

EXHIBIT "A"

LUCENT'S OBJECTION TO THE DISCLOSURE STATEMENT

<u>NO.</u>	<u>OBJECTION</u>	<u>DOCKET NUMBER</u>	<u>SUMMARY OF GROUNDS FOR OBJECTING</u>	<u>RESOLUTION / RESPONSE</u>
1.	Objection of Lucent Technologies Inc. to Approval of Debtors' Disclosure Statement.	1120	<ul style="list-style-type: none"> • The Disclosure Statement does not contain information regarding whether Lucent's executory contracts will be assumed and/or assigned. • The time parameters of providing notice to Lucent of the Debtors' intent to assume and/or assign Lucent's agreements 15 days prior to (a) the voting deadline and (b) deadline to file and serve objections to such assumption and assignment render it impossible for Lucent to understand and identify its rights prior to the deadline to vote on the Plan. 	<p>This Objection should be overruled.</p> <ul style="list-style-type: none"> • The Sale Order and that certain Order (A) Establishing Bidding Procedures and Bid Protections In Connection With the Sale of Substantially All of the Assets of the Debtors, (B) Approving the Form and Manner of Notices and (C) Setting a Sale Hearing Date, entered by the Court on January 15, 2004 (the "Bidding Procedures Order"), authorizes the Debtors to notify parties to executory contracts 20 days prior to the hearing on the confirmation of the Plan (the "Confirmation Hearing") as to whether such contract will be assumed and assigned or rejected. <u>See</u> Bidding Procedures Order, ¶ 17-18. • The Bidding Procedures Order provides that all objections to the proposed assumption and assignment or rejection must be filed 15 days after the receipt of notice of such assumption and assignment or rejection (i.e., 5 days prior to the Confirmation Hearing). <u>See</u> Bidding Procedures Order, ¶18. • Section 365(d)(2) of the Bankruptcy Code authorizes the Debtors to "... assume or reject an executory contract or unexpired lease ... of the debtor at any time before the confirmation of the plan ..." 11 U.S.C. 365(d)(2). • Due the magnitude of the number of contracts and leases involved in these chapter 11 cases, the Debtors and XO, as applicable, are still reviewing the Debtors' unexpired leases and executory contracts. Schedules 1, 2, 3, and 4 to the Plan, listing executory contracts and unexpired leases that will be assumed and assigned to XO or rejected, as applicable, will be filed with the Court and served on all parties listed on such Schedules within 20 days prior to the Confirmation Hearing in accordance with the requirements of the Bidding Procedures Order.

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				<ul style="list-style-type: none"> • Schedules 1, 2, 3 and 4 to the Plan may be modified at any time by the XO prior to the Initial Effective Date (as defined in the Plan) in accordance with the terms and conditions of the Purchase Agreement. • Knowledge as to whether a contract will be assumed or rejected is not necessary for a creditor to determine whether to accept or reject the Plan; the treatment afforded to the rejection damage claims is set forth in the Bankruptcy Code.