided above.

individual.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an

If more than one person prepared this document, attach additional sheets conforming

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or

to the appropriate official form for each person.

both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Title of Authorized Individual

Date

Schedule 1

Pending Bankruptcy Cases Filed by Debtor and Affiliates of Debtor

On May 14, 2012, each of the affiliated entities listed below (collectively, the "<u>Debtors</u>") has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously therewith, the Debtors filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

ATC Technologies, LLC

Lightsquared Bermuda Ltd.

LightSquared Corp.

LightSquared Finance Co.

LightSquared GP Inc.

LightSquared Inc.

LightSquared Inc. of Virginia

LightSquared Investors Holdings Inc.

LightSquared LP

LightSquared Network LLC

LightSquared Subsidiary LLC

One Dot Four Corp.

One Dot Six Corp.

One Dot Six TVCC Corp.

SkyTerra (Canada) Inc.

SkyTerra Holdings (Canada) Inc.

SkyTerra Investors LLC

SkyTerra Rollup LLC

SkyTerra Rollup Sub LLC

TMI Communications Delaware, Limited Partnership

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:) Chapter 11
LIGHTSQUARED INC., et al.,) Case No. 12()
Debtors. ¹) Joint Administration Requested
)

EXHIBIT C TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent that the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

1

The debtors in these chapter 11 cases, 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 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 450 Park Avenue, Suite 2201, New York, NY 10022.

RESOLUTIONS OF THE BOARD OF DIRECTORS OF LIGHTSQUARED INC.

May 14, 2012

WHEREAS, the Board of Directors (the "Board") of LightSquared Inc., a Delaware corporation (the "Company"), has reviewed the materials presented by its financial, legal and other advisors and has held numerous discussions (including, without limitation, with management and such advisors) regarding such materials and the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses and operations; and

WHEREAS, such discussions included a full consideration of the strategic alternatives available to the Company;

NOW, it is hereby:

I. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code

RESOLVED, that in the best judgment of the Board of the Company, it is desirable and in the best interests of the Company, its stockholder, creditors, and other stakeholders and parties in interest (including, without limitation, the direct and indirect subsidiaries of the Company), that the Company file or cause to be filed both (i) a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), and (ii) a corresponding foreign recognition proceeding (the "Recognition Proceeding") in the Ontario Superior Court of Justice (Commercial List) under Part IV of the Companies' Creditors Arrangement Act (the "CCAA"), including the appointment of LightSquared LP, a Delaware limited partnership, as the foreign representative of each of the chapter 11 debtors in connection with the Recognition Proceeding (the "Foreign Representative"); and

RESOLVED, that each of Marc R. Montagner and Curtis Lu, Esq. (collectively, the "<u>Authorized Persons</u>"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "<u>Bankruptcy Court</u>") at such time and as said Authorized Persons executing the same shall determine, and to file all petitions, schedules, lists and other

motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Fraser Milner Casgrain LLP ("FMC") (i) as general Canadian counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the CCAA and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings in the Recognition Proceeding, and (ii) as counsel to represent and assist the Foreign Representative in carrying out its duties under the CCAA and to take any and all actions to advance the Foreign Representative's rights and obligations, including filing any pleadings in the Recognition Proceedings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the Recognition Proceeding, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of FMC and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Moelis; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC ("<u>A&M</u>") as financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take

any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of A&M; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("KCC") as claims and noticing agent to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of KCC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals, including, without limitation, Alvarez & Marsal Canada Inc. as information officer, as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including, without limitation, the (i) execution of appropriate retention agreements, (ii) payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, and (iii) filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including without limitation the execution of appropriate retention agreements, payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, the filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered to negotiate for and obtain postpetition financing according to terms to be negotiated by management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral or other similar arrangements, including, without limitation, to enter

into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such postpetition financing or cash collateral agreements or other similar arrangements; and in connection therewith, the officers of the Company be, and each hereby is, authorized and directed to execute appropriate loan agreements, guarantees, cash collateral agreements and related ancillary documents; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the business of the Company; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such Authorized Persons, may, in the name and on behalf of the Company, use cash of the Company to fund, finance, pay or otherwise satisfy all existing and future operations, purchases, obligations, liabilities, fees and expenses of the subsidiaries (both direct and indirect) of the Company occurring in the ordinary course of business or as necessary to effectuate a successful reorganization of the business of the subsidiaries of the Company; and

RESOLVED, that in connection with the chapter 11 case, each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action.

II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all

such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers shall determine in his or their sole discretion to be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein or to fully accomplish any and all actions taken in connection with the chapter 11 filing and/or Recognition Proceeding contemplated thereby; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved, confirmed and ratified.

[Remainder of Page Intentionally Left Blank]

SECRETARY'S CERTIFICATE

The undersigned, Curtis Lu, Secretary of LightSquared Inc., a Delaware corporation (the "<u>Company</u>"), hereby certifies on behalf of the Company, as the Secretary of the Company, and not in any individual capacity as follows:

- (a) I am the duly qualified and elected officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company;
- (b) Attached hereto is a true, complete and correct copy of the Resolutions of the Board of Directors of the Company (the "Board"), duly adopted in accordance with the Company's organizational documents; and
- (c) Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 14th day of May, 2012.

/s/ Curtis Lu
Curtis Lu, Esq.
Secretary

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	`	
In re:)	Chapter 11
LIGHTSQUARED INC., et al.,)	Case No. 12()
Debtors. ¹)	Joint Administration Requested
)	

CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

On May 14, 2012, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "<u>Debtors</u>"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Pursuant to Rule 1007-2(a)(4) of the Local Bankruptcy Rules for the Southern District of New York, the following provides information with respect to the holders of the twenty (20) largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts (including principal and interest) as of May 12, 2012.

The debtors in these chapter 11 cases, 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 450 Park Avenue, Suite 2201, New York, NY 10022.

					Contingent,
No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Unliquidated, Disputed, Or Subject To Setoff
1	Boeing Satellite Systems Inc.	2260 E. Imperial Hwy. El Segundo, CA 90245 Attn: Mr. W. James McNerney Jr., President and CEO Tel: 310-364-4000 Fax: 310-364-6677	\$7,483,005.75	Trade	Contingent, Disputed
2	Alcatel-Lucent	3 av. Octave Gréard 75007 Paris, France Attn: Mr. Ben Verwaayen, Chief Executive Officer Tel: +33 (0)1 40 76 10 10 Email: execoffice@alcatel- lucent.com	\$7,343,549.00	Trade	Contingent, Disputed
3	AnyDATA Corporation	5 Oldfield Irvine, CA 92618 Attn: Dr. Soon B. Shin, President & CEO Tel: 949-900-6040 Fax: 949-600-9909	\$690,000.00	Trade	Contingent, Disputed
4	Bandrich Inc.	No. 188, 7f, Baociao Rd Sin-Dian City Taipei, Taiwan 23146 Attn: Dr. Wen-Yi Kuo, CEO Tel: +866 - 2 - 2799 - 8851 Fax: +866 - 2 - 2799 - 8812	\$390,600.00	Trade	Contingent, Disputed
5	Burson-Marsteller	230 Park Avenue South New York, NY 10003-1528 Attn: Mr. Tony Telloni, Market Leader Tel: 212-614-4000 Fax: 212-598-5320	\$264,761.75	Trade	
6	Level 3 Communications LLC	1025 Eldorado Boulevard Broomfield, CO 80021 Attn: Mr. James Q. Crowe, CEO Tel: 720-888-1000 Fax: 720-888-5085	\$169,436.84	Trade	Disputed
7	Oracle Inc.	500 Oracle Parkway Redwood Shores, CA 94065 Attn: Mr. Lawrence J Ellison, CEO Tel: 650-506-7000 Fax: 650-506-7200	\$163,979.61	Trade	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
8	SBA Structures Inc.	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$100,800.00	Trade	Disputed
9	SBA Towers III LLC	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$77,350.00	Trade	Disputed
10	USAC	2000 L Street NW, Suite 200 Washington, DC 20036 Attn: Mr. Scott Barash, Acting CEO Tel: 202-776-0200 Fax: 202-776-0080	\$56,686.66	Professional	
11	Liebert Services Inc.	1050 Dearborn Drive Columbus, OH 43085 Attn: Mr. Bob Bauer, Group Vice President Tel: 614-888-0246 Fax: 614-841-6882	\$39,115.20	Trade	
12	Westar Satellite Services LP	777 Westar Lane Cedar Hill, TX 75104 Attn: Mr. Rob Tannor, CEO Tel: 972-291-6000 Fax: 972-291-6030	\$38,451.76	Landlord	
13	Shockey Scofield Solutions, LLC	333 N Fairfax St Ste 100 Alexandria, VA 22314 Attn: Mr. John Scofield Tel: 202-507-1721 Email: scofield@s-3group.com	\$35,000.00	Professional	
14	Intelsat	3400 International Drive Northwest Washington, DC 20008 Attn: Mr. David McGlade, CEO Tel: 202-944-6800 Fax: 202-944-7898	\$32,609.89	Landlord	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
15	SED Systems	18 Innovation Place Saskatoon, SK S7K 3P7 Canada Attn: Mr. Brent McConnell, President Tel: 306-931-3425 Fax: 306-933-1486	\$31,640.70	Landlord	
16	Cyberbridge	1515 E Wdfield Road # 860 Schaumburg, IL 60173 Attn: Brij Shah, President Tel: 847-598-1101 Fax: 847-413-1635	\$28,969.70	Trade	
17	Mehlman Capitol Strategies	1750 K Street, NW. Suite 350 Washington, DC 20006 Attn: Ms. Amy Mehlman Tel: 202-457-1970 Fax: 202-457-1971	\$20,000.00	Professional	
18	Verizon	140 West Street New York, NY 10007 Attn: Mr. Lawrence T. Babbio, Jr., President Tel: 212-395-1000 Fax: 212-571-1897	\$15,716.59	Trade	
19	AT&T	208 South Akard Street Dallas, TX 75202 Attn: Mr. Randall Stephenson, CEO Tel: 210-821-4105 Fax: 314-331-9896	\$15,181.34	Trade	
20	Polaris Logistics	22650 Executive Dr., Suite 137 Sterling, VA 20166 Attn: Mr. Alan Clem, Senior Account Executive Tel: 703-435-2858 Fax: 410-712-4657	\$11,770.00	Landlord	

UNITED STATES BANK	RUPTCY	COURT
SOUTHERN DISTRICT	OF NEW Y	YORK

)
In re:) Chapter 11
LIGHTSQUARED INC., et al.,) Case No. 12()
Debtors. ²) Joint Administration Requested
)

DECLARATION FOR CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the twenty (20) largest unsecured claims against the Debtors and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner

Chief Financial Officer and
Interim Co-Chief Operating Officer

The debtors in these chapter 11 cases, 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 450 Park Avenue, Suite 2201, New York, NY 10022.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

Chapter 11
Case No. 12()
Joint Administration Requested

CORPORATE OWNERSHIP STATEMENT PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(A)(1) AND RULE 1007-3 OF LOCAL BANKRUPTCY RULES FOR UNITED STATES BANKRUPTCY COURT FOR SOUTHERN DISTRICT OF NEW YORK

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, this corporate ownership statement includes a list and organizational chart reflecting the corporations that directly or indirectly own 10% or more of any class of equity interests for each Debtor entity.

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared Investors Holdings Inc.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Investors LLC	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.

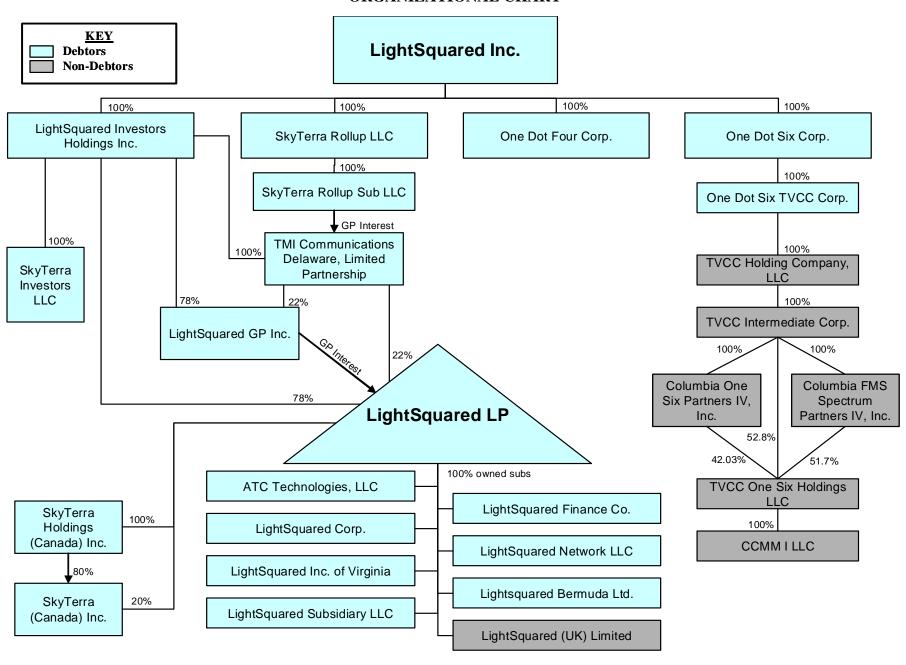
¹

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Name of Debtor	Direct Owner(s)	Indirect Owner(s)
TMI Communications Delaware, Limited Partnership	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared LP	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
ATC Technologies, LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Corp.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Finance Co.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Network LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Inc. of Virginia	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Subsidiary LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
Lightsquared Bermuda Ltd.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
SkyTerra Holdings (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership

Name of Debtor	Direct Owner(s)	Indirect Owner(s)	
SkyTerra (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P.	
	SkyTerra Holdings	LightSquared Inc.	
	(Canada) Inc.	LightSquared Investors Holdings Inc.	
		TMI Communications Delaware, Limited Partnership	
One Dot Six Corp.	LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Six TVCC Corp.	One Dot Six Corp.	HGW US Holding Company, L.P. LightSquared Inc.	

LIGHTSQUARED ORGANIZATIONAL CHART



UNITED STATES BANK	RUPTCY	COURT
SOUTHERN DISTRICT	OF NEW Y	YORK

In re:) Chapter 11
LIGHTSQUARED INC., et al.,) Case No. 12()
Debtors. ¹) Joint Administration Requested
)

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012 /s/ Marc R. Montagner

Marc R. Montagner Chief Financial Officer and Interim Co-Chief Operating Officer

The debtors in these chapter 11 cases, 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 450 Park Avenue, Suite 2201, New York, NY 10022.