

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.¹

)
) Chapter 11
)
) Case No. 12-12080 (SCC)
)
) Jointly Administered
)

SOLICITATION PROCEDURES

On [____], 2013, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered the *Order (I) Approving Disclosure Statements, (II) Approving Solicitation and Notice Procedures with Respect to Confirmation of Competing Plans, (III) Approving Forms of Various Ballots and Notices in Connection Therewith, (IV) Approving Scheduling of Certain Dates in Connection with Confirmation of Competing Plans, and (V) Granting Related Relief* [Docket No. ____] (the “Disclosure Statement Order”) that, among other things, (i) approved the adequacy of the (a) *General Disclosure Statement* [Docket No. 815] (as may be further amended or supplemented from time to time, and including all exhibits and supplements thereto, the “General Disclosure Statement”), (b) *Specific Disclosure Statement for Debtors’ Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* [Docket No. 818] (as may be further amended or supplemented from time to time, and including all exhibits and supplements thereto, the “LightSquared Specific Disclosure Statement”), (c) *Disclosure Statement for 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* [Docket No. 765] (as may be further amended or supplemented from time to time, and including all exhibits and supplements thereto, the “Ad Hoc Secured Group Disclosure Statement”), (d) *Specific Disclosure Statement for Chapter 11 Plan for One Dot Six Corp. Proposed by U.S. Bank National Association and Mast Capital Management, LLC* [Docket No. ____] (as may be further amended or supplemented from time to time, and including all exhibits and supplements thereto, the “U.S. Bank/MAST Specific Disclosure Statement”); and

¹ 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.

(e) *Specific Disclosure Statement for the Joint Plan of Reorganization for LightSquared Inc. and Its Subsidiaries Proposed by Harbinger Capital Partners, LLC* [Docket No. ____] (as may be further amended or supplemented from time to time, and including all exhibits and supplements thereto, the “Harbinger Specific Disclosure Statement” and, collectively with the General Disclosure Statement, the LightSquared Specific Disclosure Statement, the Ad Hoc Secured Group Disclosure Statement, and the U.S. Bank/MAST Specific Disclosure Statement, the “Disclosure Statements”) and (ii) authorized the above-captioned debtors and debtors in possession (collectively, “LightSquared” or the “Debtors”) to solicit acceptances or rejections of each chapter 11 plan (each, as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, a “Competing Plan”) that has been proposed in these Chapter 11 Cases from holders of impaired claims or equity interests who are (or may be) entitled to receive distributions under one or more of the Competing Plans.² On [____], 2013, the Ontario Superior Court of Justice (Commercial List) granted an order (the “Disclosure Statement Recognition Order”) that, among other things, recognized, and granted the full force and effect of, the Disclosure Statement Order in Canada.

Definitions

- (a) “**Ballot**” means the ballots included in the Solicitation Package upon which certain holders of impaired claims or equity interests entitled to vote shall, among other things, indicate their acceptance or rejection of the relevant Competing Plan in accordance with the Solicitation Procedures, and which must be actually received by the Claims and Solicitation Agent on or before the Voting Deadline.
- (b) “**Bankruptcy Court**” means the United States Bankruptcy Court for the Southern District of New York having jurisdiction over the Chapter 11 Cases.
- (c) “**Claims and Solicitation Agent**” means Kurtzman Carson Consultants LLC, in its capacity as the notice, claims, solicitation, and balloting agent.
- (d) “**Confirmation Hearing**” means the hearing conducted by the Bankruptcy Court, pursuant to section 1128(a) of the Bankruptcy Code, to consider confirmation of the Competing Plans, as such hearing may be adjourned or continued from time to time and which currently is scheduled for December 10, 2013 at 10:00 a.m. (prevailing Eastern time).
- (e) “**Confirmation Hearing Notice**” means that certain notice of the Confirmation Hearing approved by the Bankruptcy Court pursuant to the Disclosure Statement Order.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the General Disclosure Statement or the *Motion for Entry of Order (I) Approving Solicitation and Notice Procedures with Respect to Confirmation of Competing Plans, (II) Approving Form of Various Ballots and Notices in Connection Therewith, (III) Approving Scheduling of Certain Dates in Connection with Confirmation of Plan, and (IV) Granting Related Relief* [Docket No. ____].

- (f) **“General Tabulation Procedures”** means the procedures set forth herein for the purposes of tabulating votes to accept or reject the Competing Plans.
- (g) **“Notice of Non-Voting Status”** means the notice of non-voting status that holders of claims or equity interests in the Non-Voting Classes who are presumed to accept or reject each of the Competing Plans will receive, in addition to the Confirmation Hearing Notice, in lieu of a Solicitation Package.
- (h) **“Plan Objection Deadline”** means November 26, 2013 at 4:00 p.m. (prevailing Eastern time), the date and time set by the Bankruptcy Court as the deadline by which objections to any of the Competing Plans must be filed and served in accordance with the Confirmation Hearing Notice.
- (i) **“Solicitation Procedures”** means the procedures set forth herein.
- (j) **“Voting Classes”** means classes of claims or equity interests that are entitled to vote on a particular Competing Plan.

Solicitation Procedures

A. Voting Record Date.

The Bankruptcy Court has approved September 30, 2013, as the voting record date (the **“Voting Record Date”**) for purposes of determining (i) which holders of claims or equity interests are entitled to vote on the Competing Plans and (ii) whether claims or equity interests have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of the claim or equity interest.

B. Voting Deadline.

The Bankruptcy Court has approved November 29, 2013 at 4:00 p.m. (prevailing Pacific time) as the deadline for voting on the Competing Plans (the **“Voting Deadline”**). To be counted as votes to accept or reject any of the Competing Plans, all Ballots must be properly executed, completed, and delivered by using the return envelope provided or by delivery by (i) first class mail, (ii) overnight courier, or (iii) personal delivery, so that they are actually received no later than the Voting Deadline by the Claims and Solicitation Agent. The Ballots will clearly indicate the appropriate return address. Ballots returnable to the Claims and Solicitation Agent should be sent or hand delivered to: Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245. **Ballots sent electronically (whether by facsimile, e-mail, or otherwise) will not be accepted.**

C. Solicitation Procedures.

1. **Solicitation Package:** The Solicitation Package shall contain copies of the following documents:

- a. the Disclosure Statements (with all exhibits thereto, including the Competing Plans and the exhibits to the Competing Plans);
- b. the Disclosure Statement Order (excluding all exhibits thereto, other than these Solicitation Procedures);
- c. the Disclosure Statement Recognition Order;
- d. the Confirmation Hearing Notice;
- e. an appropriate number of Ballots, with voting instructions with respect thereto, together with a pre-addressed, postage prepaid return envelope; and
- f. any supplemental documents that LightSquared or another proponent of a Competing Plan (collectively, the “Plan Proponents”) may file with the Bankruptcy Court or that the Court orders to be made available.

2. **Distribution of Solicitation Packages:** The Solicitation Packages shall be served on the following entities in the Voting Classes on or before October 10, 2013:

- a. all entities that, on or before the Voting Record Date, have timely filed, or on whose behalf was timely filed, a proof of claim (or an untimely proof of claim which has been allowed as timely by the Bankruptcy Court under applicable law on or before the Voting Record Date) that (i) has **not** been expunged, disallowed, disqualified, or suspended prior to the Voting Record Date and (ii) is **not** the subject of a pending objection on the Voting Record Date;³ provided, however, that the holder of a claim that is the subject of a pending objection on a reduced basis shall receive a Solicitation Package and be entitled to vote such claim in the reduced amount contained in such objection;
- b. all entities that are listed in LightSquared’s books and records as holding, as of the Voting Record Date, equity interests in LightSquared;
- c. holders of claims that are listed in the Schedules, with the exception of those claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled claims that have been superseded by a timely filed proof of claim and any scheduled claim that was paid, expunged, disallowed, or disqualified prior to the Voting Record Date); and

³ Holders of claims subject to a pending objection as of the Voting Record Date will receive a Disputed Claims Notice and Confirmation Hearing Notice in lieu of a Solicitation Package.

- d. holders of claims or equity interests that arise pursuant to an agreement or settlement with LightSquared, as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court, or in a document executed by LightSquared pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a proof of claim has been filed.

LightSquared will endeavor to the extent possible to make sure that holders of more than one claim or equity interest in a single Voting Class receive no more than one Solicitation Package on account of such claims or equity interests.

3. **Distribution of Materials:** The Solicitation Package (excluding the Ballots and the Confirmation Hearing Notice) shall be provided in CD-ROM format. The applicable Ballots and the Confirmation Hearing Notice shall be provided in paper format. Any holder of a claim or equity interest may obtain a paper copy of the documents otherwise provided on CD-ROM by (a) calling LightSquared's restructuring hotline at (877) 499-4509, (b) visiting LightSquared's restructuring website at: <http://www.kccllc.net/lightsquared>, (c) writing to Kurtzman Carson Consultants LLC, Attn: LightSquared, 2335 Alaska Avenue, El Segundo, CA 90245, or (d) e-mailing LightSquaredInfo@kccllc.com. If LightSquared receives such a request for a paper copy of the documents in the Solicitation Package, LightSquared will send, or cause to be sent, a copy to the requesting party by overnight delivery at LightSquared's expense. The following entities shall be served with a CD-ROM of the Disclosure Statement Order (including all exhibits thereto), the Disclosure Statement Recognition Order, and the Disclosure Statements (including all exhibits thereto): (y) the Office of the United States Trustee for the Southern District of New York; and (z) all those persons and entities that have formally requested notice, pursuant to Bankruptcy Rule 2002 and the Local Bankruptcy Rules.

D. Voting and General Tabulation Procedures.

1. Only the following holders of claims or equity interests in the Voting Classes shall be entitled to vote with regard to such claims or equity interests:

- a. holders of claims who, on or before the Voting Record Date, have timely filed, or on whose behalf was timely filed, a proof of claim (or an untimely proof of claim which has been allowed as timely by the Bankruptcy Court under applicable law on or before the Voting Record Date) that (i) has **not** been expunged, disallowed, disqualified, or suspended prior to the Voting Record Date and (ii) is **not** the subject of a pending objection on the Voting Record Date; provided, that the holders of a claim that is the subject of a pending objection on a reduced basis shall receive a Solicitation Package and be entitled to vote such claim in the reduced amount contained in such objection and provided further, that a holder of a claim that becomes a disputed claim at any date prior to fifteen (15) calendar days before to the Confirmation Hearing shall not be entitled to vote unless such holder becomes eligible to vote through a Resolution Event;

- b. all entities that are listed in LightSquared's books and records as holding, as of the Voting Record Date, equity interests in LightSquared;
- c. holders of claims that are listed in LightSquared's Schedules filed on June 27, 2012 [Docket Nos. 154-173] (collectively, the "Schedules"), with the exception of those claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled claims that have been superseded by a timely filed proof of claim and any scheduled claim that was paid, expunged, disallowed, or disqualified prior to the Voting Record Date);
- d. holders whose claims or equity interests arise pursuant to an agreement or settlement with LightSquared, as reflected in a document filed with the Bankruptcy Court, in an order entered by the Bankruptcy Court, or in a document executed by LightSquared pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a proof of claim has been filed; and
- e. the assignee of a timely filed claim or equity interest or a claim listed in the Schedules shall be permitted to vote such claim or equity interest only if the transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the claims register on the Voting Record Date.

2. **Establishing Amounts of Claims or Equity Interests.** In tabulating votes, the following hierarchy will be used to determine the amount of the claim or equity interest associated with each holder's vote:

- a. the amount of the claim or equity interest settled or agreed upon by LightSquared, as reflected in a court pleading, stipulation, agreement, or other document filed with the Bankruptcy Court, in an order of the Bankruptcy Court, or in a document executed by LightSquared pursuant to authority granted by the Bankruptcy Court;
- b. the amount of the claim or equity interest allowed (temporarily or otherwise) pursuant to a Resolution Event in accordance with the Solicitation Procedures;
- c. the amount of the claim contained in a proof of claim that has been timely filed by the applicable claims bar date (or deemed timely filed by the Bankruptcy Court under applicable law), except for any amounts in such proofs of claim asserted on account of any interest accrued after the Petition Date; provided, however, that (i) a Ballot cast by a holder of a claim who timely files a proof of claim in respect of a contingent, unliquidated, or disputed claim, or in a wholly-unliquidated or unknown amount that is not the subject of an objection, will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as a Ballot for a claim in the amount of \$1.00 solely for the

purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and (ii) if a proof of claim is filed as partially liquidated and partially unliquidated, such claim will be allowed for voting purposes only in the liquidated amount; provided, further, that to the extent the amount of the claim contained in the proof of claim is different from the amount of the claim set forth in a document filed with the Bankruptcy Court and agreed to by LightSquared as referenced in the Solicitation Procedures, the amount of the claim in the document filed with the Bankruptcy Court will supersede the amount of the claim set forth on the respective proof of claim;

- d. the amount of the equity interest as reflected in LightSquared's books and records;
- e. the claim amount listed in the Schedules; provided, that such claim is not scheduled as contingent, disputed, or unliquidated and has not been paid; and
- f. in the absence of any of the foregoing, zero.

The amount of the claim or equity interest established herein shall control for voting purposes only and shall not constitute the allowed amount of any claim or equity interest. Moreover, any amount filled in on Ballots by LightSquared through the Claims and Solicitation Agent is not binding for any purpose, including for purposes of voting and distribution.

3. **General Ballot Tabulation.** The following voting procedures and standard assumptions will be used in tabulating Ballots:

- a. except as otherwise provided herein or unless waived by a Plan Proponent (solely with respect to its Competing Plan) or permitted by order of the Bankruptcy Court, unless the Ballot being submitted is timely received on or prior to the Voting Deadline, such Plan Proponent may reject such Ballot as invalid and, therefore, decline to count it in connection with confirmation;
- b. the Claims and Solicitation Agent will (i) date and time-stamp all Ballots when received and (ii) retain all original Ballots and an electronic copy of the same for a period of one (1) year after the Effective Date of the confirmed Competing Plan, unless otherwise ordered by the Bankruptcy Court;
- c. an original executed Ballot is required to be submitted by the entity submitting such Ballot. Delivery of a Ballot to the Claims and Solicitation Agent by facsimile, e-mail, or any other electronic means shall not be valid;
- d. pursuant to the Bankruptcy Court's modification of Local Bankruptcy Rule 3018-1(a), LightSquared shall cause the Claims and Solicitation

Agent to file a Voting Report with the Bankruptcy Court seven (7) days before the Confirmation Hearing. Each Plan Proponent will supplement this Voting Report in advance of the Confirmation Hearing to the extent necessary. The Voting Report shall, among other things, delineate every irregular Ballot, including, without limitation, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, damaged, or received via facsimile, e-mail, or any other electronic means. The Voting Report shall indicate each Plan Proponent's intentions with regard to such irregular Ballots;

- e. the method of delivery of Ballots to the Claims and Solicitation Agent is at the election and risk of each holder of a claim or equity interest. Except as otherwise provided herein, such delivery will be deemed made only when the Claims and Solicitation Agent actually receives the originally executed Ballot;
- f. unless specifically instructed by the Claims and Solicitation Agent to do so, no Ballot should be sent to any of LightSquared, the Plan Proponents, LightSquared's agents (other than the Claims and Solicitation Agent), LightSquared's financial or legal advisors, or the agents or financial or legal advisors to any of the Plan Proponents; and, if so sent, will not be counted in connection with confirmation of a Competing Plan;
- g. each Plan Proponent expressly reserves the right to make non-substantive or immaterial changes to its Competing Plan and related documents without further order of the Bankruptcy Court (subject to compliance with the requirements of section 1127 of the Bankruptcy Code and the terms of its Competing Plan regarding modifications). The Bankruptcy Code requires each Plan Proponent to disseminate additional solicitation materials if such Plan Proponent makes material changes to the terms of its Competing Plan or if the Plan Proponent waives a material condition to confirmation of its Competing Plan. In that event, the solicitation will be extended to the extent directed by the Bankruptcy Court;
- h. if multiple Ballots for the same Competing Plan are received from the holder of a claim or equity interest with respect to the same claim or equity interest prior to the Voting Deadline, the last dated valid Ballot received prior to the Voting Deadline will supersede and revoke any prior dated Ballot;
- i. separate Ballots received from the same holder of claims or equity interests on account of separate claims shall be counted separately for purposes of determining acceptances or rejections of the applicable Competing Plan pursuant to section 1126(c) of the Bankruptcy Code; provided, however, to the extent that a holder has multiple claims or equity interests within the same class under a Competing Plan, the applicable Plan Proponent may, in its discretion, aggregate the claims or

equity interests of any particular holder within a class for the purpose of counting votes;

- j. holders must vote all of their claims or equity interests within a particular class under a Competing Plan either to accept or reject the Competing Plan and may not split any such votes. Accordingly, a Ballot that partially rejects and partially accepts a Competing Plan will not be counted;
- k. each Ballot corresponds to one Competing Plan, and any holder of a claim or equity interest entitled to vote on more than one Competing Plan must submit a separate Ballot for each Competing Plan on which such holder wishes to vote. Any alteration to a Ballot that attempts to render such Ballot applicable to a different Competing Plan than the Competing Plan originally designated on the unaltered Ballot (whether in addition to, or in place of, the Competing Plan originally designated on the unaltered Ballot) shall constitute a defect that may only be waived by LightSquared, subject to contrary order of the Bankruptcy Court;
- l. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested by the applicable holder or its agent, the Claims and Solicitation Agent, a Plan Proponent, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder;
- m. each Plan Proponent, subject to contrary order of the Bankruptcy Court, may waive (solely with respect to its Competing Plan) any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report;
- n. no Plan Proponent nor any other entity will (i) be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report or (ii) incur any liability for failure to provide such notification;
- o. unless waived by a Plan Proponent (solely with respect to its Competing Plan), or subject to contrary order of the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;
- p. in the event a designation for lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept or reject a Competing Plan cast with respect to that claim or equity interest will be counted for

purposes of determining whether such Competing Plan has been accepted or rejected by such claim or equity interest;

- q. subject to any contrary order of the Bankruptcy Court, each Plan Proponent reserves the right to reject (solely with respect to its Competing Plan) any and all Ballots not in proper form, the acceptance of which, in the opinion of such Plan Proponent would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided, however, that any such rejections shall be documented in the Voting Report;
- r. if a claim or equity interest has been estimated or otherwise allowed for voting purposes by an order of the Bankruptcy Court pursuant to Bankruptcy Rule 3018(a), such claim or equity interest shall be 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;
- s. if an objection to a claim or equity interest is filed, such claim or equity interest shall be treated in accordance with these Solicitation Procedures and the terms of the relevant Competing Plan;
- t. the following Ballots shall not be counted in determining the acceptance or rejection of the Competing Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim or equity interest; (ii) any Ballot cast by a party that does not hold a claim or equity interest in a class that is entitled to vote on the relevant Competing Plan; (iii) any unsigned Ballot; (iv) any Ballot not marked to accept or reject the relevant Competing Plan or any Ballot marked both to accept and reject the relevant Competing Plan; or (v) any Ballot submitted by any entity not entitled to vote pursuant to the Solicitation Procedures;
- u. to the extent any class of claims or equity interests under LightSquared's Competing Plan is to be satisfied in full and in cash from Plan Consideration (as defined in such Competing Plan), LightSquared expressly reserves the right to (i) deem such class as unimpaired and (ii) treat the holders of claims or equity interests in such class as conclusively presumed to have accepted such Competing Plan pursuant to section 1126(f) of the Bankruptcy Code;
- v. if no holders of claims or equity interests eligible to vote in a particular class vote to accept or reject the Competing Plan, the Competing Plan shall be deemed accepted by the holders of such claims or equity interests in such class; and

- w. any class of claims or equity interests that does not have a holder of an allowed claim or equity interest or a claim or equity interest temporarily allowed by the Bankruptcy Court as of the date of the Confirmation Hearing, shall be deemed eliminated from the relevant Competing Plan for purposes of voting to accept or reject such Competing Plan and for purposes of determining acceptance or rejection of such Competing Plan by such class pursuant to section 1129(a)(8) of the Bankruptcy Code.

4. Temporary Allowance of Claims or Equity Interests for Voting Purposes.

Holders of claims or equity interests that are subject to a pending objection by a Plan Proponent as of the Voting Record Date cannot vote on the Competing Plans; provided, however, that if the pending objection seeks only to “reduce” the amount of such claim or equity interest, such claim or equity interest may be voted in the undisputed amount. Moreover, a holder of a claim or equity interest cannot vote any disputed portion of its claim or equity interest unless one or more of the following events (each, a “Resolution Event”) has taken place by November 22, 2013 (i.e., a date seven (7) calendar days prior to the Voting Deadline):

- a. an order of the Bankruptcy Court is entered, after notice and a hearing, allowing such claim or equity interest pursuant to section 502(b) of the Bankruptcy Code;
- b. an order of the Bankruptcy Court is entered, after notice and a hearing, temporarily allowing such claim or equity interest for voting purposes only pursuant to Bankruptcy Rule 3018(a);
- c. a stipulation or other agreement is executed between the holder of such claim or equity interest and the objecting Plan Proponent resolving the objection and allowing such claim or equity interest in an agreed upon amount;
- d. a stipulation or other agreement is executed between the holder of such claim or equity interest and the objecting Plan Proponent temporarily allowing the holder of such claim or equity interest to vote its claim or equity interest in an agreed upon amount; or
- e. the pending objection to such claim or equity interest is voluntarily withdrawn by LightSquared.

No later than two (2) business days after a Resolution Event, the Claims and Solicitation Agent shall distribute via e-mail, hand delivery, or overnight courier service a Solicitation Package to the relevant holder of such allowed or temporarily allowed claim or equity interest that has been allowed for voting purposes only (or for other purposes as set forth in an applicable order of the Bankruptcy Court) by such Resolution Event. All Ballots must be returned to the Claims and Solicitation Agent in accordance with the instructions on the Ballot(s) and by no later than the Voting Deadline.

5. Forms of Notices to Non-Voting Classes. Certain holders of claims that are not entitled to vote because they are either (i) unclassified, unimpaired, or are otherwise conclusively

presumed to accept the Competing Plans under section 1126(f) of the Bankruptcy Code or (ii) impaired because such holders will not receive or retain any property under the Competing Plans on account of such claims or equity interests and, therefore, are conclusively deemed to reject such Competing Plan without voting thereon pursuant to section 1126(g) of the Bankruptcy Code. Such holders will receive only the Confirmation Hearing Notice and the Notice of Non-Voting Status. The Notice of Non-Voting Status, substantially in the form attached to the Disclosure Statement Order as **Schedule 4**, will instruct the holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

6. **Publication of Confirmation Hearing Notice.** LightSquared shall publish the Confirmation Hearing Notice (in a format modified for publication) in *The Wall Street Journal* (national edition) and *The Globe and Mail* (national edition) no later than October 29, 2013, a date twenty-eight (28) calendar days prior to the Plan Objection Deadline to provide notification to those entities who may not receive notice by mail.

E. Amendments to Solicitation Package.

The Plan Proponents reserve their rights to make non-substantive or immaterial changes to their respective Disclosure Statements, Competing Plans, Ballots, 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 to other documents and materials included in the Solicitation Package before its distribution.

F. Settlement, Release, Exculpation, and Injunction Language in Competing Plans.

The settlement, release, exculpation, and injunction provisions contained in Article VIII of LightSquared's Competing Plan, Article XIII of the Ad Hoc Secured Group's Competing Plan, Article X of U.S. Bank/MAST's Competing Plan, and Article VIII of Harbinger's Competing Plan are included in (i) the LightSquared Specific Disclosure Statement, the Ad Hoc Secured Group Disclosure Statement, the U.S. Bank/MAST Specific Disclosure Statement, and the Harbinger Specific Disclosure Statement, respectively, and (ii) the Confirmation Hearing Notice. The release by holders of claims or equity interests is also included in the Ballots. All entities are advised to carefully review and consider the Competing Plans, including the settlement, release, exculpation, and injunction provisions, as their rights may be affected.