

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)
) Chapter 11
)
TELIGENT, INC., et al.,¹) Case No. 01-12974 (SMB)
) Jointly Administered
)
Debtors.)
)

ORDER APPROVING (I) DISCLOSURE STATEMENT, (II) FORM OF NOTICES AND CONSENT AGREEMENTS, (III) FORM OF BALLOT AND (IV) SOLICITATION MATERIALS AND SOLICITATION PROCEDURES

Upon the motion (the “Motion”)² of the debtors and debtors in possession in the above-captioned chapter 11 cases for the entry of an Order Approving (i) their Second Amended Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated July 10, 2002 (the “Disclosure Statement”), (ii) the Form of Notices, (iii) the Form of Ballot and (iv) the Solicitation Materials and Solicitation Procedures; and the Debtors having filed the Disclosure Statement and their Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “Plan”) on July 10, 2002; and this Court having conducted a hearing on approval of the First Amended Disclosure Statement on June 13, 2002 (the “Disclosure Statement Hearing”); and the Court having conducted a subsequent hearing on June 18, 2002; and notice of the Disclosure Statement Hearing having been served on (i) Counsel to the Creditors’ Committee, (ii) counsel to the

¹ The Debtors are the following entities: Teligent, Inc.; Teligent Services, Inc.; American Long Lines, Inc.; Association Communications, Inc.; Auctel, Inc.; BackLink, L.L.C.; Easton Telecom Services, Inc.; Executive Conference, Inc.; FirstMark Communications, Inc.; InfiNet Telecommunications, Inc.; JTel, L.L.C.; KatLink, L.L.C.; OMC Communications, Inc.; Quadrangle Investments, Inc.; Telecommunications Concepts, Inc.; Teligent Communications, L.L.C.; Teligent License Co. I, L.L.C.; Teligent License Co. II, L.L.C.; Teligent of Virginia, Inc.; Teligent Professional Services, Inc.; and Teligent Telecommunications, L.L.C.

² Capitalized terms not defined herein shall have those meanings ascribed to them in the Motion.

Administrative Agent for the Prepetition Lenders, (iii) the United States Trustee, (iv) those parties who have requested notice pursuant to Fed. R. Bankr. P. 2002 and (v) all known taxing authorities holding claims; and an objection having been filed to the Disclosure Statement; and the Court having considered the Plan, the Disclosure Statement, all amendments thereto; and upon the record of the Disclosure Statement Hearing and subsequent hearings; and it appearing that the relief requested is in the best interests of the Debtors' estates, creditors and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 11 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 11 U.S.C. § 158(a); and after due deliberation and cause appearing therefor; it is hereby

FOUND, THAT:

A. Due and sufficient notice of the Disclosure Statement Hearing has been given, and such notice is adequate and sufficient pursuant to the Bankruptcy Code and the Bankruptcy Rules.

B. The Disclosure Statement, as amended, modified or supplemented by the record of the Disclosure Statement Hearing and revisions made or to be made as a result thereof, or pursuant hereto, contains "adequate information" as that term is defined in section 1125 of the Bankruptcy Code.

D. The period, set forth below, during which the Debtors may solicit acceptances to the Plan is a reasonable period of time for creditors to make an informed decision to accept or reject the Plan.

E. The procedures for the solicitation and tabulation of votes to accept or reject the Plan provide for a full and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

F. The procedures set forth below regarding notice to all creditors of the time, date and place of the Confirmation Hearing and the contents of the Solicitation Package (as defined below) comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

**IT IS THEREFORE, BY THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK, HEREBY**

ORDERED that the Motion is granted and all remaining objections (if any) are hereby overruled; and it is further

Approval of Disclosure Statement

ORDERED that the Disclosure Statement is hereby approved **SMB 7/10/02** ~~in~~ ~~all respects~~ pursuant to section 1125 of the Bankruptcy Code with respect to the Plan; and it is further

ORDERED that the Debtors are authorized and empowered to solicit acceptances of the Plan in accordance with this Order; and it is further

Confirmation Hearing

ORDERED that the Confirmation Hearing shall be held at the United States Bankruptcy Court, One Bowling Green, New York, New York 10004 on August 14, 2002 at 2:00 p.m., ~~Prevailing~~ Eastern **SMB 7/10/02 Daylight** Time, or as soon thereafter as counsel can be heard, and may be adjourned from time to time without further notice; and it is further

ORDERED that the form of the Confirmation Hearing Notice attached hereto as Exhibit A and the form of the Publication Notice attached hereto as Exhibit B are hereby approved and constitute due and sufficient notice of the Confirmation Hearing pursuant to Bankruptcy Rule 3017(d) **SMB 7/10/02 provided that the appropriate dates and times are supplied consistent with this order**, and it is further

ORDERED that the form of notice to holders of claims in Class 2 attached hereto as Exhibit C, the form of notice to holders of claims in Class 3 attached hereto as Exhibit D, the form of notice to holders of claims in Class 5 attached hereto as Exhibit E and the form of notice to holders of interests in Class 6 attached hereto as Exhibit F are hereby approved and constitute due and sufficient notice to such parties of the Confirmation Hearing pursuant to Bankruptcy Rule 3017(d); and it is further

Consent Forms, Ballot, Solicitation Procedures and Related Matters

ORDERED that the Consent and Agreement Form for Holders of Priority Claims (the “Priority Claim Consent Form”) attached hereto as Exhibit G and the Consent and Agreement Form for Holders of General Administrative Expense Claims (the “Administrative Claim Consent Form”) attached hereto as Exhibit H are hereby approved for purposes of soliciting agreements from Holders of such Claims to the treatment provided for under the Plan; and it is further

ORDERED that the form of the Ballot, attached hereto as Exhibit I, is hereby approved for purposes of voting on the Plan and the Debtors or their authorized agent shall have the right to prepare and distribute a modified form thereof substantially conforming with such Ballot, as the Debtors find reasonably necessary after consulting with counsel to the Administrative Agent; and it is further

ORDERED that the Solicitation Procedures are hereby approved; provided, however that the Debtors have reserved the right to modify, amend or supplement the Solicitation Procedures subject to Court approval; and it is further

ORDERED that the Debtors, within three (3) business days after entry of this Order (the “Disclosure Statement Approval Order”), shall distribute the following solicitation materials to Holders of Claims in Class 4 under the Plan (the “Solicitation Package”): (i) the

Disclosure Statement; (ii) the Plan; (iii) the Ballot; (iv) the Confirmation Hearing Notice; (v) the Disclosure Statement Approval Order; (vi) a pre-addressed stamped return envelope; and (vii) such other materials as the Court may direct, and such service shall constitute due and sufficient notice of the Confirmation Hearing pursuant to Bankruptcy Rule 3017(d); and it is further

ORDERED that within five (5) business days of the entry of the Disclosure Statement Approval Order, the Debtors shall publish the Publication Notice in the national edition of The Wall Street Journal, and such publication shall constitute due and sufficient notice of the Confirmation Hearing pursuant to Bankruptcy Rule 3017(d); and it is further

ORDERED that within five (5) business days of the entry of the Disclosure Statement Approval Order, the Debtors shall mail to all known Holders of General Administrative Expense Claims, the Disclosure Statement, the Plan, Administrative Claim Consent Form (unless such Holder is to be paid in full under the Plan) and the Confirmation Hearing Notice, and such mailing shall constitute due and sufficient notice of the Confirmation Hearing pursuant to Bankruptcy Rule 3017(d); and it is further

ORDERED that within five (5) business days of the entry of the Disclosure Statement Approval Order, the Debtors shall mail to all known Holders of Priority Claims, the Disclosure Statement, the Plan, Priority Claim Consent Form (unless such Holder is to be paid in full under the Plan) and the Confirmation Hearing Notice, and such mailing shall constitute due and sufficient notice of the Confirmation Hearing pursuant to Bankruptcy Rule 3017(d); and it is further

ORDERED that within five (5) business days of the entry of the Disclosure Statement Approval Order, the Debtors shall mail to all known holders of claims or interests in Class 2, Class 3, Class 5 and Class 6 the applicable notice approved hereunder, and such mailing

shall constitute due and sufficient notice to such parties of the Confirmation Hearing pursuant to Bankruptcy Rule 3017(d); and it is further

ORDERED that except as provided herein and consistent with section 1126 of the Bankruptcy Code and Bankruptcy Rule 3017(d), Solicitation Packages will not be distributed to holders of claims against or interests in the Debtors that are placed in a class under the Plan that is deemed to accept or reject the Plan under section 1126 of the Bankruptcy Code **SMB 7/10/02 unless the proponent is soliciting the holders' consent to "different treatment"**; and it is further

ORDERED that June 25, 2002 shall be the record date (the "Voting Record Date") for purposes of determining which creditors are entitled to vote on the Plan; and it is further

ORDERED that Ballots of holders of claims in Class 4 must be received by Bankruptcy Management Corporation, 1330 East Franklin Avenue, El Segundo, California 90245, Attn: Tauheed Williams (the "Solicitation Agent"), by 5:00 p.m., **SMB 7/10/02** ~~Prevailing~~ Eastern **Daylight** Time, on or before August 7, 2002 (the "Voting Deadline"); and it is further

ORDERED that to ensure that its vote is counted, each holder of a claim in Class 4 must (a) complete a Ballot; (b) indicate the holder's decision whether to accept or reject the Plan in the boxes provided in the Ballot; and (c) sign and return the Ballot to the address set forth on the envelope enclosed therewith; and it is further

ORDERED that the following general voting procedures and standard assumptions shall govern in tabulating ballots on the Plan:

- (a) Except to the extent the Debtors otherwise determine, or as permitted by the Court, Ballots received after the Voting Deadline will not be accepted or counted

by the Debtors in connection with the Debtors' request for confirmation of the Plan;

- (b) Creditors shall not split their vote within a claim; thus each creditor shall be deemed to have voted the full amount of its claim either to accept or reject the Plan;
- (c) Any Ballots that partially reject and partially accept the Plan shall not be counted;
- (d) The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each holder of a claim, but except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original executed Ballot is actually received by the Solicitation Agent;
- (e) Delivery of a Ballot by facsimile, email or any other electronic means will not be accepted;
- (f) No Ballot should be sent to the Debtors or the Debtors' financial or legal advisors;
- (g) The Debtors expressly reserve the right to amend at any time and from time to time the terms of the Plan (subject to compliance with section 1127 of the Bankruptcy Code and the Plan). If the Debtors make material changes in the terms of the Plan or the Debtors waive a material condition, the Debtors will disseminate additional solicitation materials and will extend the solicitation, in each case to the extent directed by the Court;
- (h) If multiple Ballots are received from or on behalf of an individual holder of a claim with respect to the same claims prior to the Voting Deadline, the last Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;
- (i) If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing;
- (j) The Debtors, in their sole discretion, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice;
- (k) In the event a designation is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Plan cast with respect to such claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless the Court orders otherwise;
- (l) Any holder of impaired claims who has delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);

- (m) Subject to any contrary order of the Court, the Debtors reserve the absolute right to reject any and all Ballots not proper in form, the acceptance of which would in the opinion of the Debtors or their counsel not be in accordance with the provisions of the Bankruptcy Code;
- (n) Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Debtors determine, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived; and
- (o) Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of them incur any liabilities for failure to provide such notification; and it is further

ORDERED that the Court has established August 7, 2002, at 5:00 p.m., **SMB 7/10/02** ~~Prevailing~~ Eastern **Daylight** Time, as the last date and time for filing and serving objections to the approval of the Plan (the “Plan Objection Deadline”); and it is further

ORDERED that in order to be considered by the Court, objections, if any, to the Plan, must be in writing and must be both (a) filed by the Plan Objection Deadline, so as to be actually received by the Clerk of the United States Bankruptcy Court for the Southern District of New York, and (b) served on the following, so that they are actually received by the Plan Objection Deadline: Kirkland & Ellis, Citigroup Center, 153 East 53rd Street, New York, New York 10022, Attn: James H.M. Sprayregen, P.C.; Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601, Attn: Matthew N. Kleiman; Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005-1413, Attn: Paul D. Malek; Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Paul Schwartzberg; Simpson, Thacher & Bartlett, 425 Lexington Avenue, New York, New York 10017-3954, Attn: Steven M. Fuhrman; and it is further

ORDERED that the Court will consider only written objections filed and served by the Plan Objection Deadline. All objections must state with particularity the grounds for such

objection. Objections not timely filed and served in accordance with the provisions of this Order will not be heard and will be overruled; and it is further

Administrative Matters

ORDERED that without further order of the Court, the Debtors are authorized to make non-material changes, supplementations and/or updates to the Disclosure Statement, the Plan and related documents, and to make conforming changes among the Disclosure Statement, the Plan, exhibits to the Disclosure Statement, and other materials in the Solicitation Package prior to the mailing of the Solicitation Package; and it is further

ORDERED that with respect to any notice that is returned as undeliverable, the Debtors are excused from any requirement to identify any other address for such party; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York
July 10, 2002

/s/ **STUART M. BERNSTEIN**
United States Bankruptcy Judge