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IN THE UNITED STATES BANKRUPTCY COURT

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FOR THE DISTRICT OF DELAWARE

COMMISSION CLERK

In re:

) Chapter 11

CABLE & WIRELESS USA, INC., et al.,¹

)

) Case No. 03-13711 (CGC)

) (Jointly Administered)

040000-Pu

Debtors.

)

)

ORDER GRANTING DEBTORS' MOTION PURSUANT TO 11 U.S.C. § 363 AUTHORIZING DEBTORS TO SELL CERTAIN DE MINIMIS ASSETS FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES

Upon consideration of the "Motion For an Order Pursuant to 11 U.S.C. §363

Authorizing the Debtors to Sell Certain De Minimis Assets Free and Clear of Liens, Claims and Encumbrances" (the "Motion")² of the above-captioned debtors and debtors in possession (the "Debtors") for an order pursuant to Bankruptcy Code section 363 and Bankruptcy Rule 6004 authorizing Debtors to sell certain assets (the "Assets") free and clear of liens, claims and encumbrances; the Court having found that it has jurisdiction over the Motion under 28 U.S.C. § 1334 and that this is a core proceeding under 28 U.S.C. § 157(b)(2); and the Court having concluded that the relief requested in the Motion is in the best interests of the estates and their

creditors; and the Court having determined that adequate and sufficient notice of the Motion was

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¹ The Debtors consist of the following entities: Cable & Wireless USA, Inc., Cable & Wireless USA of Virginia, Inc., Cable & Wireless Internet Services, Inc., Exodus Communications Real Property I, LLC, Exodus Communications Real Property Managers I, LLC, and Exodus Communications Real Property I, LP.

² Unless otherwise defined herein, the capitalized terms shall have the meanings ascribed to them in the Motion.

Date 1-16-04

Docket # 494

DOCUMENT NUMBER - DATE
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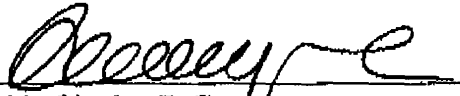
provided; and after due deliberation and good and sufficient cause appearing for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in all respects.
2. The Debtors are authorized to sell the Assets in a private sale to MBC under section 363(b) of the Bankruptcy Code and Bankruptcy Rule 6004.
3. The Assets shall be sold to MBC free and clear of all liens, claims and encumbrances pursuant to section 363(f) of the Bankruptcy Code, with any such claims or interests to attach to the proceeds paid to the Debtors in the order of their priority, with the same validity, force and effect which they now have as against the Assets.
4. Those parties served with a copy of this Motion who did not object to the Motion are deemed to have consented to the sale of the Assets pursuant to section 362(f)(2) of the Bankruptcy Code.
5. MBC is acting in good faith in purchasing the Assets and is entitled to all of the protections afforded by section 363(m) of the Bankruptcy Code.
6. The Bill of Sale, a copy of which is attached to the Motion as Exhibit C, and each term therein is hereby approved in all respects.
7. This Court retains jurisdiction to hear and determine all matters arising out of the interpretation, implementation or enforcement of this Order and the Bill of Sale.

8. This Order shall be effective immediately upon entry. No automatic stay of execution, pursuant to Rule 62(a) of the Federal Rules of Civil Procedure, or Rule 6004(g) of the Bankruptcy Rules applies with respect to this Order. Debtors may effectuate the Bill of Sale as soon as practicable after the entry of this Order.

Dated: January 16, 2004



Honorable Charles G. Case
United States Bankruptcy Judge