

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

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IN RE:

LCC ESTATE CORPORATION  
F/K/A LOGIX COMMUNICATIONS  
CORPORATION and

LCE ESTATE CORPORATION  
F/K/A LOGIX COMMUNICATIONS  
ENTERPRISES, INC.,

DEBTORS.

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CASE NO. 02-32105-H5-11  
(Chapter 11)

CASE NO. 02-32106-H5-11  
(Chapter 11)

Jointly Administered Under  
CASE NO. 02-32105-H5-11

COMMISSION  
CLERK

ORDER CONFIRMING FIRST AMENDED JOINT PLAN OF REORGANIZATION

The First Amended Joint Plan of Reorganization of LCC Estate Corporation (f/k/a Logix Communications Corporation) and LCE Estate Corporation (f/k/a Logix Communications Enterprises, Inc.) (collectively, the "Debtors") filed on February 28, 2003 having been transmitted to creditors and equity security holders as provided by the February 28, 2003 Order Under 11 U.S.C. §1125 and Fed. R. Bankr. P. 3017 Approving Joint Disclosure Statement and Fixing Time for Filing Acceptances and Rejections to Joint Plan of Reorganization, and

A Solicitation Package including (a) Solicitation Letter with the Deadline to Accept or Reject the Plan; (b) Order Approving the Disclosure Statement, which included notice of the Confirmation Hearing; (c) the First Amended Joint Disclosure Statement; (d) the Plan, (e) the appropriate ballot together with instructions for completion; and (f) recommendation letters from the Creditors' Committees, or a Notice of the Order Approving the Disclosure Statement, were mailed to all known creditors, all parties who timely filed proofs of claim with the Clerk of the Court that had not been disallowed, equity holders, the Securities and Exchange Commission, the United States Trustee and to the persons listed on the Official Service List. Proofs of service of the foregoing have been filed with the Clerk of the Court. Such notice satisfies the requirements of all applicable Federal Rules of Bankruptcy Procedure, including, but not limited to, Rules 2002(a), (b), (d), (j) and (k) and constitutes adequate and proper notice in all respects under the circumstances of these cases; and

Modifications and Technical Corrections to First Amended Joint Plan of Reorganization of Debtors filed on April 14, 2003 (the "Plan Modifications") satisfy the requirements of Sections 1122 and 1123 of the Bankruptcy Code and such modifications comply with Section 1125 of the Bankruptcy Code; and

It having been determined after hearing on notice that the requirements for confirmation set forth in 11 U.S.C. § 1129(a) and § 1129(b) have been satisfied;

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IT IS ORDERED that:

1. Confirmation. The First Amended Joint Plan of Reorganization of Debtors (the "Plan"), together with the Plan Modifications is confirmed. Attached as Exhibit "A" is a copy of the confirmed Plan. All capitalized terms used but not defined herein shall have the meaning ascribed to them in the Plan or the Modifications.
2. Objection to Confirmation. All objections to confirmation have been withdrawn or resolved.
3. Substantive Consolidation. On the Effective Date, the Debtors, their respective Estates and Dobson/FORTE shall be substantively consolidated for the express purposes set forth in Section 13.1 of the Plan.
4. Property of the Estate. Pursuant to the provisions of sections 1141(b) and 1141(c) of the Bankruptcy Code, all assets of the Debtors, shall vest in the Reorganized Debtors on the Effective Date free and clear of all Claims, Liens, encumbrances, charges and other interests of the holders of Claims and Equity Interests, except as otherwise provided in the Plan.
5. Directors of the Reorganized Debtors. Thomas Doster, Everett R. Dobson, Stephen T. Dobson and Russell L. Dobson are hereby appointed as the initial directors of the Reorganized Debtors. The Noteholders shall have one member of the post-confirmation Boards of Directors. The Noteholders' representative to the Boards of Directors shall serve as the chair of the Audit Committee and on the Compensation Committee. The directors of the Debtors shall resign as of the Effective Date and shall be replaced by the Boards of Directors of the Reorganized Debtors.
6. Officers of the Reorganized Debtors. The initial post-Effective Date officers of the Reorganized Debtors shall be Everett Dobson, Stephen Dobson, James Rutherford, and J. Lyle Dewey. The officers of the Debtors shall be replaced by the initial post-Effective Date officers of the Reorganized Debtors.
7. Business Operations of Reorganized Debtors. Upon the Effective Date of the Plan, the Reorganized Debtors shall be free to conduct their businesses, manage their affairs, and enter into transactions without restriction or limitation imposed under any provision of the Bankruptcy Code, except to the extent otherwise provided in the Plan.
8. Discharge of Debtors. Except as otherwise provided in the Plan or in this Order, the rights granted in the Plan and the treatment of the Claims and Equity Interests shall be in exchange for, and in complete satisfaction, discharge and release of, all Claims or Interests of any nature whatsoever against the Debtors and any of property of the respective estates, whether such Claims or Interests arose before or during the Chapter 11 Cases or in connection with the implementation of the Plan. Except as otherwise provided in the Plan, the entry of this Confirmation Order, as of the Effective Date of the Plan, shall act as a complete discharge of all Claims against or Equity Interests in the Debtors of any nature at all, including, without limitation, any liability of a kind specified in sections 502(g), 502(h) or 502(i) of the Bankruptcy Code, that arose, or has been asserted against the Debtors anytime before the Effective Date or that arises from any pre-confirmation conduct of the Debtors whether or not the Claim is known

to or knowable by the current or any former holder of the Claim or Equity Interest. The discharge of the Debtors shall be effective as to each Claim and Equity Interest, whether or not the Claim or Equity Interest constituted an Allowed Claim or Allowed Equity Interest and whether or not the holder of the Claim or Equity Interest voted to accept the Plan. In addition, this Confirmation Order shall operate as a general resolution with prejudice, as of the Effective Date, of all pending legal proceedings, if any, against the Debtors and their assets and properties and any proceedings not yet instituted against the Debtors or their assets and properties, except as otherwise provided in the Plan. As provided in section 524 of the Bankruptcy Code, the discharge operates as an injunction against the prosecution of any Claim or Equity Interest so discharged.

9. Injunction. Except as otherwise expressly provided in the Plan or in this Order, all Persons who have held, hold, or may hold Claims against the Debtors and who have held, hold, or may hold Equity Interests in the Debtors are hereby permanently enjoined on and after the Effective Date from (a) commencing or continuing in any manner any action or other proceeding of any kind against the Debtors, or the Reorganized Debtors, or their property, with respect to any such Claim or Equity Interest, (b) the enforcement, attachment, collection or recovery by any manner or means of any judgment, award, decree or order with respect to any such Claim or Equity Interest against the Debtors, or the Reorganized Debtors, or their property, (c) creating, perfecting, or enforcing any encumbrance of any kind against the Debtors, or the Reorganized Debtors, or their property with respect to such Claim or Equity Interest, and (d) asserting any right of subrogation of any kind against any obligation due the Debtors, or the Reorganized Debtors, or the property of the Debtors or the Reorganized Debtors with respect to any such Claim or Equity Interest. Unless otherwise provided in the Plan or by order of the Bankruptcy Court, all injunctions or automatic stays provided for in this case pursuant to section 105, if any, or section 362 of the Bankruptcy Code, or otherwise, and in existence on the Confirmation Date shall remain in full force and effect until the Effective Date.

10. Judgments. On the Effective Date, any judgment at any time obtained, to the extent that such judgment is a determination of personal liability of the Debtors with respect to any debt or Claim discharged hereunder, is rendered null and void.

11. Releases. The mutual releases set forth in Section 14.4 of the Plan are hereby approved as consensual releases by the parties to be released as provided by the Plan and the April 7, 2003 Compromise Agreement reached by the parties in connection with the Supplemental Order Granting Expedited Motion to Expand Mediation Scope and Reengage Mediator Regarding Plan of Reorganization Bonus.

12. Implementation of Plan and Orders. The Debtors, the Reorganized Debtors, their Representative (as defined below), DCCLP and the Committees are hereby authorized and empowered pursuant to Section 1142(b) of the Bankruptcy Code to issue, execute, deliver, file or record any documents, and to take any action necessary or appropriate to implement, effectuate and consummate the Plan, and the matters contemplated by this Order, in accordance with their respective terms, whether or not specifically referred to in the Plan or any exhibit thereto and without further application to or order of this Court.

13. Distributions and Reserve Accounts. The Debtors and Distribution Agents shall establish the respective reserve accounts for Distributions under the Plan.

14. Plan Documents. The form of the respective Plan Documents introduced at the Confirmation hearing as Exhibits "13" through "21" are hereby approved. The Plan Documents are subject to further mutually agreeable changes and modifications and shall be finalized no later than the Effective Date.

15. Debtors' Representative. Craig T. Sheetz (the "Representative") is hereby designated as the authorized representative of each Debtor (i) to execute on behalf of each Debtor, in a representative capacity and not individually, any documents or instruments after the Confirmation Date or at the Closing that may be necessary to consummate the Plan and (ii) to undertake any other action on behalf of each Debtor to consummate the Plan.

16. Termination of the Creditors' Committees for LCE and LCC. Pursuant to Article 13.12 of the Plan, the appointment and operation of the Creditors' Committees for LCE and LCC shall terminate on the Effective Date. The dissolution or termination of the appointment and operation of any Committee shall not prejudice the rights of any agents of the Committees (including its Professionals and Committee members) to pursue their separate claims for compensation and reimbursement of expenses, including Professional Fee Claims under sections 330, 331 or 503(b)(3)(F) of the Bankruptcy Code.

17. Distribution Agents for LCC and LCE. D. Keith Enger of Lain, Faulkner & Co., 400 N. Saint Paul, Suite 600, Dallas, Texas 75201, is hereby appointed and shall serve as the LCC Distribution Agent pursuant to Article 17.1 of the Plan. Atropos, Inc., c/o Karen Nicolaou, President, 9225 Wickford, Houston, Texas 77025, is hereby appointed and shall serve as the LCE Distribution Agent pursuant to Article 17.1 of the Plan (collectively, the "Distribution Agents"). Each of the Distribution Agents are authorized and directed to serve in the representative capacity contemplated in the Plan and take such actions as it deems necessary and appropriate, as more fully described in Article 17 of the Plan

18. Binding Order. The provisions of the Plan and this Order shall be, and are now, and forever afterwards, binding on the Debtors, all holders of Claims, whether or not impaired under the Plan and whether or not, if impaired, they accepted the Plan, all holders of Equity Securities in the Debtors, any other party in interest, any person making an appearance in this case, and any other person affected thereby, as well as their respective heirs, successors, assigns, trustees, subsidiaries, affiliates, officers, directors, agents, employees, representatives, attorneys, beneficiaries, guardians and similar officers, or any person claiming through or in the right of any of such persons.

19. Post-Confirmation Service Lists. The Post-Confirmation Service Lists attached as Exhibits "B" and "C" are hereby approved.

20. Administrative Expense Claims. Any and all requests for allowance of an Administrative Claim (including Professional Fee Claims and applications for reimbursement of expenses under section 503(b) of the Bankruptcy Code) shall be filed with the Bankruptcy Court and served on the Debtors, former counsel to the Committees, DCCLP, the Distribution Agents

and the U.S. Trustee within thirty (30) days following the Effective Date, unless an extension of such time period is expressly granted by separate order of this Court.

21. Assumption of Leases and Contracts. Pursuant to Section 365(a) of the Bankruptcy Code, the Debtors are authorized to assume the respective executory contracts and unexpired leases listed on Schedule 19.1 attached to the Plan as of the Effective Date. The cure amounts listed in Schedule 19.1 are hereby fixed and determined to be all of the amounts required to be paid under Section 365(b) of the Bankruptcy Code in order to cure any defaults under the respective contracts and leases and effect the assumption of such contracts and leases.

22. Rejection Damage Claims. Any person or party to an executory contract or unexpired lease that has been rejected by the Debtors by the Plan or by operation of law (other than any contract or lease previously rejected by the Debtors for which the Court established deadlines for filing claims pursuant to the prior orders) must file any claim for damages arising from such rejection with this Court no later than thirty (30) days after the Confirmation Date; or if the Claim arises from the rejection of an executory contract or unexpired lease pursuant to a Final Order of the Bankruptcy Court (other than this Order) authorizing rejection of such contract or lease, the proof of claim must be filed within thirty (30) days after service of notice of the entry of such Final Order. A Claim for damages that is not timely filed shall be forever barred and will not become an Allowed Claim, unless an extension of such time period is expressly granted by separate order of this Court.

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23. Certain Tax Treatment Regarding Section 382(g)(4)(D) of the Internal Revenue Code. The Initial Series B. Holder (as that term is defined in the Stockholders' Agreement, a Plan Document) shall not treat as becoming worthless, as such term is used in I.R.C. § 382(g)(4)(D), any Common Stock or Preferred Stock (as those terms are defined in the Stockholders' Agreement) held by it prior to the entry of this Order, Effective Date, JR JF S (CSL)

24. U.S. Trustee Quarterly Fees and Reports. The Reorganized Debtors shall timely pay on the Effective Date all pre-confirmation fees owed to the United States Trustee pursuant to 28 U.S.C. § 1930(a)(6). The Reorganized Debtors shall timely pay post-confirmation fees owed to the United States Trustee and assessed pursuant to 28 U.S.C. § 1930(a)(6) until such time as the Bankruptcy Court enters a final decree closing these chapter 11 cases, or enters an order either converting these cases to chapter 7 or dismissing these cases. After confirmation, the Reorganized Debtors shall file with the Bankruptcy Court and shall transmit to the United States Trustee a true and correct statement of all disbursements made by the Reorganized Debtors, the LCC Distribution Agent and the LCE Distribution Agent for each quarter, or portion thereof, that these chapter 11 cases remain open in a format prescribed by the United States Trustee.

25. Inclusion of Plan Provisions. The failure specifically to include any particular provision of the Plan or Modifications in this Order shall not diminish or impair the efficacy of such provision, it being the intent of the Court that the Plan be confirmed and approved in its entirety.

26. Provisions of Plan and Order Nonseverable and Mutually Dependent. The provisions of this Order and the Plan are nonseverable and mutually dependent.

27. Retention of Jurisdiction. After the Effective Date of the Plan, the Bankruptcy Court will continue to have jurisdiction over all matters arising under, arising out of or relating to these Cases.

28. Notice of Confirmation Order. The Clerk shall promptly serve notice of the entry of this Order pursuant to Bankruptcy Rule 2002(f)(7) on all creditors, and other parties in interest on the Debtors' Matrix. The Debtors shall mail a copy of this Order as soon as reasonably practicable, but in any event no later than ten days after entry of this order, to all parties on its Official Service List.

29. Effectiveness of Order. If this Order is vacated, or reversed on appeal or an order adverse hereto is entered in such appeal, then (a) this Order shall be vacated by this Court (absent a motion by the Debtor to cure any defects in this Order or to extend such date), and (b) this Court shall thereupon retain or reacquire, as the case may be, jurisdiction over confirmation of another plan and all other issues pending before this Court, including without limitation, those pending immediately prior to entry of this Order.

30. Findings of Fact and Conclusions of Law. To the extent any of the foregoing findings of fact constitute conclusions of law, they are adopted as such. If any of the foregoing conclusions of law constitute findings of fact, then they are adopted as such.

Signed: April 11, 2003



HONORABLE KAREN K. BROWN  
UNITED STATES BANKRUPTCY JUDGE

**APPROVED FOR ENTRY:**

**LCE ESTATE CORPORATION AND  
LCC ESTATE CORPORATION**

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