

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE:

Chapter 11

USN COMMUNICATIONS, INC.,
et al.,

Case No. 99-383 (PJW)

Debtors.

Jointly Administered

**NOTICE OF HEARING TO CONSIDER CONFIRMATION
OF DEBTORS' JOINT CONSOLIDATED PLAN OF
REORGANIZATION AND FIXING TIME FOR FILING
ACCEPTANCES OR REJECTIONS THERETO**

TO: ALL HOLDERS OF CLAIMS AGAINST OR EQUITY INTERESTS IN THE ABOVE-CAPTIONED DEBTORS:

PLEASE TAKE NOTICE:

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has entered an order dated February 4, 2000 (the "Order") approving the Disclosure Statement for the Debtors' First Amended Joint Consolidated Plan of Reorganization, dated as of February 2, 2000 (as modified, amended or supplemented from time to time, the "Disclosure Statement"), with respect to the above-captioned debtors and debtors in possession (collectively, the "Debtors") as containing, pursuant to section 1125 of title 11 of the United States Code (the "Bankruptcy Code"), adequate information to enable those creditors and interest holders of the Debtors entitled to vote to make an informed judgment about the First Amended Joint Consolidated Plan of Reorganization, dated as of February 2, 2000 (as modified, amended or supplemented from time to time, the "Plan").

2. A hearing (the "Confirmation Hearing") will be held before the Honorable Peter J. Walsh, Chief United States Bankruptcy Judge, at the United States Bankruptcy Court, 824 North Market Street, Wilmington, Delaware, on March 15, 2000 at 2:00 p.m. (prevailing Eastern Time), or as soon thereafter as counsel can be heard, to confirm the Plan. Such hearing may be adjourned from time to time without further notice to any party other than by announcement of such adjournment in the Court on the scheduled date of the Confirmation Hearing.

3. Pursuant to sections 524 and 1141(d) of the Bankruptcy Code, except as expressly provided in the Plan and the order of the Court confirming the Plan (the "Confirmation Order"), the distributions and other rights or treatment of claims and equity interests under the Plan will be in exchange for, and in complete satisfaction, discharge and release of, all claims against and termination of all equity interests of any nature whatsoever in the Debtors, or any of their estates, assets, property or interests in property, regardless of whether any property shall have been distributed or retained pursuant to the Plan or on account of such claim or equity interest. Except as otherwise expressly provided in the Plan or Confirmation Order,

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confirmation of the Plan will result in, among other things, the discharge of the Debtors from any claim against or equity interest in the Debtors that arose before the date of confirmation, and any debt of a kind specified in section 502(g), 502(h), or 502(i) of the Bankruptcy Code, whether or not (a) a proof of claim based on such claim or equity interest has been or is filed or deemed filed under section 501 of the Bankruptcy Code, (b) such claim or equity interest has been or is allowed under section 502 of the Bankruptcy Code or (c) the holder of such claim or equity interest has accepted the Plan. USN Communications, as reorganized under the Plan ("Reorganized USN"), will not be responsible for any obligations of the Debtors except those expressly assumed by Reorganized USN. Furthermore, except as expressly provided in the Plan and Confirmation Order, confirmation of the Plan will operate as an injunction against, among other things, the commencement or continuation of an action, the employment of process, or an act against the Debtors, the Liquidating Trust created under the Plan, certain third-parties released under the Plan, Reorganized USN, Alexandra Telephone Acquisition LLC, USN Wireless, Inc., Connecticut Telephone & Communications System, Inc., Connecticut Mobilcom, Inc., USN Wireless of Massachusetts, Inc., and USN Wireless of Rhode Island, Inc. to collect, recover or offset any claim against or equity interest in the Debtors discharged under the Plan.

4. All responses and objections, if any, to the confirmation of the Plan must be in writing, state with particularity the grounds for objection, include proposed language for amending the Plan to resolve the objection and be filed with the Court and served so that such responses or objections are filed and received on or before 4:00 p.m. (prevailing Eastern time) on March 8, 2000, by the following: (1) the Office of the United States Trustee for the District of Delaware, 601 Walnut Street, Suite 950W, Philadelphia, Pennsylvania 19106, Attn.: Maria D. Giannirakis, Esq.; (2) bankruptcy counsel to the Debtors, Morris, Nichols, Arsht & Tunnell, 1201 N. Market Street, P.O. Box 1347, Wilmington, Delaware 19899-1347, Attn.: Robert J. Dehney, Esq.; (3) special counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom (Illinois) and Associates, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Attn.: John Wm. Butler, Jr., Esq.; (4) co-counsel to the Creditors' Committee, (a) Foley & Lardner, One IBM Plaza, Suite 3300, 330 N. Wabash Ave., Chicago, Illinois 60611-3608, Attn.: Mark Prager, Esq., and (b) Saul, Ewing, Remick & Saul LLP, 222 Delaware Ave., Suite 1200, P.O. Box 1266, Wilmington, Delaware 19899, Attn.: Mark Minuti, Esq.; and (5) counsel to Alexandra Telephone Acquisition, LLC, Salomon Green & Ostrow, P.C., 919 Third Avenue, New York, NY 10022, Attn: Alec P. Ostrow, Esq..

5. IF ANY OBJECTION TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE CONFIRMATION HEARING.

6. The Plan and Disclosure Statement are on file with the Clerk of the Court (the "Clerk") and may be examined by interested parties at the office of the Clerk at the United States Bankruptcy Court, 824 North Market Street, Wilmington, Delaware, during regular business hours.

7. February 2, 2000 at 4:00 p.m. (prevailing Eastern time) is the "record date" for determining which holders of claims against and equity interests in the Debtors, including holders of record of the 14% Senior Discount Notes due 2003 of USN Communications, Inc., the

14 5/8% Senior Discount Notes due 2004 of USN Communications, Inc., the 9% Convertible Subordinated Notes due 2004 of USN Communications, Inc., and the 9% Consent Convertible Subordinated Notes due 2006 of USN Communications, Inc., may be entitled to vote to accept or reject the Plan.

8. MARCH 10, 2000 AT 5:00 P.M. (PREVAILING PACIFIC TIME) IS FIXED AS THE DEADLINE FOR VOTING AND FOR BALLOTS TO BE RECEIVED FOR ACCEPTING OR REJECTING THE PLAN. BALLOTS SHALL BE FILED BY THE HOLDERS OF CLAIMS AGAINST AND EQUITY INTERESTS IN THE DEBTORS WITH THE DEBTORS' BALLOTING AGENT, ROBERT L. BERGER & ASSOCIATES, INC., AT THE ADDRESS LISTED ON THE RELEVANT BALLOT(S).

9. If you believe you are the holder of a claim in an impaired class receiving a distribution under the Plan and entitled to vote to accept or reject the Plan, but did not receive a ballot, please contact Robert L. Berger & Associates, Inc., Box 685, 16161 Ventura Blvd., Encino, CA 91436 or by telephone at (818) 906-1007 between 10:00 a.m. and 4:00 p.m. (prevailing Pacific time).

BY ORDER OF THE BANKRUPTCY COURT
HONORABLE PETER J. WALSH
Chief United States Bankruptcy Judge
United States Bankruptcy Court
824 North Market Street
Wilmington, Delaware 19801

MORRIS, NICHOLS, ARSHT & TUNNELL
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P.O. Box 1347
Wilmington, Delaware 19880-1347
(302) 658-9200

Counsel for USN Communications, Inc., et al.,
Debtors and Debtors in Possession