

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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COMMISSION
CLERK

In re:)	Chapter 11	<i>undocketed</i>
)		
CABLE & WIRELESS USA, INC., <i>et al.</i> , ¹)		
)	Case No. 03-13711 (CGC)	
)	(Jointly Administered)	
Debtors.)		
)		

Objection Deadline: April 29, 2004 at 4:00 p.m.
Hearing Date: May 11, 2004 at 9:30 a.m., only if objections are timely filed

**NOTICE OF MOTION FOR THE ENTRY OF AN ORDER APPROVING
THE SALE OF PUBLICLY TRADED SECURITIES FREE AND CLEAR OF LIENS**

On April 16, 2004, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the attached *Motion for the Entry of an Order Approving the Sale of Publicly Traded Securities Free and Clear of Liens* (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").² Pursuant to the Motion, the Debtors seek the entry of an order authorizing the sale of certain publicly traded securities free and clear of any liens and Court approval of a procedure by which the Debtors may effectuate the future sales of other stock holdings.

AUS _____
CAF _____
CMP _____
COM _____
CTR _____
ECR _____
GCL _____
OPC _____
MMS _____
SEC _____
OTH _____

¹The 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.

²Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

*Kim
Konnye*

DOCUMENT NUMBER-DATE
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Objections and responses to the Motion, if any, must be in writing and filed with the Bankruptcy Court no later than April 29, 2004 at 4:00 p.m. (prevailing Eastern time). At the same time, you must also serve a copy of the objection or response on: (i) co-counsel for the Debtors, James H.M. Sprayregen, P.C., Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number (312) 861-2200); Bennett L. Spiegel, Esquire and Kelly K. Frazier, Esquire, Kirkland & Ellis LLP, 777 South Figueroa Street, Los Angeles, CA 90017 (fax number (213) 680-8500) and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number (302) 652-4400); (ii) the Office of the United States Trustee, Attn: Richard Schepacarter, Esquire, J. Caleb Boggs Federal Building, 844 N. King Street, Suite 2313, Lock Box 35, Wilmington, Delaware 19801 (fax number (302) 573-6491); (iii) counsel to the Lenders, Eric Rosof, Esquire and Philip Mindlin, Esquire, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 (fax number (212) 403-2000); (iv) co-counsel to JPMC as DIP Agent, Robert Scheibe, Esquire and Jay Teitelbaum, Esquire, Morgan, Lewis & Bockius, 101 Park Avenue, New York, NY 10178 (fax number (212) 309-6001) and Adam G. Landis, Esquire, Landis, Rath & Cobb LLP, 919 Market Street, Suite 600, Wilmington, DE 19801 (fax number (302) 467-4450); and (v) counsel to Cable & Wireless PLC, James D. Rosner, Esquire, Pepper Hamilton, LLP, 3000 Two Logan Square, Eighteenth and Arch Streets, Philadelphia, PA 19103 (fax number (610) 640-5480) and Mark D. Collins, Esquire, Richards, Layton & Finger, P.A., One Rodney Square, PO Box 551, Wilmington, DE 19899-0551 (fax number (302) 651-7701).

IF OBJECTIONS ARE TIMELY FILED, A HEARING ON THE MOTION
SHALL BE HELD BEFORE THE HONORABLE CHARLES G. CASE II, AT THE UNITED

STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, LOCATED AT
MARINE MIDLAND PLAZA, 824 MARKET STREET, 3RD FLOOR, WILMINGTON,
DELAWARE, ON MAY 11, 2004 AT 9:30 A.M.

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IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, THE COURT
MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER
NOTICE OR HEARING.

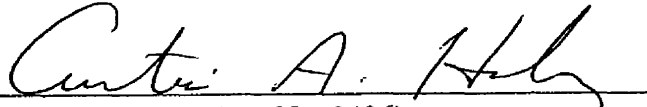
Dated: April 16, 2004

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Co-Counsel for the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
CABLE & WIRELESS USA, INC., et al.,¹) Case No. 03-13711 (CGC)
) (Jointly Administered)
Debtors.)

Objection Deadline: April 29, 2004 at 4:00 p.m.
Hearing Date: May 11, 2004 at 9:30 a.m., only if objections are timely filed

**MOTION FOR THE ENTRY OF AN ORDER APPROVING THE SALE OF
PUBLICLY TRADED SECURITIES FREE AND CLEAR OF LIENS**

The above-captioned debtors and debtors in possession (the "Debtors") file this Motion (the "Motion") seeking the entry of an order approving the sale of publicly traded securities free and clear of any liens. In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are section 363 of title 11 of the United States Code (the "Bankruptcy Code"), Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules") 2002, and 6004, and Del. Bankr. LR 2002-1(b).

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.

Background

3. On December 8, 2003 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. An official committee of unsecured creditors (the "Committee") was appointed on December 18, 2003.

4. The Debtors have sold substantially all of their assets pursuant Bankruptcy Code § 363 (the "Sale"), the final closing of which took place on March 5, 2004. Negotiations regarding the terms of a Plan of Liquidation among the Debtors, the Committee, and Cable and Wireless plc ("PLC") have taken place and are continuing. While the terms of the distribution of the proceeds of liquidation are still being negotiated, the Debtors, the Committee, and PLC are all in agreement that the Debtors should liquidate their remaining non-cash assets and convert them to cash whenever feasible.

5. The Debtors own publicly traded securities in several corporations, and wish to sell those securities. The Debtors have discussed the Debtors' intended sale of these securities with the Committee and PLC, and each of the Committee and PLC also wish to have the Debtors sell these securities.

6. The sale of the securities is arguably outside of the ordinary course of the Debtors' business and, therefore, the Debtors seek by this Motion the Court's approval to effect such sales.

Relief Requested

7. By this Motion, the Debtors request that this Court enter an order approving the sale of publicly traded securities free and clear of any liens, without further order of the Court.

Sale of Specific Securities

8. The Debtors are presently aware that they own stock in three corporations and warrants for the purchase of stock in one of those corporations (together, the "Securities"). The total market value of the Securities is approximately \$1.193 million. A description of the Securities and a history of their recent trading prices is attached as Exhibit A to this Motion.

9. The vast majority of the value, approximately \$1.173 million, is in the form of stock in one corporation, Internet Commerce Corporation ("ICC"). The Debtors own 512,324 shares in ICC. The shares are traded on the NASDAQ Small Cap market. The closing price of the ICC stock was \$2.29 per share on April 12, 2004. This price is significantly above its average trading price over the last 6 months of \$1.51.

10. The Debtors also own stock and warrants to purchase stock in AboveNet, Inc. ("AboveNet"), which are traded on OTC "Pink Sheets." The total value of the AboveNet stock and warrants is less than \$15,000.

11. The Debtors also own stock in Sunterra Corporation ("Sunterra"), which is traded on NASDAQ. The Sunterra stock has a value of approximately \$7,250.

12. All of the Securities are traded on markets that reliably establish a valuation for the Securities. This will ensure that the Debtors will receive fair market value for the assets being sold.

13. The Debtors will be required to pay a broker's commission in connection with the sale of the Securities. The Debtors have not retained a broker at this time, but will seek to minimize the costs of sale and obtain the highest net value for the Securities. The Debtors request the corollary authority to pay the reasonable and necessary commissions and other costs of sale of the Securities without further order of the Court.

14. Section 363(b)(1) of the Bankruptcy Code provides that "[t]he trustee, after notice and a hearing, may use, sell or lease, other than in the ordinary course of business, property of the estate." Whether a sale of assets pursuant to section 363(b) should be approved in a particular case is a matter left to the Court's discretion, giving due consideration to the sound business judgment of the proponent of the sale. See, e.g. In re Delaware & Hudson Ry. Co., 124 B.R. 169, 176 (D. Del. 1991) (the requirements for a sale outside the ordinary course of business include a sound business purpose, adequate and reasonable notice, a fair and reasonable price, and a good faith purchaser); In re Abbotts Dairies of Pa., Inc., 788 F.2d 143, 149-50 (3d Cir. 1986) (the bankruptcy court is the best forum to determine the purchaser's good faith).

15. The Debtors request authority to sell the Securities free and clear of any liens that may be asserted. Section 363(f) of the Bankruptcy Code, the Court may authorize the sale of assets free and clear of liens if (1) applicable non-bankruptcy law permits the sale of such property free and clear of such interest; (2) the entity holding the lien, claim or encumbrance consents to the proposed sale; (3) such interest is a lien and the price at which such property is to be sold is greater than the aggregate value of all liens on such property; (4) such interest is in bona fide dispute; or (5) such entity could be compelled in a legal or equitable proceeding to accept a money satisfaction of such interest.

16. The Debtors are in possession of the certificates representing ownership of the Securities. While PLC has a lien on the Debtors' assets, PLC is in favor of the sale, provided that its lien attach to the proceeds of the sale. The Debtors are not aware of any other party who asserts any security interests or other liens on the Securities. The Debtors are providing notice of this Motion to the Rule 2002 list, all parties who have filed financing statements against the Debtors, and to all taxing authorities to give any party who may claim a lien an opportunity to come forward.

17. The Debtors believe that the proposed sale of the Securities satisfies the requirements of section 363(f). If a party that claims a lien receives the notice of this Motion and does not object within the prescribed time period, such holder will be deemed to have consented to the proposed sale and the Securities may then be sold free and clear of such holder's liens under subsection (2). Moreover, as the Debtors have stated above, they believe no entity that will not affirmatively consent to the sale has a lien in the Securities. Therefore, any asserted interest is in bona fide dispute and the sale of the Securities is permissible under subsection (4).

18. Additionally, section 363(m) of the Bankruptcy Code provides:

The reversal or modification on appeal of an authorization - under subsection (b) or (c) of this section of a sale or lease or property does not affect the validity of a sale or lease under such authorization to an entity that purchased or leased such property in good faith, whether or not such entity knew of the pendency of the appeal, unless such authorization and such sale or lease were stayed pending appeal.

11 U.S.C. § 363(m). Although the Bankruptcy Code does not define "good faith," the Seventh Circuit in In the Matter of Andy Frain Serv., Inc., 798 F.2d 1113 (7th Cir. 1986), held that:

The requirement that a purchaser act in good faith . . . speaks to the integrity of his conduct in the course of the sale proceedings. Typically, the misconduct that would destroy a purchaser's good faith status at a judicial sale involves fraud,

collusion between the purchaser and other bidders or the trustee, or an attempt to take grossly unfair advantage of other bidders.

798 F.2d at 1125 (emphasis omitted) (quoting In re Rock Indus. Mach. Corp., 572 F.2d 1195, 1998 (7th Cir. 1978) (interpreting Bankruptcy Rule 805, the precursor of section 363(m)). The Debtors submit that the sale of the Securities on a public exchange will, by its very nature, be an arm's-length transaction entitled to the protections of section 363(m).

Future Sales

19. The Debtors are not aware of any other stock holdings (other than stock reflecting ownership of subsidiaries of a Debtor). It is possible, however, that holdings of stock or other securities may come to light. In order to avoid the expense and delay that a later motion similar to this one would entail, the Debtors request that the Court authorize the Debtors to sell any securities owned by one or more of them, in addition to the Securities, free and clear of liens, provided that:

- (i) the Debtors are not aware of any liens on the securities, or, alternatively, any lienholder consents to the proposed sale;
- (ii) the Committee does not object to the proposed sale;
- (iii) the securities are traded on an exchange that determines their value; and
- (iv) the securities are sold in an arms-length transaction.

In connection with any such sale, the Debtors request that they be authorized to pay the reasonable and necessary costs of sale, including brokerage fees.

20. Similar procedures for the sales of miscellaneous and de minimis assets have been granted in other significant chapter 11 cases in this District and elsewhere. See In re Fleming Co., Inc., Case No. 03-10945 (Bankr. D. Del. May 21, 2003); In re UAL Corp., Case No. 02-B-48191 (ERW) (Bankr. N.D. Ill. Jan. 17, 2003); In re Worldcom, Inc., Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. Oct. 22, 2002); In re Kmart Corp., Case No. 02-B-02474 (Bankr.

N.D. Ill. Aug. 29, 2002); In re Exide Technologies, Case No. 02-11125 (KJC) (Bankr. D. Del. May 10, 2002); In re Enron Corp., Case No. 01-16034 (AJG) (Bankr. S.D.N.Y. Mar. 29, 2002); In re Federal-Mogul Global Inc., T&N Ltd., Case No. 01-10578 (Bankr. D. Del. Feb. 11, 2002); In re AmeriServe Food Distribution, Inc., Case No. 00-0358 (PJW) (Bankr. D. Del. June 2, 2000).

Notice

21. Notice of this Motion has been given to (i) the U.S. Trustee, (ii) the Securities and Exchange Commission, (iii) co-counsel to the Committee, (iv) counsel to PLC, (v) all parties that have filed requests for notices pursuant to Bankruptcy Rule 2002 in these Chapter 11 Cases, (vi) all taxing authorities on the creditor matrix, and (vii) parties that filed financing statements with respect to the Debtors' assets at the time of the Petition Date. In light of the nature of the relief requested, the Debtors submit that no further notice is required.

No Prior Request

22. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order approving the sale of publicly traded securities free and clear of liens and granting such other and further relief as the Court deems appropriate.

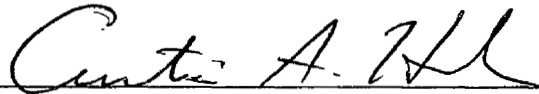
Dated: April 14, 2004

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Co-Counsel for the Debtors and Debtors in Possession

Exhibit A

Description of Securities and Price History

CONFIDENTIAL

**Cable & Wireless USA, Inc. / Cable & Wireless Internet Services, Inc.
Marketable Securities Holdings**

Valuations as of: 12-Apr-04

Company	Ticker Symbol	Exchange	Held By	# Shares/ Warrants	Per Share / Warrant Closing Market Price	Total Valuation
Internet Commerce Corporation	ICCA	NASDAQ Small Cap	CWUSA, Inc.	512,324 (a)	\$2.29 (b)	\$ 1,173,221.96
AboveNet, Inc.	ABVT	OTC "Pink Sheets"	CWIS, Inc.	194	\$40.00 (c)	\$ 7,760.00
AboveNet, Inc. - 2008 Warrants	ABVTZ	OTC "Pink Sheets"	CWIS, Inc.	82	\$27.75 (d)	\$ 2,275.50
AboveNet, Inc. - 2010 Warrants	ABVTW	OTC "Pink Sheets"	CWIS, Inc.	96	\$29.00 (e)	\$ 2,784.00
Sunterra Corporation	SNRR	NASDAQ	CWUSA, Inc.	535	\$13.55 (f)	\$ 7,249.25
						\$ 1,193,290.71

(a) Represents approximately 3.26% of the fully diluted shares outstanding of 15.7 million as of March 11, 2004

(b) Average trading price since October 14, 2003 was \$1.51*

(c) Average trading price since December 4, 2003 was \$42.66*

(d) Average trading price since January 29, 2004 was \$26.74*

(e) Average trading price since February 3, 2004 was \$29.02*

(f) Average trading price January 12 through March 31, 2004 was \$13.11*

* Average prices based on closing prices as reported by Yahoo! Finance; time frames based on data available for the past 6 months

Closing prices per Yahoo

Date	ICCA	ABVT.PK	ABVTZ.PK	ABVTW.PK	SNRR
Average	\$1.51	\$42.66	\$26.74	\$29.02	\$13.11
12-Apr-04	\$2.29	\$39.00	\$27.75	\$29.00	
8-Apr-04	\$2.24	\$39.00	\$27.75	\$29.00	
7-Apr-04	\$2.43	\$39.00	\$27.75	\$29.00	
6-Apr-04	\$2.42	\$39.00	\$27.75	\$29.00	
5-Apr-04	\$2.42	\$39.49	\$27.75	\$29.00	
2-Apr-04	\$2.41	\$40.00	\$27.75	\$29.00	
1-Apr-04	\$2.15	\$38.00	\$27.75	\$29.00	
31-Mar-04	\$2.26	\$39.00	\$27.75	\$29.00	\$13.54
30-Mar-04	\$2.26	\$39.00	\$27.75	\$29.00	\$13.69
29-Mar-04	\$2.08	\$39.00	\$27.75	\$29.00	\$13.48
26-Mar-04	\$2.03	\$39.00	\$27.75	\$29.00	\$13.42
25-Mar-04	\$1.98	\$39.00	\$27.75	\$29.00	\$13.43
24-Mar-04	\$2.07	\$39.00	\$27.75	\$29.00	\$12.95
23-Mar-04	\$1.96	\$39.00	\$27.75	\$29.00	\$12.30
22-Mar-04	\$1.97	\$39.75	\$27.75	\$29.00	\$12.62
19-Mar-04	\$2.09	\$39.75	\$27.75	\$29.00	\$14.20
18-Mar-04	\$2.10	\$39.75	\$27.75	\$29.00	\$14.25
17-Mar-04	\$2.02	\$39.75	\$27.75	\$29.00	\$14.24
16-Mar-04	\$2.08	\$39.75	\$27.75	\$29.00	\$13.85
15-Mar-04	\$2.18	\$36.00	\$27.75	\$29.00	\$13.00
12-Mar-04	\$2.05	\$45.00	\$27.75	\$29.00	\$12.75
11-Mar-04	\$1.96		\$27.75	\$29.00	\$12.75
10-Mar-04	\$2.10	\$45.00	\$27.75	\$29.00	\$12.85
9-Mar-04	\$2.19	\$46.00	\$27.75	\$29.00	\$13.19
8-Mar-04	\$2.18	\$46.00	\$27.75	\$29.00	\$13.19
5-Mar-04	\$2.29	\$46.00	\$27.75	\$29.00	\$13.50
4-Mar-04	\$2.33	\$46.00	\$27.75	\$29.00	\$13.55
3-Mar-04	\$2.35	\$47.00	\$27.75	\$29.00	\$13.79
2-Mar-04	\$2.25	\$47.00	\$27.75	\$29.00	\$13.81
1-Mar-04	\$2.32	\$47.00	\$27.75	\$29.00	\$13.95
27-Feb-04	\$2.49	\$47.00	\$27.75	\$29.00	\$14.03
26-Feb-04	\$2.43	\$47.00	\$27.75	\$29.00	\$13.83
25-Feb-04	\$2.24	\$47.00	\$27.75	\$29.00	\$13.95
24-Feb-04	\$2.33	\$47.00	\$27.75	\$29.00	\$14.15
23-Feb-04	\$2.38	\$47.50	\$28.45	\$29.63	\$14.20
20-Feb-04	\$2.55	\$47.00	\$24.50		\$14.39
19-Feb-04	\$2.31	\$48.00	\$24.50		\$14.80
18-Feb-04	\$2.17	\$48.00	\$24.50		\$14.82
17-Feb-04	\$1.97	\$47.00	\$24.50		\$14.52
13-Feb-04	\$1.80	\$47.00	\$24.50		\$14.50
12-Feb-04	\$1.69	\$47.50	\$24.50		\$14.53
11-Feb-04	\$1.69	\$48.00	\$24.50		\$14.22
10-Feb-04	\$1.76	\$50.00	\$24.50		\$13.85
9-Feb-04	\$1.64	\$47.00	\$24.50		\$13.65

6-Feb-04	\$1.53	\$51.00	\$24.50	\$13.70
5-Feb-04	\$1.62	\$49.00	\$24.50	\$13.15
4-Feb-04	\$1.76	\$47.25	\$24.50	\$13.02
3-Feb-04	\$1.35	\$52.00	\$24.50	\$12.95
2-Feb-04	\$1.35	\$51.25	\$24.50	\$12.32
30-Jan-04	\$1.31	\$51.50	\$24.50	\$12.00
29-Jan-04	\$1.24	\$55.50	\$24.50	\$11.82
28-Jan-04	\$1.25	\$57.00		\$11.90
27-Jan-04	\$1.20	\$56.75		\$12.20
26-Jan-04	\$1.23	\$56.75		\$12.27
23-Jan-04	\$1.34	\$56.10		\$12.25
22-Jan-04	\$1.28	\$56.50		\$12.40
21-Jan-04	\$1.26	\$45.00		\$11.90
20-Jan-04	\$1.25	\$43.00		\$11.76
16-Jan-04	\$1.27	\$43.00		\$10.55
15-Jan-04	\$1.21	\$42.00		\$10.57
14-Jan-04	\$1.19	\$42.00		\$10.57
13-Jan-04	\$1.18	\$40.50		\$10.68
12-Jan-04	\$1.22	\$39.25		\$10.60
9-Jan-04	\$1.24	\$39.25		
8-Jan-04	\$1.29	\$37.50		
7-Jan-04	\$1.30	\$38.00		
6-Jan-04	\$1.30	\$37.50		
5-Jan-04	\$1.25	\$37.50		
2-Jan-04	\$1.15	\$37.50		
31-Dec-03	\$1.10	\$37.50		
30-Dec-03	\$0.98	\$37.50		
29-Dec-03	\$1.00	\$37.50		
26-Dec-03	\$0.95	\$37.50		
24-Dec-03	\$0.96	\$37.50		
23-Dec-03	\$0.90	\$37.50		
22-Dec-03	\$0.90	\$37.50		
19-Dec-03	\$0.90	\$37.50		
18-Dec-03	\$1.00	\$37.50		
17-Dec-03	\$0.90	\$35.00		
16-Dec-03	\$0.94	\$35.00		
15-Dec-03	\$0.95	\$35.00		
12-Dec-03	\$0.93	\$35.00		
11-Dec-03	\$0.90	\$35.00		
10-Dec-03	\$1.02	\$35.00		
9-Dec-03	\$1.02	\$35.00		
8-Dec-03	\$1.00	\$35.00		
5-Dec-03	\$0.95	\$35.00		
4-Dec-03	\$0.95	\$35.00		
3-Dec-03	\$0.95			
2-Dec-03	\$0.96			
1-Dec-03	\$0.97			
28-Nov-03	\$0.96			
26-Nov-03	\$0.98			
25-Nov-03	\$0.98			
24-Nov-03	\$1.01			
21-Nov-03	\$0.99			

20-Nov-03	\$0.99
19-Nov-03	\$1.06
18-Nov-03	\$1.07
17-Nov-03	\$1.15
14-Nov-03	\$1.19
13-Nov-03	\$1.19
12-Nov-03	\$1.19
11-Nov-03	\$1.18
10-Nov-03	\$1.17
7-Nov-03	\$1.20
6-Nov-03	\$1.21
5-Nov-03	\$1.21
4-Nov-03	\$1.23
3-Nov-03	\$1.24
31-Oct-03	\$1.22
30-Oct-03	\$1.21
29-Oct-03	\$1.12
28-Oct-03	\$1.30
27-Oct-03	\$1.25
24-Oct-03	\$1.24
23-Oct-03	\$1.23
22-Oct-03	\$1.28
21-Oct-03	\$1.21
20-Oct-03	\$1.28
17-Oct-03	\$1.28
16-Oct-03	\$1.34
15-Oct-03	\$1.21
14-Oct-03	\$1.22

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
CABLE & WIRELESS USA, INC., et al.,¹) Case No. 03-13711 (CGC)
) (Jointly Administered)
Debtors.) [Re: Docket No. ____]

**ORDER APPROVING THE SALE OF
PUBLICLY TRADED SECURITIES FREE AND CLEAR OF LIENS**

Upon the Motion (the "Motion")² of the Debtors seeking entry of an order approving the sale of publicly traded securities free and clear of any liens; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Debtors are authorized to sell their stock and warrants for the purchase of stock in Internet Commerce Corporation, AboveNet, Inc. and Sunterra Corporation (together, the "Securities") on the markets on which the Securities are traded.

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 Capitalized terms not defined herein shall have the same meaning as in the Motion.

2. The sale of the Securities shall be free and clear of any liens or interests on such Securities. The lien of Cable and Wireless plc shall attach to the proceeds of sale with the same priority, dignity and effect that such lien had on the Securities.

3. The Debtors are authorized to pay the reasonable and necessary commissions and other costs of sale of the Securities without further order of the Court.

4. The Debtors are authorized to sell any other stocks, warrants, options and other securities owned by one or more of them, in addition to the Securities, free and clear of liens, provided that:

- (i) the Debtors are not aware of any liens on the securities, or, alternatively, any lienholder consents to the proposed sale;
- (ii) the Official Committee of Unsecured Creditors does not object to the proposed sale;
- (iii) the securities are traded on an exchange that determines their value; and
- (iv) the securities are sold in an arms-length transaction.

5. In connection with any such sale, the Debtors are authorized to pay the reasonable and necessary costs of sale, including brokerage fees.

6. The Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein.

7. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: Wilmington, Delaware

May __, 2004

Honorable Charles G. Case II
United States Bankruptcy Judge