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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
TOUCH AMERICA HOLDINGS, INC.,) Case No. 03-11915 (KJC)
<u>et al.</u> ,)
) Jointly Administered
Debtors.)
)
) Sale Order
) Objection Deadline: July 21, 2003 at 4:00 p.m.
) Hearing Date: July 28, 2003 at 2:00 p.m.
)
) Ref. Docket No. 23

COMMISSION
CLERK

JUL -7 AM 10:36

DEWEN D-H-F-SC

NOTICE OF FILING OF SCHEDULES TO PURCHASE AGREEMENT FOR CONSIDERATION WITH RESPECT TO THE MOTION FOR ORDER, PURSUANT TO 11 U.S.C. §§ 105(a), 362, 363, 364, 365 AND 1146(c) AND FED. R. BANKR. P. 2002, 6004 AND 6006, (A) APPROVING (i) NOTICE AND BIDDING PROCEDURES, (ii) BID PROTECTIONS, INCLUDING A BREAK-UP FEE, AND (iii) ASSET PURCHASE AGREEMENT; (B) AUTHORIZING SALE AND TRANSFER OF ASSETS TO 360NETWORKS CORPORATION OR TO ANOTHER HIGHEST OR OTHERWISE BEST BIDDER; AND (C) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES

TO: OFFICE OF THE UNITED STATES TRUSTEE, COUNSEL TO 360NETWORKS CORPORATION, COUNSEL TO QWEST AND ALL PARTIES PREVIOUSLY SERVED WITH THE MOTION

PLEASE TAKE NOTICE that on June 23, 2003, the above-captioned debtors and debtors in possession (the "Debtors"), filed and served the Motion For Order, Pursuant to 11 U.S.C. §§ 105(a), 362, 363, 364, 365 and 1146(c) and Fed. R. Bankr. P. 2002, 6004 and 6006, (A) Approving (i) Notice and Bidding Procedures, (ii) Bid Protections, Including a Break-Up Fee, and (iii) Asset Purchase Agreement; (B) Authorizing Sale and Transfer of Assets to 360Networks Corporation or to Another Highest or Otherwise Best Bidder; and (C) Authorizing Assumption and Assignment of Certain Executory Contract and Unexpired Leases (the "Motion"). You were previously served with a copy of the Motion

JS	_____
AF	_____
MP	_____
OM	_____
TR	_____
CR	_____
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PC	_____
IMS	_____
EC	_____
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PLEASE TAKE FURTHER NOTICE that on July 2, 2003, the Debtors filed their notice of schedules (the "Schedules") to purchase agreement for consideration with respect to the Motion.

PLEASE TAKE FURTHER NOTICE that copies of the Schedules are available upon written request to Bankruptcy Management Corporation, 1330 E. Franklin Ave., El Segundo, CA 90245.

Dated: July 2, 2003

YOUNG CONAWAY STARGATT & TAYLOR, LLP

A large, bold, handwritten signature in black ink, appearing to read "EAK", is written over a horizontal line.

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Proposed Counsel for Debtors