

EXHIBIT "A"

PROPOSED DISCLOSURE STATEMENT ORDER

**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 WITH RESPECT TO THE CHAPTER 11 PLAN PROPOSED BY THE
AD HOC SECURED GROUP (I) APPROVING THE DISCLOSURE STATEMENT;
(II) APPROVING SOLICITATION AND VOTING PROCEDURES;
(III) SCHEDULING THE PLAN CONFIRMATION PROCESS; (IV) ESTABLISHING
DEADLINE FOR FILING INC. ENTITY GENERAL UNSECURED CLAIMS;
AND (V) GRANTING RELATED RELIEF**

Upon the record of the hearing held on September 30, 2013 (the “Disclosure Statement Hearing”) to consider (a) approval of the Disclosure Statement Related to the 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, dated July 23, 2013 (as the same may be amended or supplemented from time to time, the “Disclosure Statement”) [Docket No. 765]; and (b) the motion dated August 26, 2013 (the “Motion”) for entry of an order (i) approving the Disclosure Statement; (ii) fixing a voting record date; (iii) approving solicitation

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 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).

packages and procedures for distribution thereof; (iv) approving forms of ballots and establishment of procedures for voting on the 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, dated July 23, 2013 (as the same may be amended or supplemented from time to time, the “Plan”) [Docket No. 764]; (v) approving forms of notice to non-voting classes; (vi) establishing notice and objection procedures in respect of the hearing on confirmation of the Plan; (vii) fixing the deadline for the Inc. Entities to file proofs of claims in respect of any general unsecured claims against any of the LP Debtors; and (viii) granting related relief; and upon consideration of the objections to the Disclosure Statement and the Motion (the “Objections”); and it appearing that the Bankruptcy Court having jurisdiction over this matter; and due and proper notice of the Motion, Disclosure Statement and Disclosure Statement Hearing² having been given; and it appearing that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the LP Debtors, their estates and, their stakeholders; and upon the record of the Disclosure Statement Hearing and all the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined after due deliberation that the Disclosure Statement contains adequate information, as such term is defined in section 1125 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”); and sufficient cause appearing therefor,

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or if not defined in the Motion, the Plan and Disclosure Statement.

IT IS HEREBY FOUND AND DETERMINED THAT:³

A. The Disclosure Statement contains adequate information within the meaning of section 1125(a) of the Bankruptcy Code.

B. The Ballots, substantially in the forms attached hereto as Exhibits “A-1” through “A-4”, are sufficiently consistent with Official Form No. 14, adequately address the particular needs of these Chapter 11 Cases and are appropriate for holders of Claims and Equity Interests in Class 3 – LP Facility Secured Claims, Class 4 – General LP Unsecured Claims, Class 5 – LP Preferred Unit Interests, and Class 6 – LP Common Equity Interests (collectively, the “Voting Classes”) to vote to accept or reject the Plan.

C. Ballots need not be provided to the holders of Claims in Class 1 – Priority Non-Tax Claims and Class 2 – Other LP Secured Claims (the “Non-Voting Classes”) because the Plan provides that such Classes are unimpaired and are therefore deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code.

D. The voting instructions and procedures attached to the Ballots provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code and the applicable Bankruptcy Rules.

E. In accordance with Bankruptcy Rule 3017(c), the procedures set forth in the Motion for transmitting Solicitation Packages (as defined below) are adequate under the circumstances for holders of Claims and Equity Interests to make an informed decision to accept or reject the Plan.

³ Regardless of the heading under which they appear, any (1) findings of fact that constitute conclusions of law shall be conclusions of law and (2) conclusions of law that constitute findings of fact shall be findings of fact. All findings of fact and conclusions of law announced by the Bankruptcy Court at the Disclosure Statement Hearing in relation to the Motion are incorporated herein to the extent not inconsistent herewith.

F. The Solicitation Period (which shall be no less than thirty-five (35) days) is a reasonable and adequate period of time for holders of Claims and Equity Interests in the Voting Classes to make informed decisions to accept or reject the Plan.

G. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and below) provide for a fair and equitable voting process. The contents of the Solicitation Packages and Notice of Non-Voting Status, a copy of which is attached hereto as Exhibit “A-5”, as set forth in the Motion, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties including, without limitation, holders of Claims against and Equity Interests in the LP Debtors.

H. The Confirmation Hearing Notice, substantially in the form annexed hereto as Exhibit “A-6”, and the procedures set forth below for providing such notice to all Voting Classes, Non-Voting Classes and parties listed in the Schedules as well as the contents of the Solicitation Packages comply with Rules 2002 and 3017 of the Bankruptcy Rules and all applicable Local Rules and constitute sufficient notice to all interested parties.

I. The combination of direct and published notice of the Plan and Confirmation Hearing, and any applicable deadlines related thereto, as set forth in the Motion, satisfies the requirements of due process with respect to all known and unknown creditors of the LP Debtors.

J. The notice of the Motion and the Disclosure Statement Hearing was adequate under the circumstances and no other or further notice was required.

K. In light of the last ORDERED paragraph below, adequate and proper notice of the Motion and all attachments thereto, including the forms of notice and the Ballots, the solicitation procedures, the deadline for filing objections thereto, and the hearing thereon (the “Solicitation Motion”) was given to all known creditors and parties in interest in the LP Debtors’ cases,

including, but not limited to, the LP Debtors' known creditors (collectively, the "Notice Parties"), and no objections to the Solicitation Motion or the relief requested therein were timely filed by any such Notice Parties.

THEREFORE, IT IS ORDERED THAT:

1. The Motion is granted.
2. The Disclosure Statement is approved.
3. The deadline for any Inc. Entity to file a Proof of Claim against any LP Debtor in respect of any Inc. Entity General Unsecured Claim shall be October 23, 2013 at 5:00 p.m. (Prevailing Eastern Time), and entry of this Order shall be deemed sufficient notice of such deadline and no further notice of such deadline need be provided to the Inc. Entities.
4. Each of the forms of the Ballots is approved.
5. The form of Notice of Non-Voting Status is approved.
6. The form of the Confirmation Hearing Notice is approved.
7. The first day of the Disclosure Statement Hearing, September 30, 2013, is established as the record date (the "Voting Record Date") for purposes of this Order and determining which holders of Claims and Equity Interests in the Voting Classes are entitled to vote on the Plan.
8. For purposes of the Voting Record Date, no transfer of Claims pursuant to Bankruptcy Rule 3001 shall be recognized unless (i) documentation evidencing such transfer was filed with the Bankruptcy Court on or before twenty-one (21) days prior to the Voting Record Date, and (ii) no timely objection with respect to such transfer was filed by the transferee.
9. The Ad Hoc LP Secured Group is authorized and empowered to distribute or cause to be distributed solicitation packages (and the date of such distribution, the "Solicitation

Date”) to holders of Claims or Equity Interests in the Voting Classes, by first class mail, (the “Solicitation Packages”) containing:

- (i) a CD-ROM containing the Disclosure Statement together with the Plan and all other exhibits annexed thereto, and this Disclosure Statement Order, excluding the exhibits annexed thereto;
- (ii) the Confirmation Hearing Notice;
- (iii) a ballot with a postage prepaid return envelope; and
- (iv) such other materials as the Bankruptcy Court may direct or approve, including any supplemental solicitation materials the Ad Hoc LP Secured Group may file with the Bankruptcy Court.

10. A Notice of Non-Voting Status shall be distributed to holders, as of the Voting Record Date, of Claims in the Non-Voting Classes and holders of Unclassified Claims, which classes are designated under the Plan as not entitled to vote to accept or reject the Plan.

11. The Ad Hoc LP Secured Group is not required to distribute or serve copies of the Plan, Ballots, Confirmation Hearing Notice, Disclosure Statement Order or Disclosure Statement to any holder of a Claim in the Non-Voting Classes or any party otherwise receiving a notice of Non-Voting Status unless any such party makes a specific request in writing for the same.

12. To the extent that the parties entitled to notice pursuant to the Case Management Order do not receive a Solicitation Package, the Ad Hoc LP Secured Group will distribute or cause to be distributed to such parties the above-referenced CD-ROM and a Confirmation Hearing Notice.

13. As set forth above, the Ad Hoc LP Secured Group is authorized and empowered, but shall not be required, to include in the Solicitation Packages a copy of or a CD-ROM containing the Disclosure Statement and exhibits thereto, including the Plan, which is attached as Exhibit “A” to the Disclosure Statement. However, any party receiving the CD-ROM may

request hard copies of the Disclosure Statement, together with the Plan and other exhibits annexed thereto, from the Solicitation Agent.

14. To the extent that any creditor has filed duplicate Claims or Claims that have amended or supersede previously filed Claims, the Ad Hoc LP Secured Group will provide only one Solicitation Package and one Ballot for voting a single Claim in each applicable Voting Class, whether or not such Claims have been objected to.

15. The Ad Hoc LP Secured Group is not required to send Solicitation Packages to parties to executory contracts who (i) do not hold either allowed filed or scheduled Claims or (ii) who hold Claims listed on the Schedules as contingent, unliquidated, or disputed, unless such parties make specific requests in writing for the same.

16. The Ad Hoc LP Secured Group is authorized and empowered to distribute, or cause to be distributed by the Solicitation Date, the Confirmation Hearing Notice on all parties in the creditor matrix maintained by the Solicitation Agent that are not otherwise entitled to receive a Solicitation Package.

17. The Ad Hoc LP Secured Group is not required to distribute Solicitation Packages to creditors in the Voting Classes who have (i) filed a Proof of Claim by the Bar Date or (ii) filed a Proof of Claim that was deemed timely filed by an order of the Bankruptcy Court prior to the Voting Record Date. With respect to addresses from which Disclosure Statement Notices or any other documents subject of the Motion were returned as undeliverable without a forwarding address, the Ad Hoc LP Secured Group is excused from distributing Solicitation Packages, Notices of Non-Voting Status, Confirmation Hearing Notices and any other documents subject of the Motion to those entities listed at such addresses unless the Ad Hoc LP Secured Group is provided with accurate addresses for such entities prior to the Disclosure Statement Hearing and

failure to distribute Solicitation Packages, Notices of Non-Voting Status, Confirmation Hearing Notices or any other documents subject of the Motion to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline, or violation of Bankruptcy Rule 3017(d), and the Ad Hoc LP Secured Group is further excused from attempting to find better addresses for entities as to whom Solicitation Packages, Notices of Non-Voting Status, Confirmation Hearing Notices and any other documents subject of the Motion were returned as undeliverable without a forwarding address.

18. To be counted, all Ballots must be properly executed, completed, and the original thereof shall be delivered to the Solicitation Agent at the appropriate address contained in each Ballot, so as to be received by the Solicitation Agent no later than **5:00 p.m. (Prevailing Eastern Time) on November 11, 2013** (the “Voting Deadline”) which is approximately thirty-five (35) days after the proposed Solicitation Date (such period from the Solicitation Date through the Voting Deadline, the “Solicitation Period”).

19. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a Claim or Equity Interest and without prejudice to the rights of the Ad Hoc LP Secured Group in any other context, each Claim or Equity Interest within the Voting Classes shall be entitled to vote the amount of such Claim or Equity Interest as set forth in the Schedules unless such holder has (i) filed a Proof of Claim by the Bar or (ii) filed a Proof of Claim that was deemed timely filed by an order of the Bankruptcy Court prior to the Voting Record Date, in which event such holder would be entitled to vote the amount of such Claim as set forth in such Proof of Claim. If a holder of a Claim holds multiple Claims within a Voting Class, whether as set forth in the Schedules or in a Proof of Claim, such

holder's respective amounts will be aggregated so that such holder will vote the total amount of its Claims on a single Ballot; provided that:

- i. if a Claim is deemed allowed under the Plan or by an order of the Bankruptcy Court entered prior to the Voting Record Date, such Claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan or such order;
- ii. if a Claim for which a Proof of Claim has been (i) filed by the Bar Date or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Record Date is, by its terms, contingent or unliquidated, such Claim is temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- iii. if a Claim for which a Proof of Claim has been (i) filed by the Bar Date or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Record Date is, by its terms, partially liquidated, such liquidated amount of such Claim is temporarily allowed for voting purposes only, and not for purposes of allowance or distribution;
- iv. if a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such Claim is temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;
- v. if a Claim is listed in the Schedules as undetermined, contingent, unliquidated, disputed, or in a zero or unknown amount, such Claim is disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c), unless the claimant filed a Proof of Claim by the Bar Date or the claimant filed a Proof of Claim that was deemed timely filed by an order of the Bankruptcy Court prior to the Voting Record Date; and
- vi. if any of the LP Debtors or other party in interest has served an objection to a Claim (or otherwise have disputed such Claim(s) in the context of an adversary proceeding) on or before the Voting Deadline, such Claim shall be disallowed for voting purposes or shall be voted in the surviving amount set forth in such objection.

20. If any claimant seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, such claimant is directed to serve on the Debtors and the Ad Hoc LP Secured Group and file with the Bankruptcy Court a motion for an order pursuant

to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan on or before the tenth (10th) day after the later of (i) the date of service of the Confirmation Hearing Notice and (ii) the date of service of notice of an objection, if any, to such Claim.

21. Any such motion under Bankruptcy Rule 3018(a) must set forth with particularity the amount and classification that such party believes its Claim should be temporarily allowed for voting purposes and the evidentiary support for temporarily allowing such Claim for purposes of voting on the Plan.

22. As to any creditor filing such a motion under Bankruptcy Rule 3018(a), such creditor's Ballot should be provisionally allowed by the Bankruptcy Court for voting purposes in the amount of \$1.00, unless temporarily allowed by the Bankruptcy Court at a greater amount for voting purposes, after notice and a hearing, prior to or at the Confirmation Hearing.

23. If a creditor casts more than one Ballot voting the same interest(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior Ballots.

24. Holders must vote all of their interests in a Voting Class either to accept or reject the Plan and may not split their vote(s), and thus a Ballot that partially accepts and partially rejects the Plan will be counted as an acceptance of the Plan.

25. Any Ballot received after the Voting Deadline shall not be counted unless the Ad Hoc LP Secured Group, in its sole discretion, grants an extension of the Voting Deadline with respect to such Ballot or otherwise waive the lack of timeliness as a defect.

26. Any Ballot that is illegible or contains insufficient information to permit the identification of the interest holder shall not be counted.

27. Any Ballot cast by a person or entity that does not hold a Claim or Equity Interest in the Voting Classes, as applicable, shall not be counted.

28. Any Ballot cast for a Claim identified as unliquidated, contingent, or disputed for which no Proof of Claim was (i) filed by the Bar Date or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Record Date shall not be counted.

29. Any unsigned Ballot or any signed but unoriginal Ballot shall not be counted.

30. Any Ballot that does not indicate any acceptance or rejection of the Plan shall not be counted.

31. Any Ballot that indicates both an acceptance and rejection of the Plan shall be counted as an acceptance.

32. Any Ballot transmitted to the Solicitation Agent by facsimile, email or any other electronic means shall not be counted unless agreed to by the Ad Hoc LP Secured Group.

33. Any Ballot returned directly to the Ad Hoc LP Secured Group shall not be counted unless agreed to by the Ad Hoc LP Secured Group.

34. The Solicitation Agent is authorized, but not directed, in the Ad Hoc LP Secured Group's discretion, to cure invalid Ballots.

35. If no votes to accept or reject the Plan are received with respect to a particular class of Claims or Equity Interests, such class shall be deemed to have voted to accept the Plan.

36. The Certification may be filed no later than five (5) Business Days prior to the Confirmation Hearing.

37. The Confirmation Hearing will be held on **December 10, 2013 at 10 a.m. (Prevailing Eastern Time) at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; provided, however**, that the

Confirmation Hearing may be adjourned by the Bankruptcy Court from time to time by announcing any adjournment in open court, without the requirement of any further notice to parties in interest.

38. Objections to confirmation of the Plan, if any, should be filed on the docket in the Chapter 11 Cases and must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party, (iii) state with particularity the basis and nature of any objection and (iv) be filed, together with proof of service, with the Bankruptcy Court and served so that they are actually received no later than **November 12, 2013 at 5:00 p.m. (Prevailing Eastern Time)** by each of the parties identified in paragraph seven (7) of the Confirmation Hearing Notice at the respective addresses set forth therein.

39. Objections to confirmation of the Plan not timely filed and served in the manner set forth above shall not be considered and shall be overruled.

40. The Ad Hoc LP Secured Group, or any other party supporting confirmation of the Plan, is authorized and empowered to file a response to any objections to confirmation of the Plan by no later than 5:00 p.m. (Prevailing Eastern Time) seven (7) Days prior to the date of the Confirmation Hearing. At that time, the Ad Hoc LP Secured Group shall also file their proposed findings of fact and conclusions of law and form of order confirming the Plan, and a memorandum of law in support of confirmation of the Plan.

41. The Ad Hoc LP Secured Group is authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Bankruptcy Court.

42. The Ad Hoc LP Secured Group is authorized to make changes consistent with the record of the hearing on the Motion and the Disclosure Statement Hearing and non-substantive changes to the Disclosure Statement, Plan, Ballots, Confirmation Hearing Notice, Notice of Non-Voting Status and related documents without further order of the Bankruptcy Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any materials in the Solicitation Package prior to their distribution.

43. LightSquared LP, in its capacity as foreign representative of LP Debtors SkyTerra Holdings (Canada) Inc., SkyTerra (Canada) Inc., and LightSquared Corp., in the proceedings commenced in the Ontario Superior Court of Justice (Commercial List) (the “Ontario Superior Court”) by the Debtors pursuant to Part IV of the Companies’ Creditors Arrangement Act, R.S.C. 1985, c.C-36, is hereby authorized and directed to seek entry of an order of the Ontario Superior Court and such other courts or tribunals in Canada or any other jurisdictions as may be necessary to give effect to this Order and the transactions and steps approved hereby recognizing the entry of this Order no later than five (5) calendar days after the date of entry of this Order, and upon LightSquared LP’s failure to do so, the Ad Hoc LP Secured Group shall be authorized to seek any such orders recognizing the entry of this order in any such jurisdictions.

44. Any objections to the Motion or the relief granted in this Order that have not previously been withdrawn or resolved are hereby overruled.

45. The requirement under Local Bankruptcy Rule 9013-1(a) for the filing of a memorandum of law is waived.

46. The Bankruptcy Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2013
New York, New York

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE