

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

ORIGINAL

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DISTRIBUTION CENTER

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In re :
: Chapter 11
GENUITY INC., et al., :
: Case No. 02-43558 (PCB)
: (Jointly Administered)
Debtors. :
:-----X

**NOTICE OF DEADLINE REQUIRING FILING OF PROOFS OF CLAIM
ON OR BEFORE APRIL 18, 2003 AT 5:00 P.M. EASTERN TIME
TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE DEBTOR
ENTITIES LISTED ON PAGE 4 OF THIS NOTICE:**

The United States Bankruptcy Court for the Southern District of New York has entered an Order establishing **April 18, 2003 at 5:00 p.m. (prevailing New York time)** (the "Bar Date") as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units) to file a proof of claim against any of the Debtors listed on page 4 of this Notice (the "Debtors").

The Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose prior to November 27, 2002, the date on which the Debtors commenced cases under chapter 11 of the United States Bankruptcy Code, except for those holders of the claims listed in Section 4 below that are specifically excluded from the Bar Date filing requirement.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a Chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose prior to November 27, 2002 (the "Filing Date"), and it is not one of the types of claim described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Filing Date must be filed on or prior to the Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Filing Date.

AUS _____
CAF _____
CMP _____
COM _____
CTR _____
ECR _____
GCL _____
OPC _____
MMS _____
SEC I
OTH None

Under section 101(15) of the Bankruptcy Code and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHAT TO FILE

The Debtors are enclosing a proof of claim form for use in these cases; if your claim is scheduled by the Debtors, the form also sets forth the amount of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled and whether the claim is scheduled as disputed, contingent or unliquidated. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at www.uscourts.gov/bankform.

DOCUMENT NUMBER-DATE

02619 MAR 19 8

FPSC-COMMISSION CLERK

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. A list of the names of the Debtors and their case numbers is attached at page 4 of this Notice.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be received **on or before April 18, 2003 at 5:00 p.m. (Eastern time)** at the following address:

IF SENT BY MAIL:

**United States Bankruptcy Court
Southern District of New York
Re: Genuity Inc., et al.
P.O. Box 110
Bowling Green Station
New York, NY 10274**

**IF DELIVERED BY HAND OR
OVERNIGHT COURIER:**

**United States Bankruptcy Court
Southern District of New York
Re: Genuity Inc., et al.
One Bowling Green, Room 534
New York, NY 10002-1408**

Proofs of claim will be deemed filed only when received by the Bankruptcy Court on or before the Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission.

Governmental units may have until May 26, 2003, the date that is 180 days after the order for relief, to file proofs of claim.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do **not** need to file a proof of claim on or prior to the Bar Date if you are:

- (a) A person or entity that has already filed a proof of claim against the Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to Official Bankruptcy Form No. 10;
- (b) A person or entity whose claim is listed on the Schedules if (i) the claim is not scheduled as "disputed," "contingent," or "unliquidated" and (ii) you do not disagree with the amount, nature and priority of the claim as set forth in the Schedules and (iii) you do not dispute that your claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- (c) A holder of a claim that has previously been allowed by order of the Court;
- (d) A holder of a claim that has been paid in full by any of the Debtors;
- (e) A holder of a claim for which a specific deadline has previously been fixed by this Court;
- (f) Any Debtor having a claim against another Debtor;
- (g) Any of the non-debtor subsidiaries of any Debtor having a claim against any of the Debtors, except (a) any non-debtor subsidiary that is liquidating its assets under the supervision or control of a receiver, liquidator, trustee or other similar person and (b) Integra S.A. and its subsidiaries;
- (h) Any holder of a claim allowable under § 503(b) and § 507(a) of the Bankruptcy Code as an expense of administration;
- (i) Any beneficial holder of Genuity Solutions Inc. 6% Bonds due 2012 (the "Solutions Bonds"); or

(j) Any holder of a claim solely against any of the Debtors' non-debtor affiliates.

If you are a holder of an equity interest in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the Bar Date pursuant to procedures set forth in this Notice.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim that arises from the rejection of an executory contract or unexpired lease, you must file a proof of claim based on such rejection on or before the later of (i) the Bar Date or (ii) the date that is thirty days after the effective date of rejection identified in the notice of rejection or order authorizing rejection with respect to such executory contract or unexpired lease.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THIS ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules").

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the enclosed proof of claim form will reflect the net amount of your claims. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled, and specifies whether the claim is disputed, contingent or unliquidated. As set forth above, if you agree with the nature, amount and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors, and if your claim is not described "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Debtors' Schedules are available for inspection on the Court's Internet Website @ <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court

Records ("PACER") are required to access this information and can be obtained through the PACER Service Center @ <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules may also be examined between the hours of 9:00 A.M. and 4:30 P.M., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Questions regarding the filing and processing of a proof of claim may be directed to Donlin, Recano & Company, Inc. at (212) 771-1128, Monday through Friday, between the hours of 10:00 a.m. and 4:00 p.m.

A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

Dated: New York, New York
March 14, 2003

BY ORDER OF THE COURT

/s/ William F. McCarthy
William F. McCarthy (WM 1669)
Don S. DeAmicis (DD 2242)
D. Ross Martin (DM 2947)
ROPES & GRAY
One International Place
Boston, Massachusetts 02110

-and-

ROPES & GRAY
885 Third Avenue
New York, New York 10022

Attorneys for Genuity Inc., et al.,
Debtors and Debtors-in-Possession

LIST OF DEBTORS

1. BBN Advanced Computers Inc.
2. BBN Certificate Services Inc.
3. BBN Instruments Corporation
4. BBN Telecom Inc.
5. Bolt Beranek and Newman Corporation
6. Genuity Business Trust
7. Genuity Employee Holdings LLC
8. Genuity Inc.
9. Genuity International Inc.
10. Genuity International Networks Inc.
11. Genuity International Networks LLC
12. Genuity Solutions Inc.
13. Genuity Telecom Inc.
14. LightStream Corporation
15. Nap.Net, L.L.C.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

IN RE: GENUITY INC., ET AL.

02-43558(PCB)

This Space is For Court Use Only

DEBTOR:

CASE NUMBER:

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

NAME AND ADDRESS OF CREDITOR (the person or entity to whom the debtor owes money or property). If address is incorrect, please insert correct address.

004106-0173-017A
 FLORIDA PUBLIC SERVICE COMM
 2450 SHUMARD OAK BLVD
 DIV OF RECORDS AND PROPERTY
 TALLAHASSEE FL 32399



Phone Number:

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check box if you have never received any notices in this case.

Check box if the address differs from the address on the envelope sent to you by the Bankruptcy Court.

You have received this form because you have a past relationship with the Debtors. The Debtors do not believe you are owed any money and **YOU HAVE NOT BEEN SCHEDULED**. IF YOU DISAGREE, A PROOF OF CLAIM **MUST BE FILED** in order to recover any distribution from the Debtors' estate. If you have any questions, please consult your attorney.

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:

Check here if this claim: replaces amends a previously filed claim dated _____

1. BASIS FOR CLAIM:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (Describe briefly) _____

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (Fill out below)
 Your social security number _____
 Unpaid compensation for services performed
 from _____ (date) to _____ (date)

2. DATE DEBT WAS INCURRED:

3. IF COURT JUDGMENT, DATE OBTAINED:

4. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED:

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.
 Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

\$ _____
(Total)

5. SECURED CLAIM.

Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

Real Estate Motor Vehicle

Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

6. UNSECURED PRIORITY CLAIM.

Check this box if you have an unsecured priority claim:

- Amount entitled to priority \$ _____
 Specify the priority of the claim:
- Wages, salaries, or commissions (up to \$4,650*), earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507 (a)(3).
- Contributions to an employee benefit plan - 11 U.S.C. § 507 (a)(4).
- Up to \$2,100* of deposits toward purchase, lease, or rental of property or services for personal, family or household use - 11 U.S.C. § 507 (a)(6).
- Alimony, maintenance or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507 (a)(7).
- Taxes or penalties of governmental units - 11 U.S.C. § 507 (a)(8).
- Other- specify applicable paragraph of 11 U.S.C. § 507(a)(_____).

* Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. **DO NOT SEND ORIGINAL DOCUMENTS.** If the documents are not available, explain. If the documents are voluminous, attach a summary.

9. DATE-STAMPED COPY: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THE ORIGINAL OF THIS PROOF OF CLAIM MUST BE SENT SO THAT IT IS RECEIVED ON OR BEFORE 5:00 P.M., PREVAILING EASTERN TIME, ON APRIL 18, 2003.

IF PROOF OF CLAIM IS SENT BY MAIL, SEND TO:

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK
 RE: GENUITY INC., ET AL.
 P.O. BOX 110, BOWLING GREEN STATION
 NEW YORK, NY 10274

If Proof of Claim is sent by Hand Delivery or Overnight Courier, Deliver to: United States Bankruptcy Court, Southern District of New York, Re: Genuity Inc., Et Al, One Bowling Green, Room 534, New York, NY 10004-1408.

THIS SPACE IS FOR COURT USE ONLY

Date:

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

Debtor Name	Case No.	Tax ID No.
Genuity Solutions, Inc.	02-43550	04-2164398
BBN Advanced Computers Inc.	02-43551	04-2923119
BBN Certificate Services Inc.	02-43552	04-3305142
BBN Instruments Corporation	02-43553	04-2675074
BBN Telecom Inc.	02-43554	
Bolt Beranek and Newman Corporation	02-43555	04-3412164
Genuity Business Trust	02-43556	04-3931855
Genuity Employee Holdings LLC	02-43557	03-0378464
Genuity Inc.	02-43558	74-2864824
Genuity International, Inc.	02-43559	04-3322044
Genuity International Networks LLC	02-43560	04-3539918
Genuity International Networks Inc.	02-43561	06-1601334
Genuity Telecom Inc.	02-43562	04-3525222
LightStream Corporation	02-43563	04-3200878
Nap.Net, L.L.C.	02-43564	

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

DEFINITIONS

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim).

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim (See also *Unsecured Claim*).

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY FILLED IN)

NAME OF DEBTOR AND CASE NUMBER:

A complete list of Debtors with corresponding case numbers is listed above. You **MUST** fill in the specific Debtor against which your claim is being asserted. If you are asserting claims against more than one Debtor, you **MUST** file a separate proof of claim for each Debtor.

INFORMATION ABOUT CREDITOR:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. BASIS FOR CLAIM:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. DATE DEBT INCURRED:

Fill in the date when the debt first was owed by the debtor.

3. COURT JUDGMENTS:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. SECURED CLAIM:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See **DEFINITIONS**, above).

6. UNSECURED PRIORITY CLAIM:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See **DEFINITIONS**, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. CREDITS:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. SUPPORTING DOCUMENTS:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

If Proof of Claim is sent by mail, send to:
 United States Bankruptcy Court
 Southern District of New York
 Re: Genuity Inc., et al.
 P.O. Box 110, Bowling Green Station
 New York, NY 10274

If Proof of Claim is sent by Hand Delivery or Overnight Courier, send to:
 United States Bankruptcy Court
 Southern District of New York
 Re: Genuity Inc., et al.
 One Bowling Green, Room 534
 New York, NY 10004-1408

Claims must be received at the court on or before any last date for filing claims which you may have received.