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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

COMMISSION
CLERK
IN RE: ELANTIC TELECOM, INC.,

Debtor.

Chapter 11
Case No. 04-36897-DOT

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AMENDED
NOTICE OF APPLICATION OF TELCOVE, INC. PURSUANT TO 11 U.S.C. § 503(b)
FOR ALLOWANCE OF ADMINISTRATIVE EXPENSES INCURRED
IN MAKING SUBSTANTIAL CONTRIBUTIONS IN THIS CHAPTER 11 CASE
AND
NOTICE OF HEARING

PLEASE TAKE NOTICE THAT TelCove, Inc. ("TelCove"), a creditor of Elantic Telecom, Inc. (the "Debtor"), has filed an application pursuant to 11 U.S.C. §§ 503(b)(3)(D) and (b)(4) for allowance of administrative expenses incurred in making substantial contributions in the bankruptcy case (the "Application"). TelCove seeks the approval of certain administrative expenses consisting of fees totaling \$604,736.00 and expenses totaling \$5,360.03 rendered from the beginning of the bankruptcy case (July 2004) through the confirmation hearing (April 2005). TelCove's active efforts achieved a level playing field for an auction of the Debtor's reorganized equity and reduced the size of the unsecured claims pool by 37%. These actions allowed for an over 400% increase in unsecured creditors' recoveries from the original plan of reorganization. TelCove was instrumental in the resolution of two critical issues: (a) ensuring a true market-based test for the sale of the Debtor's assets or reorganized equity and the adequacy of the Debtor's disclosure statement and (b) challenging the validity of an insider's claim and facilitating a negotiated resolution of that claim which reduced the aggregate size of the unsecured claim pool by 37% (\$27 million to \$17 million). The Bankruptcy Code provides that active and meaningful creditor participation that results in a substantial benefit to the estate and its creditors should be recognized. To this end, the Bankruptcy Code authorizes a restructured company to reimburse those creditors and their professionals that have substantially contributed to a successful chapter 11 case.

TelCove submits that its constant, constructive, cost-effective, and substantial efforts contributed to the success of this case and is entitled to receive an award of reimbursement under § 503(b). The success of this case for unsecured creditors would not have been achieved absent TelCove's willingness to invest considerable time and effort to ensure that the rights of unsecured creditors were protected and maximum value could be obtained for the Debtor's assets or reorganized equity. TelCove undertook these efforts with no assurance that its expenditures would ever be recouped. In light of the success TelCove achieved for the unsecured creditors, a substantial contribution award is amply warranted. Moreover, the approximately \$605,000 of fees for which TelCove seeks reimbursement is reasonable in amount, both in relation to the magnitude of the benefit for the unsecured creditors and in relation to the complexity and magnitude of the efforts that were required.

TelCove incurred significant additional fees and expenses in connection with its offer for the Debtor's assets or reorganized equity as well as in connection with other matters pertaining to the Debtor. TelCove is not seeking a substantial contribution award with respect to these fees and expenses as the actions related thereto were in TelCove's proprietary interest and not intended primarily for the benefit of the unsecured creditors of this estate.

The Application is on file in the office of the Clerk of the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division, United States Courthouse Annex, Room 301, 1100 East Main Street, Richmond Virginia and may be reviewed by any party in interest during normal business hours. **Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one).** If you want the court to consider your views, you must:

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1. File with the court, at the address shown below, a written response pursuant to Local Bankruptcy Rules 9013. If you mail your response to the court for filing, you must mail it early enough so the court will receive it on or before August 9, 2005.

Clerk of the Court
United States Bankruptcy Court
1100 East Main Street
Richmond, Virginia 23219

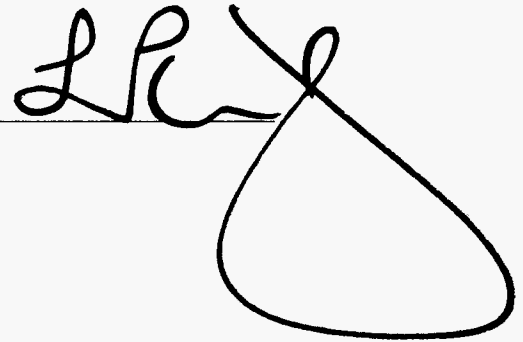
2. Mail a copy to:

Loc Pfeiffer, Esquire
Kutak Rock LLP
1111 East Main Street, Suite 800
Richmond, Virginia 23219

3. Attend the hearing to consider the Application on **August 16, 2005 at 2:00p.m.** in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division, 1100 East Main Street, Room 345, Richmond, Virginia, 23219. If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the Application and may enter an order granting that relief.

TELCOVE, INC.

/s/ Loc Pfeiffer
Counsel



KUTAK ROCK LLP

Loc Pfeiffer (VSB No. 39632)
1111 East Main Street, Suite 800
Richmond, Virginia 23219-3500
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AKIN, GUMP, STRAUSS, HAUER & FELD, LLP

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Counsel for TelCove, Inc.

CERTIFICATE OF SERVICE

Pursuant to the Local Rules of this Court, I certify under penalty of perjury that on June 28, 2005, a copy of this document was served on all creditors scheduled in this case via the Court's ECF system and/or first class mail:

/s/ Loc Pfeiffer
Counsel

