

**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 (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**

Upon the *Motion for Entry of Order (I) Approving Solicitation and Notice
Procedures with Respect to Confirmation of Competing Plans, (II) Approving Forms of Various
Ballots and Notices in Connection Therewith, (III) Approving Scheduling of Certain Dates in
Connection with Confirmation of Competing Plans, and (IV) Granting Related Relief* [Docket
No. 820] (the “Solicitation Procedures Motion”)² and the motions (together with the Solicitation
Procedures Motion, the “Motions”) of (a) LightSquared Inc. and certain of its affiliates, as
debtors and debtors in possession (collectively, “LightSquared”) in the above-captioned chapter
11 cases (the “Chapter 11 Cases”), (b) the Ad Hoc Secured Group, (c) U.S. Bank and MAST,

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Solicitation Procedures Motion or the *Order (A) Establishing Bid Procedures, (B) Scheduling Date and Time for Auction, (C) Approving Assumption and Assignment Procedures, (D) Approving Form of Notice, and (E) Granting Related Relief* [Docket No. 892] (the “Bid Procedures Order”), as applicable.



and (d) Harbinger, collectively, for entry of an order (this “Order”), (i) approving the adequacy of their respective disclosure statements, (ii) approving solicitation and notice procedures with respect to the confirmation of each respective Competing Plan, (iii) approving forms of various ballots and notices in connection therewith, (iv) approving the scheduling of certain dates in connection with confirmation of the Competing Plans, and (v) granting related relief, all as more fully set forth in the Motions; and it appearing that the Court has jurisdiction over these matters pursuant to 28 U.S.C. § 1334; and it appearing that these proceedings are core proceedings pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of these proceedings and the Motions in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motions appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice is needed or necessary; and the Court having reviewed the Motions and having heard statements in support of the Motions at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motions and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested in the Motions having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby **FOUND, ORDERED, and ADJUDGED** that:³

1. The Motions are granted as provided herein.
2. Each movant (as applicable) has provided, in accordance with Bankruptcy Rules 2002 and 3017 and Local Bankruptcy Rules 2002-1 and 3017-1, adequate notice of the time fixed for filing objections and the hearing to consider approval of the Solicitation Procedures, the forms of various ballots and notices in connection therewith, the scheduling of

³ Findings of fact shall constitute conclusions of law, and conclusions of law shall constitute findings of fact, where appropriate.

certain dates in connection with confirmation of the Competing Plans, and each of the following disclosure statements:

- a. *First Amended General Disclosure Statement* [Docket No. 918],
- b. *Specific Disclosure Statement for Debtors' First Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* [Docket No. 921],
- c. *Disclosure Statement for First Amended 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. 917],
- 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. 914], and
- e. *Specific Disclosure Statement for the Amended Joint Plan of Reorganization for LightSquared Inc. and Its Subsidiaries Proposed by Harbinger Capital Partners, LLC* [Docket No. 912].

(collectively, the "Disclosure Statements").

Disclosure Statements Contain Adequate Information

3. The Disclosure Statements contain adequate information within the meaning of section 1125(a) of the Bankruptcy Code and, therefore, are approved pursuant to section 1125(a)(1) of the Bankruptcy Code and Bankruptcy Rule 3017(b). To the extent not

withdrawn, settled, or otherwise resolved, any objection to the approval of any Disclosure Statement is overruled.

4. The Disclosure Statements, the Competing Plans, the Confirmation Hearing Notice, and the Ballots provide all parties in interest with sufficient notice regarding the settlement, release, exculpation, and injunction provisions contained in the Competing Plans in compliance with Bankruptcy Rule 3016(c).

Approval of Solicitation Procedures and Solicitation Package

5. The Solicitation Procedures, substantially in the form attached hereto as Schedule 1 and incorporated by reference herein, (a) provide all holders of claims and equity interests with adequate notice of the solicitation process and the relevant dates set forth in the Plan Confirmation Schedule and (b) are approved in their entirety to be employed in connection with each Competing Plan.

6. Duties of Claims and Solicitation Agent. Kurtzman Carson Consultants LLC, the notice, claims, solicitation, and balloting agent (the “Claims and Solicitation Agent”) in these Chapter 11 Cases, is authorized to assist in (a) distributing the Solicitation Packages, (b) soliciting votes on the Competing Plans, (c) receiving, tabulating, and reporting on Ballots, and (d) responding to inquiries relating to the solicitation and voting process, including all matters related thereto. The Claims and Solicitation Agent shall cooperate with each Plan Proponent with respect to the solicitation of the Competing Plans, including providing upon reasonable request true and correct copies of all Ballots received by the Claims and Solicitation Agent with respect to the Competing Plans. The Claims and Solicitation Agent shall also keep and make available to the Plan Proponents a detailed log of all inquiries received relating to the solicitation and voting process, which log shall include the identity of the entity making the

inquiry, the substance of the inquiry, the form or method of the inquiry, the date and time the inquiry was received, the Claims and Solicitation Agent's response thereto, and the date and time of such response.

7. Contents and Distribution of Solicitation Package. On or before October 24, 2013 (the "Solicitation Date"), unless otherwise extended until October 29, 2013 by LightSquared with the consent of the Plan Proponents (which consent shall not be unreasonably withheld), the Claims and Solicitation Agent shall distribute, or cause to be distributed, to all entities entitled to vote to accept or reject any of the Competing Plans, the Solicitation Packages, each of which shall contain copies of the following materials: (a) the Disclosure Statements (with all exhibits thereto, including the Competing Plans and the exhibits to the Competing Plans), (b) this Order (excluding all exhibits hereto, other than the Solicitation Procedures set forth in Schedule 1 hereto), (c) the Disclosure Statement Recognition Order, (d) the Confirmation Hearing Notice, (e) an appropriate number of Ballots (with voting instructions with respect thereto), and (f) any supplemental documents that LightSquared or another Plan Proponent may file with the Court or that the Court orders to be made available. The Claims and Solicitation Agent shall distribute, or cause to be distributed, the Ballots and the Confirmation Hearing Notice in paper format. The Claims and Solicitation Agent is authorized to distribute, or cause to be distributed, the remainder of the Solicitation Package in CD-ROM format.

8. The Claims and Solicitation Agent shall be excused from mailing the Solicitation Package to those entities to whom the Claims and Solicitation Agent caused a notice regarding the Disclosure Statement Hearing to be mailed and received a notice from the United States Postal Service or other carrier that such notice was undeliverable, unless the Claims and Solicitation Agent is provided with an accurate address for such entity not less than six (6)

calendar days prior to the Solicitation Date. If an entity has changed its mailing address after the Petition Date, the burden is on such entity, not LightSquared, to advise LightSquared and the Claims and Solicitation Agent of the new address.

9. The procedures for distributing the Solicitation Packages (as set forth in the Solicitation Procedures Motion) (a) will provide all holders of claims or equity interests entitled to vote on any of the Competing Plans with the requisite materials and sufficient time to make an informed decision with respect to each Competing Plan, (b) satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules, and (c) are approved.

10. Procedures for Transmittal to Debt Holders. The Claims and Solicitation Agent shall transmit by mail no later than October 24, 2013, unless otherwise extended until October 29, 2013 by LightSquared with the consent of the Plan Proponents (which consent shall not be unreasonably withheld), the Solicitation Package to each holder of record of the Debt Instruments (the "Record Holders") as of the Voting Record Date.

11. On or before October 18, 2013, the Prepetition Agents shall provide the Claims and Solicitation Agent with a list (in electronic form) containing the names, addresses, and holdings of the respective Record Holders as of the Voting Record Date.

12. Form of Ballot. The form of Ballot (including the voting instructions), substantially in the form attached hereto as Schedule 2 complies with Bankruptcy Rules 3017 and 3018 and is approved. The Claims and Solicitation Agent is authorized to distribute the Ballots to holders of claims or equity interests entitled to vote on the applicable Competing Plan(s).

13. Form of Confirmation Hearing Notice. The Confirmation Hearing Notice, substantially in the form attached hereto as Schedule 3, complies with Bankruptcy Rules 2002(b), 2002(d), and 3017(d) and is approved and deemed to provide sufficient notice of the approval of the Disclosure Statements, the date for the Confirmation Hearing, the Voting Record Date, the Voting Deadline, and the Plan Objection Deadline to entities who will not otherwise receive notice by mail as provided in the Solicitation Procedures. The Claims and Solicitation Agent shall (a) serve, or cause to be served, the Confirmation Hearing Notice to all holders of claims or equity interests regardless of whether such holders are entitled to vote on any of the Competing Plans and (b) publish, or cause to be published, the Confirmation Hearing Notice (in a format modified for publication and reasonably acceptable to the Plan Proponents) in *The Wall Street Journal* (national edition) and *The Globe and Mail* (national edition) no later than October 29, 2013.

14. Form of Notice to Non-Voting Classes. Pursuant to Bankruptcy Rule 3017(d), the Notice of Non-Voting Status, substantially in the form attached hereto as Schedule 4, is approved and deemed to provide sufficient notice.

15. The Claims and Solicitation Agent shall distribute, or cause to be distributed, to holders of claims or equity interests in the Non-Voting Classes (which classes, for the avoidance of doubt, are solely those classes of claims or equity interests that are not impaired under a Competing Plan, within the meaning of section 1124 of the Bankruptcy Code, and are hence conclusively deemed to accept such Competing Plan without voting thereon pursuant to section 1126(f) of the Bankruptcy Code), in lieu of the Solicitation Package, a non-voting package consisting of (a) the Notice of Non-Voting Status, (b) the Confirmation Hearing Notice, (c) this Order (excluding exhibits annexed hereto), and (d) the Disclosure Statement Recognition

Order. Holders of claims that are unclassified under any of the Competing Plans shall receive an identical non-voting package, provided that holders of administrative expense claims relating to ordinary course obligations of LightSquared need not receive such a package. To the extent that a class of claims or equity interests is entitled to vote under one or more of the Competing Plans, but is not entitled to vote under other Competing Plans, the Claims and Solicitation Agent shall serve the holders of claims or equity interests in such class with a full Solicitation Package, and shall not serve on such holders a Notice of Non-Voting Status.

16. Voting and General Tabulation Procedures. The Voting and Tabulation Procedures described in Section D of the Solicitation Procedures (a) comply with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a) and (b) are approved. Votes shall be tabulated on a Debtor by Debtor basis. In tabulating votes, the hierarchy described in Section D.2 of the Solicitation Procedures shall be used to determine the amount of the claim or equity interest associated with each holder's vote. The amount of the claim or equity interest established pursuant to Section D.2 of the Solicitation Procedures shall control for voting purposes only and shall not constitute the allowed amount of any claim or equity interest for purposes of distribution under the Competing Plans or the amount of any claim or equity interest for any other purpose. The Plan Proponents are authorized to use the voting procedures and standard assumptions in tabulating the Ballots set forth in Section D.3 of the Solicitation Procedures, including, among other things, that 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 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.

17. The Court hereby (a) waives the requirement in Local Bankruptcy Rule 3018-1 that the Voting Report for all of the Competing Plans be filed at least seven (7) days prior to the Confirmation Hearing, and (b) shortens the time period to file the Voting Report in the Chapter 11 Cases. The Claims and Solicitation Agent shall prepare and file with the Court the Voting Report on or before December 9, 2013.

18. Executory Contracts and Unexpired Leases. No later than November 22, 2013, LightSquared shall file with the Court, and serve upon all counterparties to LightSquared's executory contracts and unexpired leases, a notice, substantially in the form attached hereto as Schedule 6, regarding any potential assumption, assumption and assignment, of their executory contract or unexpired lease and the proposed cure obligations (the "Cure Costs") in connection therewith (the "Contract and Lease Counterparties Notice"). The Contract and Lease Counterparties Notice will (a) list the applicable Cure Costs, if any, (b) describe the procedures for filing objections to the proposed assumption, or assumption and assignment, or Cure Costs, and (c) explain the process by which related disputes shall be resolved by the Court. Any objection by a counterparty to an executory contract or unexpired lease to any potential assumption, assumption and assignment, or related Cure Cost must be filed, served, and actually received by the notice parties identified on the Contract and Lease Counterparties Notice no later than November 29, 2013 at 4:00 p.m. (prevailing Eastern time); provided, however, that any objection by a counterparty to an executory contract or unexpired lease solely to a proposed assignee's financial wherewithal (a "Financial Wherewithal Objection") must be filed, served, and actually received by the appropriate notice parties no later than December 6, 2013 at 11:59

p.m. (prevailing Eastern time) (the “Financial Wherewithal Objection Deadline”); provided, further, that in the event that the Notice of Successful Bidder(s) (as provided in paragraph 15(b) of the Bid Procedures Order) has not been filed with the Court or posted on LightSquared’s restructuring website at: <http://www.kcellc.net/lightsquared> at least twenty-four (24) hours prior to the Financial Wherewithal Objection Deadline, the Financial Wherewithal Objection Deadline shall be extended automatically (without further order of the Court) to a date and time that is twenty-four (24) hours after the filing and posting of such Notice of Successful Bidder(s). The Contract and Lease Counterparties Notice complies with the Bankruptcy Code and Bankruptcy Rules and is approved and deemed to provide sufficient notice.

19. Further, the Claims and Solicitation Agent will serve each counterparty to an executory contract or unexpired lease with a copy of the Confirmation Hearing Notice to ensure that such parties receive notice of the Confirmation Hearing. If any counterparty to an executory contract or unexpired lease also is a holder of a claim or equity interest in a Voting Class as of the Voting Record Date, such entity shall also receive a Solicitation Package in accordance with the Solicitation Procedures.

20. Neither the exclusion nor inclusion of any contract or lease on the Contract and Lease Counterparties Notice, nor anything contained in any Competing Plan, shall constitute an admission by LightSquared or any other Plan Proponent that any such contract or lease is or is not, in fact, an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code. Further, the inclusion of any contract or lease on the Contract and Lease Counterparties Notice does not ultimately establish that such contract or lease shall be assumed, or assumed and assigned, as LightSquared and each Plan Proponent expressly reserves the right

to alter, amend, modify, or supplement the Contract and Lease Counterparties Notice at any time prior to the effective date of, and in accordance with, the applicable Competing Plan.

21. At the Confirmation Hearing, only those contracts or leases (and the corresponding Cure Costs) listed on the Contract and Lease Counterparties Notice that have been selected to be assumed, or assumed and assigned, shall be the contracts and leases subject to approval by the Court, and the rights of all Plan Proponents shall be reserved for all other contracts.

22. If no objection with respect to an executory contract or unexpired lease is timely received, (a) the counterparty to such contract or lease shall be deemed to have consented to the assumption, or assumption and assignment, of such contract or lease and shall be forever barred from asserting any objection with regard to such assumption, or assumption and assignment, and (b) the Cure Costs set forth in the Contract and Lease Counterparties Notice shall be controlling, notwithstanding anything to the contrary in any contract, lease, or any other document, and the counterparty to such contract or lease shall be deemed to have consented to the Cure Costs and shall be forever barred from asserting any other claims related to such contract or lease against LightSquared or any assignee, or the property of any of them.

23. Any objection by a counterparty to an executory contract or unexpired lease to a proposed assumption, assumption and assignment, or related Cure Cost that is not consensually resolved prior to the Confirmation Hearing shall be heard at the Confirmation Hearing, with any related Cure Costs or adequate assurance of future performance fixed by the Court.

24. Temporary Allowance of Claims and Equity Interests for Voting Purposes.
The Court hereby approves the procedures set forth in Section D.4 of the Solicitation Procedures

regarding the temporary allowance of claims or equity interests subject to pending objections, or listed on LightSquared's schedules filed with the Court as contingent or unliquidated (including any such contingent or unliquidated intercompany claims), for voting purposes only, and solely to the extent that such disputed claim or equity interest is not otherwise allowed pursuant to the applicable Competing Plan. Specifically, if an objection is pending against a holder of a claim or equity interest, or a claim is listed on LightSquared's schedules filed with the Court as contingent or unliquidated (including any such contingent or unliquidated intercompany claims), as of the Voting Record Date and such claim or equity interest is not otherwise allowed pursuant to the applicable Competing Plan (a "Disputed Claim"), the Claims and Solicitation Agent shall transmit to the holder of such claim or equity interest, in lieu of the Solicitation Package, a Disputed Claim Notice and the Confirmation Hearing Notice. For the avoidance of doubt, no motion is required to be filed under Bankruptcy Rule 3018(a) with respect to any claim or equity interest deemed allowed pursuant to a Competing Plan for purposes of such Competing Plan. The Disputed Claim Notice, substantially in the form attached hereto as Schedule 5, is approved and deemed to provide sufficient notice. Notwithstanding the foregoing or anything else in this Order or the Solicitation Procedures, SP Special Opportunities, LLC ("SPSO") shall receive a Solicitation Package, including any applicable Ballot(s), and the Claims and Solicitation Agent shall tabulate the votes in the applicable class(es) in which SPSO is entitled to vote under each Competing Plan with and without SPSO's votes. The Bankruptcy Court will determine whether or not such votes shall be counted for purposes of voting and/or allowance in connection with confirmation of the applicable Competing Plan(s). All parties reserve all claims and defenses with respect to any disputes between SPSO and any other party. Notwithstanding the foregoing or anything else in this Order or the Solicitation Procedures to the contrary, all claims held by

MAST Capital Management, LLC, and its subsidiaries and affiliates, and U.S. Bank National Association shall be deemed allowed for purposes of voting on the applicable Competing Plans.

25. Each holder of a Disputed Claim cannot vote any disputed portion of its claim or equity interest unless one or more of the following events has taken place at least eight (8) calendar days prior to the Voting Deadline (each, a “Resolution Event”): (a) an order of the 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 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) LightSquared files amended schedules with the Court that provide that the Disputed Claim is no longer contingent or unliquidated; (d) a stipulation or other agreement between the holder of such claim or equity interest and each objecting party resolving the objection and allowing such claim or equity interest in an agreed upon amount is executed and filed with the Bankruptcy Court; (e) a stipulation or other agreement between the holder of such claim or equity interest and each objecting party temporarily allowing the holder of such claim or equity interest to vote its claim or equity interest in an agreed upon amount is executed and filed with the Bankruptcy Court; or (f) the pending objection to such claim or equity interest is voluntarily withdrawn by each objecting party.

26. No later than two (2) business days after a Resolution Event, the Claims and Solicitation Agent shall distribute the Solicitation Package to the relevant holder of an allowed claim or equity interest or the 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 Court) by such Resolution Event. The Ballot for such Disputed Claim must be returned according to the instructions on the Ballot by no later than the Voting Deadline.

27. The notice procedures with respect to claims or equity interests subject to a pending objection satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules and are approved and deemed to provide sufficient notice.

28. Non-Substantive or Immaterial Modification. LightSquared and each Plan Proponent is authorized to make non-substantive or immaterial changes to their respective Disclosure Statement, Competing Plan, Ballots, and related documents without further order of the 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.

Approval of Plan Confirmation Schedule

29. The Plan Confirmation Schedule is approved.

30. Voting Record Date. Pursuant to Bankruptcy Rule 3018(a), October 9, 2013, shall be the Voting Record Date for determining (a) which holders of claims or equity interests are entitled to vote on the Competing Plans and (b) 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.

31. Plan Supplement Date. The Plan Supplement Date shall be November 27, 2013. The Plan Proponents must file all supplemental documents to their respective Competing Plans by the Plan Supplement Date (unless otherwise ordered by the Court).

32. Voting Deadline. The Voting Deadline shall be December 5, 2013 at 4:00 p.m. (prevailing Pacific time), provided, however, that in the event that the Notice of Successful Bidder(s) (as provided in paragraph 15(b) of the Bid Procedures Order) has not been filed with the Court or posted on LightSquared's restructuring website at:

<http://www.kcellc.net/lightsquared> at least twenty-four (24) hours prior to the Voting Deadline, the Voting Deadline shall be extended automatically (without further order of the Court) to a date and time that is twenty-four (24) hours after the filing and posting of such Notice of Successful Bidder(s). All votes to accept or reject any of the Competing Plans must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by (a) first class mail, (b) overnight delivery, (c) personal delivery, (d) e-mail, or (e) facsimile, so that the Ballots are **actually received no later than the Voting Deadline** by the Claims and Solicitation Agent. Ballots returnable to the Claims and Solicitation Agent should be sent by (x) first class mail, overnight courier, or personal delivery to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245, (y) e-mail to LightSquaredBallots@kcellc.com, or (z) facsimile to (310) 776-8379.

33. **Plan Objection Deadline.** The Plan Objection Deadline shall be November 26, 2013 at 4:00 p.m. (prevailing Eastern time). Any objection to any of the Competing Plans must (a) be in writing, (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules, and the Case Management Order, (c) state the name and address of the objecting party and the amount and nature of the claim or equity interest, (d) state with particularity the basis and nature of any objection to a Competing Plan, (e) propose a modification to the Competing Plan that would resolve such objection (if applicable), and (f) be filed, contemporaneously with a proof of service, with the Court and served so that it is actually received by each of the notice parties identified in the Confirmation Hearing Notice by the Plan Objection Deadline.

34. **Highest Bidder Objection Deadline.** In connection with the Auction, objections to LightSquared's selection of the highest and otherwise best bid (the "**Highest Bidder**

Objections” and, together with the Financial Wherewithal Objections, the “Supplemental Objections”) must be filed by December 6, 2013 at 11:59 p.m. (prevailing Eastern time) (the “Highest Bidder Objection Deadline”); provided, however, that in the event that the Notice of Successful Bidder(s) (as provided in paragraph 15(b) of the Bid Procedures Order) has not been filed with the Court or posted on LightSquared’s restructuring website at: <http://www.kccllc.net/lightsquared> at least twenty-four (24) hours prior to the Highest Bidder Objection Deadline, the Highest Bidder Objection Deadline shall be extended automatically (without further order of the Court) to a date and time that is twenty-four (24) hours after the filing and posting of such Notice of Successful Bidder(s).

35. Confirmation Brief Deadlines. The deadline for parties to file briefs in support of confirmation of the Competing Plans shall be December 3, 2013 at 4:00 p.m. (prevailing Eastern time); provided, however, that the Plan Proponents may file briefs in response only to the Supplemental Objections by December 9, 2013 at 8:00 a.m. (prevailing Eastern time).

36. Confirmation Hearing. The Confirmation Hearing shall be held on December 10, 2013 at 10:00 a.m. (prevailing Eastern time), which hearing may be continued from time to time by the Court without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served in accordance with the Case Management Order.

37. The Motions satisfy Local Bankruptcy Rule 9013-1(a).

38. LightSquared and the Plan Proponents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motions.

39. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

40. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: October 10, 2013
New York, New York

/s/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE