

IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5AS AMENDED

AND

IN THE MATTER OF
MOSAID TECHNOLOGIES INCORPORATED

APPLICATION

(Section 127 of the *Securities Act*, R.S.O. 1990, C. S.5, as amended)

1. Wi-LAN Inc. (“WiLAN”) applies to the Ontario Securities Commission (the “Commission”) pursuant to section 127 of the *Ontario Securities Act* for an order cease trading the shareholder rights plan of MOSAID Technologies Incorporated (“MOSAID”).
2. On the application, WiLAN seeks:
 - (a) a permanent order pursuant to section 127 of the *Securities Act*, effective at 9:00 a.m. (Toronto time) on October 14, 2011, that trading cease in respect of any securities issued, or to be issued, under or in connection with the shareholder rights plan (the “Shareholder Rights Plan”) of MOSAID, including without limitation, in respect of the rights issued under the Shareholder Rights Plan (the “Rights”) and any common shares of MOSAID to be issued upon the exercise of the Rights;
 - (b) a permanent order removing prospectus exemptions in respect of the distribution of Rights on the occurrence of the Separation Time (as defined in the Shareholder Rights Plan) and in respect of the exercise of the Rights; and
 - (c) such further relief as counsel for the applicant may advise.

3. The grounds for this application are as follows:
- (a) WiLAN has made an offer for all the issued and outstanding common shares of MOSAID for \$38.00 per common share (“Share”) in cash which was announced on August 17, 2011, commenced on August 23, 2011, and extended and varied on September 28, 2011 (the “Offer”);
 - (b) the Offer expires on October 14, 2011 at 5:00 p.m.;
 - (c) MOSAID’s response to the Offer appeared initially to be based principally on a transaction it entered into after the Offer was commenced – the “Core Wireless transaction”, the value of which to MOSAID Shareholders has been obscured by MOSAID’s inconsistent and incomplete disclosure;
 - (d) more recently, MOSAID also claims to be considering alternatives to the Offer, however very little substantive detail has been provided to Shareholders regarding the status of any process in place to seek out an alternative that maximizes value for Shareholders;
 - (e) MOSAID has been aware of the prospect of the Offer being made since August 10, 2011 (65 days before the expiry of the Offer), the intention to make the Offer was announced on August 17, 2011 (58 days before the expiry of the Offer), and the Offer was commenced on August 23, 2011 (52 days before the expiry of the Offer);
 - (f) MOSAID has had sufficient time to find alternatives to the Offer;
 - (g) WiLAN will not be able to take up and pay for MOSAID Shares tendered to the Offer, and MOSAID Shareholders will be deprived of the decision to sell their Shares pursuant to the Offer, unless the Shareholder Rights Plan is cease traded; and therefore
 - (h) it is in the public interest that the Commission make an order pursuant to section 127 of the Securities Act cease trading the operation of the Shareholder Rights Plan.

4. In support of this application, WiLAN intends to rely on the affidavit of Prashant Watchmaker, sworn September 27, 2011, and the exhibits thereto, and on such further evidence as counsel may advise.

September 28, 2011

Torys LLP
79 Wellington Street West
Suite 3000
Toronto, Ontario
M5K 1N2

Andrew Gray LSUC#46626V
Tel: 416.865.7630
Fax: 416.865.7380

Lawyers for the Applicant
Wi-Lan Inc.