

ORIGINAL

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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 In re : Chapter 11
 :
 RSL COM PRIMECALL, INC. and : Cases Nos. 01-11457, 01-11469
 RSL COM U.S.A., INC., : and 02-12898 (ALG)
 :
 Debtors. : (Jointly Administered)
 _____x

ORDER SCHEDULING HEARING ON THE DEBTORS' AND THE COMMITTEE'S PROPOSED DISCLOSURE STATEMENT RESPECTING THE DEBTORS' AND THE COMMITTEE'S JOINT CONSOLIDATED CHAPTER 11 LIQUIDATING PLAN OF REORGANIZATION

Upon the motion (the "Motion") of RSL COM PrimeCall, Inc., RSL COM U.S.A., Inc. and LDM Systems, Inc., as debtors and debtors in possession (collectively, the "Debtors"), for entry of an order scheduling a hearing (the "Disclosure Statement Hearing") to approve the proposed disclosure statement (the "Disclosure Statement") with respect to the Debtors' and the Committee's Proposed Joint Consolidated Chapter 11 Liquidating Plan of Reorganization (the "Plan") of the Debtors and the Official Committee of Unsecured Creditors of the Debtors (the "Committee"), and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Disclosure Statement Hearing shall be held on **June 25, 2003 at 10:00 a.m.** before the Honorable Allan L. Gropper, United States Bankruptcy Judge, in Room 617 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York, 10004 (the "Bankruptcy Court"); at which time the

Debtors shall also request that the Debtors' exclusive time to solicit acceptances to a plan of reorganization be extended through the hearing on the confirmation of the Plan; and it is further

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ORDERED that objections, if any, to approval of the Disclosure Statement must be in writing, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, set forth the legal and factual basis therefor and be filed with the Bankruptcy Court electronically in accordance with General Order M-242, as amended by General Order M-279 (General Orders M-242 and M-269 and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Courts case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and be served in accordance with General Order M-182 upon (i) counsel to the Debtors, LeBoeuf, Lamb, Greene & MacRae, L.L.P., 125 West 55th Street, New York, New York 10019, Attn: Allison H. Weiss, Esq. (ii) counsel to the Committee, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982, Attn: Robin E. Keller, Esq. and (iii) the United States Trustee's Office, Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Paul Kenan Schwartzberg, Esq., so as to be received by **4:00 p.m. on June 18, 2003**; and it is further

ORDERED, that copies of the Disclosure Statement and Plan shall be made available by written request to the Debtors' claims and notice agent, Bankruptcy Services LLC, Attn: Miriam Bloom, P.O. Box 5014, FDR Station, New York, NY 10150-5014, telephone no. (646) 282-2500, fax no. (646) 282-2501; and it is further

ORDERED, that service, on or before May 21, 2003: (a) by hand, overnight mail or courier service of a copy of this Order, together with the Plan and Disclosure Statement, upon: (i) the office of the United States Trustee; (ii) counsel to the Committee; (iii) counsel to

JPMorgan Chase Bank, as indenture trustee, and (iv) the Securities and Exchange Commission; and (b) by first class mail of a copy of this Order upon (i) the Internal Revenue Service, (ii) all parties on the Master Service List, pursuant to the Order Establishing Notice Procedures entered by this Court on May 2, 2001, (iii) all persons or entities that have filed ~~timely~~ proofs of claim; ~~that have not previously been disallowed by order of the Bankruptcy Court~~; and (iv) all persons or entities listed in the Debtors' Schedules of Assets and Liabilities filed on May 18, 2001 and any amendments thereto (collectively, the "Schedules"), ~~as holding liquidated, non-contingent, undisputed claims, by the Debtors~~ shall constitute sufficient and proper notice of the Disclosure Statement Hearing.

Dated: New York, New York
May 16, 2003

/s/ Allan L. Gropper

UNITED STATES BANKRUPTCY JUDGE

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