

**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
)	

**STIPULATION AND ORDER RESOLVING LIGHTSQUARED'S
OBJECTION TO PROOF OF CLAIM NUMBER 179 FILED BY
ARENT FOX LLP AGAINST LIGHTSQUARED INC.**

This stipulation and order (the "Stipulation and Order") is made and entered into by and between LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, "LightSquared" or the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), and Arent Fox LLP ("Arent Fox" and, together with LightSquared, the "Parties"), through their respective counsel, to resolve LightSquared's objection to the Proof of Claim (defined below) that was filed on behalf of Arent Fox in the Chapter 11 Cases.

RECITALS

WHEREAS, on May 14, 2012 (the "Petition Date"), LightSquared filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code;

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). The location of the debtors' corporate headquarters is 10802 Parkridge Boulevard, Reston, VA 20191.

WHEREAS, on August 14, 2012, the Court entered an order [Docket No. 266] (the “Bar Date Order”) that, among other things, established the following deadline for filing proofs of claim in the Chapter 11 Cases (the “Bar Date”): September 25, 2012 at 5:00 p.m. (prevailing Eastern time), as the deadline for all persons and entities holding or wishing to assert a “claim” (as defined under section 101(5) of the Bankruptcy Code) (each, a “Claim”) against any of the Debtors that arose prior to the Petition Date to file a proof of such Claim in writing;

WHEREAS, on June 17, 2013, Arent Fox filed a Proof of Claim designated as Claim No. 179 against LightSquared Inc. (the “Proof of Claim”), asserting a prepetition general unsecured claim against LightSquared Inc. in the amount of \$17,614.00 for legal services performed prior to the Petition Date;

WHEREAS, on October 25, 2013, LightSquared filed *LightSquared’s First Omnibus Objection to Certain Proofs of Claim (Amended and Superseded Claims, Duplicative Claims, Cross Debtor Duplicate Claims, Untimely Filed Claims, and Wrong Debtor Claims)* [Docket No. 968] (the “Objection”), whereby, among other things, LightSquared objected to the Proof of Claim, stating that it was not timely filed;

WHEREAS, subsequent to the filing of the Objection, the Parties conferred in an effort to amicably resolve the Objection to the Proof of Claim; and

WHEREAS, on November 11, 2013, the Parties agreed to allow the Proof of Claim in the amount of \$10,000 in full satisfaction of all claims against any of the Debtors.

STIPULATION AND ORDER

NOW, THEREFORE, in consideration of the foregoing, the Parties to this Stipulation and Order hereby stipulate and agree as follows:

1. The Recitals form an integral part of this Stipulation and Order and are incorporated fully herein.

2. Upon the Parties' entry into this Stipulation and Order, the Proof of Claim shall be deemed allowed in the amount of \$10,000.

3. The Objection is deemed withdrawn with respect to the Proof of Claim.

4. The Proof of Claim shall receive treatment in accordance with the terms of any confirmed chapter 11 plan or other Court order allowing or authorizing payment or other treatment of Claims against LightSquared Inc.

5. Upon Arent Fox's receipt of distributions or other treatment to which Arent Fox is entitled on account of the Proof of Claim as contemplated by paragraph four (4) herein, the Proof of Claim shall be satisfied in full.

6. With respect to the Proof of Claim and the alleged liabilities referenced therein, other than the right to receive distributions or other treatment on account of such Proof of Claim as contemplated by paragraph four herein, Arent Fox and its successors and assigns, and its members, officers, directors, partners, principals, agents, insurers, servants, employees, representatives, administrators, executors, trustees, and attorneys (a) shall have no further right to payment or distributions from LightSquared, its estates, affiliates, or their respective successors or assigns and (b) hereby irrevocably waive, release, and relinquish any and all Claims against any of the Debtors, and are hereby barred from asserting any and all such Claims whatsoever, whether known or unknown, presently existing, whether or not asserted, and whether found in fact or law or in equity, in existence as of the execution of this Stipulation and Order by the Parties; provided, however, that the Parties reserve their rights on any matter or Claim not addressed in this Stipulation and Order and not pertaining to the Proof of Claim. The Parties hereby waive any and all rights to reconsideration of the Proof of Claim provided for under section 502(j) of the Bankruptcy Code or otherwise available in law or equity.

7. LightSquared's claims and solicitation agent, Kurtzman Carson Consultants LLC, is hereby authorized and empowered to adjust and update the claims register to reflect the relief agreed upon and granted in this Stipulation and Order.

8. The Parties represent and warrant that each has full power and authority to enter into, and perform under, this Stipulation and Order.

9. This Stipulation and Order constitutes the entire agreement and understanding between the Parties with regard to the matters addressed herein and supersedes all prior and contemporaneous discussions, negotiations, understandings, and agreements, whether oral or written, express or implied, between and among the Parties hereto regarding the subject matter of this Stipulation and Order.

10. This Stipulation and Order may be executed in any number of counterparts by the Parties, all of which taken together shall constitute one and the same agreement. Any of the Parties may execute this Stipulation and Order by signing any such counterpart, and each such counterpart, including a facsimile or other electronic copy of a signature, shall for all purposes be deemed an original.

11. This Stipulation and Order shall be binding on the Parties upon execution, and may not be altered, modified, changed, or vacated without the prior written consent of the Parties.

12. This Stipulation and Order shall be binding on, and inure to the benefit of, all successors and assigns of the Parties.

13. No other or further notice to creditors or parties in interest, or further approval by the Court is required to effectuate the terms and conditions of this Stipulation and Order.

14. The Parties hereby are authorized to take any and all actions reasonably necessary to effectuate the relief granted pursuant to this Stipulation and Order.

15. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and/or enforcement of this Stipulation and Order.

IN WITNESS WHEREOF, and in agreement herewith, the Parties have executed and delivered this Stipulation and Order as of the date set out below.

Dated: December 4, 2013

/s/ Matthew S. Barr
Matthew S. Barr
Karen Gartenberg
MILBANK, TWEED, HADLEY & McCLOY LLP
One Chase Manhattan Plaza
New York, NY 10005
Telephone: (212) 530-5000

*Counsel for the Debtors and
Debtors in Possession*

Dated: December 4, 2013

/s/ Ronni N. Arnold
Ronni N. Arnold
ARENT FOX LLP
1675 Broadway
New York, NY 10019
Telephone: (212) 484-3900

SO ORDERED:

Dated: _____, 2013
New York, New York

HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE