

ORIGINAL

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
(Alexandria Division)

In re)	Chapter 7
PATHNET OPERATING, INC.,)	
Debtor.)	Case No. 01-12266-SSM
_____)	
In re)	
PATHNET OPERATING OF VIRGINIA,)	
INC.,)	Case No. 01-12267-SSM
Debtor.)	
_____)	
In re)	
PATHNET FIBER EQUIPMENT, LLC,)	
Debtor.)	Case No. 01-12268-SSM
_____)	
In re)	
PATHNET REAL ESTATE, LLC,)	
Debtor.)	Case No. 01-12269-SSM
_____)	

2002 DEC -6 AM 8:53
DISTRIBUTION CENTER

NOTICE OF MOTIONS

YOU ARE HEREBY NOTIFIED that Gordon P. Peyton, Trustee in Bankruptcy, has filed
the attached:

1. Motion to Approve Distribution of Settlement Proceeds;
2. Motion to Approve Partial Distribution of Cash Collateral Held by Trustee; and
3. Motion to Approve an Agreed, Amended Cash Collateral Agreement.

AUS _____
CAF _____
CMP _____
COM _____
CTR _____
ECR _____
GCL _____
OPC _____
MMS _____
SEC J _____
OTH MB _____

H. Bradley Evans, Jr. (VSB #4733)
REDMON, PEYTON & BRASWELL, LLP
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000
Counsel to Gordon P. Peyton, Trustee

DOCUMENT NUMBER DATE

13347 DEC-6 02

FPSC-COMMISSION CLERK

A hearing will be held on December 17, 2002 at 2:00 p.m. If you object to any of these Motions, you or your counsel must file a written objection with the Court and serve a copy on the undersigned counsel.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one).

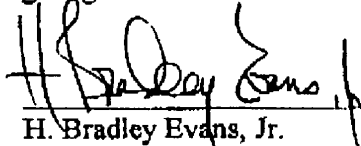
If you do not wish the Court to grant the relief sought in the motions, or if you want the Court to consider your views on the motions, then **on or December 12, 2002**, you or your attorney **must**:

- File with the Court (United States Bankruptcy Court for the Eastern District of Virginia (Alexandria Division), 200 South Washington Street, P.O. Box 19247, Alexandria, VA 22320-9247), a written response with supporting memorandum as required by Local Bankruptcy Rule 9013-1(H). **Unless a written response and supporting memorandum are filed and served by the date specified, the Court may deem any opposition waived, treat the motions as conceded, and issue an order granting the requested relief without further notice or hearing.** If you mail your response to the Court for filing, you must mail it early enough so the Court will receive it on or before the date stated above. You must also mail a copy to the persons listed below.
- Attend the hearing to be held on **December 17, 2002 at 2:00 p.m.**
- Send a copy of any written response to the following persons:
 - H. Bradley Evans, Jr.
Redmon, Peyton & Braswell, LLP
510 King Street, Suite 301
Alexandria, VA 22314
Fax: (703) 684-5109
 - United States Trustee, Region 4
115 South Union Street, Suite 210
Alexandria, VA 22314

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Motions and may enter an order granting that relief.

Date: November 26th, 2002


Signature, name, address and telephone number of person giving notice:



H. Bradley Evans, Jr.
Redmon, Peyton & Braswell, LLP
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000
Virginia State Bar No. 4733
Counsel for Gordon P. Peyton, Trustee in Bankruptcy

CERTIFICATE OF SERVICE

I hereby certify that I have this 27th day of December, 2002, mailed a true copy of the foregoing Notice to all parties listed on the service list attached to the original only of this Notice.



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division

_____)	
IN RE:)	Case No. 01-12266-SSM
)	(As consolidated with 01-12267-SSM,
PATHNET OPERATING, INC.,)	01-122268-SSM and 01-12269-SSM)
)	
Debtor.)	Chapter 7
_____)	

**MOTION TO APPROVE DISTRIBUTION
OF SETTLEMENT PROCEEDS**

Gordon Peyton, Esquire, as Chapter 7 Trustee (the "Trustee") of Pathnet Operating, Inc. ("POI"), Pathnet Real Estate LLC ("PRE"), Pathnet Fiber Equipment LLC ("PFE"), and Pathnet Operating of Virginia ("POV") (collectively, the "Converted Debtors"), hereby moves this Court, pursuant to 11 U.S.C. §§105 and 726, to enter an order authorizing the Trustee to distribute the proceeds obtained by the Trustee for the settlement of Adversary Proceeding No.02-8044 against Pathnet, Inc. In support of this motion, the Trustee states the following:

I. BACKGROUND

1. On March 8, 2002, the Trustee filed an Adversary Proceeding No. 02-8044-SSM against its sister company, Pathnet, Inc. (the "PNI Adversary Proceeding")
2. On November 26, 2002, the Trustee noticed for approval the settlement of the PNI Adversary Proceeding for a gross amount to the Estate of POI of \$3.5 million.

H. Bradley Evans, Jr. (VSB #4733)
E. Andrew Burcher (VSB #41310)
Redmon, Peyton & Braswell, LLP
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000

3. Simultaneous with the filing of the approval of the settlement, the Trustee and Cisco Capital Systems Corporation and Nortel Networks Inc. (collectively, the "Secured Lenders") moved this Court for Approval of an Amended Cash Collateral Agreement which detailed in part the method by which the settlement proceeds of the PNI Adversary Proceeding were to be allocated.

4. A total of approximately \$152,926.20 in consultant fees, expert fees, attorney fees and costs, and expenses have been incurred and paid by the Trustee in pursuit of the PNI Adversary Proceeding Claims. There are approximately \$90,000 of fees and expenses outstanding that have not been paid by the Trustee related to the PNI Adversary Proceeding. The total amount of fees and expenses is approximately \$242,926.10. See attached schedule of Expenses.

5. Pursuant to the Amended Cash Collateral Agreement, the Trustee is entitled to a 3% commission of the net proceeds after any such fees and expenses, an amount of \$97,712.22.

6. Pursuant to the Amended Cash Collateral Agreement, the general prepetition, unsecured, nonpriority creditors are entitled to 15% of the proceeds of the settlement less the above fees, expenses, and commission, an amount of \$473,904.25.

7. The Secured Lenders have perfected security interests in the accounts related to the PNI Adversary Proceeding, or, by the Amended Cash Collateral Agreement have replacement liens therein, have consented to the above fees, costs and expenses and have joined in this Motion.

II. ARGUMENT

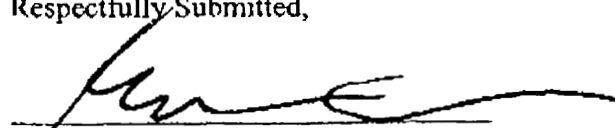
1. The Trustee seeks entry of the attached Order of Distribution authorizing distribution of the above amounts pursuant to 11 U.S.C. §§ 105 and 726.
2. Such an order is appropriate in that all claims related to the settlement are encompassed herein.
3. The Trustee seeks permission to hold back \$90,000 to pay for expenses and fees incurred, but not paid, since November 1, 2002. The Trustee, upon final payment of all such expenses and fees, shall true up the distribution hereunder and make a final distribution without further Court order.
4. The Trustee and the Secured Lenders stipulate to the immediate entry of the order in accordance with Fed. R. Bankr. Proc. 4001(d), and waive the 10-day stay prescribed by Fed. R. Bankr. Proc. 4001(a)(3).

III. CONCLUSION

WHEREFORE, based on the foregoing, the Trustee request that this Court (a) enter the attached order authorizing the distributions contained therein, and (b) grant such other relief as may be appropriate under the circumstances.

Dated: December 2 2002

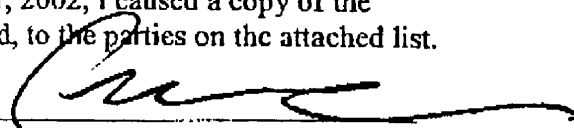
Respectfully Submitted,



Gordon P. Peyton, Trustee
REDMON, PEYTON & BRASWELL, LLP
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000

CERTIFICATE OF SERVICE

I hereby certify that on this 4 day of December, 2002, I caused a copy of the foregoing Motion to be mailed, first-class, postage prepaid, to the parties on the attached list.



Gordon P. Peyton, Trustee

JDS Uniphase Corp.
570 West Club Rd.
Nepean, ONT Canada

1001 Restaurant Corp.
5105 Berwyn Road
College Park, MD 20740

360 Networks Inc.
143 Union Blvd
Lakewood, CO 80228

360 Networks Inc.
143 Union Blvd
Lakewood, CO 80228

520 Productions
520 South Third Street
Philadelphia, PA 19147

Abandoned Property Division
Commonwealth of Massachusetts
1 Ashburton Place, 12th Floor
Boston, MA 02108

Account Maintenance Division
2501 Lincoln Blvd
Oklahoma City, OK 73194-0010

Ada County Treasurer
PO Box 2868
Boise, ID 83701-

ADC Telecommunications Systems
1250 Park Road
Chanhassen, MN 55317

Adcom Express
P.O. Box 390048
Minneapolis, MN 55439

ADEX Corporation
3990 Flowers Rd, Suite 500
Atlanta, GA 30360

ADEX Corporation
3990 Flowers Rd, Suite 500
Atlanta, GA 30360

Aggreko, Inc.
12000 Aerospace Avenue
Houston, TX 77034

Agra Earth and Environmental
PO Box 24445
Seattle, WA 98124

Aguirre Corporation
12700 Park Central Drive
Dallas, TX 75251

Alabama Public Service Commission
PO Box 991
Montgomery, AL 36101-0991

Alabama Dept. of Revenue
PO Box 327330
Montgomery, AL 36132-7330

Alabama Dept. of Revenue
Individual and Corporate Tax Division
PO Box 327465
Montgomery, AL 36132-7465

Alabama PSC
Post Office Box 991, RSA Union,
100 North Union Street, Suite 950
Montgomery, AL 36101-0991

Alcoa Fujikura Ltd.
P.O. Box 60927
Charlotte, NC 28260

Alcoa Fujikura Ltd.
P.O. Box 60927
Charlotte, NC 28260

Allen County Treasurer
PO Box 2540
Fort Wayne, IN 46801-2540

Ambrizco
16835 Algonquin #148
Huntington Beach, CA 92649

American Trust and Savings Bank
895 Main Street Po Box 938
Dubuque, IA 52004

American Towers
73 27th Street
Kenner, LA 70062

American Towers
73 27th Street
Kenner, LA 70062

Ameritech -Cabs (Multiple area)
PO Box 1838
Saginaw, MI 48605

Ameritech (Bill Center - MI)
Bill Payment Center
Saginaw, MI 48605

Ameritech -Cabs (Multiple area)
PO Box 1838
Saginaw, MI 48605

Ameritech (Bill Center - MI)
Bill Payment Center
Saginaw, MI 48605

Ameritech (Bill Center - MI)
Bill Payment Center
Saginaw, MI 48605

Andrew Corporation
PO Box 96879
Chicago, IL 96879

Anixter Inc.
P.O. Box 98908
Chicago, IL 61265

Arizona Department of Revenue
Unclaimed Property Unit
PO Box 29026
Phoenix, AZ 85038

Arizona Corporate Commission
Arizona Corporate Commission
1300 West Washington Road
Phoenix, AZ 85007-2929

Arizona Department of Revenue
Arizona Department of Revenue
PO Box 29079
Phoenix, AZ 85038-9079

Arizona Department of Revenue
Arizona Department of Revenue
P.O. Box 29010
Phoenix, AZ 85038-9010

Arizona Corporation Comm. - Utilities Division
Compliance Section
1200 West Washington Street
Phoenix, AZ 85007

Arkansas Interstate Carrier Common Line Pool
PO Box 146
Little Rock, AR 72203

Arkansas Public Service Commission
1000 Center
PO Box 400
Little Rock, AR 72203-0400

Associates Fleet Leasing
P.O. Box 841841
Dallas, TX 75001

AT & T Corp.
1200 Peachtree Street, NE
Atlanta, GA 30309

AT & T Corp.
1200 Peachtree Street, NE
Atlanta, GA 30309

AT&T Southwest Credit
P.O. Box 115151
Carrollton, TX 75011

AT&T (2971)
P.O. Box 2971
Omaha, NE 68102

AT&T (9001310)
PO Box 9001310
Louisville, KY 40290

AT&T Southwest Credit
P.O. Box 115151
Carrollton, TX 75011

Avoyelles Parish
312 N. Main Street
Marksville, LA 71351

Bacon County Tax Commissioner
J. Roger Taylor
PO Box 432
Alma, GA 31510

Baird Satellite Support System
3160 Logan Ave
Waterloo, IA 50703

Baker County Tax Collector
1995 3rd Street, #140
Baker City, OR 97814

Baker County
1995 Third Street
Suite #140
Baker City, OR 97814-

Barton County Treasurer
Barton County
Great Bend, KS 67530

Baymeadows Movers
8748 Hamshire Glen Dr.
S Jacksonville, FL 32256

BBL Construction Serv LLC
52 Corporate Circle
Albany, NY 12212

Bell Atlantic - Delaware, Inc.
901 Tatnall Street, 2nd Floor
Wilmington, DE 19801

BellSouth Pro (105373)
PO Box 105373
Atlanta, GA 30348

BellSouth Telecommunications
9th Floor 600 North 19th Street
Birmingham, AL 35203

BellSouth (740144)
PO Box 740144
Atlanta, GA 30374

BellSouth-Charlotte NC
PO Box 70807
Charlotte, NC 28272

Bemis Electric
PO Box 1908
Grand Junction, CO 81502

Ben B. and Paul Bailly
37 Paul Cemetery Rd
Forest Hill, LA 71430

Ben Hill County Tax Commissioner
113 S. Sheridan
Fitzgerald, GA 31750

Benny Benge Construction
P.O. Box 1626
Lovington, NM 88260

Bethany Manufacturing
609 E Walnut Circle
Garland, TX 75040

Bolinger County Collector
PO Box 80
Marble Hill, MO 63764

Broughton Cable Constructors
660 49th Street
Marion, IA 52302

Brenton Karhoff, Collector
PO Box 36
Edina, MO 63537

Broad:Margin
8500 Executive Park Avenue
Fairfax, VA 22031

Broadbay Networks
370 7th Street
San Francisco, CA 94103

Broadwing Communications Svcs
P.O. Box 79159
Phoenix, AZ 85062

Brobeck, Phleger & Harrison
Spear Street Tower One Market
San Francisco, CA 94105

Brookstone Telecom
27450 Ynez Road
Temecula, CA 92591

Bureau of Abandoned Property
PO Box 8931
Wilmington, DE 19899

Burlington Northern Santa Fe
5170 Collection Center Drive
Chicago, IL 60673

Burns & McDonnell
9400 Ward Parkway
Kansas City, MO 64114

Butch Maki & Associates
118 West San Mateo Road
Santa Fe, NM 87505

Butler County Collector
Poplar Bluff, MO 63901

Butzel Long
150 West Jefferson , Ste 900
Detroit, MI 48226

Calhoun County
315 W. Green Street
Marshall, MI 49068

California Division of Collections
Bureau of Unclaimed Property
PO Box 942850
Sacramento, CA 94250-5873

Cascade Plaza Associates
One Cascades Plaza
Akron, OH 44308

Champion America
PO Box 3092
Stony Creek, CT 06405

Chenault Enterprise
2410 Minnis Drive #184
Haltom City, TX 76117

Citizens Conferencing
P.O. Box 1053
Bedford Park, IL 60499

City Clerk, City of Los Angeles
Tax and Permit Division
111 N. Hope Street
Los Angeles, CA 90012-5701

Clark County Sheriff's Office
PO Box 218
Winchester, KY 40392

Cloud County Treasurer
PO Box 355
Concordia, KS 66901

Colorado Dept of Revenue
1375 Sherman St.
Denver, CO 80261

Colorado Department of Revenue
Sales Tax Division
Denver, CO 80261-0013

Caprock Communications
15601 N. Dallas Parkway
Dallas, TX 75001

CEI
6808 Academy Parkway, NE
Albuquerque, NM 87109

Charlton County Tax Commissioner
100 Third Street
Folkston, GA 31537

Cisco Systems
P.O. Box 91232
Chicago, IL 60693

City of Richardson
PO Box 830129
Richardson, TX 75083-0129

City of New Orleans
1300 Perdido Street
New Orleans, LA 70112

Clifford Power System, Inc.
P.O. Box 581807
Tulsa, OK 74158

Coffee County Tax Commissioner
101 S. Peterson Avenue
Douglas, GA 31533

Colorado Department of Revenue
Denver, CO 80261-0008

COLORADO PUBLIC UTILITIES COMMISSION
1580 Logan Street, Office Level 2
Denver, CO 80203

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS DEPT OF REVENUE
PO BOX 7052
Boston, MA 02204

Commercial Structures&Interiors, Inc.
420 Southfork
Lewisville, TX 75057

Commissioner of Revenue Services
Department of Revenue Services
PO Box 2974
Hartford, CT 06104-2974

Commonwealth Edison Company
555 Waters Edge
Lombardi, IL 60148

Comptroller of Public
Unclaimed Property Section
PO Box 12019
Austin, TX 78711-2019

Comptroller of Public Accounts
State of Texas
111 E. 17th Street
Austin, TX 78774-0100

Connecticut Department of Revenue
25 Sigourney Street
Hartford, CT 06106

Corporation Income Tax
PO Box 919
Little Rock, AR 72203-0919

Cotter Moving & Storage System
P.O. Box 529
Akron, OH 44309

Crisp County Assessor
County Courthouse
Room 301
Cordele, GA 31015

Commercial Specialist, Inc.
685 Wl. Gunnison Ave. #103
Grand Junction, CO 81505

Commission Secretary - Attn: Jessie Clay
1333 H St., NW, 2nd Floor W.
Washington, DC 20005

Commonwealth of Massachusetts
Secy. of Commonwealth - Attn Annual Rept AR-85
One Ashburton Place, Room 1717
Boston, MA 02108-1512

Comptroller of Maryland
Revenue Administration Division
Annapolis, MD 21411-0001

Comptroller of Maryland
Revenue Administration Division
Taxpayer Service Section
Annapolis, MD 21411

Computer Cable Connection
P.O. Box 1269
Bellevue, NE 68446

Consolidated Land Surveying
4424 North Sheridan Road
Peoria, IL 65015

CORPORATION SERVICE COMPANY
P.O. BOX 13397
Philadelphia, PA 19101-3397

Coweta County Assessors
37 Perry Street
Newnan, GA 30263

Crowell & Morning LLP
1001 Pennsylvania Avenue NW
Washington, DC 20037

CSC The United States Corp Co
2711 Centerville Rd, Suite 400
Wilmington, DE 19808

Cummins Southern Plains, Inc.
PO Box 90027
Dallas, TX 75391

Custom Cabinets & Racks Inc.
P.O. Box 19047
Topeka, KS 66609

Dallas County Tax Collector-Assessor
PO Box 6200088
Dallas, TX 75262-0088

Data Aire, Inc.
353 N. Euclid Way
Anaheim, CA 92801

DC Treasurer
DC Office of Tax and Revenue
Ben Franklin Station, PO 679
Washington, DC 20044-0679

DC Treasurer, Dept. of Consumer & Reg. Affairs
Business Regulation Admin., Corporations Div.
PO Box 92300
Washington, DC 20090

DC Treasurer
DC Office of Tax and Revenue
PO Box 14360
Washington, DC 20044-4360

DC Treasurer
DC Office of Tax and Revenue
941 N. Capitol St, NE
Washington, DC 20002

Delaware Secretary of State
State of Delaware
Division of Corporations, Dept. 74072
Baltimore, MD 21274-4072

Delaware Department of Revenue
PO Box 8750
Wilmington, DE 19899-8750

DELAWARE SECRETARY OF STATE
CORPORATION SERVICE COMPANY
1013 CENTRE ROAD
WILMINGTON, DE 19805

Delta Montrose Electric Assoc.
PO Box 10200
Delta, CO 81416

Delta Montrose Electric Assoc.
PO Box 10200
Delta, CO 81416

Delta Dallas Staffing Inc.
P.O. Box 671329
Dallas, TX 75001

Denton Central Appraisal District
PO Box 2816
Denton, TX 76202-2816

Department of Revenue
Unclaimed Property
Mitchell Building
Helena, MT 59620

Department of Revenue
State of Tennessee
Andrew Jackson Building
Nashville, TN 37242

Department of Treasury
Unclaimed Property
PO Box 1435
Providence, RI 02901-1435

Department of Revenue Services
25 Sigourney Street
Hartford, CT 06106

Department of Public Utility Control
Ten Franklin Square
New Britain, CT 06051

Department of Revenue
270 Washington St. Room 404
Atlanta, GA 30334

Department of Treasury
Unclaimed Property Division
PO Box 2478
Richmond, VA 23207-2478

Department of Revenue Services
PO Box 5030
Hartford, CT 06102-5030

Department of Financial Institutions
PO Box 7846
Madison, WI 53707-7846

Department of Assessments and Taxation
Baltimore, MD 21274

Department of Revenue
PO Box 5805
Helena, MT 59604-6308

Department of Assessments & Taxation
Personal Property Division
301 W. Preston Street
Baltimore, MD 21201-2395

Department of Business & Industry
Unclaimed Property Division
2501 East Sahara Ave. Ste. 304
Las Vegas, NV 89104

Department of Taxes
109 State Street
Montpelier, VT 05609-1401

Department of Commerce
Division Of Unclaimed Funds
77 South High Street- 20th Floor
Columbus, OH 43266-0545

Department of Treasury
Unclaimed Property Division
Lansing, MI 48922

Department of Revenue
Unclaimed Property
PO Box 448
Olympia, WA 98507-0448

Department of Commerce
Unclaimed Property
133 East 7th Street
St. Paul, MN 55101

Department of Treasury
Unclaimed Property Division
PO Box 214
Trenton, NJ 08695-0214

Department of Revenue
Unclaimed Property Section
PO Box 91010
Baton Rouge, LA 70821-9010

Department of Revenue
Sales Tax Division
PO Box 3138
Baton Rouge, LA 70821-3138

Department of Banking and Finance
Bureau of Unclaimed Property
101 E. Gaines Str. Fletcher Bldg.
Tallahassee, FL 32399-0350

Department of State
Escheat & Unclaimed Property
325 North Salisbury Street
Raleigh, NC 37603-1385

DEPT OF FINANCIAL INSTITUTIONS
DRAWER 978
MILWAUKEE, WI 53293-0978

Developtex
303 S. Broadway
Denver, CO 80209

Diamondback International
801 East Campbell Road
Richardson, TX 75081

Dolores Landry Guillot
2329 Lee Drive
Pierre Part, LA 70339

Donohue Land Surveys
3010 Bowman Avenue
Mesilla Park, NM 88047

Dot Communications
923 Avenue J East
Grand Prairie, TX 75050

Duval County Tax Collector
231 E. Forsyth Street, Room 130
Jacksonville, FL 32202-3370

Electronic and Unit Record
Datacenter, Inc.
Mechanicsburg, PA 17055

Ellsworth County Treasurer
210 N Kansas
Ellsworth, KS 67439-3118

Empire Electric Association
PO Box
Cortez, CO 81321

FDS Telecommunications Inc.
c/o FDS Management Services
Dallas, TX 75248

Diamond Oil Co.
P.O. Box 955
Des Moines, IA 50304

Division of State Lands
Unclaimed Property Division
775 Summer Street NE, Suite 100
Salem, OR 97301-1279

Donald & Veronica Brantz
23820 Brothers Ave
Glenwood, IA 51534

Dooly County Assessors
105 W. Cotton Street, Room 2
Vienna, GA 31092

DPS Telecom
4955 East Yale Avenue
Fresno, CA 93727

Dynamic Technical Service
720 E. Park #204
Plano, TX 75074

Elkhart County Treasurer
117 North Second Room 201
Goshen, IN 46526

Elmore County Tax Collector
Rose Plymtpn
150 S 4th East, Suite 4
Mtn Home, ID 83647-3094

Eric Swartz
611 2nd Street
Henry, IL 61537

Federal Express
P.O. Box 1140
Memphis, TN 38194

Fiberwave
125 Second Street
Brooklyn, NY 11231

Fibrebond Corporation
1300 Davenport Drive
Minden, LA 71058

First American Title Co of NM
333 Rio Rancho Blvd. NE Suite 200
Rio Rancho, NM 87124

Firstword Staffing Services
P.O. Box 844224
Dallas, TX 75001

Fitel Lucent Technologies
P.O. Box 530109
Atlanta, GA

Florida Department of Revenue
5050 W. Tennessee St.
Tallahassee, FL 32399-0135

Florida Department of Revenue
5050 W. Tennessee St.
Tallahassee, FL 32399-0125

Florida Department of State
Uniform Business Report, Div. Of Corporations
PO Box 1500
Tallahassee, FL 32302-1500

Florida Department of Revenue
5050 W. Tennessee St.
Tallahassee, FL 32399-0140

Florida Department of State
Annual Report Filings, Div. Of Corporations
PO Box 1500
Tallahassee, FL 32302-1500

Florida Public Service Commission
2540 Shumard Oak Blvd
Tallahassee, FL 32399-0850

Ford County Treasurer
100 Gunsmoke
Dodge City, KS 67801

Friedman Kaplan Seiler & Adelman
875 Third Ave
New York, NY 10022

Frontier Tele of Rchtr. (1108)
14450 Burnhaven Drive
Burnsville, MN 55337

Fujitsu Network Comm. Inc.
P. O. Box 730147
Dallas, TX 75001

Fujitsu Network Comm. Inc.
P. O. Box 730147
Dallas, TX 75001

Fulton County Tax Commissioner
PO Box 105052
Atlanta, GA 30348-5052

Gamblin & Roger Electric
7131 Washington, NE
Albuquerque, NM 87109

Garrett Communications Inc.
213 Hammond Avenue
Fremont, CA 94539

Gem County Sheriffs Department
415 E. Main Street
Emmett, ID 83617-

Georgia Dept. of Revenue
PO Box 740317
Atlanta, GA 30374

Georgia Dept. of Revenue
Sales & Use Tax Division
PO Box 105296
Atlanta, GA 30348-5296

GFRC Shelters
PO Box 5664
Shreveport, LA 71135

Glen P. Porter Living Trust
D.B.A. Porter Enterprises
Las Cruces, NM 88005

Global Crossing Bandwidth, Inc.
20 Oak Hollow Suite #300
Southfield, MI 48034

Global Utility Supply
601 E Baker Street
Brownwood, TX 76801

Gooding County Tax Collector
Fae Christopherson
PO Box 326
Gooding, ID 83330-

Graybar Electric Co.
4601 Cambridge Road
Fort Worth, TX 78455

GST Telecommunications Inc.
P.O. Box 24663
Seattle, WA 98663

GTE Supply
2580 Cumberland Parkway NW
Atlanta, GA 30339

Gulfgate Construction, LLC
P.O. Box 339
Scott, LA 70583

Harrison County Sheriff's Office
113 . W. Pike
Cynthiana, KY 41031

Heitman Equities Corp
180 N. LaSalle Street
Chicago, IL 60601

Hekimian
15200 Omega Drive
Rockville, MD 20850

Hempstead County Treasurer
PO Box 1420
Hope, AR 71802-1420

Hot Spring County Treasurer
210 Locust
Malvern, AR 72104

HTL Telemanagement, Ltd.
3901 National Drive
Burtonsville, MD 20866

HurTech Solutions
201 Hamshire Ave.
Aurora, IL 60507

ICG Telecom Group Inc.
P.O. Box 6742
Englewood, CO 80155

Idaho State Tax Commission
PO Box 76
Boise, ID 83707-0076

Idaho State Tax
Unclaimed Property Division
PO Box 36
Boise, ID 83722-2240

Illinois Department of Revenue
PO Box 19008
Springfield, IL 62794-9008

Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701

Indiana Department of Revenue
PO Box 7220
Indianapolis, IN 46207-7220

Indiana Dept. of Revenue
Indianapolis, IN 46204

Interfast, Inc.
3201 Skylane Drive
Carrollton, TX 75006

Iowa Department of Revenue & Finance
Corporation Tax Return Processing
PO Box 10468
Des Moines, IA 50306-0468

Iowa Network Services
4201 Corporate Dr.
West Des Moines, IA 50266

James Most
299 Colleen Dr.
Burnside, KY 42519

Jemez Mountain Electric
PO Box 2999
Española, NM 87532

IW Engineers & Surveyors, P.C
4155 Pennsylvania Ave.
Dubuque, IA 52002

Illinois Secretary of State
Department of Business Services
501 South Second Street
Springfield, IL 62756

Indiana Department of Revenue
100 N. Senate Avenue
Indianapolis, IN 46204-2253

Indiana Attorney General's Office
Unclaimed Property Division
402 W. Washington, Ste C-531
Indianapolis, IN 46204

Indiana Utility Regulatory Commission
302 W. Washington Street
Room E306
Indianapolis, IN 46204

Internal Revenue Service
Philadelphia, PA 19255-0012

Iowa Department of Revenue & Finance
Sales/Use Tax Processing
PO Box 10412
Des Moines, IA 50306-0412

Jackson County Trasurer
120 W. Michigan Ave
Jackson, MI 49201

Jefferson County Treasurer
100 Jefferson County PKWY
Golden, CO 80419-2520

Jones Jones & Associates, Inc
16618 San Pedro Ave, Suite 2001
San Antonio, TX 78232

Joseph E. Bachelder
780 Third Ave
New York, NY 10017

Joyce Hudson Griswald
2816 3rd NW
Birmingham, AL 35215

K&S Communications
3310 Bull Valley Road
Mchenry, IL 60050

Kajima Construction Svcs - IL
800 E. Northwest Hwy
Palatine, IL 60067

Kajima Construction Svcs - TX
800 E. Northwest Hwy
Palatine, IL 60067

Kalamazoo
201 W. Kalamazoo Ave
Kalamazoo, MI 49007

Kansas Corporation Commission
1500 SW Arrowhead Rd
Topeka, KS 66604-4027

Kansas Department of Revenue
Sales & Excise Tax
915 SW Harrison Street
Topeka, KS 66625-5000

Kansas Department of Revenue
Kansas Corporate Tax
915 SW Harrison Street
Topeka, KS 66699-4000

Kenton County Sheriff's Office
303 Court Street, Room 409
Covington, KY 41011

Kentucky State Treasurer
Finance & Admin. Cabinet - Attn: Patricia Damron
Capitol Annex, Room 488A
Frankfort, KY 40601

Kentucky Public Service Commission
Public Service Commission
211 Sower Blvd., PO Box 615
Frankfort, KY 40602-0615

Kentucky State Treasurer
John Y. Brown III, Secretary of State
PO Box 1150
Frankfort, KY 40602-1150

Kentucky State Treasurer
Kentucky Revenue Cabinet
Frankfort, KY 40620-0003

Kentucky State Treasurer
Kentucky Revenue Cabinet
Frankfort, KY 40620

Kinko's
P.O. Box 530257
Atlanta, GA

Lake County Treasurer
2293 North Main St
Crown Point, IN 46307

LaPlata Electric Association
Drawer H
Durango, CO

LaSalle Management Group
2001 Killebrew Drive, Suite 308
Bloomington, MN 55425

Lee Viorel, Collector
906 Broadway
PO Box 853
Hannibal, MO 63401

Lewis County Collector
PO Box 7
Monticello, MO 63457

LISN Incorporated
1240 Park Avenue
Amherst, OH 44001

Loftus & Company Land Surveyor
311 E. 3rd Street
Truth Or Consequences, NM 87901

Louisiana Department of Revenue
PO Box 201
Baton Rouge, LA 70821-0201

M.W. Sullivan
300 E. Main Street, Suite 1208
El Paso, TX 79901

Maine Revenue Services
PO Box 1065
Augusta, ME 04332-1065

Marshall County Treasurer
112 West Jefferson
Room 206
Plymouth, IN 46563-1798

Massachusetts DTE
Telecommunications Division
One South Station
Boston, MA 02110

Massachusetts Department of Revenue
PO Box 7005
Boston, MA 2204

McDonald Electric
4445 Guid Freeway
Houston, TX 777023

Lexington Fayette Urban County Government
Division of Revenue
PO Box 3076
Lexington, KY 40596-3076

Living Trust
423 Church Street
Wisconsin Dells, WI 53965

Louisiana Department of Revenue
Excise Tax Division
PO Box 201
Baton Rouge, LA 70821

Lucent Technologies Inc.
P.O. Box 100317
Atlanta, GA 30384

Maine Revenue Services
PO Box 1062
Augusta, ME 04332-1062

Marlin and Margie Burkey
950 Country Club Drive
Seward, NE 68434

Maryland Public Service Comm.- Telecomm. Div.
Wm. Donald Schaefer Tower- 6 St. Paul St., 16th Fl.
Baltimore, MD 21202

Massachusetts Department of Revenue
PO Box 7052
Boston, MA 02204

Maynard, Cooper & Gale, PC
1901 Sixth Avenue North
Birmingham, AL 35203

McGrath RentCorp
PO Box 45745
San Francisco, CA 94145

MCI Worldcom (905236)
P.O. Box 905236
Charlotte, NC

MCI WorldCom Network Services, Inc.
P.O. Box 73881
Chicago, IL 60673

McShea Management
One Bank Street
Gaithersburg, MD 20878

Meade County Treasurer
200 North Fowler
PO Box 660
Meade, KS 67864

Meriwether County Assessor
PO Box 187
Greenville, GA 30222

MetaSolv Software Inc.
PO Box 120001
Dallas, TX 75312

Metro Financial Services
P.O. Box 970817
Dallas, TX 75001

Michigan Department of Treasury
PO Box 30059
Lansing, MI 48909

Michigan Department of Treasury
Lansing, MI 48922

Microflect
3575 25th Street S.E.
Salem, OR 97302

Micronet Communications INC
720 Avenue F Suite 100
Plano, TX 75074

Microwave Transmission Systems
P.O. Box 852527
Richardson, TX 75080

Mid American Energy
P.O. Box 8020
Davenport, IA 52808

Mid-Central Land Services LLC
P.O. Box 5588
Evansville, IN 47716

Middle Rio Grande Realty
P.O. Box 888
Socorro, NM 87801

Middle Rio Grande Realty
P.O. Box 888
Socorro, NM 87801

Midwest Tower Partners, LLC
11950 West Lake Park Drive
Milwaukee, WI 53224

Minnesota Department of Commerce
857 7th Place East
Suite 500
St. Paul, MN 55101-2198

Minnesota Department of Revenue
Franchise Tax
Minnesota Franchise Tax
St. Paul, MN 55145-1250

Minnesota Department of Revenue
PO Box 64622
St. Paul, MN 55164-0622

Mississippi State Tax Commission
PO Box 1033
Jackson, MS 39215

Mississippi State Tax Commission
Sales Tax Div.
PO Box 960
Jackson, MS 39205-0906

Mississippi State Tax Commission
Use Tax Div.
PO Box 960
Jackson, MS 39225-3075

Mississippi State Tax Commission
Office of Revenue
PO Box 23050
Jackson, MS 39225-3050

Mississippi Public Service Commission
Public Service Commission
Walter Sillers State Office Bldg., PO Box 1174
Jackson, MS 39215-1174

Missouri Dept. of Revenue
PO Box 840
Jefferson City, MO 65105-0840

Missouri Dept. of Revenue
PO Box 700
Jefferson City, MO 65105-0700

Missouri Dept. of Revenue
PO Box 3300
Jefferson City, MO 65105-3300

Missouri Dept. of Revenue
PO Box 3080
Jefferson City, MO 65105-30800

MMI
7012 S Revere Pkwy
Englewood, CO 80112

Monroe County Treasurer
51 S. Macomb Street
Monroe, MI 48161

Morgan County Treasurer
PO Box 593
Fort Morgan, CO 80701

Motorola Communications
P.O. Box 905311
Charlotte, NC 28290

Nassau County Tax Collector
PO Box 708
Fernandina Beach, FL 32035

ND Public Service Commission
600 East Boulevard Avenue
Dept 408
Bismarck, ND 58505-0480

ND Office of State Tax Commissioner
Sales And Special Taxes Division
600 East Boulevard Avenue
Bismarck, ND 58505-0599

Nebraska Department Of Revenue
301 Centinnial Mall South
P O Box 94818
Lincoln, NE 68509-4818

NEC America Inc.
PO Box 730037
Dallas, TX 75373

NECA VUSF
PO Box 360848
Pittsburgh, PA 15251-6848

NECA ARUSF
PO Box 360481
Pittsburgh, PA 15251-6481

NECA TXUSF
PO Box 371788
Pittsburgh, PA 15251-7788

New York State Corporation Tax
PO Box 22109
Albany, NY 12201-2109

New Capital Funding Corp.
4925 Greenville Avenue
Dallas, TX 75206

Newcourt Financial
1830 West Airfield Drive
DFW Airport, TX 75801

NH Dept. of Revenue Administration
Document Processing Division
PO Box 637
Concord, NH 03302-0637

Nice Electric
126 Pinon
Cortez, CO 81321

NJ Board of Public Utilities
2 Gateway Center
Newark, NJ 07102

Noble County Treasurer
101 N. Orange Street
Courthouse Room 230
Albion, IN 46701

Norlight Telecommunications
Dept. 00438
Milwaukee, WI 53259

NORTEL Networks Inc.
3985 Collection Center Drive
Chicago, IL 60693

North Carolina Utilities Commission
4325 Mail Service Center
Raleigh, NC 27699-4325

North Carolina Department of Revenue
PO Box 25000
Raleigh, NC 27640-0700

Nucla-Naturita Telephone
Company
Nucla, CO 81424

NY State Dept of Public Service
3 Empire State Plaza
Albany, NY 12223

NY State Dept of Taxation
JAF Building
PO Box 1205
New York, NY 10116-1205

NYS Department of State
41 State Street
Albany, NY 12231-0001

Office of State
One Players Club Drive
Charleston, WV 25311

Office of the State Treasurer
Unclaimed Property Division
2515 Warren Avenue, Ste 502
Cheyenne, WY 82002

Office of the State
Unclaimed Property Division
PO Box 11778
Columbia, SC 29211-177

Office of Finance
Unclaimed Property Unit
810 First Street, NE - Room 401
Washington, DC 20004

Office of State Treasurer
Unclaimed Property
55 Elm Street
Hartford, CT 06106

Ohio Department of Taxation
PO Box 530
Columbus, OH 43216-0530

Oldcastle Precast-Concord
4905 Stough Road
Concord, NC 28027

Oregon Dept. of Revenue
PO BOX 14777
SALEM, OR 97309-0960

Oregon Dept. of Revenue
PO Box 14790
Salem, OR 97309-0470

Osage Systems Group
8130 Boone Boulevard
Vienna, VA 22182

Ottawa County Appraiser
Ottawas County Courthouse
307 N. Concord
Minneapolis, KS 67467-2140

PA Dept of Revenue
Dept 280427
Harrisburg, PA 17128-0427

Parish of Calcasieu
Sheriff & Tax Collector
PO Box 1450
Lake Charles, LA 70602-1450

Parish of Jefferson Davis
Sheriff & Tax Collector
PO Box 863
Jennings, LA 70546-0863

Office of State Treasurer
Unclaimed Property
PO Box 194963
Springfield, IL 62794-9496

Oklahoma Tax Commission
Franchise Tax
PO Box 26930
Oklahoma City, OK 73126-0930

ORBIS1
2901 Johnston Street
Lafayette, LA 70503

Oregon USF
2522 19th Street SE
Salem, OR 97302-1501

Orleans Parish
Assesor's Office
1300 Peridido Street, Room 4E01
New Orleans, LA 70112

OSP Consultants Inc.
P.O. Box 371133
Pittsburgh, PA 17056

Ozzie's Technical Services
7520 E. Adobe Drive
Scottsdale, AZ 85255

Pacific Realty Commercial LLC
210 South 16th street
Omaha, NE 68102

Parish Oil Co., Inc.
P.O. Box 336
Montrose, CO 81402

Partnership
P.O. Box 4218
East Lansing, MI 48826

Patterson & Dewar
PO Box 1048
Decatur, GA 30031

Paul W. Hudson, Jr.
63650 Old Highway 77
Plaquemine, LA 70764

Payette County Tax Collector
1130 3rd Avenue North
Payette, ID 83661

Peabody & Arnold, LLP
50 Rowes Wharf
Boston, MA 02110

Pendleton County Sheriff's Office
233 Main Street
Courthouse Room 6
Falmouth, KY 41040

Peters Contracting
PO Box 99
Owensboro, KY 42302

PF.Net
1625 B Street
Washougal, WA 98671

PNM Electric and Gas Services
Alvarado Square
Albuquerque, NM 87158

Potter-Randal County Appraisal District
5701 Hollywood Rd (Loop 335)
PO Box 7190
Amarillo, TX 79114-7190

Power One
1733 Alton Parkway
Irvine, CA 92606

Power Conversion Products Inc
115 Erick Street
Crystal Lake, IL 60014

Power County Tax Collector
Courthouse 543 Bannock
American Falls, ID 83211

Property One, Inc.
Lakeshore Drive, Suite 560
Lake Charles, LA 70629

Property Tax Division
PO Box 25126
Santa Fe, NM 87504-5126

Public Service Commission of Wisconsin
610 North Whitney Way, P.O. Box 7854
Madison, WI 53707-7854

Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793

Public Service Co. of Colorado
PO Box 92002
Amarillo, TX 79120

Public Utility Commission
550 Capitol Street N.E. Suite 215
Salem, OR 97301-2551

Public Utility Commission of Oregon
PO Box 2153
Salem, OR 97308-2153

Public Utility Commission
PO Box 2153
Salem, OR 97308-2153

PUC
P.O. Box 3265
Harrisburg, PA 17105-3265

PUC of Oregon
550 Capitol St. NE Suite 215
Salem, OR 97301-2551

Pulaski County Treasurer
112 East Main Street
Room 240
Winamac, IN 46996

Pulaski County Treasurer
PO Box 430
Little Rock, AR 72203

Pyramid Travel
17304 Preston Road
Dallas, TX 75252

Quality Construction Services
3425 S. 11th Avenue
Eldridge, IA 52748

Quincy Housing Authority
540 Harrison Street
Quincy, IL 62301

Qwest (1301)
P.O. Box 1301
Minneapolis, MN 55483

Qwest (3400)
P.O. Box 3400
Omaha, NE 68103

Qwest (2348)
PO Box 2348
Seattle, WA 98111

Qwest (701R591176)
PO Box 3400
Omaha, NE 68103

Qwest-29060
PO Box 29060
Phoenix, AZ 85038

Radio Dynamics
6903 Rockledge Drive
Bethesda, MD 20817

Ralls County Collector
PO Box 340
New London, MO 63459

Ramsey Communications, Inc.
304 Westwood Road
Williamsburg, IA 52361

Randolph County Collector
110 S. Main Street
Courthouse
Huntsville, MO 65259-4716

Randolph County Treasurer
107 West Broadway
Pocohontas, AR 72455

Rapides Parish
Sheriff & Tax Collector
PO Box 2002
Alexandria, LA 71309-2002

RDM Associates
3930 S. Swenson St.
Las Vegas, NV 89119

Reata Construction Corp.
P.O. Box 883
Amarillo, TX 79105

The Hertz Corporation
P.O. Box 25485
Oklahoma City, OK 73125

THE B.N.&S.F.RY CO.
P.O. Box 73043
Chicago, IL 60673

TIC
997 Hampshire Lane
Richardson, TX 75080

Tom Daniel, Collector
PO Box 148
Shelbyville, MO 63469

Treasurer Porter County
155 Indiana Ave Room 209
Valparaiso, IN 46383-5555

Treasurer of Virginia
Public Serve Tax Division- State Corp. Commission
PO Box 1197
Richmond, VA 23218

Treasurer of White County
PO Box 388
Monticello, IN 47960

Treasurer of State of Ohio
PO BOX 27
Columbus, OH 43216-0027

Treasurer of State of Ohio
PO Box 27
Columbus, OH 43266-0027

Treasurer of State to Ohio Dept. of Taxation
Central Registration Unit
P.O. Box 182215
Columbus, OH 43218-2215

Treasury Department
Unclaimed Property Division
25 Capitol Street, Room 25
Concord, NH 03301

Treasury Department
Unclaimed Property
PO Box 138
Jackson, MS 39205-0138

Treasury Department
Unclaimed Property Division
Andrew Jackson Bldg., 10th Floor
Nashville, TN 37243-0242

Tri-City Electric Co.
415 Perry Street
Davenport, IA 52801

Tri-State Generation & Transmission
P.O. Box 33449
Denver, CO 80233

Tri-State G&T Association, Inc.
P.O. Box 33695
Denver, CO 80233

Trimm, Inc.
400 W. Lake Street
Libertyville, IL 60656

TSI of Florida
22152 Network Place
Chicago, IL

Twin Falls County Treasurer
P.O. BOX 146
TWIN FALLS, ID 83301-0146

TYREX Manufacturing Group
2433 Rutland Drive
Austin, TX 78758

Unclaimed Property
PO Box 94788
Lincoln, NE 68509

Unclaimed Property
State Treasury Department
Sute 183, Capitol Annex
Frankfort, KY 40601

Unclaimed Property Unit
301 W. Preston Street
Baltimore, MD 21201-2385

Unclaimed Property
900 SW Jackson, Suite 201
Topeka, KS 66612

Underground Locators, L.L.C.
PO Box 1914
Grand Junction, CO 81502

Union County Tax Collector
1001 4th Street, Ste A
La Grande, OR 97850

Universal Servie Administrative Company
80 South Jefferson Road
Whippany, NJ 07981

Universal Access Inc.
Dept. 77-52186
Chicago, IL 60678

US West (701 R59-1176 176)
P.O. Box 3400
Omaha, NE 68103

US West (402 R62-2072 072)
P.O. Box 3400
Omaha, NE 68103

US West (402 L08-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (319 R59-0004 004)
P.O. Box 3400
Omaha, NE 68103

US West (515 R59-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (505 R59-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (303 R59-0004 004)
P.O. Box 3400
Omaha, NE 68103

US West (402 R59-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (319 R59-0008 008)
P.O. Box 3400
Omaha, NE 68103

US West (208 R59-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (402 L04-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (208 R08-2045 045)
P.O. Box 3400
Omaha, NE 68103

Utah Division of Public Utilities
PO Box 146751
Salt Lake City, UT 84114-6751

Utah State Tax Commission
Sales Tax
210 N 1950 W
Salt Lake City, UT 84134-0400

Utah State Tax Commission
Corporation Franchise Tax Payment
210 N 1950 W
Salt Lake City, UT 84134-0180

Verizon (920041)
PO Box 920041
Dallas, TX 75392

Verizon (757 M01-0003 003)
P.O. Box 408
Cockeysville, MD 21030

Verizon (N14 SQA-2485 106)
Northwest, Inc.
Atlanta, GA 30392

Verizon (408)
P.O. Box 408
Cockeysville, MD 21030

Verizon (215-IU1075-0800)
PO Box 60
Cockeysville, MD 21030

Verizon (101687)
P.O. Box 101687
Atlanta, GA 30392

Verizon (920041)
PO Box 920041
Dallas, TX 75392

Verizon-(716k440024)
PO Box 4430
Albany, NY 12204

Vermillion Parish
Courthouse Building
100 N. State Street, Suite 110
Abbeville, LA 70510

VERMONT DEPARTMENT OF TAXES
109 State Street
Montpelier, VT 05609-1401

Virginia Department of Taxation
PO Box 1500
Richmond, VA 23218-1500

Virginia Department of Taxation
PO Box 26626
Richmond, VA 23261-6626

Vital Signs
1515 S. McDonald Street
Mc Kinney, TX 75069

Wabaunsee County Appraiser
Box 278
Alma, KS 66401

Walker & Associates Inc.
P.O. Box 751578
Charlotte, NC 28275

Ware County Tax Commissioner
Faye Booth
88 Church Street, Room 109
Waycross, GA 31501

Warren Electric
PO Box 846017
Dallas, TX 75284

Warren Communications News
2115 Ward Court NW
Washington, DC 20037

Washington UTC
1300 South Evergreen Park Dr. SW
Olympia, WA 98504

Washtenaw County Treasurer
200 N. Main Street
Suite 200
Ann Arbor, MI 48107

Waterton Associates LLC
700 Federal
Chicago, IL 60605

Watt, Tieder, Hoffar & Fitzgerald, LLP
7929 Westpark Drive, Suite 400
Mc Lean, VA 22102

Wayne County Treasurer
400 Monroe
Detroit, MI 48226

Weld County Treasurer
PO Box 458
Greeley, CO 80632-0458

West Virginia State Tax Department
Internal Auditing Division
PO Box 3694
Charleston, WV 25336-3694

Western-Marquette Associates
20 First Plaza, Suite 510
Albuquerque, NM 87102

Whitley County Sheriff
PO Box 118
Williamsburg, KY 40769

Wilger Enterprises, Inc.
425 Edmon NE
Albuquerque, NM 87124

Wilger Enterprises, Inc.
425 Edmond NE
Albuquerque, NM 87107

Williams Pipeline Services Co.
PO Box 154
Sheffield, IL 61361

Williams Communications, Inc.
21864 Network Place
Chicago, IL 60673

Willis Corroon of New York
P.O. Box 4557
New York, NY 10022

Wisconsin Department of Revenue
PO Box 8908
Madison, WI 53708-8908

Wisconsin Department of Revenue
PO BOX 8902
Madison, WI 53708-8902

WPS Management, LLC
700 S. Federal Street
Chicago, IL 60605

Wyoming Public Service Commission
Hansen Bldg., 2515 Warren Ave, Ste 300
Cheyenne, WY 82002

Wyoming Universal Service Fund, Inc.
P. O. Box 1407
Cheyenne, WY 82003-1407

WYOMING DEPT. OF REVENUE
122 WEST 25TH STREET
Cheyenne, WY 82002-0110

XO Communications
925 Berkshire Blvd.
Wyomissing, PA 19610

Jack Frankel, Esq.
Office of the U.S. Trustee
115 South Union Street, Suite 210
Alexandria, VA 22314

Domenic E. Pacitti, Esquire
SAUL EWING, LLP
222 Delaware Ave., Ste. 1200
P.O. Box 1266
Wilmington, DE 19899

Francis A. Monaco, Jr., Esq.
WALSH MONZACK & MONACO, PA
1201 N. Orange St., Ste. 400
P.O. Box 2031
Wilmington, DE 19899-2031

Selinda A. Melnik, Esquire
SMITH KATZENSTEIN & FURLOW LLP
800 Delaware Ave.
P.O. Box 410
Wilmington, DE 19899

K. Stewart Evans, Jr., Esq.
O.E. McWilliams III, Esq.
Pepper Hamilton LLP
8280 Greensboro Drive, Suite 800
Tysons Corner, VA 22102-3807

Saul Burian
HOULIHAN LOKEY HOWARD & ZUTKIN
685 Third Ave.
New York, NY 10017

Michael P. Richman, Esquire
Michelle R. Holl, Esquire
MAYER BROWN, ROWE & MAW
1675 Broadway
New York, NY 10019

STOEL RIVES, LLP
Attn: Jeanette L. Cotting, Esquire
900 SW Fifth Ave., Ste. 2600
Portland, OR 97204-1268

Cecily A. Dumas, Esquire
Gail S. Greenwood, Esq.
MURPHY SHENEMAN JULIAN & ROGERS
101 California St., Suite 3500
San Francisco, CA 94111

Lawrence M. Handelsman, Esquire
Lisa C. Takoudes, Esquire
STROCK & STROCK & LAVAN
180 Maiden Lane
New York, NY 10038-4982

Michael St. Patrick Baxter, Esq.
Dennis B. Auerbach, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, DC 20004-2401

Eric D. Schwartz, Esquire
MORRIS NICHOLS ARSHT & TUNNELL
1201 Market St., Ste. 1600
P.O. Box 1347
Wilmington, DE 19899-1347

Jeffrey M. Schlerf, Esquire
Christopher A. Ward, Esquire
THE BAYARD FIRM
222 Delaware Ave., Ste. 900
Wilmington, DE 19899

Joseph H. Huston, Jr., Esquire
Thomas G. Whalen, Jr., Esquire
300 Delaware Ave., Ste. 800
Wilmington, DE 19801

Michael B. Hopkins, Esquire
COVINGTON & BURLING
1330 Avenue of the Americas
New York, NY 10019

Mark Kenney, Esquire
United States Trustee
601 Walnut St., Curtis Center
Ste. 950 West
Philadelphia, PA 19106

Peter Lee, Esquire
THE BURLINGTON NORTHERN &
SANTA FE RAILWAY CO.
2500 Lou Menk Dr., Law Dept. 3rd Fl.
Ft. Worth, TX 76131-2828

Michael D. Hopkins, Esquire
William Wood, III, Esquire
BRACEWELL & PATTERSON, LLP
711 Louisiana St., Ste. 2900
Houston, TX 77002-2781

Darryl S. Laddin
Arnall Golden & Gregory LLP
2800 One Atlantic Center
1201 W. Peachtree Street
Atlanta, GA 30309-3450

Matthew P. Gerdtsch
KOHNER MANN & KAILAS, SC
1572 East Capitol Drive
P.O. Box 11982
Milwaukee, WI 53211-0982

H. Jason Gold / Alexander M. Laughlin
Wiley Rein & Fielding, LLP
7925 Jones Branch Drive, Suite 6200
McLean, VA 22102

David B. Stratton, Esquire
David M. Fournie, Esquire
PEPPER HAMILTON LLP
1201 Market Street, Ste. 1600
Wilmington, DE 19899

William F. Taylor, Esquire
ELZUFON AUSTIN REARDON TARLOV
& MONDELL
300 Delaware Ave., PO Box 1630, 17th Fl.
Wilmington, DE 19899

Stephen E. Leach, Esquire
Hoyun Kim, Esquire
2010 Corporate Ridge, Suite 400
McLean, VA 22102

Christopher J. Kearns
POLCANO & MANZO, LLC
622 Third Ave., 31st Floor
New York, NY 10017-6707

Office of Reorganization
Atlanta District Office
Securities & Exchange Commission
3475 Lenox Road, NE, Ste. 1000
Atlanta, GA 30326-1232

TJ Vigliotta / Matt Heckler
LAZARD FRERES & CO., LLC
30 Rockefeller Plaza, 60th Floor
New York, NY 10020

Paul Steven Singerman, Esquire
Ilyse M. Homer, Esquire
BERGER SINGERMAN
200 S. Biscayne Blvd., Ste. 2950
Miami, FL 33131

Andrew H. Sherman, Esquire
SILLS CUMMIS RADIN TISCHMAN
EPSTEIN & GROSS, PA
One Riverfront Plaza, The Legal Center
Newark, NJ 07102

Peter J. Lucas, Esquire
APPEL & LUCAS, PC
1917 Market Street, Suite A
Denver, CO 80202

The Hertz Corporation
P.O. Box 25485
Oklahoma City, OK 73125

THE B.N.&S.F.RY CO.
P.O. Box 73043
Chicago, IL 60673

TIC
997 Hamsphire Lane
Richardson, TX 75080

Tom Daniel, Collector
PO Box 148
Shelbyville, MO 63469

Treasurer Porter County
155 Indiana Ave Room 209
Valparaiso, IN 46383-5555

Treasurer of Virginia
Public Serve Tax Division- State Corp. Commission
PO Box 1197
Richmond, VA 23218

Treasurer of White County
PO Box 388
Monticello, IN 47960

Treasurer of State of Ohio
PO BOX 27
Columbus, OH 43216-0027

Treasurer of State of Ohio
PO Box 27
Columbus, OH 43266-0027

Treasurer of State to Ohio Dept. of Taxation
Central Registration Unit
P.O. Box 182215
Columbus, OH 43218-2215

Treasury Department
Unclaimed Property Division
25 Capitol Street, Room 25
Concord, NH 03301

Treasury Department
Unclaimed Property
PO Box 138
Jackson, MS 39205-0138

Treasury Department
Unclaimed Property Division
Andrew Jackson Bldg., 10th Floor
Nashville, TN 37243-0242

Tri-City Electric Co.
415 Perry Street
Davenport, IA 52801

Tri-State Generation & Transmission
P.O. Box 33449
Denver, CO 80233

Tri-State G&T Association, Inc.
P.O. Box 33695
Denver, CO 80233

Trimm, Inc.
400 W. Lake Street
Libertyville, IL 60656

TSI of Florida
22152 Network Place
Chicago, IL

Twin Falls County Treasurer
P.O. BOX 146
TWIN FALLS, ID 83301-0146

TYREX Manufacturing Group
2433 Rutland Drive
Austin, TX 78758

Unclaimed Property
PO Box 94788
Lincoln, NE 68509

Unclaimed Property
State Treasury Department
Sute 183, Capitol Annex
Frankfort, KY 40601

Unclaimed Property Unit
301 W. Preston Street
Baltimore, MD 21201-2385

Unclaimed Property
900 SW Jackson, Suite 201
Topeka, KS 66612

Underground Locators, L.L.C.
PO Box 1914
Grand Junction, CO 81502

Union County Tax Collector
1001 4th Street, Ste A
La Grande, OR 97850

Universal Servie Administrative Company
80 South Jefferson Road
Whippany, NJ 07981

Universal Access Inc.
Dept. 77-52186
Chicago, IL 60678

US West (701 R59-1176 176)
P.O. Box 3400
Omaha, NE 68103

US West (402 R62-2072 072)
P.O. Box 3400
Omaha, NE 68103

US West (402 L08-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (319 R59-0004 004)
P.O. Box 3400
Omaha, NE 68103

US West (515 R59-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (505 R59-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (303 R59-0004 004)
P.O. Box 3400
Omaha, NE 68103

US West (402 R59-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (319 R59-0008 008)
P.O. Box 3400
Omaha, NE 68103

US West (208 R59-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (402 L04-0000 000)
P.O. Box 3400
Omaha, NE 68103

US West (208 R08-2045 045)
P.O. Box 3400
Omaha, NE 68103

Utah Division of Public Utilities
PO Box 146751
Salt Lake City, UT 84114-6751

Utah State Tax Commission
Sales Tax
210 N 1950 W
Salt Lake City, UT 84134-0400

Utah State Tax Commission
Corporation Franchise Tax Payment
210 N 1950 W
Salt Lake City, UT 84134-0180

Verizon (920041)
PO Box 920041
Dallas, TX 75392

Verizon (757 M01-0003 003)
P.O. Box 408
Cockeysville, MD 21030

Verizon (N14 SQA-2485 106)
Northwest, Inc.
Atlanta, GA 30392

Verizon (408)
P.O. Box 408
Cockeysville, MD 21030

Verizon (215-IU1075-0800)
PO Box 60
Cockeysville, MD 21030

Verizon (101687)
P.O. Box 101687
Atlanta, GA 30392

Verizon (920041)
PO Box 920041
Dallas, TX 75392

Verizon-(716k440024)
PO Box 4430
Albany, NY 12204

Vermillion Parish
Courthouse Building
100 N. State Street, Suite 110
Abbeville, LA 70510

VERMONT DEPARTMENT OF TAXES
109 State Street
Montpelier, VT 05609-1401

Virginia Department of Taxation
PO Box 1500
Richmond, VA 23218-1500

Virginia Department of Taxation
PO Box 26626
Richmond, VA 23261-6626

Vital Signs
1515 S. McDonald Street
Mc Kinney, TX 75069

Wabaunsee County Appraiser
Box 278
Alma, KS 66401

Walker & Associates Inc.
P.O. Box 751578
Charlotte, NC 28275

Ware County Tax Commissioner
Faye Booth
88 Church Street, Room 109
Waycross, GA 31501

Warren Electric
PO Box 846017
Dallas, TX 75284

Warren Communications News
2115 Ward Court NW
Washington, DC 20037

Washington UTC
1300 South Evergreen Park Dr. SW
Olympia, WA 98504

Washtenaw County Treasurer
200 N. Main Street
Suite 200
Ann Arbor, MI 48107

Waterton Associates LLC
700 Federal
Chicago, IL 60605

Watt, Tieder, Hoffar & Fitzgerald, LLP
7929 Westpark Drive, Suite 400
Mc Lean, VA 22102

Wayne County Treasurer
400 Monroe
Detroit, MI 48226

Weld County Treasurer
PO Box 458
Greeley, CO 80632-0458

West Virginia State Tax Department
Internal Auditing Division
PO Box 3694
Charleston, WV 25336-3694

Western-Marquette Associates
20 First Plaza, Suite 510
Albuquerque, NM 87102

Whitley County Sheriff
PO Box 118
Williamsburg, KY 40769

Wilger Enterprises, Inc.
425 Edmon NE
Albuquerque, NM 87124

Wilger Enterprises, Inc.
425 Edmond NE
Albuquerque, NM 87107

Williams Pipeline Services Co.
PO Box 154
Sheffield, IL 61361

Williams Communications, Inc.
21864 Network Place
Chicago, IL 60673

Willis Corroon of New York
P.O. Box 4557
New York, NY 10022

Wisconsin Department of Revenue
PO Box 8908
Madison, WI 53708-8908

Wisconsin Department of Revenue
PO BOX 8902
Madison, WI 53708-8902

WPS Management, LLC
700 S. Federal Street
Chicago, IL 60605

Wyoming Public Service Commission
Hansen Bldg., 2515 Warren Ave, Ste 300
Cheyenne, WY 82002

Wyoming Universal Service Fund, Inc.
P. O. Box 1407
Cheyenne, WY 82003-1407

WYOMING DEPT. OF REVENUE
122 WEST 25TH STREET
Cheyenne, WY 82002-0110

XO Communications
925 Berkshire Blvd.
Wyomissing, PA 19610

Jack Frankel, Esq.
Office of the U.S. Trustee
115 South Union Street, Suite 210
Alexandria, VA 22314

Michael St. Patrick Baxter, Esq.
Dennis B. Auerbach, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, DC 20004-2401

H. Jason Gold / Alexander M. Laughlin
Wiley Rein & Fielding, LLP
7925 Jones Branch Drive, Suite 6200
McLean, VA 22102

Domenic E. Pacitti, Esquire
SAUL EWING, LLP
222 Delaware Ave., Ste. 1200
P.O. Box 1266
Wilmington, DE 19899

Eric D. Schwartz, Esquire
MORRIS NICHOLS ARSHT & TUNNELL
1201 Market St., Ste 1600
P.O. Box 1347
Wilmington, DE 19899-1347

David B. Stratton, Esquire
David M. Fournie, Esquire
PEPPER HAMILTON LLP
1201 Market Street, Ste. 1600
Wilmington, DE 19899

Francis A. Monaco, Jr., Esq.
WALSH MONZACK & MONACO, PA
1201 N. Orange St., Ste. 400
P.O. Box 2031
Wilmington, DE 19899-2031

Jeffrey M. Schlerf, Esquire
Christopher A. Ward, Esquire
THE BAYARD FIRM
222 Delaware Ave., Ste. 900
Wilmington, DE 19899

William F. Taylor, Esquire
ELZUFON AUSTIN REARDON TARLOV
& MONDELL
300 Delaware Ave., PO Box 1630, 17th Fl.
Wilmington, DE 19899

Selinda A. Melnik, Esquire
SMITH KATZENSTEIN & FURLOW LLP
800 Delaware Ave.
P.O. Box 410
Wilmington, DE 19899

Joseph H. Huston, Jr., Esquire
Thomas G. Whalen, Jr., Esquire
300 Delaware Ave., Ste 800
Wilmington, DE 19801

Stephen E. Leach, Esquire
Hoyun Kim, Esquire
2010 Corporate Ridge, Suite 400
McLean, VA 22102

K. Stewart Evans, Jr., Esq.
O.E. McWilliams III, Esq.
Pepper Hamilton LLP
8280 Greensboro Drive, Suite 800
Tysons Corner, VA 22102-3807

Michael B. Hopkins, Esquire
COVINGTON & BURLING
1330 Avenue of the Americas
New York, NY 10019

Christopher J. Kearns
POLCANO & MANZO, LLC
622 Third Ave., 31st Floor
New York, NY 10017-6707

Saul Burian
HOULIHAN LOKEY HOWARD & ZUTKIN
685 Third Ave.
New York, NY 10017

Mark Kenney, Esquire
United States Trustee
601 Walnut St., Curtis Center
Ste. 950 West
Philadelphia, PA 19106

Office of Reorganization
Atlanta District Office
Securities & Exchange Commission
3475 Lenox Road, NE, Ste. 1000
Atlanta, GA 30326-1232

Michael P. Richman, Esquire
Michelle R. Holl, Esquire
MAYER BROWN, ROWE & MAW
1675 Broadway
New York, NY 10019

Peter Lee, Esquire
THE BURLINGTON NORTHERN &
SANTA FE RAILWAY CO.
2500 Lou Menk Dr., Law Dept. 3rd Fl.
Ft. Worth, TX 76131-2828

TJ Vigliotta / Matt Heckler
LAZARD FRERES & CO., LLC
30 Rockefeller Plaza, 60th Floor
New York, NY 10020

STOEL RIVES, LLP
Attn: Jeanette L. Cotting, Esquire
900 SW Fifth Ave., Ste. 2600
Portland, OR 97204-1268

Michael D. Hopkins, Esquire
William Wood, III, Esquire
BRACEWELL & PATTERSON, LLP
711 Louisiana St., Ste. 2900
Houston, TX 77002-2781

Paul Steven Singerman, Esquire
Iyse M. Homer, Esquire
BERGER SINGERMAN
200 S. Biscayne Blvd., Ste. 2950
Miami, FL 33131

Cecily A. Dumas, Esquire
Gail S. Greenwood, Esq.
MURPHY SHENEMAN JULIAN & ROGERS
101 California St., Suite 3500
San Francisco, CA 94111

Darryl S. Laddin
Arnall Golden & Gregory LLP
2800 One Atlantic Center
1201 W. Peachtree Street
Atlanta, GA 30309-3450

Andrew H. Sherman, Esquire
SILLS CUMMIS RADIN TISCHMAN
EPSTEIN & GROSS, PA
One Riverfront Plaza, The Legal Center
Newark, NJ 07102

Lawrence M. Handelsman, Esquire
Lisa C. Takoudes, Esquire
STROCK & STROCK & LAVAN
180 Maiden Lane
New York, NY 10038-4982

Matthew P. Gerdisch
KOHNER MANN & KAILAS, SC
1572 East Capitol Drive
P.O. Box 11982
Milwaukee, WI 53211-0982

Peter J. Lucas, Esquire
APPEL & LUCAS, PC
1917 Market Street, Suite A
Denver, CO 80202

Daniel A. DeMarco, Esquire
HAHN LOESER & PARKS, LLP
3300 BP Tower
200 Public Square
Cleveland, OH 44114-2301

Stephen H. Nelsen, Esquire
CLINE WILLIAMS WRIGHT JOHNSON
& OLDFATHER
1900 US Bank Bldg., 233 South 13th Street
Lincoln, NE 68508-2095

Russell S. Bogue, III, Esquire
HUNTON & WILLIAMS
Nations Bank Plaza, Ste. 400
600 Peachtree St., NE
Atlanta, GA 30308-2216

Shari L. Heyen
Amelia G. Berg
BAKER & HOSTETLER, LLP
1000 Louisiana, Ste. 2000
Houston, TX 77002

Peter A. Chapman
24 Perdicaris Place
Trenton, NJ 08618

Thomas P. Sarb, Esq. / Jeffrey G. York, Esq.
MILLER JOHNSON SNELL &
CUMMISKEY, PLC
250 Monroe Ave., Ste. 800, Box 306
Grand Rapids, MI 49501

SECRETARY OF TREASURY
P.O. Box 7040
Dover, DE 19903

Mark E. Felger, Esquire
COZEN AND O'CONNOR
1201 N. Market Street, Suite 1400
Wilmington, DE 19801

Michael R. Lastowski, Esquire
DUANE MORRIS & HECKSCHER, LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801

Robert Somma, Esquire
SCHNADER HARRIS GOLDENSTEIN
& MANELLO
265 Franklin Street
Boston, MA 02110

Frederick D. Holden, Jr., Esquire
BROBECK PHLEGER & HARRISON
One Market, Spear Street Tower
San Francisco, CA 94105

Daniel A. Zazove, Barbara L. Young
& Karen Kranbuehl
FIELD & GOLAN
70 W. Madison St., Ste. 1500
Chicago, IL 60602

Laurie Selber Silverstein, Esquire
POTTER ANDERSON CORROON LLP
1313 N. Market St., 6th Floor
P.O. Box 951
Wilmington, DE 19899

Dulan D. Elder
McWHORTER COBB & JOHNSON
P.O. Box 2547
Lubbock, TX 79408

Andrew R. Turner, Esquire
CONNER & WINTERS
15 East Fifth Street, Suite 3700
Tulsa, OK 74103

SECURITIES & EXCHANGE
COMMISSION
15th & Pennsylvania Avenue, NW
Washington, DC 20002

SECRETARY OF STATE
Division of Corporations - Franchise Tax
P.O. Box 7040
Dover, DE 19903

Christopher S. Sontchi, Esquire
ASHBY & GEDDES
222 Delaware Avenue, 17th Floor
Wilmington, DE 19801

Jeffrey C. Hampton, Esquire
SAUL EWING, LLP
Centre Square West
1500 Market St., 38th Floor
Philadelphia, PA 19102-2186

Anthony Princi, Esquire
ORRICK, HERRINGTON & SUTCLIFFE
666 Fifth Avenue
New York, NY 10103

Allan A. Brown
MAGTEN ASSET MGMT. CORP.
35 E. 21st Street, 5th Floor
New York, NY 10010

Richard P. Simons, Esquire
REED SMITH LLP
435 Sixth Avenue
Pittsburgh, PA 15230-2009

Suzanne C. Leslie, Esquire
SBC TELECOMMUNICATIONS, INC.
1 Bell Plaza, Ste. 2900
208 South Akard Street
Dallas, TX 75202

Christopher Beard, Esquire
BEARD & BEARD
306 N. Market Street
Frederick, MD 21701

David D. Farrell, Esquire
THOMPSON COBURN, LP
One Firststar Plaza, Suite 3500
St. Louis, MO 63101

INTERNAL REVENUE SERVICE
District Director
409 Silverside Road
Wilmington, DE 19809

John G. McJunkin, Esquire
PIPER MARBURY RUDNICK & WOLFE
1200 19th Street, NW
Washington, DC 20036-2412

Mark D. Collins, Esquire
RICHARDS LAYTON & FINGER
One Rodney Square
Wilmington, DE 19801

Frederick L. Ragucci, Esquire
SHULTE ROTH & ZAVEL, LLP
900 Third Avenue
New York, NY 10022

William Hallam, Esquire
GEBHARDT & SMITH LLP
World Trade Center
401 East Pratt Street, 9th Floor
Baltimore, MD 21202

Neal D. Colton, Esquire
COZEN & O'CONNOR
1900 Market Street
Philadelphia, PA 19103

Jodi J. Caro, Esquire
Vice President & General Counsel
Looking Glass Networks, Inc.
1111 W. 22nd Street, Suite 600
Oak Brook, IL 60523

Kurt C. Rommel, Esquire
BRACEWELL & PATTERSON, LLP
12355 Sunrise Valley Dr., Ste. 500
Reston, VA 20191-3458

Sagebrush Cellular, Inc.
702 2nd Avenue South
Glasgow, MT 59230

Clyde A. Pine, Jr., Esquire
MOUNCE GREEN MYERS SAFI &
GLATZAN, PC
P.O. Box 1700, 100 N. Stanton, Ste. 1700
El Paso, TX 79950-1977

Mary McDermott, V.P. & General Counsel
PATHNET TELECOMMUNICATIONS, Inc
11720 Sunrise Valley Dr., Ste. 200
Reston, VA 20191

Linda Boyle
TIME WARNER TELECOM., INC.
10475 Park Meadows Dr., Ste. 400
Littleton, CO 80124

Betty L. Brown
MORRIS & MORRIS
900 Park Squire, Ste. 235
Flower Mound, TX 75028

Ameretch-Illinois
CT Corporation System
208 South LaSalle Street
Chicago, IL 60604-1136

Michael Bowlus, Esquire
FORD JETER BOWLUS DUSS
& MORGAN, PA
10110 San Jose Boulevard
Jacksonville, FL 32257

Robert D. Drain, Esquire
PAUL WEISS RIFKIND WHARTON
& GARRISON
1285 Avenue of the Americas
New York, NY 10019

Jonathan W. Lipshie, Esquire
ARTER & HADDEN LLP
1801 K Street, Suite 400K
Washington, DC 20002-1301

DATA AIRE, Inc.
230 W. Blueridge Avenue
Orange, CA 92865-4225

Northern Border Pipeline Company
1111 South 103rd Street
Omaha, NE 68103-0330

Ann N. Kathan, Attorney at Law
ANN KATHAN, PLLC
112 South Alfred Street., Ste. 300
Alexandria, VA 22314

Bradford E. Englander, Esquire
LINOWES & BLOCHER LLP
1010 Wayne Avenue, 10th Floor
Silver Spring, MD 20910

Greg H. Bower, Prosecuting Attorney
ADA County Civil Division
650 Main Street
Boise, ID 83702

Malcolm Mitchell
VORYS SATER SEYMOUR & PEASE
227 S. Washington St., Ste. 310
Alexandria, VA 22314

Associates Leasing, Inc
CI Corporation System
350 N. St. Paul Street
Dallas, TX 75201

Mary Catherine Zinzner
1660 International Drive, Ste. 600
McLean, VA 22102-3805

Joseph A. Friedman, Esquire
KANE RUSSELL COLEMAN & LOGAN
3700 Thanksgiving Tower
1601 Elm Street
Dallas, TX 75201

Christopher S. Moffitt
218 North Lee Street
Alexandria, VA 22314

Andrea U. Calve, Attorney at Law
CORBAN COMMUNICATIONS, INC.
901 Jupiter Road
Plano, TX 75074

Mr. Al Behrens, Dir., Functional Strategies
Northern Border Pipeline Company
1111 South 103rd Street
Omaha, NE 68103-0330

Ozzie's Technical Services
c/o Bryan A. Albue
FENNEMORE CRAIG
3003 N. Central Ave., Ste. 2600
Phoenix, AZ 85012-2913

Stanley M. Salus, Esquire
WICKWIRE GAVIN PC
8100 Bonne Boulevard, Ste. 700
Vienna, VA 22182-7732

John P. Van Beek
Neil D. Goldman
YOUNG GOLDMAN & VAN BEEK
P.O. Box 1946
Alexandria, VA 22313-1946

Christina Tygielski
100 N. Riverside
Plaza #2200
Chicago, IL 60606

Steven A. Ginther, Spec. Asst. Atty. Gen.
Missouri Department of Revenue
301 W. High Street, Room 670
P.O. Box 475
Jefferson City, MO 65105-0475

Richard E. Lear, Esquire
Marc E. Miller, Esquire
HOLLAND & KNIGHT, LLP
2099 Pennsylvania Ave., NW, #100
Washington, DC 20006-6801

Robert M. Marino, Esquire
REED SMITH, LLP
1301 K Street NW
Suite 1100 - East Tower
Washington, DC 20005-3317

Paul M. Rosenblatt
KILPATRICK & STOCKTON, LLP
1100 Peachtree Street, Suite 2800
Atlanta, GA 30309-4530

Madeline A. Trainor
TYLER BARTL BURKE & GORMAN
206 N. Washington St., Ste. 200
Alexandria, VA 22314

Virginia Whitehill Guildi, Esquire
ZUCKERMAN SPAEDER, LLP
1201 Connecticut Avenue, NW
Washington, DC 20036

Tyler P. Brown, Esquire
HUNTON & WILLIAMS
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, VA 23219-4074

Felton E. Parrish / Darryl S. Laddin
ARNALL GOLDEN & GREGORY, LLP
2800 One Atlantic Center
1201 W. Peachtree Street
Atlanta, GA 30309-3450

Brian J. Peretti, Esquire
Shook, Hardy & Bacon, LLP
600 14th Street, NW, Suite 8
Washington, DC 20005-2004

Stephen E. Leach, Esq.
Hoyun Kim, Esq.
Venable, Baetjer and Howard LLP
2010 Corporate Ridge, Suite 400
McLean, VA 22102

Brian F. Kenney, Esquire
Miles & Stockbridge
1751 Pinnacle Drive, Suite 500
McLean, VA 22102

Brad B. Erens, Esq.
Jones Day Reavis & Pogue
77 W. Wacker Drive
Chicago, IL 60601

Chaim Fortgang, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019

Evan D. Smiley, Esq.
Albert, Weiland & Golden, LLP
650 Town Center Drive, Suite 950
Costa Mesa, CA 92626

Anthony G. Stamato, Esquire
Jack A. Simms, Esquire
BAKER & MCKENZIE,
One Prudential Plaza, 130 E. Randolph St.
Chicago, IL 60601

Michael B. Gardiner, Esquire
Senior Counsel, Business Development
Universal Access Global Holdings, Inc.
Sears Tower, 233 S. Wacker Drive, Ste. 600
Chicago, IL 60606

Michael L. O'Reilly, Esquire
REES, BROOME & DIAZ, P.C.
8133 Leesburg Pike, 9th Floor
Vienna, VA 22182

Steven Jay Katzman, Esquire
650 Town Center Drive, Suite 950
Costa Mesa, CA 92626

Steven B. Ramsdell, Esquire
Tyler, Bartl, Gorman & Ramsdell, PLC
206 N. Washington Street, #200
Alexandria, VA 22314-2535

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division

_____)	
IN RE:)	Case No. 01-12266-SSM
)	(As consolidated with 01-12267-SSM,
PATHNET OPERATING, INC.,)	01-12268-SSM and 01-12269-SSM)
)	
Debtor.)	Chapter 7
_____)	

ORDER OF DISTRIBUTION OF SETTLEMENT PROCEEDS

WHEREAS, on this ___ day of December, 2002, Gordon P. Peyton, Trustee, moved this Court for approval of the settlement of Adversary Proceeding No. 02-8044-SSM (the "PNI Adversary Proceeding") in the gross amount to the POI Estate of \$3.5 million;

WHEREAS, pursuant to the Amended Cash Collateral Agreement approved by the Court on this ___ day of December, 2002, the Trustee has incurred \$242,926.10 on account of fees, costs and expenses related to the prosecution of the PNI Adversary Proceeding and has paid the majority of those amounts out of the Cash Collateral of the Secured Creditors;

WHEREAS, pursuant to the Amended Cash Collateral Agreement, the Trustee is entitled to a 3% commission of the net proceeds after such fees, costs and expenses, an amount of \$97,712.22;

WHEREAS, pursuant to the Amended Cash Collateral Agreement, the general prepetition, unsecured, nonpriority creditors are entitled to 15% of the proceeds less the above fees costs and expenses, an amount of \$473,904.25;

WHEREAS, Nortel Networks Inc. and Cisco Systems Capital Corporation (collectively, the "Secured Lenders") have perfected security interests in the accounts underlying the claims in

the PNI Adversary Proceeding, or by the Amended Cash Collateral Agreement have replacement liens therein, and have joined in the Trustee's Motion to Distribute;

WHEREAS, the Secured Lenders have stipulated to the immediate entry the order in accordance with Fed. R. Bankr. Proc. 4001(d), and waive the 10-day stay prescribed by Fed. R. Bankr. Proc. 4001(a)(3).

UPON consideration of the Motion to Approve Distribution of Settlement by Gordon P. Peyton, Trustee of POI and it appearing that good cause exists for granting the relief sought in such motion, it is this ___ day of December, 2002, by the United States Bankruptcy Court for the Eastern District of Virginia, Alexandria Division,

ORDERED that the aforesaid Motion is granted and that Trustee is authorized to distribute the proceeds of the settlement of the PNI Adversary Proceeding, an amount of \$3.5 million as follows:

1. To Gordon P. Peyton, Trustee – 3% of the proceeds after account for the fees, costs and expenses, an amount of \$97,712.22.
2. To Gordon P. Peyton, Trustee for the benefit of general prepetition, unsecured, nonpriority creditors of POI to be distributed upon conclusion of this case the amount of 15% of the proceeds after accounting for fees, costs and expenses, including the Trustees fees, an amount of \$473,904.25.
3. \$90,000 shall be held back by the Trustee to pay for expenses incurred, but not yet paid. Upon payment of all such expenses, the Trustee shall true up the distribution and distribute any remaining amounts without further Court order.
4. To the Secured Lenders, to be distributed between them pursuant to a separate agreement, the full amount of the fees, costs and expenses paid by the Trustee,

excluding the Trustees fees, an amount of \$152,926.10 and the remaining proceeds of \$2,685,457.43 for a total distribution of \$2,838,383.53.

This Order is entered in accordance with Fed. R. Bankr. Proc. 4001(d), and the 10-day stay prescribed by Fed. R. Bankr. Proc. 4001(a)(3) is hereby waived.

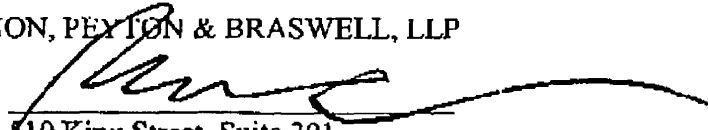
DATED this ____ day of December, 2002.

Stephen S. Mitchell
United States Bankruptcy Judge

WE ASK FOR THIS:

REDMON, PEYTON & BRASWELL, LLP

By:


810 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000
Gordon P. Peyton, Trustee

SEEN, NO OBJECTION:

UNITED STATES TRUSTEE OFFICE

By: _____

115 S. Union Street, Suite 210
Alexandria, VA 22314

SEEN AND AGREED:

PIPER RUDNICK LLP


By:



John G. McJunkin, Esquire
1200 19th Street, NW
Washington, DC 20036-2412
Counsel to Nortel Networks Inc.

PEPPER HAMILTON, LLP

By:

K. Stewart Evans (by  w/ permission)

K. Stewart Evans, Jr., Esquire
600 Fourteenth Street, N.W.
Washington, D.C. 20005-2004
Local Counsel to Cisco Systems Capital Corporation

Cc: to all above counsel

Schedule of Expenses Related to Adversary Proceeding

Redmon, Peyton & Braswell – fees and expenses

Amounts paid as of 11/1/2002:	\$63,307.50
Estimated amounts incurred or owed after 11/1/2002:	\$47,000.00

Kaufman Davis Business Services, Inc. (CBIZ)

Amounts paid as of 11/1/2002:	\$89,618.60
Estimated amounts remaining after 11/1/2002:	\$33,000.00

Other: Estimated \$10,000.00

Total: \$242,926.10

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division

_____)	
IN RE:)	Case No. 01-12266-SSM
)	(As consolidated with 01-12267-SSM,
PATHNET OPERATING, INC.,)	01-12268-SSM and 01-12269-SSM)
)	
Debtor.)	Chapter 7
_____)	

**MOTION TO APPROVE PARTIAL DISTRIBUTION
OF CASH COLLATERAL HELD BY TRUSTEE**

Gordon Peyton, Esquire, as Chapter 7 Trustee (the "Trustee") of Pathnet Operating, Inc. ("POI"), Pathnet Real Estate LLC ("PRE"), Pathnet Fiber Equipment LLC ("PFE"), and Pathnet Operating of Virginia ("POV") (collectively, the "Converted Debtors"), hereby moves this Court, pursuant to 11 U.S.C. §§ 105 and 726, to enter an order authorizing the Trustee to distribute the certain proceeds obtained by the Trustee and to distribute certain excess cash collateral. In support of this motion, the Trustee states the following:

I. BACKGROUND

1. Simultaneous with the filing of the this Motion, the Trustee and Cisco Capital Systems Corporation and Nortel Networks Inc. (collectively, the "Secured Lenders") moved this Court for Approval of an Amended Cash Collateral Agreement which requires that the Trustee distribute excess cash collateral currently under the Trustee's control.

H. Bradley Evans, Jr. (VSB #4733)
E. Andrew Burcher (VSB #41310)
Redmon, Peyton & Braswell, LLP
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000

2. The Trustee currently has in his possession, as of December 1, 2002, cash collateral of the Secured Lenders in the amount of \$8,122,746.44 in the Estate's checking and money market accounts.

3. The Trustee has incurred approximately \$90,000 of expenses related to the prosecution of Adversary Proceeding No. 02-8044-SSM against Pathnet, Inc. (the "PNI Adversary Proceeding").

4. The Trustee has recovered certain amounts not related to the PNI Adversary Proceeding and the sale of certain assets to Tristate. These amounts have provided a net benefit to the Estate of \$728,277.94. The Trustee is expected to recover \$454,261.13 as a result of the Court's order related to turnover of retainers held by Covington & Burling.

5. Pursuant to the Amended Cash Collateral Agreement, the Trustee is entitled to a 3% commission of these net recoveries, an amount of \$ 33,594.44.

6. Pursuant to the Amended Cash Collateral Agreement, the general prepetition, unsecured, nonpriority creditors are entitled to certain percentages of the recoveries less fees and expenses, an amount of \$239,289.80. See attached schedule.

7. The Secured Lenders have perfected security interests in cash collateral, including replacement liens pursuant to the Amended Cash Collateral Agreement, have consented to the above fees, costs and expenses and have joined in this Motion.

8. Pursuant to the Amended Cash Collateral Agreement, the Trustee is to distribute the excess cash collateral such that the remaining balance left in possession of the Trustee is the amount of \$3 million, not including the expenses incurred but not paid by the Trustee related to the PNI Adversary proceeding, an amount of \$90,000.

9. Taking into account the above amounts, the total partial distribution to the Secured Lenders is approximately \$5,214,123.33

10. In the event the Trustee does not timely receive the amounts related to the recoveries from Covington & Burling, these amounts will be adjusted accordingly.

II. ARGUMENT

1. The Trustee seeks entry of the attached Order of Distribution authorizing the above amounts pursuant to 11 U.S.C. §§105 and 726.

2. Such an order is appropriate pursuant to the Amended Cash Collateral Agreement


3. The Trustee and the Secured Lenders stipulate to the immediate entry the order in accordance with Fed. R. Bankr. Proc. 4001(d), and waive the 10-day stay prescribed by Fed. R. Bankr. Proc. 4001(a)(3).

III. CONCLUSION

WHEREFORE, based on the foregoing, the Trustee request that this Court (a) enter the attached order authorizing the distributions contained therein, and (b) grant such other relief as may be appropriate under the circumstances.

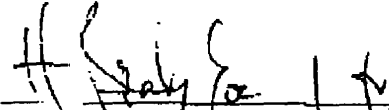
Dated: December 2, 2002

Respectfully Submitted


Gordon P. Peyton, Trustee
REDMON, PEYTON & BRASWELL, LLP
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000

CERTIFICATE OF SERVICE

I hereby certify that on this 2nd day of December, 2002, I caused a copy of the foregoing Motion to be mailed, first-class, postage prepaid, to all entities on the lists attached to the Notice of this Motion (and others).



R. Timothy Bryan

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division

_____)	
IN RE:)	Case No. 01-12266-SSM
)	(As consolidated with 01-12267-SSM,
PATHNET OPERATING, INC.,)	01-12268-SSM and 01-12269-SSM)
)	
Debtor.)	Chapter 7
_____)	

ORDER OF DISTRIBUTION OF EXCESS CASH COLLATERAL

WHEREAS, on this __ day of December, 2002, this Court approved an Amended Cash Collateral Agreement by and among Nortel Networks Inc. and Cisco Systems Capital Corporation (collectively, the "Secured Lenders"), and the Trustee.

WHEREAS, pursuant to the Amended Cash Collateral Agreement, the Trustee is to distribute excess cash collateral in his possession leaving \$3 million for future expenses.

WHEREAS, the Trustee has recovered \$1,119,814.61 for the Estate net of expenses and commissions related to these recoveries.

WHEREAS, pursuant to the Amended Cash Collateral Agreement, the Trustee is entitled to a 3% commission of the net, an amount of \$33,594.44.

WHEREAS, pursuant to the Amended Cash Collateral Agreement, the general prepetition, unsecured, nonpriority creditors are entitled to certain percentages of these less the above Trustee's commission, an amount of \$239,289.80 pursuant to the attached schedule.

WHEREAS, the Trustee has incurred, but not paid for, approximately \$90,000 in expenses for the PNI Adversary Proceeding, increasing the amount needed to remain in the Trustee's possession to \$3,090,000.

WHEREAS, the Secured Lenders have perfected security interests or by the Amended Cash Collateral Agreement have replacement liens on the funds held by the Trustee, and have joined in the Trustee's Motion to Distribute Excess Cash Collateral have requested immediate entry this order in accordance with Fed. R. Bankr. Proc. 4001(d), and waive the 10-day stay prescribed by Fed. R. Bankr. Proc. 4001(a)(3).

UPON consideration of the Motion to Excess Cash Collateral by Gordon P. Peyton, Trustee of POI, and it appearing that good cause exists for granting the relief sought in such motion, it is this ___ day of December, 2002, by the United States Bankruptcy Court for the Eastern District of Virginia, Alexandria Division,

ORDERED that the aforesaid Motion is granted and that Trustee is authorized to distribute excess cash collateral and proceeds of recoveries to date as follows:

1. To Gordon P. Peyton, Trustee – 3% of the proceeds of recoveries to date after account for the fees, costs and expenses, an amount of \$33,594.44.
2. To Gordon P. Peyton, Trustee for the benefit of general prepetition, unsecured, nonpriority creditors of POI to be distributed upon conclusion of this case the amount of \$239,289.80 pursuant to the attached schedule.
3. To the Secured Lenders, to be distributed between them pursuant to a separate agreement, the balance of the funds held by the Trustee leaving \$3,090,000 held by the Trustee, an amount of approximately \$5,214,123.33.

The 10-day stay prescribed by Fed. R. Bankr. Proc. 4001(a)(3) is hereby waived and the Trustee is directed to disburse said amounts as soon as practicable.

DATED this ___ day of December, 2002.

Stephen S. Mitchell
United States Bankruptcy Judge

WE ASK FOR THIS:

REDMON, PEYTON & BRASWELL, L.L.P.

By: *E. Chad Braswell For Gordon P. Peyton*
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000
Gordon P. Peyton, Trustee

SEEN, NO OBJECTION:

UNITED STATES TRUSTEE OFFICE

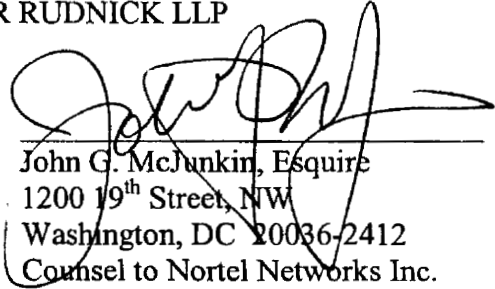
By: _____

115 S. Union Street, Suite 210
Alexandria, VA 22314

SEEN AND AGREED:

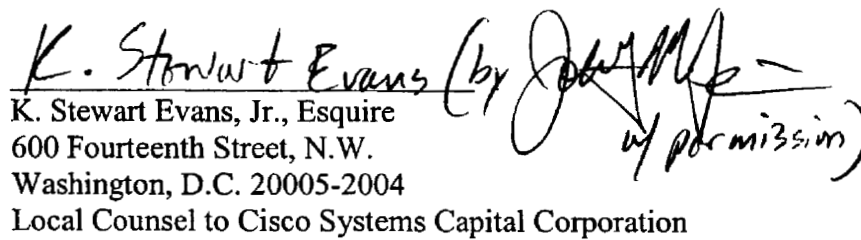
PIPER RUDNICK LLP

By:


John G. McJunkin, Esquire
1200 19th Street, NW
Washington, DC 20036-2412
Counsel to Nortel Networks Inc.

PEPPER HAMILTON, LLP

By:


K. Stewart Evans, Jr., Esquire
600 Fourteenth Street, N.W.
Washington, D.C. 20005-2004
Local Counsel to Cisco Systems Capital Corporation

Cc: to all above counsel

Schedule of Assets Recovered or Expected to Be Recovered by 12/31/02

**EXCESS CASH
COLLATERAL
DISTRIBUTION**

Current Balance of Checking Account as of 12/1/02		\$8,122,746.44
Expected Receipt from Covington Turnover		\$454,261.13
Less Trustee's Commission for Assets Recovered as of 12/1/02		(\$33,594.44)
Less Distribution for Unsecured for Assets Recovered as of 12/1/02		(\$239,289.80)
Less Holdback of \$3,090,000		(\$3,090,000.00)
Total to Distribute to Secured Lenders		\$5,214,123.33

Allocation of Recoveries as of
12/1/02

Asset	Total Recovered or Sold	Commission or Expenses Applicable	Net Recoveries	Trustee's Commission of 3%	Percentage Applicable by Amended Cash Collateral	Total to Unsecureds
Tax Refund	\$584,520.19	\$292,260.09	\$292,260.10	\$8,767.80	10.00%	\$28,349.23
Retainer Recoveries	\$104,575.10	\$0.00	\$104,575.10	\$3,137.25	35.00%	\$35,503.25
Expected Covington Retainer Recovery	\$454,261.13	\$20,000.00	\$434,261.13	\$13,027.83	35.00%	\$147,431.65
Sales, Excluding Tristate	\$335,256.80	\$46,538.52	\$288,718.28	\$8,661.55	10.00%	\$28,005.67
Totals	\$1,478,613.22	\$358,798.61	\$1,119,814.61	\$33,594.44		\$239,289.80

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division**

In re PATHNET OPERATING, INC., Debtor.	Chapter 7 Case No. 01-12266 SSM
In re PATHNET OPERATING OF VIRGINIA, INC., Debtor.	Case No. 01-12267 SSM
In re PATHNET FIBER EQUIPMENT, LLC, Debtor.	Case No. 01-12268 SSM
In re PATHNET REAL ESTATE, LLC, Debtor.	Case No. 01-12269 SSM

**MOTION OF TRUSTEE FOR ORDER AUTHORIZING
AN AGREED, AMENDED CASH COLLATERAL AGREEMENT**

Gordon Peyton, Esquire, as Chapter 7 Trustee of Pathnet Operating, Inc. ("POI"), Pathnet Real Estate LLC ("PRE"), Pathnet Fiber Equipment LLC ("PFE"), and Pathnet Operating of Virginia ("POV") (collectively, the "Converted Debtors"), Nortel Networks Inc. ("Nortel Networks") and Cisco Systems Capital Corporation ("Cisco") (collectively, the "Secured Lenders"), by their attorneys, and by his attorneys, hereby request that this Court enter an order approving the Amended Request For Sale By Trustee and Cash Collateral Agreement, a copy of

H. Bradley Evans, Jr. (VSB #4733)
E. Andrew Burcher (VSB #41310)
Redmon, Peyton & Braswell, LLP
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000

which is attached hereto as an exhibit (the "Amended Cash Collateral Agreement"), and move as follows:

I. BACKGROUND

1. On April 2, 2001 (the "Petition Date"), Pathnet Telecommunications, Inc. ("PTI"), Pathnet, Inc. ("PNI"), and the Converted Debtors filed voluntary petitions under Chapter 11 of title 11 United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code").
2. On July 24, 2001, this Court entered an order converting the bankruptcy case of POV to a case under Chapter 7 of the Bankruptcy Code.
3. On September 20, 2001, the Court approved a Request for Sale by Trustee and Cash Collateral Agreement.
4. After extensive and lengthy negotiations, the parties have entered into an Amended Cash Collateral Agreement.
5. The Secured Lenders have requested that the Trustee, subject to the terms of the Amended Cash Collateral Agreement, pursue the recovery of assets and claims and the sale of Secured Lenders' collateral with a certain portion of the net proceeds of the sale that constituted the Secured Lenders' collateral to be carved out for the unsecured creditors of the Converted Debtors. The Trustee has agreed to pursue claims and promote the sale of the assets of the Converted Debtors' Chapter 7 estates, acknowledging that his primary goal is to provide funds for pre-petition, non-priority unsecured creditors.
6. The Secured Lenders are willing to permit the Trustee to use cash collateral upon the terms and conditions of the Amended Cash Collateral Agreement and the Prior Cash Collateral Order. To the extent there is an inconsistency between the Amended Cash Collateral

Agreement and the Prior Cash Collateral Orders, the Amended Cash Collateral Agreement shall prevail.

II. CONCLUSION

WHEREFORE, based on the foregoing, the Secured Lenders and the Trustee request that this Court (a) enter an order approving the Amended Cash Collateral Agreement and (b) grant such other relief as may be appropriate under the circumstances.

Dated: December 2nd, 2002

Respectfully Submitted



H. Bradley Evans, Jr. (VSB #4733)
E. Andrew Burcher (VSB #41310)
REDMON, PEYTON & BRASWELL, LLP
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000

COUNSEL TO GORDON P. PEYTON, TRUSTEE

CERTIFICATE OF SERVICE

I hereby certify that on the 2nd day of December, 2002, a true and correct copy of the foregoing Motion of Trustee For Order Authorizing an Agreed, Amended Cash Collateral Agreement was sent by first class mail, postage prepaid, to all entities on the lists attached to the Notice of this Motion (and others).



**AMENDED REQUEST FOR SALE BY TRUSTEE
AND CASH COLLATERAL AGREEMENT**

This Amended Request for Sale By Trustee and Cash Collateral Agreement (this "Amended Agreement") is entered into as of this 27th day of November, 2002, by and between Cisco Systems Capital Corporation ("Cisco") and Nortel Networks Inc. ("Nortel Networks") (hereafter collectively referred to as the "Secured Lenders") and Gordon P. Peyton, Chapter 7 Trustee ("Trustee") of Pathnet Operating, Inc. ("POI"), Pathnet Real Estate, LLC ("PRE"), Pathnet Fiber Equipment, LLC ("PFE") and Pathnet Operating of Virginia ("POV" and, collectively with POI, PRE, and PFE, the "Converted Debtors").

RECITALS

A. POI, PRE, PFE, and POV each filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on April 2, 2001 (the "Petition Date"), which cases were jointly administered with the Chapter 11 cases of Pathnet Telecommunications, Inc. ("PTI") and Pathnet, Inc. ("PNI") (collectively, PNI and PTI are the "Chapter 11 Debtors").

B. On June 14, 2001, the United States Bankruptcy Court for the Eastern District of Virginia (Alexandria Division) (the "Court") entered a Stipulation and Consent Final Order authorizing Debtors' use of cash collateral in granting adequate protection in the jointly administered Chapter 11 cases (the "Chapter 11 Cash Collateral Order").

C. POI, PRE, PFE, and later POV all converted to Chapter 7 and the Trustee was appointed.

D. As set forth in the Chapter 11 Cash Collateral Order, the Chapter 11 Debtors and the Converted Debtors stipulated that, prior to the Petition Date, Nortel Networks, as a lender and

as administrative agents for certain lenders, provided a senior secured credit facility to POI pursuant to that certain Credit Agreement dated as of August 9, 2000, between Nortel Networks, certain Lenders named therein, POI, PFE, and PRE (as amended from time to time, the “Nortel Credit Agreement”) and certain related documents and instruments. The Nortel Credit Agreement together with all other agreements, documents or instruments executed and delivered to, or in favor of, Nortel Networks in connection therewith shall be referred to collectively as the “Nortel Loan Documents.”

E. As set forth in the Chapter 11 Cash Collateral Order, the Chapter 11 Debtors and the Converted Debtors stipulated that, prior to the Petition Date, Cisco provided a senior secured credit facility to POI pursuant to that certain Agreement dated as of September 7, 2000, between Cisco and POI (as amended from time to time, the “Cisco Credit Agreement”) and certain related documents and instruments. The Cisco Credit Agreement together with all other agreements, documents or instruments executed and delivered to, or in favor of, Cisco in connection therewith shall be referred to collectively as the “Cisco Loan Documents.” The Nortel Loan Documents and Cisco Loan Documents are sometimes hereafter referred to as the “Loan Documents.”

F. As set forth in the Chapter 11 Cash Collateral Order, the Chapter 11 Debtors and the Converted Debtors stipulated that, pursuant to (i) the Pledge and Security Agreement dated as of August 9, 2000, between POI and State Street Bank and Trust Company, as Collateral Agent (the “Security Agreement”), and related agreements, and (ii) the Amended and Restated Collateral Agency and Intercreditor Agreement dated as of September 7, 2000 (“Intercreditor Agreement”), and in order to secure the prompt payment and performance of all obligations

owing by POI to Nortel Networks under the Nortel Credit Agreement or any of the other Nortel Loan Documents and by POI to Cisco under the Cisco Credit Agreement or any of the other Cisco Loan Documents, including all principal, interest, fees, charges, reimbursable expenses and other sums chargeable to POI thereunder (collectively, the "Obligations"; with respect to Nortel Networks only, the "Nortel Obligations" and with respect to Cisco only, the "Cisco Obligations"), POI granted, and caused its subsidiaries PRE and PFE to grant, to the Secured Lenders a security interest in and lien upon substantially all of the assets described in the Security Agreement including, except to the extent otherwise provided therein, all capital stock of POI and each of the subsidiaries of POI, all investments (including certificates of deposit), accounts, inventory (including, without limitation, work in process), equipment, deposit accounts (including cash collateral accounts), brokerage accounts, investment property, instruments, contract rights (including, without limitation, the Asset Contribution Agreement, the Rights-of-Way Contribution Agreement all contracts relating to Contract Rights-of-Way and other rights-of-way, easements, leases and all related contracts and all other contracts relating to the construction or operation of the Network, and all consents and waivers necessary or appropriate from all parties to such contracts, including, without limitation, all consents and waivers necessary or appropriate to permit the collateral assignment of or security interest in such contracts), customer deposits in connection with purchase orders, general intangibles, chattel paper, Licenses, Intellectual Property, Intercompany Debt, Debt (x) owed by PTI to POI or any subsidiary of POI, (y) owed by, POI to PTI or any subsidiary of POI, (z) owed by any subsidiary of POI to PTI or POI or another subsidiary of POI (as all such preceding defined terms are used in the Security Agreement), and, to the extent not otherwise included, all cash and non-cash

proceeds and products of the foregoing and all accessions to, substitutions and replacements for, and rents and profits of, the foregoing (collectively, the "Prepetition Collateral").

G. As set forth in the Chapter 11 Cash Collateral Order, the Chapter 11 Debtors and the Converted Debtors stipulated that the liens and security interests granted to Lenders in and to the Prepetition Collateral constitute valid, enforceable, unavoidable and perfected liens and security interests therein subject, as to priority, only to those Permitted Liens (as defined in the Nortel Credit Agreement and in the Cisco Credit Agreement), if any, that were senior to such liens and security interests of Lenders as a matter of law as of the Petition Date.

H. As set forth in the Chapter 11 Cash Collateral Order, the Chapter 11 Debtors and the Converted Debtors stipulated that, as of the Petition Date, the approximate aggregate outstanding amount of the Nortel Obligations, including all principal, accrued interest and fees, charges, reimbursable expenses and contingent letter of credit obligations, was not less than \$28,481,444.00. Nortel Networks has filed a secured Proof of Claim in the amount of \$28,610,115.67.

I. As set forth in the Chapter 11 Cash Collateral Order, the Chapter 11 Debtors and the Converted Debtors stipulated that as of the Petition Date, the approximate aggregate outstanding amount of the Cisco Obligations, including all principal, accrued interest and fees, charges, reimbursable expenses and contingent letter of credit obligations, was not less than \$43,103,383. Cisco has filed a secured Proof of Claim in the amount of \$44,042,668.49.

J. Pursuant to the terms of the Chapter 11 Cash Collateral Order, and as adequate protection for the use of Cash Collateral by the Converted Debtors and as security for any diminution in value of the Prepetition Collateral as of the Petition Date, whether resulting from

the Converted Debtors' use of Cash Collateral or otherwise, the Chapter 11 Debtors and the Converted Debtors granted to the Secured Lenders replacement liens upon and security interests in all right, title, and interest of POI, PFE, and PRE, and their respective estates, in and to all real and personal property, whether then owned by or owing to, or thereafter acquired by or arising in favor of, POI, PFE, and PRE and their respective estates, including, without limitation, all capital stock of POI and each of the subsidiaries of POI, all investments (including certificates of deposit), accounts, inventory (including, without limitation, work in process), equipment, deposit accounts (including cash collateral accounts), brokerage accounts, investment property, instruments, contract rights (including, without limitation, the Asset Contribution Agreement, the Rights-of-Way Contribution Agreement all contracts relating to Contract Rights-of-Way and other rights-of-way, easements, leases and all related contracts and all other contracts relating to the construction or operation of the Network, and all consents and waivers necessary or appropriate from all parties to such contracts, including, without limitation, all consents and waivers necessary or appropriate to permit the collateral assignment of or security interest in such contacts), customer deposits in connection with purchase orders, general intangibles, real property and interests therein, chattel paper, Licenses, Intellectual Property, Intercompany Debt, (i) Debt owed by PTI to POI or any subsidiary of POL (ii) owed by POI to any subsidiary of POI, (iii) owed by any subsidiary of POI to POI or another subsidiary of POI (as all such preceding defined terms are used in the Security Agreement), and, to the extent not otherwise included, all proceeds and products of the foregoing and all accessions to, substitutions and replacements for, and rents and profits of, the foregoing, excluding, however, all proceeds of property recovered or transfers avoided by or on behalf of the Debtors, their estates or any subsequent Chapter 11 or

Chapter 7 trustee under sections 544 through 550, inclusive, and section 553 of the Bankruptcy Code.

K. It is believed that the value of the assets of the Chapter 7 estates of the Converted Debtors will be insufficient to satisfy the claims of the Secured Lenders in full.

L. Pursuant to that certain Request For Sale by Trustee and Cash Collateral Agreement, dated August 29, 2001 (the "Existing Cash Collateral Agreement"), the Secured Lenders requested the Trustee, subject to the terms of the Existing Cash Collateral Agreement, to pursue the recovery of assets and the sale of the Secured Lenders' collateral with a certain portion of the net proceeds of such sales that constituted the Secured Lenders' collateral to be carved out for the prepetition, non-priority unsecured creditors in the cases of the Converted Debtors. By an order entered on September 22, 2001, the Court approved the Existing Cash Collateral Agreement. The parties now agree that the Existing Cash Collateral Agreement should be amended.

M. The Secured Lenders have requested the Trustee, subject to the terms of this Amended Agreement, to pursue the recovery of assets and the sale of Secured Lenders' collateral with a certain portion of the net proceeds of the sales that constituted the Secured Lenders' collateral to be carved out for the prepetition, non-priority unsecured creditors in the cases of the Converted Debtors.

N. The Trustee desires to promote the sale of the collateral, undertake viable causes of action, examine and contest proofs of claim and administrative claims as appropriate and otherwise accomplish his statutory duties as Trustee with the assistance set forth above. His prime goal continues to be to provide funds for prepetition, non-priority unsecured creditors.

O. The Trustee has taken control of a checking account and investment account formerly belonging to one of the Converted Debtors in an amount exceeding \$8,000,000.00 (the “Account”), which is a part of the Pre-Petition Collateral.

P. The Chapter 7 Estates of the Converted Debtors have no source of funding the liquidation process and the pursuit of the claims other than through the use of the cash collateral from the Account without drawing on the carveout described in Recital L above, and Sections 5 and 6 below.

Q. The Secured Lenders are willing to permit the Trustee to use cash collateral upon the terms and conditions of this Amended Agreement. To the extent there is an inconsistency between this Amended Agreement and either the Chapter 11 Cash Collateral Order or the Existing Cash Collateral Order, this Amended Agreement will prevail.

Subject to the approval of the Court and the concurrence of the United States Trustee’s Office, the parties agree as follows:

1. Incorporation of Recitals. The recitals set forth above are incorporated herein and made a part of this Amended Agreement.

2. Stipulations by the Trustee. The Trustee stipulates and agrees that:

(a) prior to the Petition Date, Nortel Networks, as a lender and as administrative agents for certain lenders, provided a senior secured credit facility to POI pursuant to the Nortel Loan Documents;

(b) prior to the Petition Date, Cisco provided a senior secured credit facility to POI pursuant to the Cisco Loan Documents;

(c) pursuant to (i) the Security Agreement and related agreements, and (ii) the Intercreditor Agreement, and in order to secure the prompt payment and performance of all Nortel Obligations and Cisco Obligations, POI granted, and caused its subsidiaries PRE and PFE to grant, to the Secured Lenders a security interest in and lien upon the Prepetition Collateral;

(d) the liens and security interests granted to the Secured Lenders in and to the Prepetition Collateral constitute valid, enforceable, unavoidable, and perfected liens and security interests therein subject, as to priority, only to those Permitted Liens (as defined in the Nortel Credit Agreement and in the Cisco Credit Agreement), if any, that were senior to such liens and security interests of Lenders as a matter of law as of the Petition Date;

(e) pursuant to the terms of the Chapter 11 Cash Collateral Order, the Chapter 11 Debtors and the Converted Debtors granted to the Secured Lenders a replacement lien on certain post-petition collateral as described therein (the "Prior Postpetition Collateral");

(f) the replacement liens granted to the Secured Lenders in and to the Prior Postpetition Collateral constitute valid, enforceable, unavoidable, and perfected liens and security interests therein, with priority over all presently existing or hereafter arising liens in the Prior Postpetition Collateral, subject only to valid, perfected, enforceable and unavoidable liens therein existing as of the Petition Date;

(g) as of the Petition Date, the approximate aggregate outstanding amount of the Nortel Obligations, including all principal, accrued interest and fees, charges,

reimbursable expenses and contingent letter of credit obligations, was \$28,610,115.67;
and

(h) as of the Petition Date, the approximate aggregate outstanding amount of the Cisco Obligations, including all principal, accrued interest and fees, charges, reimbursable expenses and contingent letter of credit obligations, was \$44,042,668.49.

3. Authorization to Use Cash Collateral. Subject to the terms and conditions of this Amended Agreement, the Trustee is authorized to use Cash Collateral (as defined below) as the Secured Lenders and the Trustee may agree from time to time through and including the Termination Date (as defined in Section 9 below) for the purpose of (a) pursuing certain claims against third parties on behalf of any of the Converted Debtors under Sections 544 through 550, inclusive, and Section 553 of the Bankruptcy Code (collectively, the "Avoidance Actions"), (b) contesting proofs of claims and administrative claims filed against any of the Converted Debtors, and (c) such other matters as the Trustee and the Secured Lenders may agree from time to time. As used herein, "Cash Collateral" shall mean all money, cash and cash equivalents, deposit accounts and all funds on deposit therein, and other "cash collateral," as that term is defined under Section 363 of the Bankruptcy Code, in which the Trustee, Nortel Networks, or Cisco have an interest, including the proceeds of the Prepetition Collateral, whether arising under the Loan Documents, this Amended Agreement, the Existing Cash Collateral Agreement, the Chapter 11 Cash Collateral Order or otherwise and whether such cash collateral was in existence on the Petition Date or such cash collateral was thereafter acquired or otherwise received.

4. Additional Liens.

(a) Subject to and with the exception of carve-outs for prepetition, non-priority unsecured creditors set forth in Section 6 below, as adequate protection for the Trustee's use of Cash Collateral hereunder, and as security for all principal, interest, fees, charges, reimbursable expenses, and other sums chargeable owed to the Secured Lenders pursuant to the Nortel Loan Documents or the Cisco Loan Documents and for any diminution in value of the Secured Lenders' interest in the Prepetition Collateral as of the Petition Date, the Trustee hereby grants to the Secured Lenders a lien upon and security interest (the "Additional Lien") in all right, title, and interest of the Trustee, the Converted Debtors, and their respective estates in and to all property recovered or transfers avoided by or on behalf of the Trustee or any of the Converted Debtors in connection with the Avoidance Actions or any settlement thereof (collectively, with the Prior Postpetition Collateral, the "Postpetition Collateral"). The Postpetition Collateral and Prepetition Collateral shall collectively be referred to herein as the "Collateral." The Additional Lien, as well as the replacement liens granted in the Chapter 11 Cash Collateral Order (collectively, the "Postpetition Liens") shall have priority over all presently existing or hereafter arising liens in the Postpetition Collateral.

(b) The security interest and lien granted to the Secured Lenders hereunder arise and are perfected by operation of law and the Secured Lenders shall not be required to file any financing statements in any jurisdiction or take any other action in order to validate or perfect the liens and security interests granted hereunder. The order of the Court approving this Amended Agreement shall be deemed sufficient and

conclusive evidence of the validity of the liens and security interest granted hereunder. Notwithstanding the foregoing, the Trustee is hereby directed to promptly and duly execute and deliver such further instruments and documents and to take such further actions as the Secured Lenders may reasonably request to further effectuate the provisions of this Amended Agreement and to confirm the validity and perfection of the Postpetition Liens. The order of the Court approving this Amended Agreement shall provide that the automatic stay of Section 362 of the Bankruptcy Code is vacated and modified to the extent necessary to permit the Secured Lenders to make any such filings or recordings (the Secured Lenders represent that they have no present intention to request any such filings or recording).

5. Determination of Carve-Outs For Prepetition, Non-Priority Unsecured Creditors.

(a) Sales of Assets. From each sale of assets of any of the Converted Debtors approved by the Court, ten percent (10%) will be set aside for the unsecured creditors from the net proceeds of such sale. Net proceeds is the amount of the sale as approved by the Court less the Trustee's statutory fees, the costs and expenses incurred by the Trustee including fees and costs of Trustee's consultants and the Trustee's attorneys; any cure amounts paid in connection with the assumption and assignment of the executory contracts and the sums, if any, paid to third parties in settlement or liquidation of claims against the particular collateral being sold. After those deductions, ten percent (10%) will be set aside for unsecured prepetition, non-priority creditors.

In order to ensure that the foregoing is clear, the parties agree that the following is an accurate hypothetical:

- \$5,000,000 Sale of fiber optic system from "X" city to "Y" city with associated executory contracts, collocation site rights, personal property, etc.
- Minus the costs of attorneys, accountants and Cash Collateral Employees hereafter described paid for by the Trustee from the Account as a result of this Amended Agreement
- Minus amounts needed to cure any executory contracts to affect this particular sale
- Minus amounts paid to, for instance, mechanic's lienors or others who may have to be satisfied from the proceeds of this sale
- Minus any other expenses such as realtor fees, etc., for this sale, but exclusive of any other cash collateral expenditures paid or incurred prior to this Amended Agreement
- Trustee's fee of 3% of sales price less the above deductions.

Assuming that the foregoing deductions totaled \$1,000,000, the net proceeds would be \$4,000,000. Of that, the Secured Lenders would receive \$3,600,000 and the Trustee would receive \$400,000 for prepetition, non-priority unsecured creditors.

(b) Settlement of Certain Litigation. From the net proceeds of the settlement of the Complaint against PNI by the Trustee, Adv. Proc. No. 02-08044 (the “PNI Complaint”), fifteen percent (15%) will be set aside for the prepetition, non-priority unsecured creditors of the Converted Debtors after the of the following fees and expenses in the following order:

(i) FIRST, the aggregate fees, costs, and expenses incurred by the Trustee in the prosecution of the Complaint including, without limitation, the fees and costs of the Trustee’s consultants and attorneys; and

(ii) SECOND, the Trustee’s fee of three percent (3%) of the proceeds of the settlement of the PNI Complaint less the fees, costs, and expenses described in subsection (i) above.

The remaining eighty-five percent (85%) of the net proceeds of the settlement of the PNI Complaint will be promptly distributed *pro rata* to the Secured Lenders.

(c) Other Avoidance Actions. From any Avoidance Action Net Proceeds (as defined below) of any Avoidance Actions other than the PNI Complaint, thirty-five percent (35%) will be set aside for the prepetition, non-priority unsecured creditors of the Converted Debtors. The remaining sixty-five percent (65%) of Avoidance Action Net Proceeds will be promptly distributed *pro rata* to the Secured Lenders. As used herein, “Avoidance Action Net Proceeds” shall mean the total proceeds or recoveries of all Avoidance Actions (other than the PNI Complaint) or settlement thereof less the following fees and expenses in the following order:

(i) FIRST, the aggregate fees, costs, and expenses incurred by the Trustee in the prosecution of all Avoidance Actions (other than the PNI Complaint) including, without limitation, the fees and costs of the Trustee's consultants and attorneys; and

(ii) SECOND, the Trustee's fee of three percent (3%) of the proceeds or recoveries of Avoidance Actions or settlement thereof (other than the PNI Complaint) less the fees, costs, and expenses described in subsection (i) above.

Subject to Court approval, Piper Rudnick LLP will serve as special counsel to the Trustee to pursue certain Avoidance Actions. To the extent that Piper Rudnick LLP has conflicts in connection with any proposed Avoidance Action, the Trustee's counsel will pursue such matters. The fees of both Piper Rudnick LLP and the Trustee's counsel for such matters will be paid from Cash Collateral.

(d) Litigation Against Professionals of the Converted Debtors. From the total net proceeds or recoveries of any litigation filed by the Trustee against any agents, insurers, attorneys, accountants, financial advisors, officers, directors, employees, administrators and predecessors (acting in their capacity as such) of any of the Converted Debtors, or any settlement thereof, thirty-five percent (35%) will be set aside for the prepetition, non-priority unsecured creditors of the Converted Debtors. The remaining sixty-five percent (65%) of such proceeds, recoveries, or settlement will be promptly distributed *pro rata* to the Secured Lenders. From the gross proceeds, recoveries, or settlement of any such litigation, and prior to the distributions described herein, the following fees and expenses shall be deducted in the following order:

(i) FIRST, the aggregate fees, costs, and expenses incurred by the Trustee in the prosecution of such litigation including, without limitation, the fees and costs of the Trustee's consultants and attorneys; and

(ii) SECOND, the Trustee's fee of three percent (3%) of such proceeds, recoveries, or settlement less the fees, costs, and expenses described in subsection (i) above.

(e) Litigation Against 360networks USA. From the total net proceeds or recoveries of any litigation between the Trustee and 360networks USA, or any settlement thereof, ten percent (10%) will be set aside for the prepetition, non-priority unsecured creditors of the Converted Debtors. The remaining ninety percent (90%) of such proceeds, recoveries, or settlement will be promptly distributed *pro rata* to the Secured Lenders. From the gross proceeds, recoveries, or settlement of any such litigation, and prior to the distributions described herein, the following fees and expenses shall be deducted in the following order:

(i) FIRST, the aggregate fees, costs, and expenses incurred by the Trustee in the prosecution of such litigation including, without limitation, the fees and costs of the Trustee's consultants and attorneys; and

(ii) SECOND, the Trustee's fee of three percent (3%) of the proceeds, recoveries, or settlement of such litigation less the fees, costs, and expenses described in subsection (i) above.

(f) Other Litigation Related to Prepetition Causes of Action. From the total net proceeds or recoveries of any litigation filed by the Trustee related to any cause of

action arising pre-petition (other than as described in Sections 5(b) or (c) above or Section 5(h) below), or any settlement thereof, ten percent (10%) will be set aside for the prepetition, non-priority unsecured creditors of the Converted Debtors. The remaining ninety percent (90%) of such proceeds, recoveries, or settlement will be promptly distributed *pro rata* to the Secured Lenders. From the gross proceeds, recoveries, or settlement of any such litigation, and prior to the distributions described herein, the following fees and expenses shall be deducted in the following order:

(i) FIRST, the aggregate fees, costs, and expenses incurred by the Trustee in the prosecution of such litigation including, without limitation, the fees and costs of the Trustee's consultants and attorneys; and

(ii) SECOND, the Trustee's fee of three percent (3%) of the proceeds, recoveries, or settlement of such litigation less the fees, costs, and expenses described in subsection (i) above.

(g) Other Litigation Related to Post-petition Causes of Action. From the total net proceeds or recoveries of any litigation filed by the Trustee related to any cause of action arising post-petition (other than as described in Sections 5(b) or (c) above or 5(h) below), or any settlement thereof, thirty-five percent (35%) will be set aside for the prepetition, non-priority unsecured creditors of the Converted Debtors. The remaining sixty-five percent (65%) of such proceeds, recoveries, or settlement will be promptly distributed *pro rata* to the Secured Lenders. From the gross proceeds, recoveries, or settlement of any such litigation, and prior to the distributions described herein, the following fees and expenses shall be deducted in the following order:

(i) FIRST, the aggregate fees, costs, and expenses incurred by the Trustee in the prosecution of such litigation including, without limitation, the fees and costs of the Trustee's consultants and attorneys; and

(ii) SECOND, the Trustee's fee of three percent (3%) of the proceeds, recoveries, or settlement of such litigation less the fees, costs, and expenses described in subsection (i) above.

(h) Recovery of Retainers. From the total net proceeds or recoveries of any litigation filed by the Trustee related to the turnover of any retainer held by any counsel to the Converted Debtors, thirty-five percent (35%) will be set aside for the prepetition, non-priority unsecured creditors of the Converted Debtors. The remaining sixty-five percent (65%) of such proceeds, recoveries, or settlement will be promptly distributed *pro rata* to the Secured Lenders. From the gross proceeds, recoveries, or settlement of any such litigation, and prior to the distributions described herein, the following fees and expenses shall be deducted in the following order:

(i) FIRST, the aggregate fees, costs, and expenses incurred by the Trustee in the prosecution of such litigation including, without limitation, the fees and costs of the Trustee's consultants and attorneys and the fees and costs of the Secured Lenders related solely thereto; and

(ii) SECOND, the Trustee's fee of three percent (3%) of the proceeds, recoveries, or settlement of such litigation less the fees, costs, and expenses described in subsection (i) above.

(i) Tax Refund Claims. From the total net proceeds or recoveries of any sales or use tax refund claims filed by or on behalf of the Trustee, ten percent (10%) will be set aside for the prepetition, non-priority unsecured creditors of the Converted Debtors. The remaining ninety percent (90%) of such proceeds, recoveries, or settlement will be promptly distributed *pro rata* to the Secured Lenders. From the gross proceeds, recoveries, or settlement of any such litigation, and prior to the distributions described herein, the following commissions and fees shall be deducted in the following order:

(i) FIRST, the 50% commission to Piesner Johnson previously approved by the Court; and

(ii) SECOND, the Trustee's fee of three percent (3%) of such refunds less the commission described in subsection (i) above.

6. Administrative Priority Claims.

(a) Notwithstanding the provisions of Section 5 above, in no event will the payment for prepetition, non-priority unsecured creditors be less than \$500,000 net of ALL EXPENSES AND ALL CLAIMS OF ANY KIND OF A HIGHER PRIORITY, which minimum threshold of recovery for prepetition, non-priority unsecured creditors has been reached. Additional funds are expected to be added to this carveout for prepetition, non-priority unsecured creditors pursuant to Section 5 above, thereby continuing to increase the amount available to such creditors. Thus, it may be necessary to use Cash Collateral of the Secured Lenders to pay the higher priority expenses such that the aggregate amounts calculated pursuant to Section 5 above remains for prepetition, non-priority unsecured creditors; provided, that nothing contained in this Amended

Agreement shall prevent either the Trustee or the Secured Lenders from objecting to the allowance or payment of any such administrative claims pursuant to the applicable provisions of the Bankruptcy Code.

(b) The Trustee and the Secured Lenders acknowledge that the Court established October 8, 2002, as the bar date for the filing of administrative claims. The Secured Lenders agree that \$3,000,000 of Cash Collateral shall be escrowed by the Trustee as a reserve against future administrative and priority claims (including claims of the Trustee's professionals and agents) should such claims, presently unknown and unasserted, be allowed after the entry of an order of the Court approving this Amended Agreement. If any such future administrative claims have not been resolved within one (1) year of the date of the entry of an order of the Court approving this Amended Agreement, the Trustee shall reduce the escrow to not more than \$250,000 in excess of the aggregate amount of asserted administrative priority claims which have not been determined by a final, non-appealable order of the Court and distribute the balance of the escrow to the Secured Lenders on a *pro rata* basis.

(c) Subject to approval by the Court, the Trustee promptly will distribute to the Secured Lenders, on a *pro rata* basis, the funds in the Account in excess of the escrowed amounts described in Section 6(b) above.

(d) The Secured Lenders will not attempt to recover from the Trustee any amounts (i) paid to the administrative claimants described either in Sections 6(a) and 6(b) above or (ii) previously paid to holders of allowed administrative priority claims as described in the (Journal of Trustee's Expenses Form 2) attached hereto as Exhibit A.

7. Limitation on Use of Cash Collateral. The Secured Lenders do not consent and Trustee agrees not to use Cash Collateral to prosecute any suit or action against the Secured Lenders (or any of their representatives), which in any way would impair their position or to seek any other financing or grant any other lien affecting the Secured Lenders' Collateral. In connection herewith, the parties agree that nothing herein shall be construed as putting the Trustee in a position whereby he could not be adverse to the Secured Lenders should his investigation so require.

8. Employment of Certain Professionals and Other Contractors.

(a) From the Account, the Trustee will continue to employ attorneys, other professionals and employees as hereafter set forth to advance the interests of the unsecured creditors in the cases of the Converted Debtors, attend to litigation, facilitate sales of Secured Lenders' collateral, institute recovery actions as appropriate and otherwise assist the Trustee in fulfilling his duties under the Bankruptcy Code subject to the terms set forth herein and subject to review by the Court.

(b) At the request of the Secured Lenders, the Trustee has hired "Cash Collateral Contractors" under terms and conditions satisfactory to the Secured Lenders and approved by the Trustee. The Secured Lenders authorize the Trustee to pay those Cash Collateral Contractors from the Account. Said independent contractors are being paid a salary and given an incentive compensation to facilitate sales through the Court. Since the payment of salaries for these independent contractors is from the Cash Collateral and since incentive compensation is to be paid by the Secured Lenders, no

Court authority will be necessary to pay these Cash Collateral Contractors their salary as agreed.

(c) The Trustee has hired forensic accountants who have been approved by the Court. They will be paid pursuant to bills to be approved by the Secured Lenders and according to procedures identical to those set forth in Section 8(d) below. Likewise, any other expert or advisor approved by the Secured Lenders and requested by the Trustee shall be compensated in the same manner.

(d) Attorneys in the Trustee's firm of Redmon, Peyton & Braswell, LLP ("RP&B"), as requested by the Trustee, and subject to the Court appointing them, will represent the Trustee at the following rates: H. Bradley Evans, Jr. – \$285 an hour; John M. Braswell – \$275 an hour; Robert M. Gants – \$250 an hour; E. Andrew Burcher – \$210 an hour. RP&B will bill the Secured Lenders on a monthly basis with a copy to the U.S. Trustee's Office. Ten days after receipt of this bill, if no objection is received, the Trustee may pay RP&B from the Account (and RP&B may treat same as income) 75% of the month's billing plus 100% of the costs expended. The remaining 25% will be subject to approval along with the remainder of the bills upon applications filed with the Court approximately every 90 days.

(e) The Trustee is authorized to expend up to \$101,500 plus costs per month in furtherance of the goals of this Amended Agreement without the further approval of the Secured Lenders; provided, that without the further approval of the Secured Lenders, the Secured Lenders do not authorize the Trustee to use: (i) more than \$20,000 of Cash Collateral for the examination of claims and thereafter the parties will agree to discuss a

cost-effective approach to object to those claims to which the Trustee recommends an objection be filed; and (ii) more than \$20,000 of Cash Collateral for compensation of an examiner, to investigate certain claims on behalf of the Trustee.

9. Termination of Authorization to Use Cash Collateral. Except with respect to pending litigation authorized by the Secured Lenders, the Trustee's authority to use Cash Collateral hereunder will terminate on December 31, 2003, but may be extended upon agreement of the Trustee and the Secured Lenders without further order of the Court; provided, however, that this Amended Agreement will be terminated earlier upon the occurrence of any of the following: (a) an order of the Court so directing the use of cash collateral in a manner not authorized hereby; (b) the cessation of Gordon P. Peyton as Trustee and the failure to appoint a successor; (c) an order or motion of Nortel Networks or Cisco lifting the automatic stay; (d) the dismissal of the cases of the Converted Debtors; (e) written notice by the Secured Lenders; (f) all litigation and contested matters have been concluded and all available assets sold; or (g) for other cause shown. The liens and security interests granted herein to the Secured Lenders shall survive any expiration or termination of this Amended Agreement.

10. Miscellaneous.

(a) It is the intent of the parties that this Amended Agreement will be attached to a Stipulation and Consent Order and incorporated therein.

(b) The provisions of this Amended Agreement shall be binding upon and inure to the benefit of the Trustee, the Secured Lenders, and their respective successors and assigns, including any subsequent Chapter 7 trustee hereafter appointed as a representative of the Converted Debtors' estates.

(c) The Secured Lenders' failure, at any time or times hereafter, to require strict performance by the Trustee (or by any subsequently appointed Chapter 7 trustee of the Converted Debtors) of any provision of this Amended Agreement shall not waive, affect or diminish any right of the Secured Lenders thereafter to demand strict compliance and performance herewith. No delay on the part of the Secured Lenders in the exercise of any right or remedy under this Amended Agreement shall preclude any other or further exercise of any such right or remedy or the exercise of any other right or remedy. None of the rights or remedies of the Secured Lenders under this Amended Agreement shall be deemed to have been suspended or waived by the Secured Lenders unless such suspension or waiver is in writing, signed by a duly authorized officer of each of the Secured Lenders, and directed to the Trustee specifying such suspension or waiver. The Secured Lenders are unaware of any failure or breach of duty of the Trustee or his counsel as of the time of the execution of this Amended Agreement.

(d) The Court, or any bankruptcy court to which these cases may be transferred, shall retain exclusive jurisdiction over the subject matter of this Amended Agreement to resolve any dispute in connection with the rights and duties specified hereunder.

(e) This Amended Agreement will be effective when approved by the Court, but shall be retroactive to January 1, 2002.

(f) This Amended Agreement is executed in triplicate, each of which is an original.

IN WITNESS WHEREOF, the parties have placed their hand and seal, as of this 27th

day of November, 2002.

SEEN AND AGREED:

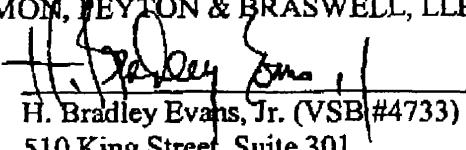


Gordon P. Peyton, Trustee in Bankruptcy
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000

SEEN AND AGREED:

REDMON, PEYTON & BRASWELL, LLP

By:



H. Bradley Evans, Jr. (VSB #4733)
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000
Attorneys for the Chapter 7 Trustee

SEEN AND AGREED:

PIPER RUDNICK LLP

By:

John G. McJunkin (VSB #31011)
1200 Nineteenth Street, NW
Washington, DC 20036-2412
(202) 861-3900
Counsel for Nortel Networks Inc.

IN WITNESS WHEREOF, the parties have placed their hand and seal, as of this 27th
day of November, 2002.

SEEN AND AGREED:

Gordon P. Peyton, Trustee in Bankruptcy
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000

SEEN AND AGREED:

REDMON, PEYTON & BRASWELL, LLP

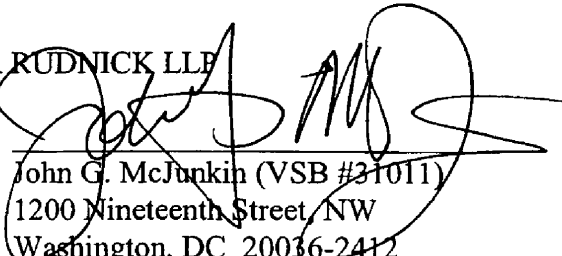
By:

H. Bradley Evans, Jr. (VSB #4733)
510 King Street, Suite 301
Alexandria, VA 22314
(703) 684-2000
Attorneys for the Chapter 7 Trustee

SEEN AND AGREED:

PIPER RUDNICK LLP

By:




John G. McJunkin (VSB #31011)
1200 Nineteenth Street, NW
Washington, DC 20036-2412
(202) 861-3900
Counsel for Nortel Networks Inc.

SEEN AND AGREED:

PEPPER HAMILTON, LLP

By:

K. Stewart Evans (by  up permission)
K. Stewart Evans, Jr. (VSB #12710)
600 Fourteenth Street, NW
Washington, DC 20005
(202) 777-6566
Local Counsel for Cisco Systems Capital Corporation

and

MURPHY SHENEMAN JULIAN & ROGERS

By:

Cecily A. Dumas
Cecily A. Dumas
101 California Street, Suite 3900
San Francisco, CA 94111
(415) 398-4700
Counsel for Cisco Systems Capital Corporation

Exhibit A

Journal of Trustee's Expenses Form 2

[see attached]

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-65 - Money Market Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #}/ Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Money Market Account Balance
09/20/01	{4}	SUNTRUST BANK	BALANCE OF CORPORATE CHECKING ACCOUNT	1290-000	1,471,359.65		1,471,359.65
09/24/01	1001	REDMON, PEYTON & BRASWELL	AUGUST STATEMENT 95025-00018-002 HBE	3110-000		27,690.37	1,443,669.28
09/26/01	1002	GOLD MORRISON & LAUGHLIN, P.C.	FEES PURSUANT TO ORDER ENTERED 8/22/01 - FIRST INTERIM APPLICATION	6700-000		30,566.00	1,413,103.28
09/28/01	Int	THE CHASE MANHATTAN BANK	Interest posting at 1.3000%	1270-000	569.34		1,413,672.62
10/09/01	1003	WILLIAM SMEDBERG	CONTRACTOR FEES FOR SEPTEMBER PER TERM SHEET	3991-000		19,096.66	1,394,575.96
10/09/01	1004	WILLIAM SMEDBERG	CONTRACTOR COSTS FOR SEPTEMBER PER TERM SHEET	3992-000		660.00	1,393,915.96
10/10/01	1005	RICKY D. MOORE	CONTRACTOR FEES FOR SEPTEMBER	3991-000		13,417.50	1,380,498.46
10/11/01		To Account #312876870166	TRANSFER TO PAY FOR PATHNET TERM SHEETS FOR CONTRACTORS	9999-000		89,000.00	1,291,498.46
10/30/01	{11}	LIGHTHOUSE COMMUNICATIONS, INC.	FEE FOR GENERATOR	1290-000	1,000.00		1,292,498.46
10/30/01		To Account #312876870166	TRANSFER TO PAY CONTRACTORS	9999-000		52,000.00	1,240,498.46
10/31/01	Int	THE CHASE MANHATTAN BANK	Interest posting at 1.1500%	1270-000	1,346.52		1,241,844.98
11/16/01		To Account #312876870166	PAY CONTRACTORS AND OTHER A/P	9999-000		30,000.00	1,211,844.98
11/28/01		To Account #312876870166	PAY CONTRACTORS, RENEGADE, QC2 & CBIZ	9999-000		137,000.00	1,074,844.98
11/28/01	1006	DIANNE HARBAUGH	CONTRACTOR'S FEE 10/8/01 - 11/9/01 Voided: check issued on 11/29/01	3991-000		-3,351.21	1,078,196.19
11/28/01	1007	PHILLIP GROCE	CONTRACTOR'S FEES 10/8/01 - 11/2/01 Voided: check issued on 11/29/01	3991-000		-4,343.00	1,082,539.19
11/28/01	1008	RICKY MOORE	CONTRACTOR'S FEES FOR 8/30 AND 8/31/01	3992-000		-1,341.76	1,083,880.95
Subtotals :					\$1,474,275.51	\$390,394.56	

{ } Asset reference(s)

!-Not printed or not transmitted

12-02-2002 10:36AM FROM REDMONPEYTONBRASWELL 7036845109

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-65 - Money Market Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

12-02-2002 10:37AM FROM REDMONPEYTONBRASWELL 7036845109

P. 3

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Money Market Account Balance
			Voided: check issued on 11/29/01				
11/29/01	1006	DIANNE HARBAUGH	CONTRACTOR'S FEE 10/8/01 - 11/9/01 Voided on 11/28/01	3991-000		3,351.21	1,080,529.74
11/29/01	1007	PHILLIP GROCE	CONTRACTOR'S FEES 10/8/01 - 11/2/01 Voided on 11/28/01	3991-000		4,343.00	1,076,186.74
11/29/01	1008	RICKY MOORE	CONTRACTOR'S FEES FOR 8/30 AND 8/31/01 Voided on 11/28/01	3992-000		1,341.76	1,074,844.98
11/30/01	Int	THE CHASE MANHATTAN BANK	Interest posting at 1.0500%	1270-000	1,071.24		1,075,916.22
12/03/01		To Account #312876870166	TRANSFER FUNDS TO C/A TO PAY PATHNET INC. PER STIPULATION	9999-000		21,000.00	1,054,916.22
12/07/01		To Account #312876870166	TRANSFER TO PAY PUBLIC SERVICE COMPANY	9999-000		8,500.00	1,046,416.22
12/13/01	{12}	ISAACSON, RONSENBAUM, WOODS & LEVY, PC	UNUSED RETAINER POI/360 NETWORK	1290-000	6,732.03		1,053,148.25
12/14/01		To Account #312876870166	TRANSFER FUNDS TO PAY BILLS	9999-000		100,000.00	953,148.25
12/21/01		To Account #312876870166	TRANSFER TO PAY TEXAS MOVING PER ORDER ENTERED 12/20/01	9999-000		142,500.00	810,648.25
12/31/01	Int	THE CHASE MANHATTAN BANK	Interest posting at 1.0500%	1270-000	843.98		811,492.23
01/04/02		To Account #312876870166	\$25,000.00 To Pay 505 Marquette Rent	9999-000		25,000.00	786,492.23
01/08/02		To Account #312876870166	TRANSFER TO PAY EXPENSES	9999-000		100,000.00	686,492.23
01/24/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		65,000.00	621,492.23
01/31/02	Int	THE CHASE MANHATTAN BANK	Interest posting at 0.9500%	1270-000	587.90		622,080.13
01/31/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		50,000.00	572,080.13
02/22/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		50,000.00	522,080.13

Subtotals : \$9,235.15 \$571,035.97

{ } Asset reference(s)

I-Not printed or not transmitted

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
Taxpayer ID #: 54-1982971
Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
Bank Name: JPMORGAN CHASE BANK
Account: 312-8768701-65 - Money Market Account
Blanket Bond: \$750,000.00 (per case limit)
Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Money Market Account Balance
02/28/02	Int	THE CHASE MANHATTAN BANK	Interest posting at 0.8500%	1270-000	383.81		522,463.94
03/04/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		140,000.00	382,463.94
03/13/02	{13}	HALF - PRICE, INC	SALE OF GENERATORS	1129-000	24,000.00		406,463.94
03/13/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		20,000.00	386,463.94
03/19/02	{4}	SUNTRUST BANK	BALANCE IN CIA	1129-000	126,488.78		512,932.72
03/19/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		192,000.00	320,932.72
03/25/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		50,000.00	270,932.72
03/29/02	Int	THE CHASE MANHATTAN BANK	Interest posting at 0.8500%	1270-000	263.27		271,195.99
04/01/02	{14}	WILLIS OF NEW YORK, INC.	REFUND OF OVERPAYMENT FOR INSURANCE	1229-000	180.00		271,375.99
04/11/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		168,000.00	103,375.99
04/16/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		50,000.00	53,375.99
04/24/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		6,000.00	47,375.99
04/25/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		15,000.00	32,375.99
04/30/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.8500%	1270-000	90.84		32,466.83
05/02/02	{6}	SUNTRUST BANK	WIRE TRANSFER FROM SUNTRUST BANK	1129-000	8,157,520.20		8,189,987.03
05/02/02		To Account #312876870166	DISBURSE TO PAY BILLS	9999-000		32,000.00	8,157,987.03
05/07/02	{15}	TRISTATE	WIRE TRANSFER OF DEPOSIT PER. SALE AGREEMENT	1129-000	150,000.00		8,307,987.03
05/07/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		100,000.00	8,207,987.03
05/31/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.8000%	1270-000	5,528.68		8,213,515.71
06/03/02	{6}	SUNTRUST	DEPOSIT ADJUSTMENT	1129-000	430.66		8,213,946.37
06/05/02		To Account #312876870166	TRANSFER FUNDS TO PAY BILLS	9999-000		60,000.00	8,153,946.37
06/07/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		100,000.00	8,053,946.37
06/20/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		150,000.00	7,903,946.37

Subtotals : **\$8,464,866.24** **\$1,083,000.00**

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-65 - Money Market Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Money Market Account Balance
06/28/02	{15}	TRISTATE	SALE	1129-000	5,696,759.62		13,600,705.99
06/28/02	{16}	SAUL, EWING	RETAINER REFUND	1221-000	97,843.07		13,698,549.06
06/28/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.8000%	1270-000	5,758.92		13,704,307.98
06/28/02		To Account #312876870166	TRANSFER TO PAY CURE PAYMENTS	9999-000		400,000.00	13,304,307.98
06/28/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		25,000.00	13,279,307.98
07/09/02		To Account #312876870166	TRANSFER FUNDS TO PAY BILLS	9999-000		25,000.00	13,254,307.98
07/16/02		To Account #312876870166	TRANSFER FUNDS TO PAY BILLS	9999-000		80,000.00	13,174,307.98
07/31/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.8000%	1270-000	8,985.50		13,183,293.48
08/08/02		To Account #312876870166	PURSUANT TO COURT ORDERS ENTERED 8/09/02	9999-000		5,230,000.00	7,953,293.48
08/09/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		50,000.00	7,903,293.48
08/14/02	{17}	CISCO SYSTEMS, INC.	NORTH CAROLINA TAX REFUND FOUND BY ACCOUNTANT	1224-000	582,207.43		8,485,500.91
08/19/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		75,000.00	8,410,500.91
08/22/02	{18}	APTO SOLUTIONS, INC.	PROCEEDS OF SALE TO PEACHTREE COMMUNICATIONS	1229-000	237,166.80		8,647,667.71
08/22/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		100,000.00	8,547,667.71
08/30/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.7500%	1270-000	5,976.82		8,553,644.53
09/04/02	{19}	DOT COMMUNICATIONS	REFUND FOR OVERPAID TAXES	1221-000	2,312.76		8,555,957.29
09/24/02	{20}	APTO SOLUTIONS, INC.	9/16/02 STATEMENT	1221-000	73,090.00		8,629,047.29
09/30/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.7500%	1270-000	5,281.41		8,634,328.70
10/08/02		To Account #312876870166	PAY BILLS	9999-000		350,000.00	8,284,328.70
10/22/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		30,000.00	8,254,328.70
10/29/02		To Account #312876870166	TRANSFER TO PAY BILLS	9999-000		150,000.00	8,104,328.70
10/31/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.7500%	1270-000	5,317.69		8,109,646.39

Subtotals : \$6,720,700.02 \$6,515,000.00

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-65 - Money Market Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1	2	3	4	5	6	7	
Trans. Date	(Ref #) / Check #	Paid To / Received From	Description of Transaction	T-Code	Receipts \$	Disbursements \$	Money Market Account Balance
11/12/02	Int	JPMORGAN CHASE BANK	LOST INTEREST FROM TOF DONE TWICE 10/30/02	1270-000	18.49		8,109,664.88
ACCOUNT TOTALS					16,669,095.41	8,559,430.53	\$8,109,664.88
Less: Bank Transfers					0.00	8,468,000.00	
Subtotal					16,669,095.41	91,430.53	
Less: Payments to Debtors						0.00	
NET Receipts / Disbursements					<u>\$16,669,095.41</u>	<u>\$91,430.53</u>	

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
10/10/01	102	SHAWN O'DONNELL	REIMBURSE SEPTEMBER COSTS Voided on 10/10/01	2990-000		2,233.55	-2,233.55
10/10/01	102	SHAWN O'DONNELL	REIMBURSE SEPTEMBER COSTS Voided: check issued on 10/10/01	2990-000		-2,233.55	0.00
10/11/01		From Account #312876870165	TRANSFER TO PAY FOR PATHNET TERM SHEETS FOR CONTRACTORS	9999-000	89,000.00		89,000.00
10/12/01	101	SHAWN O'DONNELL	CONTRACTOR FEES FOR SEPTEMBER PER TERM SHEET	2990-000		23,503.58	65,496.42
10/12/01	103	SHAWN O'DONNELL	REIMBURSE SEPTEMBER COSTS	2990-000		2,233.55	63,262.87
10/12/01	104	RICKY MOORE	REIMBURSE SEPTEMBER EXPENSES	2990-000		647.50	62,615.37
10/12/01	105	ANITA ELKINS	CONTRACT FEES FOR SEPTEMBER	2990-000		432.60	62,182.77
10/15/01	106	SHAWN O'DONNELL	CONTRACTOR'S FEE OCTOBER 1 - OCTOBER 15	3991-000		9,548.33	52,634.44
10/15/01	107	WILLIAM SMEDBERG	CONTRACTOR FEES 10/1 -1/15/01.	3991-000		9,548.33	43,086.11
10/15/01	108	RICKY MOORE	CONTRACTOR FEES 10/1-10/15/01	3991-000		6,708.75	36,377.36
10/16/01	109	REDMON, PEYTON & BRASWELL	PD. ENDING 9/30/01 BILL DATED OCTOBER 1, 2001 (95025-00018-003 HBE)	3120-000		645.69	35,731.67
10/16/01	110	REDMON, PEYTON & BRASWELL	PD. ENDING 9/30/01 - BILL DATED 10/1/01 - (95025-00018-003 HBE)	3110-000		29,504.62	6,227.05
10/17/01	111	RENEGADE OF IDAHO	MONTHLY LEASE EXPENSES (OCT. PAYMENT) PER 10/4/01 COURT ORDER	2410-000		2,000.00	4,227.05
10/17/01	112	GPP GROUP	OCTOBER RENT PAYMENT (+\$50.00 LATE FEE)	2410-000		2,650.00	1,577.05
10/30/01		From Account #312876870165	TRANSFER TO PAY CONTRACTORS	9999-000	52,000.00		53,577.05
10/31/01	113	SHAWN O'DONNELL	CONTRACTOR'S FEE OCTOBER 16-31	3991-000		9,548.33	44,028.72
10/31/01	114	WILLIAM SMEDBERG	CONTRACTOR FEES 10/16-10/31/01	3991-000		9,548.33	34,480.39
Subtotals :					\$141,000.00	\$106,519.61	

Form 2 Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	5 T-Code	6 Receipts \$	7 Disbursements \$	8 Checking Account Balance
10/31/01	115	RICKY MOORE	CONTRACTOR FEES 10/16-10/31/01	3991-000		6,708.75	27,771.64
11/02/01	116	RUSSELL-MASSEY & COMPANY	SUPPLEMENTAL BOND	2300-000		700.00	27,071.64
11/05/01	117	WILLIAM SMEDBERG	CONTRACTOR EXPENSES FOR 10/01	3992-000		2,206.03	24,865.61
11/05/01	118	SHAWN O'DONNELL	CONTRACTOR EXPENSES 10/01	3992-000		1,760.11	23,105.50
11/05/01	119	RICKY MOORE	CONTRACTOR EXPENSES 10/01	3992-000		554.32	22,551.18
11/10/01	120	LAS CRUCES	NOVEMBER RENT Voided on 11/16/01	2410-000		2,650.00	19,901.18
11/16/01		From Account #312876870165	PAY CONTRACTORS AND OTHER A/P	9999-000	30,000.00		49,901.18
11/16/01	120	LAS CRUCES	NOVEMBER RENT Voided: check issued on 11/10/01	2410-000		-2,650.00	52,551.18
11/16/01	121	RENEGADE OF IDAHO	MONTHLY LEASE EXPENSES (NOV. PAYMENT)	2990-000		2,000.00	50,551.18
11/16/01	122	GGP GROUP	NOVEMBER RENT PAYMENT	2410-000		2,650.00	47,901.18
11/16/01	123	SHAWN O'DONNELL	CONTRACTOR'S FEE 11/01 - 11/15/01	3991-000		9,548.33	38,352.85
11/16/01	124	RICKY MOORE	CONTRACTOR'S FEE 11/01-11/15/01	2990-000		6,708.75	31,644.10
11/20/01	125	REDMON, PEYTON & BRASWELL, L.L.P.	PD. ENDING 10/31/01 - BILL DATED 11/1/01 - 95025-00018-006 HBE	3110-000		20,454.67	11,189.43
11/28/01		From Account #312876870165	PAY CONTRACTORS, RENEGADE, QC2 & CBIZ	9999-000	137,000.00		148,189.43
11/29/01	126	DIANNE HARBAUGH	CONTRACTORS FEES 10/8/01 - 11/9/01	3991-000		3,351.21	144,838.22
11/29/01	127	PHILLIP GROCE	CONTRACTOR'S FEES 10/8/01 - 11/2/01	3991-000		4,343.00	140,495.22
11/29/01	128	RICKY MOORE	CONTRACTOR'S FEES 8/30/01 - 8/31/01	3991-000		1,341.76	139,153.46
11/29/01	129	SHAWN O'DONNELL	CONTRACTOR'S EXPENSES AS OF 11/2/01	3992-000		2,575.21	136,578.25
11/29/01	130	QC2	DE-INSTALLATION OF POI EQUIPMENT	2990-000		95,595.00	40,983.25
11/29/01	131	CENTURY BUSINESS SYSTEMS	PER ORDER ENTERED 10/23/01	3410-000		15,000.00	25,983.25
Subtotals :					\$167,000.00	\$175,497.14	

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
11/30/01	132	RENEGADE OF IDAHO	PURSUANT TO ORDER ENTERED 11/19/01	2990-000		6,000.00	19,983.25
11/30/01	133	SHAWN O'DONNELL	CONTRACTOR'S FEE 11/16/01-11/30/01	3991-000		9,548.33	10,434.92
11/30/01	134	RICKY MOORE	CONTRACTOR'S FEE 11/16/01 - 11/30/01	3991-000		6,708.75	3,726.17
11/30/01	135	PATHNET, INC.	PER STIPULATION ENTERED BY THE COURT Voided: check issued on 12/30/01	2990-000		-23,601.84	27,328.01
12/03/01		From Account #312876870165	TRANSFER FUNDS TO C/A TO PAY PATHNET INC. PER STIPULATION	9999-000	21,000.00		48,328.01
12/03/01	136	PATHNET, INC.	PER STIPULATION ENTERED BY COURT	2990-000		23,601.84	24,726.17
12/07/01		From Account #312876870165	TRANSFER TO PAY PUBLIC SERVICE COMPANY	9999-000	8,500.00		33,226.17
12/07/01	137	PUBLIC SERVICE COMPANY OF N.M.	PER APPROVED REQUEST DATED 12/7/01	2990-000		8,402.48	24,823.69
12/11/01	138	ANITA ELKINS	CONTRACTOR FEES 11/5/01 TO 11/9/01 PER TREVOR JONES	2990-000		494.40	24,329.29
12/14/01		From Account #312876870165	TRANSFER FUNDS TO PAY BILLS	9999-000	100,000.00		124,329.29
12/14/01	139	QC-2	INVOICE NUMBER 11842 APPROVED BY TREVOR JONES 12/12/01 EMAIL	2990-000		29,760.00	94,569.29
12/15/01	140	SHAWN O'DONNELL	CONTRACTOR'S FEE 12/1/01 - 12/15/01	3991-000		9,548.33	85,020.96
12/15/01	141	RICKY MOORE	CONTRACTOR FEE 12/1/01 - 12/15/01	3991-000		6,708.75	78,312.21
12/18/01	142	FARMINGTON ELECTRIC UTILITY SYSTEM	AMOUNT DUE 5/24/-8/22/01 APPROVED BY CASH COLLATERAL	2990-000		897.50	77,414.71
12/19/01	143	REDMON, PEYTON & BRASWELL, L.L.P.	STATEMENT DATED DEC.1, 2001 - APPROVED PER CASH COLLATERAL	2990-000		18,420.13	58,994.58
12/21/01		From Account #312876870165	TRANSFER TO PAY TEXAS MOVING PER ORDER ENTERED 12/20/01	9999-000	142,500.00		201,494.58
Subtotals :					\$272,000.00	\$96,488.67	

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
Taxpayer ID #: 54-1982971
Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
Bank Name: JPMORGAN CHASE BANK
Account: 312-8768701-66 - Checking Account
Blanket Bond: \$750,000.00 (per case limit)
Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
12/24/01	144	TEXAS MOVING CO., INC.	PER COURT ORDER DATED 12/20/01	2990-000		142,439.62	59,054.96
12/30/01	135	PATHNET, INC.	PER STIPULATION ENTERED BY THE COURT Voiced on 11/30/01	2990-000		23,601.84	35,453.12
01/02/02	145	SHAWN O'DONNELL	CONTRACTOR'S FEES 12/16/01 TO 12/31/01	3991-000		9,548.33	25,904.79
01/02/02	146	RICKY MOORE	CONTRACTOR'S FEES 12/16/01 TO 12/31/01	3991-000		6,708.75	19,196.04
01/04/02		From Account #312876870165	\$25,000.00 To Pay 505 Marquette Rent	9999-000	25,000.00		44,196.04
01/04/02	147	WESTERN-MARQUETTE OFFICE ASSOCIATES, LP	Post-Petition Rent for 505 Marquette	2990-000		25,337.94	18,858.10
01/04/02	148	Jamez Mountain Electric Cooperative, Inc.	Acct. 0010225602	2990-000		2,589.38	16,268.72
01/04/02	149	Jamez Mountain Electric Cooperative, Inc.	Acct. 0010225601	2990-000		2,467.80	13,800.92
01/08/02		From Account #312876870165	TRANSFER TO PAY EXPENSES	9999-000	100,000.00		113,800.92
01/08/02	150	WPS MANAGEMENT LLC	AS AGENT FOR WATERTON PRINTERS SQUARE LLC	2990-000		36,625.89	77,175.03
01/16/02	151	SHAWN O'DONNELL	CONTRACTOR'S FEE FOR 1/1/02 - 1/15/01	3991-000		9,548.33	67,626.70
01/16/02	152	SHAWN O'DONNELL	CONTRACTOR'S FEE 1/1/02 - 1/15/02 VOID - INCORRECT CONTRACTOR Voiced on 01/17/02	3991-000		6,708.75	60,917.95
01/17/02	152	SHAWN O'DONNELL	CONTRACTOR'S FEE 1/1/02 - 1/15/02 VOID - INCORRECT CONTRACTOR Voiced: check issued on 01/16/02	3991-000		-6,708.75	67,626.70
01/17/02	153	RICKY MOORE	CONTRACTOR'S FEE FOR 1/1/02 - 1/15/02	3991-000		6,708.75	60,917.95
01/23/02	154	CITY OF FARMINGTON	SERVICE FOR 11/19/01 - 12/20/01	2990-000		421.93	60,496.02
01/23/02	155	REDMON, PEYTON & BRASWELL,	ATTACHED ORDER ENTERED 1/22/02	2990-000		31,453.13	29,042.89
Subtotals :					\$125,000.00	\$297,451.69	

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
01/23/02	156	L.L.P. REDMON, PEYTON & BRASWELL, L.L.P.	SEE LETTER DATED 1/8/02 TO UST	2990-000		19,591.59	9,451.30
01/24/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	65,000.00		74,451.30
01/24/02	157	LA PLATA ELECTRIC ASSOCIATION, INC.	ACCT. 1000383301 - SERVICE LOCATION 5499 COUNTY RD. 211	2990-000		1,007.95	73,443.35
01/24/02	158	EMPIRE ELECTRIC ASSOCIATION, INC.	55168-1 and 55168-3 LOCATION 24100 HIGHWAY 184 AND CAHONE SUB.	2990-000		3,741.95	69,701.40
01/24/02	159	DELTA-MONTROSE ELECTRIC ASSOCIATION	20041301 - 60903 HWY 90	2990-000		1,778.13	67,923.27
01/24/02	160	QC2	INVOICE #11922 DATED 12/27/01	2990-000		35,340.00	32,583.27
01/24/02	161	SHAWN O'DONNELL	EXPENSES PER 1/17/02 EMAIL FROM TREVOR JONES	3992-000		4,520.41	28,062.86
01/24/02	162	RICKY MOORE	EXPENSES PER 1/17/02 EMAIL FROM TREVOR JONES	3992-000		461.44	27,601.42
01/24/02	163	SAN MIGUEL POWER ASSOCIATION	ACCT. 8341501 - 30739 DD ROAD	2990-000		1,634.81	25,966.61
01/24/02	164	ROBERT L. BERGER & ASSOCIATES, LLC	FILE NO. 719 BALANCE FROM CHAPTER 11 CASH COLLATERAL ORDER Voided on 08/27/02	2990-000		8,674.95	17,291.66
01/30/02	165	ROBERT L. BERGER & ASSOCIATES, LLC	FILE NO. 719 BALANCE DUE THROUGH 12/31/01 Voided on 08/27/02	2990-000		1,462.00	15,829.66
01/31/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	50,000.00		65,829.66
02/12/02	166	SHAWN O'DONNELL	CONTRACTOR'S FEES 1/16/02-1/31/02	3991-000		9,548.33	56,281.33
02/12/02	167	RICKY MOORE	CONTRACTOR'S FEES 1/16/02-1/31/02	3991-000		6,708.75	49,572.58

Subtotals : \$115,000.00

\$94,470.31

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
02/12/02	168	EL PASO ELECTRIC	ACCOUNT NO. 0571-8600-02	2990-000		264.05	49,308.53
02/12/02	169	FARMINGTON ELECTRIC UTILITY SYSTEM	ACCT. 117095-89862	2990-000		443.93	48,864.60
02/12/02	170	JEMEZ MOUNTAINS ELECTRIC COOPERATIVE	ACCT.NO: 0600 0010225601 SERV. ADDRESS: 162314401	2990-000		401.34	48,463.26
02/12/02	171	JEMEZ MOUNTAINS ELECTRIC COOPERATIVE	ACCOUNT NO: 0600 0010225602 SERVICE ADDRESS: 63062902	2990-000		425.33	48,037.93
02/12/02	172	GGP GROUP	LEASE AT 2321 WESTGATE LAS CRUCES, NM 88005 THROUGH 3/31/02	2410-000		12,600.00	35,437.93
02/13/02	173	CITY OF FARMINGTON	JOINT POLE USE CHARGES 1/1/2002-12/31/2002	2990-000		15,400.00	20,037.93
02/15/02	174	SHAWN O'DONNELL	CONTRACTOR'S FEES 2/1/02-2/15/02	3991-000		9,548.33	10,489.60
02/15/02	175	RICKY MOORE	CONTRACTOR'S FEE 2/1/02-2/15/02	3991-000		6,708.75	3,780.85
02/22/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	50,000.00		53,780.85
02/22/02	176	REDMON, PEYTON & BRASWELL, L.L.P.	FEES FOR FEBRUARY 1, 2002 BILL - PER CCA	3110-000		25,391.25	28,389.60
02/22/02	177	REDMON, PEYTON & BRASWELL, L.L.P.	EXPENSES FEBRUARY 1, 2002 BILL - PER CCA	3120-000		738.80	27,650.80
02/22/02	178	PNM ELECTRIC & GAS SERVICES	ACCT. NO. 115421677-1179531-1	2990-000		704.89	26,946.11
03/04/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	140,000.00		166,946.11
03/04/02	179	SHAWN O'DONNELL	CONTRACTOR'S FEES 2/16/02 - 2/28/02	3991-000		9,548.33	157,397.78
03/04/02	180	RICKY MOORE	CONTRACTOR'S FEES 2/16/02 - 2/28/02	3991-000		6,708.75	150,689.03
03/04/02	181	WILLIS OF NEW YORK, INC.	ACCOUNT 495760	2420-000		10,365.00	140,324.03
03/04/02	182	WILLIS OF NEW YORK, INC.	ACCOUNT NO. 495760	2420-000		89,149.00	51,175.03
03/04/02	183	WILLIS OF NEW YORK, INC.	ACCOUNT NO. 495760	2420-000		44,756.00	6,419.03

Subtotals : \$190,000.00 \$233,153.55

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
03/13/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	20,000.00		26,419.03
03/13/02	184	VOYER, SATER, SEYMOUR AND PEASE, LLP	PER CCA AND ORDER	6710-000		8,113.85	18,305.18
03/13/02	185	JEMEZ MOUNTAINS ELECTRIC COOPERATIVE	ACCOUNT NUMBER 0600 0010225601	2990-000		381.91	17,923.27
03/13/02	186	JEMEZ MOUNTAINS ELECTRIC COOPERATIVE	ACCOUNT NO. 06000010225602	2990-000		425.41	17,497.86
03/13/02	187	PNM ELECTRIC & GAS SERVICES	ACCOUNT NO. 115421677-1179531-1	2990-000		411.70	17,086.16
03/19/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	192,000.00		209,086.16
03/19/02	188	QC2	1/15; 1/30; 2/1; 2/8	2990-000		189,083.69	20,002.47
03/19/02	189	RICKY MOORE	CONTRACTOR'S FEE THROUGH 3/15/02	3991-000		5,115.46	14,887.01
03/19/02	190	SHAWN O'DONNELL	CONTRACTOR'S EXPENSES	3992-000		4,520.41	10,366.60
03/19/02	191	RICKY MOORE	CONTRACTOR'S EXPENSES	2990-000		461.44	9,905.16
03/19/02	192	SHAWN O'DONNELL	CONTRACTOR'S FEES 3/1/02 - 3/15/02	3991-000		9,548.33	356.83
03/24/02	193	INTERNATIONAL SURETIES LTD.	BOND PREMIUM PAYMENT ON LEDGER BALANCE AS OF 03/24/2002 FOR CASE #01-12266	2300-000		172.88	183.95
03/25/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	50,000.00		50,183.95
03/25/02	194	REDMON, PEYTON & BRASWELL, L.L.P.	PER CCA - BILL DATED 3/1/02 95025-00018-012-HBE	3110-000		14,582.00	35,601.95
03/25/02	195	REDMON, PEYTON & BRASWELL, L.L.P.	PER CCA - EXPENSES 3/1/02	3120-000		360.94	35,241.01
04/01/02	196	CITY OF FARMINGTON	ACCT. 117095-99862	2990-000		764.05	34,476.96
04/01/02	197	UNITED STATES DEPARTMENT OF THE INTERIOR	COLLECTION NO. A528232	2990-000		585.04	33,911.92

Subtotals : \$262,000.00 \$234,507.11

Form 2 Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
04/05/02	198	WESTERN-MARQUETTE	RENT @ 505 MARQUETTE - FEB., MARCH, APRIL	2410-000		11,700.24	22,211.68
04/11/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	168,000.00		190,211.68
04/11/02	199	SHAWN O'DONNELL	CONTRACTOR'S FEES 3/16/02-3/31/02	2690-000		9,548.33	180,663.35
04/11/02	200	THE BAYARD FIRM	PER CCA	3992-000		6,250.25	174,413.10
04/11/02	201	STROOK, STROOK & LEVAN	PER CCA	3991-000		139,059.54	35,353.56
04/11/02	202	WATERTON PRINTERS SQUARE	PER ORDER ENTERED 4/4/02	3991-000		22,000.00	13,353.56
04/16/02		From Account #312876870165	TRANSFER TO PAY BILLS	9998-000	50,000.00		63,353.56
04/16/02	203	JEMEZ MOUNTAINS ELECTRIC COOPERATIVE	ACCT. NO. 06000010225601 2/15/02 - 3/14/02	2990-000		352.77	63,000.79
04/16/02	204	QC2	PER TREVOR JONES	2990-000		10,830.00	52,170.79
04/16/02	205	RICKY MOORE	CONTRACTOR'S FEES 3/15/02-3/31/02	3991-000		1,508.50	50,661.29
04/16/02	206	SHAWN O'DONNELL	CONTRACTOR'S FEES 4/1/02 - 4/15/02	3991-000		9,548.33	41,112.96
04/16/02	207	RICKY MOORE	PHONE EXPENSES PER TREVOR JONES	3992-000		332.52	40,780.44
04/16/02	208	SHAWN O'DONNELL	EXPENSES PER TREVOR JONES - CHECK DID NOT PRINT PROPERLY Voided on 04/16/02	3992-000		1,209.55	39,570.89
04/16/02	208	SHAWN O'DONNELL	EXPENSES PER TREVOR JONES - CHECK DID NOT PRINT PROPERLY Voided: check issued on 04/16/02	3992-000		-1,209.55	40,780.44
04/16/02	209	SHAWN O'DONNELL	EXPENSES PER TREVOR JONES	3992-000		1,209.55	39,570.89
04/18/02	210	REDMON, PEYTON & BRASWELL, L.L.P.	4/1/02 BILL - 95025-00018-013-HBE	3110-000		14,161.57	25,409.32
04/18/02	211	REDMON, PEYTON & BRASWELL, L.L.P. (N)	4/1/02 BILL - 95025-00018-013-HBE	3110-000		3,875.07	21,534.25

Subtotals : \$218,000.00 \$230,377.67

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
04/23/02	212	EL PASO ELECTRIC COMPANY	Account No. 0571-8600-02 Voided on 06/04/02	2690-000		1,859.20	19,675.05
04/24/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	6,000.00		25,675.05
04/24/02	213	TEXAS MOVING CO., INC.	STORAGE FEES	2410-000		23,388.42	2,286.63
04/25/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	15,000.00		17,286.63
04/26/02	214	GPP GROUP	LEASE 2321 WEST GATE	2410-000		2,600.00	14,686.63
05/02/02		From Account #312876870165	DISBURSE TO PAY BILLS	9999-000	32,000.00		46,686.63
05/02/02	215	GAMBLIN RODGERS ELECTRICAL CONTRACTORS, INC.	PURSUANT TO COURT ORDER ENTERED 4/30/02	2410-000		5,715.00	40,971.63
05/02/02	216	HART DESIGN AND CONSTRUCTION INC.	PURSUANT TO ORDER ENTERED 4/30/02	2410-000		29,285.00	11,686.63
05/02/02	217	CITY OF FARMINGTON	ACCOUNT NUMBER 117095-99862	2990-000		349.65	11,336.98
05/02/02	218	JEMEZ MOUNTAINS ELECTRIC COOPERATIVE	ACCOUNT NO. 0600 0010225602	2990-000		763.65	10,573.33
05/02/02	219	JEMEZ MOUNTAINS ELECTRIC COOPERATIVE	ACCOUNT NO. 06000010225601	2990-000		263.11	10,310.22
05/02/02	220	PNM ELECTRIC & GAS SERVICES	PNM ACCOUNT NO. 115421677-1179531-1	2990-000		501.52	9,808.70
05/02/02	221	SHAWN O'DONNELL	CONTRACTOR'S FEES 4/16/02-4/30/02	3991-000		9,548.33	260.37
05/07/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	100,000.00		100,260.37
05/08/02	222	DATATEC SYSTEMS, INC.	COURT ORDER AND SETTLEMENT	2990-000		47,500.00	52,760.37
05/08/02	223	WESTERN-MARQUETTE OFFICE ASSOCIATES, L.P.	MAY RENT	2990-000		3,900.08	48,860.29
05/08/02	224	GPP GROUP	STATEMENT DATE 5/01/02	2990-000		2,600.00	46,260.29
05/09/02	225	TEXAS MOVING CO., INC.	CUSTOMER NO. 160722 - STORAGE 4/1-4/30/02	2420-000		7,500.00	38,760.29

Subtotals : \$153,000.00 \$135,773.96

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
05/14/02	226	RICKY MOORE	CONTRACTOR'S FEES 4/1/02-4/30/02	3991-000		2,683.60	36,076.69
05/21/02	227	REDMON, PEYTON & BRASWELL, L.L.P.	**N** LEGAL FEES 65233-00001-003 HBE	3110-000		3,406.50	32,670.19
05/21/02	228	REDMON, PEYTON & BRASWELL, L.L.P.	95025-00018-014-HBE			9,084.29	23,585.90
			8,608.88	3110-000			23,585.90
			475.41	3120-000			23,585.90
06/04/02	212	EL PASO ELECTRIC COMPANY	Account No. 0571-8600-02 Voided: check issued on 04/23/02	2690-000		-1,659.20	25,445.10
06/04/02	229	SHAWN O'DONNELL	CONTRACTOR'S FEES 4/29/02 THRU 5/26/02	2690-000		15,515.51	9,929.59
06/04/02	230	GPP GROUP	LEASE 2321 WEST GATE-JUNE 1 PAYMENT	2410-000		2,600.00	7,329.59
06/04/02	231	CITY OF FARMINGTON	ACCT# 117095-99882	2990-000		342.49	6,987.10
06/04/02	232	JEMEZ MOUNTAINS ELECTRIC COOPERATIVE	ACCT#06000010225601	2990-000		285.92	6,701.18
06/04/02	233	JEMEZ MOUNTAINS ELECTRIC COOPERATIVE	ACCT#06000010225602	2990-000		290.82	6,410.36
08/05/02		From Account #312876870165	TRANSFER FUNDS TO PAY BILLS	9999-000	60,000.00		66,410.36
06/05/02	234	RICKY MOORE	CONTRACTOR'S FEES MAY, 2002	3991-000		1,341.76	65,068.60
06/06/02	235	CENTURY BUSINESS SYSTEMS	CLIENT NO. KDB 13187	3991-000		51,458.15	13,610.45
06/07/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	100,000.00		113,610.45
06/07/02	236	RICKY MOORE	CONTRACTOR FEE 5/6/02 - 5/31/02 Voided on 06/07/02	3991-000		1,341.76	112,268.69
06/07/02	236	RICKY MOORE	CONTRACTOR FEE 5/6/02 - 5/31/02 Voided: check issued on 06/07/02	3991-000		-1,341.76	113,610.45

Subtotals : \$160,000.00 \$85,149.84

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12286 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #}/ Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
06/07/02	237	CENTURY BUSINESS SERVICES	CONTRACTOR FEE - FORENSIC ACCOUNTANTS Voiced on 06/07/02	3410-000		51,458.15	62,152.30
06/07/02	237	CENTURY BUSINESS SERVICES	CONTRACTOR FEE - FORENSIC ACCOUNTANTS Voiced: check issued on 06/07/02	3410-000		-51,458.15	113,610.45
06/17/02	238	REDMON, PEYTON & BRASWELL, L.L.P.	JUNE FEES			18,312.51	95,297.94
			335.01	3120-000			95,297.94
			17,977.50	3110-000			95,297.94
06/17/02	239	REDMON, PEYTON & BRASWELL, L.L.P.	*N* JUNE FEES			6,632.99	88,664.95
			151.86	3120-000			88,664.95
			6,481.13	3110-000			88,664.95
06/17/02	240	WESTERN-MARQUETTE OFFICE ASSOCIATES, L.P.	JUNE RENT	2990-000		3,900.08	84,764.87
06/17/02	241	TEXAS MOVING CO., INC.	CUSTOMER NO.160722-STORAGE 5/1-5/31	2420-000		7,500.00	77,264.87
06/17/02	242	CITY OF FARMINGTON	ACCT#117095-99862	2990-000		342.49	76,922.38
06/20/02		From Account #312876870165	TRANSFER TO PAY BILLS-	9999-000	150,000.00		226,922.38
06/20/02	243	WILLIS OF NEW YORK, INC.	ACCOUNT NO. #495760	2420-000		95,834.00	131,088.38
06/26/02	244	REDMON, PEYTON & BRASWELL, L.L.P.	PER ORDER DATED JUNE 18, 2002	3110-000		26,898.88	104,189.50
06/27/02	245	PUBLIC SERVICE COMPANY OF COLORADO	CURE AMOUNT	2500-000		15,000.00	89,189.50
06/28/02		From Account #312876870165	TRANSFER TO PAY CURE PAYMENTS	9999-000	400,000.00		489,189.50
06/28/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	25,000.00		514,189.50
Subtotals :					\$575,000.00	\$174,420.95	

Form 2 Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Cods	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
06/28/02	246	DELTA-MONTROSE ELECTRIC ASSOCIATION	CURE PAYMENT	2500-000		117,882.97	396,306.53
06/28/02	247	SAN MIGUEL POWER ASSOCIATION, INC.	CURE AMOUNT	2500-000		117,013.44	279,293.09
06/28/02	248	LA PLATA ELECTRIC ASSOCIATION	CURE AMOUNT	2500-000		122,315.12	156,977.97
06/28/02	249	EMPIRE ELECTRIC ASSOCIATION, INC.	CURE AMOUNT	2500-000		118,290.39	38,687.58
06/28/02	250	INTERNATIONAL SURETIES, LTD.	BOND #016027465	2300-000		14,000.00	24,687.58
07/08/02	251	GPP GROUP	LEASE-2321 WEST GATE - JULY PYMT	2410-000		2,600.00	22,087.58
07/09/02		From Account #312876870165	TRANSFER FUNDS TO PAY BILLS	9999-000	25,000.00		47,087.58
07/09/02	252	SHAWN O'DONNELL	CONTRACTOR'S FEES 5/27/02 -6/30/02 - 90 HOURS TOTAL	3991-000		10,741.50	36,346.08
07/09/02	253	NORTEL NETWORKS	INVOICE NUMBER SM0621001	3992-000		10,379.26	25,966.82
07/16/02		From Account #312876870165	TRANSFER FUNDS TO PAY BILLS	9999-000	80,000.00		105,966.82
07/16/02	254	TEXAS MOVING CO., INC.	CUSTOMER NO. 160722 - STORAGE 6/1 - 6/30	2420-000		7,500.00	98,466.82
07/16/02	255	REDMON, PEYTON & BRASWELL, L.L.P.	*N* JULY FEES			9,093.21	89,373.61
				9,081.00	3110-000		89,373.61
				12.21	3120-000		89,373.61
07/16/02	256	REDMON, PEYTON & BRASWELL, L.L.P.	JULY FEES			19,415.52	69,958.09
				19,026.00	3110-000		69,958.09
				389.52	3120-000		69,958.09

Subtotals : \$105,000.00 \$549,231.41

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
08/08/02		From Account #312876870165	PURSUANT TO COURT ORDERS ENTERED 8/09/02	9999-000	5,230,000.00		5,299,958.09
08/08/02	257	SHAWN O'DONNELL	CONTRACTOR'S FEES 7/1/02-7/28/02	3991-000		9,786.70	5,290,171.39
08/08/02	258	RICKY MOORE	CONTRACTOR'S FEES 6/3/02- 6/7/02	3991-000		419.30	5,289,752.09
08/08/02	259	QC2	INVOICE NO.'S. 12271 AND 12274	2990-000		11,250.00	5,278,502.09
08/09/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	50,000.00		5,328,502.09
08/09/02	260	CISCO SYSTEMS CAPITAL	DISTRIBUTION OF PROCEEDS OF TRI-STATE SALE	2500-000		2,292,100.59	3,036,401.50
08/09/02	261	NORTEL NETWORKS	DISTRIBUTION OF PROCEEDS OF TRISATE SALE Voided on 08/09/02	2500-000		2,267,884.05	768,517.45
08/09/02	261	NORTEL NETWORKS	DISTRIBUTION OF PROCEEDS OF TRISATE SALE Voided: check issued on 08/09/02	2500-000		-2,267,884.05	3,036,401.50
08/09/02	262	SHAWN O'DONNELL	30% OF CONTRACTORS POOL Voided on 08/09/02	2500-000		33,939.98	3,002,461.52
08/09/02	262	SHAWN O'DONNELL	30% OF CONTRACTORS POOL Voided: check issued on 08/09/02	2500-000		-33,939.98	3,036,401.50
08/09/02	263	RICKY MOORE	20% OF CONTRACTORS' POOL - TRISTATE SALE Voided on 08/09/02	2500-000		22,626.65	3,013,774.85
08/09/02	263	RICKY MOORE	20% OF CONTRACTORS' POOL - TRISTATE SALE Voided: check issued on 08/09/02	2500-000		-22,626.65	3,036,401.50
08/09/02	264	WILLIAM SMEDBERG	25% OF CONTRACTORS' POOL - TRISTATE SALE	2500-000		28,283.32	3,008,118.18

Subtotals : \$5,280,000.00 \$2,341,839.91

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
08/09/02	264	WILLIAM SMEDBERG	25% OF CONTRACTORS' POOL - TRISTATE SALE Voided on 08/09/02 Voided: check issued on 08/09/02	2500-000		-28,283.32	3,036,401.50
08/09/02	265	GORDON P. PEYTON, TRUSTEE IN BANKRUPTCY	3% OF NET PROCEEDS AFTER ACCOUNT Voided on 08/09/02	2100-000		148,298.86	2,888,102.64
08/09/02	265	GORDON P. PEYTON, TRUSTEE IN BANKRUPTCY	3% OF NET PROCEEDS AFTER ACCOUNT Voided: check issued on 08/09/02	2100-000		-148,298.86	3,036,401.50
08/09/02	266	NORTEL NETWORKS	PROCEEDS OF SALE - TRISTATE	2500-000		2,267,884.05	768,517.45
08/09/02	267	SHAWN O'DONNELL	CONTRACTORS' POOL - 30%	2500-000		33,939.98	734,577.47
08/09/02	268	RICKY MOORE	CONTRACTORS' POOL 20%	2500-000		22,626.65	711,950.82
08/09/02	269	WILLIAM SMEDBERG	CONTRACTORS' POOL - 25%	2500-000		28,283.32	683,667.50
08/09/02	270	GORDON P. PEYTON, TRUSTEE IN BANKRUPTCY	TRUSTEES COMMISSION TRISTATE SALE	2100-000		148,298.86	535,368.64
08/09/02	271	BELLSOUTH	SETTLEMENT OF CLAIMS PER ORDER ENTERED 8/9/02	2500-000		25,000.00	510,368.64
08/13/02	272	CENTURY BUSINESS SERVICES	CLIENT NO. KDB13255 - INVOICE NO. 15212	3991-000		24,323.44	486,045.20
08/13/02	273	CENTURY BUSINESS SERVICES	CLIENT NO KDB13187 - INVOICE NO 15213	3991-000		2,058.75	483,986.45
08/19/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	75,000.00		558,986.45
08/19/02	274	TEXAS MOVING CO., INC.	CUSTOMER NO.160722 INVOICE NO.89595 STORAGE FROM 7/1 - 7/31	2420-000		7,500.00	551,486.45
08/19/02	275	TEXAS MOVING CO., INC.	BILL FOR ELECTRONIC LOAD; INVOICE NO.89633	2420-000		2,954.13	548,532.32
08/22/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	100,000.00		648,532.32
08/22/02		To Account #312876870167	TRANSFER UNSECURED FUNDS PER ORDER 8/16/02	9999-000		479,499.65	169,032.67
Subtotals :					\$175,000.00	\$3,014,085.51	

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
			60.94	3120-000			81,867.82
			13,604.63	3110-000			81,867.82
09/17/02	285	REDMON, PEYTON & BRASWELL, L.L.P.	95025-00018-019 HBE			10,474.01	71,393.81
			507.63	3120-000			71,393.81
			9,966.38	3110-000			71,393.81
09/24/02	286	QC2	INVOICE #12352	2420-000		19,641.00	51,752.81
09/24/02	287	SHAWN O'DONNELL	WAGES 8/26/02 - 9/1/02	3991-000		9,906.05	41,846.76
10/02/02	288	REDMON, PEYTON & BRASWELL, L.L.P.	95025.18	3110-000		17,591.63	24,255.13
10/02/02	289	REDMON, PEYTON & BRASWELL, L.L.P.	65233.1	3110-000		9,996.37	14,258.76
10/08/02		From Account #312876870165	PAY BILLS	9999-000	350,000.00		364,258.76
10/08/02	290	SHAWN O'DONNELL	EXPENSES 3/02 - 8/02	3992-000		1,675.27	362,583.49
10/10/02	291	TEXAS MOVING CO., INC.	PER PAYMENT REQUEST FROM HBE	2410-000		38,000.00	324,583.49
10/10/02	292	FDS TELECOMMUNICATIONS, L.P.	Settlement Order Entered 10/02/02	2990-000		15,000.00	309,583.49
10/10/02	293	PEISNER JOHNSON & COMPANY, LLP	PER SETTLEMENT ORDER ENTERED 10/02/02	2990-000		292,260.09	17,323.40
10/22/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	30,000.00		47,323.40
10/22/02	294	REDMON, PEYTON & BRASWELL, L.L.P.	OCTOBER 1, 2002 BILL 65233.1			8,839.28	38,484.12
			8,798.63	3210-000			38,484.12
			40.65	3120-000			38,484.12
10/22/02	295	REDMON, PEYTON & BRASWELL,	OCTOBER 1, 2002 BILL 95025.18			8,478.82	30,005.30

Subtotals : \$380,000.00 \$431,862.52

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-66 - Checking Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
		L.L.P.					
			7,562.25	3110-000			30,005.30
			916.57	3120-000			30,005.30
10/22/02	296	GPP GROUP	STATEMENT DATE: 10/1/02 2321 WEST GATE 6000 SQ. FT. M-1	2410-000		2,600.00	27,405.30
10/22/02	297	APTO SOLUTIONS, INC.	INVOICE #282	3991-000		10,963.50	16,441.80
10/29/02		From Account #312876870165	TRANSFER TO PAY BILLS	9999-000	150,000.00		166,441.80
10/30/02	298	TRI-STATE GENERATION AND TRANSMISSION ASSOC.	ADMINISTRATIVE EXPENSE CLAIM	3992-000		83,624.49	82,817.31
10/30/02	299	QWEST	SATISFACTION OF ALL CLAIM UNER 3/8/02 STIPULATION	8500-002		30,000.00	52,817.31
11/07/02	300	SHAWN O'DONNELL	SEPTEMBER AND OCTOBER CONTRACTOR'S FEES	3991-000		13,725.25	39,092.06

ACCOUNT TOTALS	8,468,000.00	8,428,907.94	\$39,092.06
Less: Bank Transfers	8,468,000.00	479,499.65	
Subtotal	0.00	7,949,408.29	
Less: Payments to Debtors		0.00	
NET Receipts / Disbursements	\$0.00	\$7,949,408.29	

Form 2

Cash Receipts And Disbursements Record

Case Number: 01-12266 SSM
 Case Name: PATHNET OPERATING, INC.
 DBA PATHNET OPERATING INC
 Taxpayer ID #: 54-1982971
 Period Ending: 11/22/02

Trustee: GORDON P. PEYTON (660280)
 Bank Name: JPMORGAN CHASE BANK
 Account: 312-8768701-67 - Money Market Account
 Blanket Bond: \$750,000.00 (per case limit)
 Separate Bond: \$2,500,000.00

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Money Market Account Balance
08/22/02		From Account #312876870166	TRANSFER UNSECURED FUNDS PER ORDER 8/16/02	9999-000	479,499.65		479,499.65
08/30/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.7500%	1270-000	98.54		479,598.19
09/30/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.7500%	1270-000	295.73		479,893.92
10/31/02	Int	JPMORGAN CHASE BANK	Interest posting at 0.7500%	1270-000	305.78		480,199.70

ACCOUNT TOTALS	480,199.70	0.00	\$480,199.70
Less: Bank Transfers	479,499.65	0.00	
Subtotal	700.05	0.00	
Less: Payments to Debtors		0.00	
NET Receipts / Disbursements	\$700.05	\$0.00	

Net Receipts :	16,669,795.46
Less Other Noncompensable Disburse. :	30,000.00
Net Estate :	\$16,639,795.46

TOTAL - ALL ACCOUNTS	Net Receipts	Net Disbursements	Account Balances
MMA # 312-8768701-65	16,669,095.41	91,430.53	8,109,664.88
Checking # 312-8768701-66	0.00	7,949,408.29	39,092.06
MMA # 312-8768701-67	700.05	0.00	480,199.70
	\$16,669,795.46	\$8,040,838.82	\$8,628,956.64