

ORIGINAL

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re	:
	:
OpTel, Inc., et al.,	:
	:
Debtors.	:
	:
-----X	

Chapter 11

Case No. 99-3951 (SLR)
(Jointly Administered)

NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT WITH RESPECT TO JOINT PLAN OF REORGANIZATION OF DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

TO: ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE ABOVE-CAPTIONED DEBTORS AND DEBTORS IN POSSESSION

PLEASE TAKE NOTICE that on September 28, 2001, OpTel, Inc. and its subsidiaries and affiliates (collectively, the "Subsidiaries and Affiliates" and together with OpTel, Inc., the "Debtors"), each of which is identified on Exhibit "A" annexed hereto, filed a Joint Plan of Reorganization of Debtors Under Chapter 11 of the Bankruptcy Code, dated September 25, 2001 (as may be amended, the "Plan"), and a Disclosure Statement and Summary of Plan Distributions for Holders of Claims and Equity Interests with Respect to Joint Reorganization Plan, dated September 25, 2001, and the exhibits thereto (as may be amended, the "Disclosure Statement"), pursuant to section 1125 of title 11 of the United States code (the "Bankruptcy Code").

PLEASE TAKE FURTHER NOTICE that:

1. A hearing (the "Hearing") will be held before the Honorable Sue L. Robinson, Chief United States District Court Judge, at the United States District Court, 844 King Street, Sixth Floor, Wilmington, Delaware, on October 25, 2001 at 7:30 a.m. Eastern Prevailing Time or as soon thereafter as counsel can be heard, to consider the entry of an order, among other things, finding that the Disclosure Statement contains "adequate information" within the meaning of section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

2. The Disclosure Statement and Plan are on file with the Clerk of the

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Bankruptcy Court (the "Clerk") and may be examined by interested parties at the office of the Clerk at the United States Bankruptcy Court, 824 Market Street, Fifth Floor, Wilmington, Delaware 19801 during regular business hours or by visiting the website: www.deb.uscourts.gov In addition, copies may be obtained upon request to Bankruptcy Services, L.L.C. at (212) 376-8487 for creditors of OpTel, Inc.

3. Responses and objections, if any, to the approval of the Disclosure Statement or any of the other relief sought by the Debtors in connection with approval of the Disclosure Statement, must (i) be in writing, (ii) state the name and address of the objecting or responding party and the nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response, and (iv) be filed, together with proof of service, with the Court and served **so as to be actually received on or before 4:00 p.m. (Eastern Prevailing Time) on October 19, 2001** by: (a) the Clerk, 824 Market Street, Fifth Floor, Wilmington, Delaware 19801; (b) co-counsel to the Debtors, Kronish Lieb Weiner & Hellman LLP, 1114 Avenue of the Americas, New York, New York 10036, Attn: James a. Beldner, Esq., and Young Conaway Stargatt & Taylor LLP, 11th Floor, Rodney Square North, P.O. Box 391, Wilmington, Delaware 19899, Attn: Brendan L. Shannon; (c) counsel to the Official Committee of Unsecured Creditor of OpTel, Inc., Akin, Gump, Strauss, Hauer & Feld, L.L.P., 590 Madison Avenue, New York, New York 10022, Attn: Ira Dizengoff, Esq. and (d) the Office of the United States Trustee, 844 King Street, Suite 2313, Lock Box 35, Wilmington, Delaware 19801, Attn: Don Besgrove, Esq.

4. IF ANY OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY SHALL BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE HEARING.

5. Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of claims against the Debtors who are entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan, and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

6. The hearing may be adjourned by the Debtors from time to time without further notice to creditors or parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing.

Dated: Wilmington, Delaware
September 26, 2001

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-and-

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Brendan L. Shannon (No. 3136)

CO-COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT "A"

OpTel, Inc.
Bay Area Cable Television, Inc.
IRPC - Arizona, Inc.
IRPC Texas-Ventana, Inc.
IRPC Texas, Inc.
OpTel (Arizona) Telecom, Inc.
OpTel (California) Telecom, Inc.
OpTel (Colorado) Telecom, Inc.
OpTel (Florida) Telecom, Inc.
OpTel (Illinois) Telecom, Inc.
OpTel (Indiana) Telecom, Inc.
OpTel (Texas) Telecom, Inc.
OpTel (DFW) Holdings, Inc.
Phonoscope Entertainment, Inc.
Phonoscope Village Cable, Inc.
Richey Pacific Cablevision, Inc.
Sunshine Television Entertainment, Inc.
TA V GP Holdings Corp.
Tara Communication Systems, Inc.
TVMAX Communications (Texas), Inc.
TVMAX Telecommunications, Inc.
Transmission Holdings, Inc.
OpTel (Illinois), L.P.
Richey Pacific Cable Partners V, L.P.