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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MISSOURI

In Re:	)	In Proceedings Under Chapter 11
	)	
TELECOMMUNICATIONS RESOURCES, INC.,	)	Case No. 02-51141
	)	
	)	Honorable Jerry Venters
Debtor.	)	
	)	**LARRY E. PARRES**
	)	**LEWIS, RICE & FINGERSH, L.C.**
	)	**500 N. BROADWAY, SUITE 2000**
	)	**ST. LOUIS, MISSOURI 63102-2147**
	)	**(314) 444-7600**
	)	**Attorneys for Debtor**

NOTICE OF ENTRY OF ORDER CONFIRMING DEBTOR'S PLAN OF REORGANIZATION

PLEASE TAKE NOTICE, that on February 3, 2003, the Court entered its Order confirming the Debtor's Plan of Reorganization Dated November 26, 2002 in the above bankruptcy case. This Notice is being given pursuant to Bankruptcy Rule 2002(f)(7).

PLEASE TAKE FURTHER NOTICE that the above Order (a copy of which is enclosed) will become a final Order on or before February 13, 2003 unless a party objects to the entry of the Order by filing an objection to the Order with the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Charles Evans Whittaker Courthouse, 400 E. 9th Street, Kansas City, Missouri 64106, and serving a copy of said objection on the undersigned attorney.

FAILURE TO FILE AN OBJECTION TO THE ABOVE ORDER WILL RESULT IN THE ABOVE ORDER BECOMING FINAL ON FEBRUARY 13, 2003.

DATED: February 4, 2003
St. Louis, Missouri

LEWIS, RICE & FINGERSH, L.C.

/s/ John J. Hall
By: John J. Hall

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ATTORNEYS FOR THE DEBTOR
AND DEBTOR IN POSSESSION

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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MISSOURI

In Re:	)	In Proceedings Under Chapter 11
	)	
TELECOMMUNICATIONS RESOURCES, INC.,	)	Case No. 02-51141
	)	
	)	Honorable Jerry Venters
Debtor.	)	
	)	**OPINION AND ORDER OF CONFIRMATION**

The hearing under section 1128(a) of the Bankruptcy Code and Bankruptcy Rule 3020(b) commenced on January 28, 2003 to consider confirmation of the Debtor's Plan of Reorganization Dated November 26, 2002, as (the "Plan"), as filed by Telecommunications Resources, Inc. (the "Debtor"). **All capitalized terms used herein shall have the meanings set forth in the Plan or Bankruptcy Code, unless otherwise defined herein.**

Upon consideration of the Plan, the evidence submitted at the confirmation hearing, the arguments of counsel, and the records and files in the Reorganization Case, the Court makes the following Findings of Fact and Conclusions of Law:

JURISDICTION

The proceeding with respect to confirmation of the Plan is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(L). The Court has jurisdiction over the Debtor's Chapter 11 case pursuant to 28 U.S.C. §§ 157(a) and 1334. The Court is authorized to make the Findings of Fact and Conclusions of Law set forth herein and to enter the Confirmation Order. The Court has jurisdiction over and the authority to approve every provision in the Plan and any amendment or modification thereto. The Court further finds that the Debtor qualifies as a "debtor" pursuant to section 109 of the Bankruptcy Code and is an appropriate proponent of the Plan under section 1121(a) of the Bankruptcy Code.

FACTS

A. General Facts

The Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code on October 14, 2002 ("Petition Date"). The Debtor has continued to operate its businesses during the reorganization case as a debtor-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The beneficial owners of the Debtor's stock as of the Petition Date consisted of the following

shareholders: Donald Selmon, who owns 85% (610 shares of the outstanding common stock) of the Debtor; and (ii) Steven Kaplan, who owns 15% (the remaining 108 shares of the outstanding common stock) of the Debtor.

On November 4, 2002, the Court entered a final Order approving the Debtor's $600,000 Loan Agreement with West Telemarketing Corporation Outbound ("West"). The DIP Loan Agreement provided that the Debtor may borrow up to $600,000. The Court finds that there currently exists $580,000 due and owing under the DIP Loan Agreement.

On November 26, 2002, the Debtor filed its Disclosure Statement (the "Disclosure Statement"), the Plan, and a Motion to Approve the Form of a Ballot For Accepting or Rejecting Debtor's Plan of Reorganization Dated November 26, 2002 (the "Ballot"). On December 20, 2002, this Court held that the Disclosure Statement contained adequate information within the meaning of section 1125 of the Bankruptcy Code and entered its Order approving the same (the "Disclosure Order").

Copies of the Disclosure Statement, the Plan, the Ballot, the Disclosure Order and Notice of the hearing on the Confirmation of the Plan were properly and timely mailed to all known creditors, equity security holders, and other parties in interest in accordance with the Disclosure Order dated December 20, 2002. Thus, the Court finds that the Debtor has complied with all necessary procedural requirements related to the above documents as prescribed by the Bankruptcy Code and this Court.

B. Objections to Confirmation

The Court received one objection to confirmation of the Debtor's Plan, which was from the Missouri Department of Revenue. The Missouri Department of Revenue subsequently withdrew its objection.

DISCUSSION

A. Requirements of 11 U.S.C. §1129(a)

1. Section 1129(a)(1) -- Plan Compliance With Applicable Title 11 Provisions

The Court finds that the Debtor has complied with Section 1129(a) as follows:

(a) Procedural Compliance

The Court finds that the Debtor has complied with each of the procedural requirements as enumerated by the Bankruptcy Code. First, notice of the following dates was adequate and appropriate under the circumstances and satisfied the requirements of the Bankruptcy Code, the Bankruptcy Rules, and all other applicable law, including, but not limited to section 102(1) of the Bankruptcy Code and Bankruptcy Rule 3017:

1. The date of the hearing on the confirmation of the Plan;

2. The last date and time to file and deliver objections or other responses to the confirmation of the Plan;

3. The last date and time for the Debtor to receive the Ballots;

4. The last date and time to file and deliver objections or other responses relating to the rejection, assumption, or assumption and assignment of executory contracts and unexpired leases to be assumed or rejected under Article IV of the Plan; and

5. The last date and time to file and deliver Proof of Claims or requests for payment of certain administrative expenses.

(b) Designation of Classes

The Court finds that Debtor has complied with the requirements regarding designation of classes that are enumerated in Sections 1122 and 1123(a)(1)(2) and (3) of the Bankruptcy Code. Article III of the Plan specifies each Class of Allowed Claims and Allowed Interests that is and is not impaired under the Plan. This specification of class impairment and non-impairment under the Plan also complies with Section 1124 of the Bankruptcy Code. The Court further concludes that the treatment of each Class of Allowed Claims and Allowed Interests under the Plan does not discriminate unfairly and is fair and equitable with respect to each Class of Allowed Claims and Allowed Interests under the Plan. Finally, as required by section 1123(a)(4) of the Bankruptcy Code, the Plan provides the same treatment for each Allowed Claim or Allowed Interest of a particular Class, unless the holder of a particular Allowed Claim or Allowed Interest agrees to a less favorable treatment.

Additionally, notwithstanding any otherwise applicable law, any creditor that did not timely file a proof of Claim in this case in accordance with orders of this Court, unless such Claim was scheduled by the Debtor as other than contingent, unliquidated or disputed, shall be forever barred from participating in distributions under the Plan and shall not commence, conduct or continue in any manner, directly or indirectly, any suit, action or other proceeding against the Debtor, its estate, or against the estate property with respect to any and all claims of any nature whatsoever based upon or arising from any transaction relating to the Debtor prior to the Effective Date of the Plan.

In summary, this Court finds that pursuant to section 1141(a) of the Bankruptcy Code, the provisions of the Plan are valid and enforceable and bind the Debtor, the Reorganized Debtor, West, which is acquiring property under the Plan, and any and all creditors or equity security holders of the Debtor. This is true regardless of whether or not the Claim or Interest of such creditor or equity security holder is impaired under the Plan, and whether that party has accepted the Plan. The provisions of the Plan supersede any other agreements or understandings, whether written or oral, by or between the Debtor and any other party.

(c) Adequate Means of Implementation

This Court finds that the Plan provides adequate means for its implementation in that the Plan provides for (a) distribution of non-voting preferred stock to holders of Class 4 unsecured claims, (b) the issuance of a promissory note to Qwest Communications Corp., in the amount of $282,425.81; and (c) the issuance of all of the Reorganized Debtor's common stock to West, and the issuance of two promissory notes to West as holder of Class 1 and Class 2 claims. There is compliance with Section 1123(a)(5) of the Bankruptcy Code.

(d) Prohibition on the Issuance of Non-Voting Securities

There is compliance with Section 1123(a)(6) of the Bankruptcy Code in that Article 5.1 of the Plan provides for inclusion in the Corporate Charter of the Reorganized Debtor a prohibition on the issuance of non-voting securities.

(e) Selection of Officers

The Court also finds that the Plan complies with Section 1123(a)(7) of the Bankruptcy Code in that it contains provisions consistent with the interests of creditors, equity-holders and public policy regarding the manner of election of officers and directors.

(f) Class Impairment

As permitted by Section 1123(b)(1) of the Bankruptcy Code, the Plan impairs all classes of claims, except the Unclassified Claims, the Class 1 Claim of West, and the Class 3 Claims (priority claims).

(g) Rejection of Executory Contracts and Unexpired Leases

As permitted by section 1123(b)(2) of the Bankruptcy Code, Article IV of the Plan provides, subject to section 365 of the Bankruptcy Code, for the assumption or rejection, of executory contracts and unexpired leases of the Debtor not previously rejected under section 365 of the Bankruptcy Code. Therefore, the Debtor is authorized, pursuant to section 365 of the Bankruptcy Code, to reject all executory contracts and unexpired leases not specifically listed in any "Schedule of Assumed Executory Contracts and Unexpired Leases" filed with the Bankruptcy Court as set forth in Article IV of the Plan. This Court concludes that rejection of such executory contracts and unexpired leases by the Debtor is in the reasonable exercise of its business judgment and in the best interests of its Estate and creditors.

(h) Waiver of Claims

As permitted by Section 1123(b)(3) of the Bankruptcy Code, the Plan provides for the waiver of all preference actions and certain fraudulent transfer claims belonging to the Debtor or to the estate.

(i) Catch-All Clause and Releases

As permitted by Sections 1123(b)(3)(A) and 1123(b)(6), the Plan includes a release and settlement of claims by and between West and Donald Selmon, the founder, majority shareholder and CEO of the Debtor. In addition, West will obtain the release of or otherwise indemnify Selmon for all liability of Selmon on Selmon's guaranty of the PBX (phone system) and copier equipment leases between the Debtor and third parties, as provided in Section 7.5 of the Plan. West will not sue Selmon or any other officer, director, employee, attorney or agent of the Debtor or foment

claims or causes of action of third parties against such parties on account of any action taken with respect to the Debtor that accrued prior to the Effective Date.

(j) Documentary Compliance

This Court finds that the various required documents submitted by the Debtor satisfy the requirements of section 1129(a)(1). First, the Court concludes that the Plan, and all transactions contemplated in the Plan, and the Disclosure Statement do not have as their principal purpose the evasion or avoidance of any taxes by any means (including, without limitation, securing the benefit of a deduction, credit or other allowance that would not otherwise be enjoyed without the Plan). The execution, delivery and implementation, and the performance of any act referred to in or contemplated by, the Plan and any other documents, instruments or agreements, and any amendments or modification thereto, that may be necessary or appropriate, do not violate any applicable provisions of the Bankruptcy Code or the Bankruptcy Rules.

2. Section 1129(a)(2) -- Plan Proponent Compliance With Title 11

Section 1129(a)(2) requires that "[t]he proponent of the plan complies with the applicable provisions of this title." The principal purpose of this requirement is to assure that the plan proponent has complied with the disclosure requirements enumerated in 11 U.S.C. § 1125 in connection with the solicitation of acceptances to the plan. On December 20, 2002, the Court entered its Disclosure Order, specifically finding, after a properly noticed hearing, that the Disclosure Statement contained adequate information. Following the entry of the Disclosure Order, the Debtor distributed the Disclosure Statement, the Plan, the Disclosure Order and Ballots, to all members of the following groups:

a. creditors;

b. equity security holders and other parties in interest listed in the Debtor's schedules.

c. parties requesting special notice;

d. other known parties in interest in the reorganization case.

Proof of effective service of those documents, by mail, on all of the above parties, together with the Disclosure Order and an appropriate Ballot, were filed on December 30, 2002. Thus, this Court finds that pursuant to section 1129(a)(2) of the Bankruptcy Code, the Debtor, as proponent of the Plan, has complied with the applicable provisions of the Bankruptcy Code, including the disclosure requirements of section 1125. Second, the solicitation of acceptances of the Plan complied with sections 1125 and 1126 of the Bankruptcy Code, Bankruptcy Rule 3018, and all other applicable law. Therefore, pursuant to section 1125(e) of the Bankruptcy Code, the Debtor and its officers, directors, shareholders, employees, agents, accountants, attorneys, professionals, and representatives, are not liable, individually or collectively, on account of such solicitation or participation, for violation of any applicable law, rule, or regulation governing the solicitation of acceptance or rejection of a plan. Third, the Disclosure Statement, the Ballots and the Disclosure Order comply with the applicable provisions of Chapter 11 of the Bankruptcy Code and all

applicable Bankruptcy Rules, including, but not limited to, section 1125 of the Bankruptcy Code and Bankruptcy Rules 3017 and 3018.

3. Section 1129(a)(3) -- Good Faith

Section 1129(a)(3) conditions plan confirmation upon a determination that a debtor has proposed the plan in good faith and not by unlawful means. To satisfy this good faith test, the court should consider whether, in light of the particular facts and circumstances, the plan will fairly achieve a result consistent with the Code. In re Madison Hotel Associates, 749 F.2d 410, 425 (7th Cir. 1984). The Eighth Circuit has stated that a plan has been proposed in good faith "if there is a likelihood that the Plan will achieve a result consistent with the standards prescribed under the Code." Hanson v. First Bank of South Dakota, 828 F.2d 1310, 1315 (8th Cir. 1987) (quoting In re Toy & Sports Warehouse, Inc., 37 B.R. 141, 149 (Bankr. S.D.N.Y. 1984)).

The Debtor's objective in filing its voluntary petition for relief under Chapter 11 of the Bankruptcy Code and in proposing and confirming the Plan were and are:

a. To preserve and protect its viable business through reorganization under Chapter 11 of the Bankruptcy Code; and

b. To maximize the value of money and property available for distribution to its creditors.

Additionally, no party has made any objection to the confirmation of the Plan pursuant to section 1129(a)(3). Thus, for these reasons the Court finds that the Debtor has proposed the Plan in good faith and not by any means forbidden by law, in compliance with section 1129(a)(3).

4. Section 1129(a)(4) -- Payment for Services in Connection With the Case

Part (a)(4) of section 1129 requires that:

> Any payment made or to be made by the proponent, by the debtor, or by a person issuing securities or acquiring property under the plan, for services or for costs and expenses in or in connection with the case, or in connection with the plan and incident to the case, has been approved by, or is subject to the approval of, the court as reasonable . . . .

The Debtor has disclosed payments made or promised for services or costs and expenses in connection with the Reorganization Case in the Disclosure Statement and other papers which the Debtor has or will file with the Court. In addition, Article III of the Plan describes all Allowed Claims and the method for treatment of all such Allowed Claims. Pursuant to this section, any professional employed at the expense of Debtor's Estate will be entitled to an allowance of fees and expenses to the extent determined by a final order of this Court entered pursuant to section 328, 330, 331, and 503(b)(2) through (6) of the Bankruptcy Code. Further, the holder of such a Claim that becomes an Allowed Claim after the Effective Date shall receive from the estate cash equal to the

amount of such Allowed Claim when it is Allowed. The Plan therefore provides that any payment that is to be made or fixed after Confirmation is subject to the approval of the Court as reasonable. Based on these facts, this Court concludes that the Debtor's Plan complies with section 1129(a)(4).

5. 1129(a)(5) -- Identity of Directors, Officers, and Insiders

Section 1129(a)(5)(A)(i) and (ii) require the proponent of the plan to disclose the "identity and affiliations of any individual proposed to serve, after confirmation of the plan, as a director, officer, or voting trustee of the debtor," and to prove that "the appointment to, or continuance in, such office of such individual, is consistent with the interests of creditors and equity security holders and with public policy." Section 1129(a)(5)(B) requires the proponent of the plan to disclose the "identity of any insider that will be employed or retained by the reorganized debtor, and the nature of any compensation for such insider." The Court finds that the Debtor's Plan and Disclosure Statement fully disclose the identity of the directors and officers of the Debtor and the Reorganized Debtor and that the Plan discloses the compensation to be paid to insiders, if any, of the Debtor and Reorganized Debtor, and that the Debtor has fully complied with section 1129(a)(5). The Court finds that the officers and directors of Debtor are deemed to have resigned their position with the Debtor on the Effective Date of the Plan, whether or not a written resignation is received, as provided in Article 5.3 of the Plan. Furthermore, West is free to appoint and/or elect its own officers and directors any time after the Effective Date.

6. Section 1129(a)(6) -- Approval of Rate Changes by a Regulatory Commission

Section 1129 (a)(6) requires that:

> Any governmental regulatory commission with jurisdiction, after confirmation of the plan, over the rates of the debtor has approved any rate change provided for in the plan, or such rate change is expressly conditioned on such approval.

Since Debtor's Plan does not provide for any rate changes that are subject to the jurisdiction of any governmental regulatory commission, any issue regarding compliance with section 1129(a) is not applicable.

7. Section 1129(a)(7) -- Best Interest of the Creditors

Pursuant to Section 1129(a)(7), each member of an impaired class of claims or interests must accept the plan, or must receive an amount not less than they would under a chapter 7 liquidation. The Debtor has established that the liquidation analysis accounts for all material quantifiable assets and liabilities that reasonably can be quantified and analyzed for purposes of applying the "best interest of creditors" test set forth in section 1129(a)(7)(A)(ii) of the Bankruptcy Code. Thus, the holder of each Claim which, if allowed, would qualify for inclusion in Class 1, 2, 3, 4, 5 and 6 will receive or retain under the Plan on account of such Allowed Claim property of a value, as of the Effective Date of the Plan, an amount that is not less than the amount that such holder would so receive or retain if the Debtor was liquidated under chapter 7 of the Bankruptcy

Code. No election under section 1111(b)(2) of the Bankruptcy Code was made by the holder of any Claim. The Court therefore finds that the Debtor has complied completely with Section 1129(a)(7).

8. Section 1129(a)(8) -- Each Class Accepts the Plan

(a) Class Voting

On January 23, 2003, the Debtor filed with the Court an Affidavit of Balloting by Debtor's Counsel (the "Ballot Affidavit"), regarding the Computation of Acceptance or Rejections of Debtor's Plan. This Court concludes that the procedures set forth in the Disclosure Statement, the Ballots, the Disclosure Order and the Ballot Affidavit, with regard to the distribution, receipt, tabulation and computation of the Ballots, and the votes to accept or reject the Plan were (i) properly adopted and followed by the Debtor, (ii) fair, reasonable, adequate, and appropriate under the circumstances, and (iii) complied with all requirements under sections 1125 and 1126 of the Bankruptcy Code, all applicable Bankruptcy Rules, and all other applicable law.

As discussed previously, the Debtor's Plan designates various classes as impaired or unimpaired under the Plan. Article III of the Plan designates Classes 1 and 3 as unimpaired under the Plan, and Classes 2, 4, 5, and 6 as impaired under the Plan, all of which voted to accept the Plan.

Classes 2, 4, 5 and 6 under the Plan have voted to accept the Plan in that, as required by section 1126(c) of the Bankruptcy Code, the Plan has been accepted by creditors, other than any entity designated under section 1126(e) of the Bankruptcy Code, that hold at least two-thirds in amount and more than one-half in number of the Allowed Claims of such Class held by creditors, that have accepted or rejected the Plan.

Classes 1 and 3 are not impaired under the Plan, thus each holder of a claim or interest of such Class is conclusively presumed to have accepted the Plan and solicitation of acceptances with respect to such Class from the holders of claims or interests of such Class is not required under section 1126(f).

The Court finds that each Class under the Plan has accepted the Plan.

9. Section 1129 (a)(9)-- Payment of Administrative and Priority Claims

Article III of the Plan provides that all Unclassified Claims (Administrative and Priority Claims) will receive on the Effective Date, on account of such Allowed Claim, cash equal to the allowed amount of such Allowed Claim, except to the extent the holder of such Allowed Claim has agreed to a different treatment. The Court finds each of the provisions in Article III of the Plan to be in compliance with section 1129 (a)(9).

The evidence is clear that Debtor has no Tax Priority Claims which are due and owing. Accordingly, Article III satisfies the requirements of Section 1129(b).

10. Section 1129 (a)(10) -- Acceptance of the Plan by One Impaired Class

Because the members of Classes 2, 4, 5 and 6 have voted to accept the Plan, this Court concludes that the Debtor has satisfied Section 1129(a)(10) requirement in that at least one Class of Allowed Claims that is impaired under the Plan has accepted the Plan, as determined without including any acceptance of the Plan by any insider.

11. Section 1129 (a)(11) -- Feasibility

Referred to as the "feasibility test", section 1129(a)(11) requires the Court to determine that,

> confirmation of the plan is not likely to be followed by the liquidation, or the need for further financial reorganization, of the debtor or any successor to the debtor under the plan, unless such liquidation or reorganization is proposed in the plan.

To satisfy the feasibility requirement, the Debtor need only establish that the Plan has a reasonable probability of success. As a leading bankruptcy treatise states:

> Basically, feasibility involves the question of the emergence of the reorganized debtor in a solvent condition with reasonable prospects of financial stability and success. It is not necessary that success be guaranteed, but only that the Plan present a workable scheme of organization and operation for which there may be a reasonable expectation of success. 5 Collier On Bankruptcy, 5 1129.02(11) at 1129-36.11(15th ed. rev. 1989).

Numerous decisions are in accord with this interpretation. See, In re Acecuia. Inc., 787 F.2d 1352, 1364 (9th Cir. 1986); In re Pike's Peak Water Co., 719 F.2d 1456, 1460 (10th Cir. 1985). Thus, the issue arising under section 1129(a)(11) is not whether the success of the plan can be guaranteed. Instead, the Debtor must prove that the Plan "offers a reasonable prospect of success and is workable". In re Monnier Bros., 755 F.2d 1336, 1341 (8th Cir. 1985) (quoting United Properties. Inc. v. Emporium Department Stores. Inc., 379 F.2d 55, 64 (8th Cir. 1967)).

The preferred stock to be issued to unsecured creditors, and the notes to be issued to West and Qwest, do not require any additional funding and will be made on the Effective Date. The payment of Allowed Administrative Claims will be paid from the operations of the Debtor; the Debtor has remained current on all such obligations throughout the pendency of this case and will be able to make the relatively minimal payments to such creditors when due. Therefore, this Court finds the Plan is feasible.

This Court does not believe that confirmation of the Plan is likely to be followed by liquidation, or the need for further financial reorganization, of the Reorganized Debtor, and such liquidation or reorganization is neither proposed nor contemplated by the Plan. Thus, the Court concludes that the Debtor has sufficiently complied with 1129(a)(11).

12. Section 1129(a)(12) -- Payment of Fees Pursuant to 11 U.S.C. § 1930

All fees payable in this case under 28 U.S.C. § 1930 have been paid or will be paid on the Effective Date of the Plan pursuant to Article III of the Plan.

13. Section 1129 (a)(13) -- Continuation of Retiree Benefits

There are no retiree benefits, as that term is defined in section 1114 of the Bankruptcy Code, in controversy in this case. Therefore, the provisions of section 1129(a)(13) of the Bankruptcy Code are not applicable to the Plan.

ORDER

Based on the above findings of fact and conclusions of law, **it is ORDERED that**:

The Debtor's Plan Of Reorganization Dated November 26, 2002 is **CONFIRMED**.

It is further ORDERED that:

1. The Plan, and all transactions, documents, instruments, and agreements referred to therein, contemplated thereunder, or executed and delivered in connection therewith, and any amendments or modifications thereto, are **APPROVED**. Specifically, the transactions, documents, instruments and agreements by and between Debtor and West as described in the Plan are **APPROVED** and binding on the Debtor and West. Pursuant to the Plan, on the Effective Date of the Plan, the common and preferred stock of the Reorganized Debtor will be issued free and clear of all liens, encumbrances, claims, pledges, charges, interest and liens (tax or otherwise), successor or transferee liability or other claims of any state or federal agency, including, but not limited to, state and federal environmental protection agencies, of whatever type or description, including those of the kind specified in Sections 502(g), 502(h) and 502(i) of the Bankruptcy Code, whether direct or indirect, absolute or contingent, matured or unmatured, liquidated or unliquidated, of, by or against Debtor, and such property shall vest in West and the other creditors in accordance with the terms of the Plan.

2. In accordance with the Plan, the confirmation and effectiveness of the Plan and the transactions contemplated in the Plan shall be accounted for by the Debtor as a mandated, legal reorganization as of the Effective Date.

3. Substantial consummation of the Plan, within the meaning of section 1101(2)(B) of the Bankruptcy Code, shall occur on the Effective Date of the Plan when the issuance of the stock is completed.

4. This Court shall retain jurisdiction over all matters and proceedings in this case in the manner and to the fullest extent provided in Article 7.1 of the Plan. Pursuant to Bankruptcy Rule 3020(d), notwithstanding entry of this Order, the Court may enter all Orders necessary to administer the Debtor's Estate.

5. The releases set forth in Articles V and VII of the Plan are fair, reasonable, valid, enforceable, and binding in accordance with the Plan and are incorporated herein *in haec verba* and the parties thereto are hereby ordered to execute any necessary written releases and deliver them to the Debtor and other released parties on or before the Effective Date.

6. Pursuant to Article V of the Plan, except as otherwise provided in the Plan, all claims, proceedings, rights, interests, and causes of action of the Debtor and its Estate pursuant to Chapter 5 of the Bankruptcy Code shall be waived and of no further validity, as permitted by section 1123(b)(3)(A) of the Bankruptcy Code.

7. On the Effective Date of the Plan, all of the outstanding capital stock issued prior to the Confirmation Date by the Debtor shall be deemed to be canceled, terminated, void and of no further force and effect, and shall represent only the right, if any, to receive distributions under the Plan in accordance with the Plan. Simultaneous with the cancellation, termination and voidance of all of the outstanding capital stock of the Debtor, on the Effective Date, (a) the Debtor shall issue all shares of common stock in the Reorganized Debtor to West, (b) the Debtor shall issue preferred stock of the Reorganized Debtor to unsecured creditors in accordance with the Plan, (c) the Debtor shall issue the promissory notes to Qwest and West in accordance with the Plan. The Qwest note shall include all terms as provided in the Plan and the prior order of this Court dated November 6, 2002 with respect to the Debtor's assumption of the Qwest contract. The issuance of the Shares shall be entitled to the protection afforded under §1145 of the Bankruptcy Code.

8. Pursuant to section 1146(c) of the Bankruptcy Code, the issuance, transfer, or exchange of a security, or the making or delivery of an instrument of transfer under the Plan, may not be taxed under any law imposing a stamp tax or similar tax.

9. Pursuant to section 1141(d)(1) of the Bankruptcy Code and in accordance with Articles 6.5 and 7.7 of the Plan, except as otherwise provided in the Plan, the entry of this Order shall, on the Effective Date, discharge and release the Debtor, its Estate, West and all property of the Debtor and its Estate, from any and all Claim, Liability, debts, and liens that arose before the Confirmation Date including, but not limited to, any Claim, Liability or debt based on a deficiency, whether or not:

a. A proof of Claim based on such Claim, Liability or debt is filed or deemed filed under section 501 or 1111(a) of the Bankruptcy Code;

b. Such Claim, Liability or debt is an Allowed Claim under the Plan or section 502 of the Bankruptcy Code; or

c. The holder of such Claim, Liability or debt has accepted the Plan.

10. Pursuant to sections 105, 524, and 1141 of the Bankruptcy Code and in accordance with the Plan, and except as provided in the preceding paragraph of this Opinion and Confirmation Order, the discharge and release provided for under section 1141(d)(l) of the Bankruptcy Code and Articles 6.5 and 7.7 of the Plan will have the effects set forth in the Plan and the Bankruptcy Code, including, but not limited to:

a. Voiding any judgment at any time obtained, to the extent that such judgment is a determination of the personal liability of the Debtor or of the Reorganized Debtor on any discharged Claim, Liability or debt, whether or not discharge of such Claim, Liability or debt is waived;

b. Operating as an injunction against the commencement or continuation of any action, employment of process or any act to collect, recover or offset any discharged Claim, Liability or debt, whether or not discharge of such Claim, Liability or debt is waived; and

c. Operating as an injunction against the commencement or continuation of any action, the employment of process, or any act to collect, recover, or offset any Claim, Liability or debt against property of the Debtor, its Estate, West or the Reorganized Debtor, whether or not discharge of such Claim, Liability or debt is waived.

11. Pursuant to section 1142(a) of the Bankruptcy Code, notwithstanding any otherwise applicable non-bankruptcy law, rule, or regulation relating to financial condition, the Debtor and Reorganized Debtor shall carry out the Plan and shall comply with any orders of this Court.

12. Pursuant to section 1142(b) of the Bankruptcy Code, the Court approves, and the Debtor is authorized to execute, deliver, and implement, the Plan, and any other documents, instruments, agreements, releases, and any amendments or modifications thereto, that may be necessary or appropriate for the implementation or consummation of the Plan.

13. Upon entry of this Order, all executory contracts and unexpired leases of the Debtor to be assumed under Article IV of the Plan are assumed and all other executory contracts and unexpired leases of the Debtor are hereby rejected.

14. Notwithstanding any otherwise applicable law, any creditor that does not timely file a Proof of Claim on or before January 31, 2003, in accordance with the Order of this Court, unless such creditor's Claim was scheduled by the Debtor as other than contingent, unliquidated, or disputed, shall be forever barred from participating in distribution under the Plan, and shall not commence, conduct or continue in any manner, directly or indirectly, any suit, action or other proceeding against the Debtor, its estate, West or against the estate property with respect to any and all claims of any nature whatsoever based upon or arising from any transaction relating to the Debtor prior to the Effective Date of the Plan.

15. Pursuant to section 1141(a) of the Bankruptcy Code, the provisions of the Plan are valid and enforceable and bind the Debtor, West and any other entity acquiring property under the Plan, and any creditor or equity security holder, whether or not the Claim or Interest of such creditor or equity security holder is impaired under the Plan and whether or not such creditor or equity security holder has accepted the Plan.

16. The failure to reference or discuss any particular provision of the Plan in the Findings and Conclusions or in this Order shall have no affect on the validity, binding effect and

enforceability of such provision and such provision shall have the same validity, binding effect and enforceability as every other provision of the Plan.

17. This Order constitutes all approvals and consents required, if any, by the laws, rules or regulations of the respective states of incorporation or organization of the Debtor with respect to the implementation or consummation of the Plan and any other documents, instruments or agreements, and any amendments or modifications thereto, and any other acts referred to in or contemplated by the Plan and any other documents, instruments, or agreements, and any amendments or modifications thereto, and any other acts that may be necessary or appropriate for the implementation or consummation of the Plan may be executed by the reorganized Debtor. This Order shall constitute the adoption and ratification by the shareholders and board of directors of the Debtor of any resolutions, documents, instruments, or agreements, and any amendments or modifications thereto, that may be necessary or appropriate under any such laws for such purposes.

18. The Plan and this Opinion and Order may be presented by the Debtor or West to any entity or court for filing, recording, or otherwise evidencing, enforcing, or acknowledging this Court's approval of the provisions of this Opinion and Order, the Plan, and any other documents, instruments, or agreements, and any amendments or modifications thereto, referred to in, contemplated by, or executed or delivered in connection with the Plan, or the rights, powers, privileges, authority, duties, or obligations provided therein, or any acts referred to or contemplated therein or taken in connection therewith.

19. Pursuant to section 1127 of the Bankruptcy Code and Article 6.1 of the Plan, the Plan may be altered, amended or modified only by the Debtor after the Confirmation Date pursuant to section 1127 of the Bankruptcy Code.

20. If any or all of the provisions of this Order are hereafter modified, vacated, or reversed by subsequent order of this or any other court, such reversal, modification, or vacation shall not affect the validity of the obligations incurred or undertaken under or in connection with the Plan prior to the Debtor's receipt of written notice of any such order; nor shall such reversal, modification, or vacation of this Order affect the validity or enforceability of such obligations. Notwithstanding any reversal, modification, or vacation of this Order, any such obligation incurred or undertaken pursuant to and in reliance on this Order prior to the effective date of such reversal, modification, or vacation shall be governed in all respects by the provisions of this Order, and the Plan and all documents, instruments and agreements related thereto, or any amendments or modifications thereto.

21. The attorneys for the Debtor shall promptly submit to this Court a proposed Notice of Entry of this Order which, upon approval by this Court, shall be mailed by the Debtor promptly, as provided in Bankruptcy Rule 2002(f), to all known creditors, equity security holders, and other parties in interest in this Case.

22. The Debtor shall file with this Court a copy of the Confirmed Plan promptly after entry of this Order.

23. Notwithstanding Bankruptcy Rule 7062, this Order shall be effective and enforceable immediately upon entry.

/s/ Jerry W. Venters
Honorable Jerry W. Venters
United States Bankruptcy Judge

Dated: February 3, 2003.
Kansas City, Missouri

Hall to Serve