

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11	
	:		
BROADBAND OFFICE, INC.,	:	Case No. 01-1720 (GMS)	
	:	Bid Deadline: 6/21/01 4:00 p.m.	010000
Debtor.	:	Objection Deadline: 6/21/01 4:00 p.m.	
	:	Proposed Auction Date (Yipes Assets): 6/25/01 1:00 p.m.	
	:	Proposed Auction Date (Non-Yipes Assets): 6/29/01	
	:	Hearing Date: 6/27/01 2:00 p.m.	

**SUPPLEMENT TO DEBTOR'S MOTION FOR
ORDER APPROVING THE SALE OF ASSETS OF THE ESTATE FREE
AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES PURSUANT TO
11 U.S.C. § 363 AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**
(relates to Pleading No. 76)

Broadband Office, Inc., debtor and debtor-in-possession (the "Debtor"), by its undersigned attorneys, hereby supplements its Motion For Orders: (i) Establishing Bidding Procedures And Approving A Break-Up Fee In Connection With The Solicitation Of Higher Or Better Offers; (ii) Approving The Sale Of Assets Of The Estate Free And Clear Of Liens, Claims And Encumbrances Pursuant To 11 U.S.C. § 363; (iii) Approving The Debtor's Assumption And Assignment Of Contracts Pursuant To 11 U.S.C. § 365; (iv) Determining Cure Amounts And Establishing Procedures In Connection Therewith; (v) Pursuant To 11 U.S.C. §§ 363 And 365, Approving The Sale And Assignment Free And Clear Of Liens, Claims And Encumbrances Of Such Other Assets And Contracts Of The Debtor As May Be Bid Upon At The Auction, And (vi) Approving The Form And Manner Of Notice Thereof (the "Sale Motion"). The terms of the Sale Motion are incorporated fully herein by reference. In support hereof, the Debtor states as follows:

APP _____
CAF _____
CMP _____
COM _____
CTR _____
ECR _____
LEG _____
OPC _____
PAI _____
RGO _____
SEC _____
SER _____
OTH _____

Cy Montye Done 6/19/01

A. SUPPLEMENTAL EXHIBITS RELATING TO CONTRACTS.

1. Pursuant to the Order (i) Establishing Bidding Procedures And Approving A Termination Fee In Connection With The Solicitation Of Higher Or Better Offers; (ii) Establishing Procedures For Determining Cure Amounts, And (ii) Approving The Form And Manner Of Notice (the "Bidding Procedures Order") previously entered by this Court, the Debtor was required to file a supplement to the Sale Motion setting forth the executory contracts it intended to assume and assign and proposing all cure amounts for such contracts.

2. Exhibit A-1 hereto sets forth a list of the executory contracts which the Debtor intends to seek authority to assume and assign to Yipes; the Debtor reserves the right, however, to add any contracts to said list at any time prior to the final hearing on the Sale Motion, and to delete any contracts from said list prior to actual assumption and assignment.

3. Exhibit A-2 hereto sets forth a list of all cure amounts which the Debtor proposes are applicable to its executory contracts. In accordance with the Bidding Procedures Order, if no objection is filed to the proposed cure amounts by June 21, 2001 at 4:00 p.m. specifying the objector's belief as to the amount required pursuant to 11 U.S.C. § 365 to cure defaults under any particular contract(s), the proposed cure amounts set forth on Exhibit A-2 for said contract(s) will be deemed proper and binding on all parties as the only amounts required by 11 U.S.C. § 365 to cure defaults under such contract(s).

B. SALE OF NON-YIPES ASSETS

4. The Debtor filed the Sale Motion on June 4, 2001 seeking approval of procedures to sell, and ultimately of the sale, of many of its assets (the "Yipes Assets") to Yipes Communications, Inc., a California Corporation (the "Purchaser") or the holder of a higher and better offer, free and clear of liens, claims, and encumbrances. The Debtor also sought authority to sell all personalty

which it has stored at its locations in San Mateo, California and Falls Church, Virginia (the “Non-Yipes Assets”).

5. Initially, the Debtor sought to conduct an auction of the Non-Yipes Assets before the June 27, 2001 hearing on the approval of the Sale Motion, so that the Court could ratify the highest bids received. However, the Debtor believes that higher and better offers would be received if potential purchasers could be assured that their successful bids would entitle them to immediate possession and ownership. Therefore, the Debtor requests authority pursuant to the Sale Motion to sell the Non-Yipes Assets free and clear of liens, claims and encumbrances (with any such liens, claims and encumbrances to attach to the proceeds of sale with the same validity, extent and priority as may now exist) at an auction to be conducted by Dovebid, Inc. (“Dovebid”) on or about June 29, 2001. With respect to the proposed June 29, 2001 sale of the Non-Yipes Assets, the Debtor requests pre-approval of such sales without the need for subsequent Court ratification, provided that such sales are to parties who are not insiders or affiliates of the Debtor.

6. Moreover, the Debtor also intends to liquidate any remaining assets, comprised mostly of telecommunications equipment stored in various buildings across the country (the “Remaining Assets”) that are not to be sold as Yipes Assets. The Debtor intends to liquidate the Remaining Assets by conducting a subsequent auction via its auctioneer, Dovebid, in accordance with the same terms as Dovebid’s current engagement in selling the Non-Yipes Assets. A date for this last auction has not yet been selected, but the Debtor anticipates that it will occur sometime in early or mid-July. The Debtor does not intend to liquidate any of the Remaining Assets subject to a perfected first-priority security interest unless the secured party requests such liquidation in writing and agrees to permit Dovebid to retain a buyer’s commission on such liquidation consistent with Dovebid’s agreement with the Debtor.

7. The Debtor does not intend to liquidate any of the Remaining Assets subject to a perfected first-priority security interest unless the secured party requests such liquidation in writing and agrees to permit Dovebid to retain a money commission on such liquidation consistent with Dovebid's agreement with the Debtor. Included among the Remaining Assets not to be liquidated in accordance with this paragraph are equipment in which various creditors assert first-priority perfected security interests. That equipment is leased or financed through Technology Credit Corp. and/or LeaseTec. The Debtor intends pursuant to the Sale Motion to abandon the Extreme Networks equipment to LeaseTec and Technology Credit Corp., subject to Yipes (or such entity as submits the highest or best offer for the Yipes Assets) reaching an agreement with such creditors to acquire the equipment.

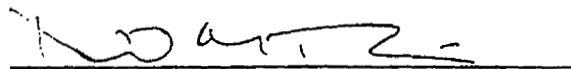
8. Notice of this supplement will be given to all parties that received notice of the original Sale Motion, as well as to counsel for the Official Committee of Unsecured Creditors and all parties that have requested notice since the filing of the original Sale Motion.

WHEREFORE, for the foregoing reasons, the Debtor respectfully requests that this Honorable Court grant the relief requested in the Sale Motion, as supplemented hereby.

Respectfully submitted,

Dated: June 11, 2001
Wilmington, Delaware

PEPPER HAMILTON LLP



David B. Stratton (DE No. 960)
David M. Fournier (DE No. 2812)
1201 Market Street, Suite 1600
P.O. Box 1709
Wilmington, DE 19899-1709
(302) 777-6500

Attorneys for the Debtor, Broadband Office, Inc.

EXHIBITS AVAILABLE UPON REQUEST

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11
	:	
BROADBAND OFFICE, INC.,	:	Case No. 01-1720 (GMS)
	:	
Debtor.	:	Bid Deadline (Yipes Assets): 6/21/01 4:00 p.m.
	:	Objection Deadline: 6/21/01 4:00 p.m.
	:	Proposed Auction Date (Yipes Assets): 6/25/01 1:00 p.m.
	:	Proposed Auction Date (Non-Yipes Assets): 6/29/01
	:	Proposed Auction Date (Remaining Assets): TBA
	:	Hearing Date: 6/27/01 2:00 p.m.

**AMENDED NOTICE OF AUCTION FOR ASSETS
PROPOSED TO BE SOLD TO YIPES COMMUNICATIONS
GROUP, INC. AND OTHER PERSONAL PROPERTY, BIDDING
PROCEDURES, CURE CLAIM OBJECTION DEADLINE, FINAL HEARING
ON SALE MOTION, AND FORM OF ORDER APPROVING SALE MOTION**

TO: All parties on the attached matrix.

On June 4, 2001, BroadBand Office, Inc. (the "Debtor") filed the Debtor's Motion For Orders: (i) Establishing Bidding Procedures And Approving A Break-Up Fee In Connection With The Solicitation Of Higher Or Better Offers; (ii) Approving The Sale Of Assets Of The Estate Free And Clear Of Liens, Claims And Encumbrances Pursuant To 11 U.S.C. § 363; (iii) Approving The Debtor's Assumption And Assignment Of Contracts Pursuant To 11 U.S.C. § 365; (iv) Determining Cure Amounts And Establishing Procedures In Connection Therewith; (v) Pursuant To 11 U.S.C. §§ 363 And 365, Approving The Sale And Assignment Free And Clear Of Liens, Claims And Encumbrances Of Such Other Assets And Contracts Of The Debtor As May Be Bid Upon At The Auction, And (vi) Approving The Form And Manner Of Notice Thereof (the "Sale Motion," appended hereto unless previously served upon you). On June 11, 2001, the Debtor filed the Supplement To Debtor's Motion For Order Approving The Sale Of Assets Of The Estate Free And Clear Of Liens, Claims And Encumbrances Pursuant To 11 U.S.C. § 363 And Approving The Form And Manner Of Notice Thereof (the "Supplement," appended hereto unless previously served upon you).

On June 5, 2001, the Court approved an Order (i) Establishing Bidding Procedures And Approving A Termination Fee In Connection With The Solicitation Of Higher Or Better Offers; (ii) Establishing Procedures For Determining Cure Amounts, And (ii) Approving The Form And Manner Of Notice (the "Order"), pursuant to which: (a) sale procedures and deadlines were established in connection with the sale of certain assets of the Debtor (the "Yipes Assets") to Yipes Communications Group, Inc. ("Yipes"); and (b) procedures and deadlines were established in connection with proposed cure amounts to executory contracts and unexpired leases which the Debtor may intend to assume and assign to Yipes (the "Contracts"). A true and correct copy of the Order is appended hereto unless previously served upon you. A copy of a proposed order authorizing the sale, which the Debtor intends to present to the Court in the event Yipes is the successful purchaser of the Yipes Assets, is appended hereto.

PLEASE TAKE NOTICE that, in accordance with the Order, the deadline to submit competing bids for the Yipes Assets is 4:00 p.m. Eastern Time on June 21, 2001. Competing bids, conforming to the requirements of the Order (i) Establishing Bidding Procedures And Approving A Termination Fee In Connection With The Solicitation Of Higher Or Better Offers; (ii) Establishing Procedures For Determining Cure Amounts, And (ii) Approving The Form And Manner Of Notice (the "Bidding Procedures Order"), should be submitted to be received by all of the following parties no later than the deadline:

David M. Fournier, Esquire
c/o Adam Hiller
Pepper Hamilton LLP
1201 N. Market St., Ste. 1600
P.O. Box 1709
Wilmington, DE 19899-1709

Rachelle Chong, Esquire
BroadBand Office, Inc.
2730 Sand Hill Road, Ste. 150
Menlo Park, CA 94025

Elam M. Hitchner, Esquire
Pepper Hamilton LLP
3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103-2799

Ethan Fogel, Esquire
Craig Martin, Esquire
Dechert
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103

David Ravin, Esquire
Gibbons, Del Deo, Dolan,
Griffinger & Vecchione, PC
One Riverfront Plaza
Newark, NJ 07102-5401

If any competing Bids for the Yipes Assets are received in accordance with the Bidding Procedures Order by 4:00 p.m. Eastern Standard Time on June 21, 2001, an auction of the Yipes Assets will be conducted at the offices of Pepper Hamilton LLP, 1201 Market Street, Suite 1600, Wilmington, DE 19801 on June 25, 2001, beginning at 1:00 p.m. **PARTIES INTERESTED IN SUBMITTING COMPETING BIDS AND PARTICIPATING IN THAT AUCTION SHOULD CAREFULLY REVIEW THE SALE MOTION AND THE BIDDING PROCEDURES ORDER FOR PROCEDURES FOR SUBMISSION OF BIDS AND THE CONDUCT OF THE AUCTION. Any party wishing to conduct due diligence with respect to the Yipes Assets should contact Adam Hiller at (302) 777-6582.**

PLEASE TAKE FURTHER NOTICE that pursuant to the Sale Motion, the Supplement, and the attached Order the Debtor will also offer for sale at an auction to be held on June 29, 2001 the Debtor's tangible personal property located at its Falls Church, Virginia and San Mateo, California locations, consisting of fixtures, furniture, equipment, and certain telecommunications equipment (the "Non-Yipes Assets"), subject to prior Court approval at a hearing to be held before the Court at 2:00 p.m. Eastern Time on June 27, 2001. **Any party interested in obtaining information regarding the Non-Yipes Assets and the timing and location of the auction related thereto should contact Scott Lonkart of Dovebid, Inc. (the auctioneer handling the sale of Non-Yipes Assets on behalf of the Debtor), at telephone (203) 488-6650. Information relating to the Non-Yipes Assets and the auction for such assets will also be available by June 13, 2001 at <http://www.dovebid.com>.**

PLEASE TAKE FURTHER NOTICE that pursuant to the Supplement, the Debtor also intends to liquidate any remaining assets, comprised mostly of telecommunications equipment stored in various buildings across the country (the "Remaining Assets") that are not to be sold as Yipes

Assets, by conducting a subsequent auction via its auctioneer, Dovebid, in accordance with the same terms as Dovebid's current engagement in selling the Non-Yipes Assets. A date for this last auction has not yet been selected, but the Debtor anticipates that it will occur sometime in early or mid-July. The Debtor does not intend to liquidate any of the Remaining Assets subject to a perfected first-priority security interest unless the secured party requests such liquidation in writing and agrees to permit Dovebid to retain a money commission on such liquidation consistent with Dovebid's agreement with the Debtor. **Any party interested in obtaining information regarding the Remaining Assets and the timing and location of the auction related thereto should contact Scott Lonkart of Dovebid, Inc. (the auctioneer handling the sale of Non-Yipes Assets on behalf of the Debtor), at telephone (203) 488-6650. Information relating to the Remaining Assets and the auction for such assets will also be available in the near future at <http://www.dovebid.com>.**

PLEASE TAKE FURTHER NOTICE that, if you are a party to one or more of the Contracts (as that term, as well as all capitalized but undefined terms herein, is defined in the Sale Motion):

- (1) If the Debtor intends to assume and assign your Contract(s), it has identified your Contract(s) and a proposed Cure Amount in the Supplement or will identify your Contract(s) and a proposed Cure Amount in a future supplement to the Sale Motion;
- (2) Any response to the Debtor's Proposed Cure Amount and the Debtor's proposed assumption and assignment of the Contracts must be filed with the Court and served upon undersigned counsel for the Debtor so as to be actually received on or before June 21, 2001 at 4:00 p.m.;
- (3) If no objection to the Proposed Cure Amount for your Contract(s), specifying the objector's belief as to the proper Cure Obligation for such Contract, is received by the Court and Debtor's undersigned counsel by June 21, 2001 at 4:00 p.m., the Proposed Cure Amount will be binding on all parties as the proper Cure Obligation for such Contract; and

Please note that, in accordance with the Order, any party that objects to the Debtor's Proposed Cure Amount under one or more of the Contracts should contact the Debtor's attorneys and attempt, in good faith, to resolve the factual and legal issues giving rise to the objection in advance of filing the objection.

PLEASE TAKE FURTHER NOTICE that in the event Yipes is the successful bidder for the sale of the Yipes Assets, or alternatively, in the event another party is the successful bidder for the sale of the Yipes Assets and the consideration for such bid involves the issuance of stock to the Debtor, the Debtor will request at the June 27, 2001 hearing that the Bankruptcy Court determined the appropriate allocation of stock between the Debtor and those parties asserting an interest in the proceeds of the Yipes Assets.

PLEASE TAKE FURTHER NOTICE that in the event Yipes is not the successful bidder for the sale of the Yipes Assets in accordance with the Sale Motion, the Court will hold a status hearing by teleconference on June 26, 2001 at 9:00 a.m. Participants may attend the hearing by calling (847) 413-3430 at the appointed time.

PLEASE TAKE FURTHER NOTICE that, except as otherwise stated in the Sale Motion (as amended) and other requests for authority to sell assets which the Debtor may file from time to time, **the sales contemplated by the Debtor will result in the transfer of assets free and clear of liens, claims, and encumbrances held by third parties.** Any valid and enforceable liens, claims, and encumbrances on assets sold by the Debtor will attach to the proceeds of sale of such assets with the same validity, extent and priority as may now exist.

PLEASE TAKE FURTHER NOTICE that a final hearing on the Sale Motion will be held on June 27, 2001 at 2:00 p.m.

Dated: June 13, 2001



David M. Fournier (Bar No. 2812)
Pepper Hamilton LLP
1201 Market Street, Suite 1600
P.O. Box 1709
Wilmington, DE 19899-1709
(302) 777-6500

Attorneys for the Debtor, Broadband Office, Inc.

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

In re:

BROADBAND OFFICE, INC.,

Debtor.

Chapter 11

Case No. 01-1720 (GMS)

ORDER PURSUANT TO SECTIONS 105, 363(b), (f), AND (m) AND 365(a), (f) AND (k) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002(a), 6004 (a), (b) (c), (f) AND (g), 6006 (a) AND (c), 9006 (c) AND 9014 (i) AUTHORIZING THE SALE OF DEBTOR'S BUILDING ACCESS AGREEMENTS, RISER ASSETS, EQUIPMENT, TRADE INFORMATION AND ACQUIRED CLAIMS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS; (ii) AUTHORIZING AND APPROVING DEBTOR'S ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS; (iii) DETERMINING CURE AMOUNTS AND ESTABLISHING PROCEDURES IN CONNECTION THEREWITH; AND (iv) APPROVING ASSET PURCHASE AGREEMENT BY AND AMONG THE DEBTOR, YIPES COMMUNICATIONS GROUP, INC. AND YIPES COMMUNICATIONS, INC.

Upon the Motion (the "Motion") dated June 4, 2001 of BroadBand Office, Inc., debtor-in-possession ("Debtor"), for Orders: (i) Establishing Bidding Procedures And Approving A Break-Up Fee In Connection With The Solicitation Of Higher Or Better Offers; (ii) Approving The Sale Of Assets Of The Estate Free And Clear Of Liens, Claims And Encumbrances Pursuant To 11 U.S.C. § 363; (iii) Approving The Debtor's Assumption And Assignment Of Contracts Pursuant To 11 U.S.C. § 365; (iv) Determining Cure Amounts And Establishing Procedures In Connection Therewith; (v) Pursuant To 11 U.S.C. §§ 363 and 365, Approving The Sale And Assignment Free And Clear Of Liens, Claims And Encumbrances Of Such Other Assets And Contracts Of The Debtor As May Be Bid Upon At The Auction, And (vi) Approving The Form And Manner Of Notice Thereof, and due notice of the Motion having been

given, and it appearing that no other or further notice need be given, and upon the hearing held before this Court on June ___, 2001 (the "Sale Hearing"), and upon the evidence presented at the Sale Hearing, and the Court having reviewed the Asset Purchase Agreement, dated as of June [12], 2001 (the "Asset Purchase Agreement")¹ by and among Debtor, Yipes Communications Group, Inc., a Delaware corporation (the "Parent") and Yipes Communications, Inc., a California corporation (the "Purchaser") with respect to the Purchased Assets, and the appearances of all interested parties and all responses and objections to the Motion having been fully noted in the record of the Sale Hearing, and upon the record of the Motion and Sale Hearing said responses and objections, the arguments of counsel and the record in this case, and the Court having heard no higher or better competing offers for the purchase of the Purchased Assets of Debtor, and it appearing that the highest and best offer for the Purchased Assets was made by Purchaser in accordance with the terms and conditions set forth in the Asset Purchase Agreement, and it appearing that the relief sought by Debtor is necessary and in the best interests of Debtor's creditors and estate and other parties in interest, and due deliberation having been had, and sufficient cause appearing therefor;

THE COURT HEREBY FINDS AND DETERMINES THAT:²

A. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334, and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue of this chapter 11 case and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

B. The statutory predicates for the relief sought in the Motion are Sections 105(a), 363(b), (f) and (m), 365 and 1146(c) of title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002, 6004, 6006, 9006 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

¹ Unless provided for otherwise, any capitalized terms not defined herein have the meaning ascribed in the Asset Purchase Agreement.

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. *See* Bankruptcy Rule 7052.

C. As evidenced by the affidavits of service previously filed with the Court: (1) proper, timely, adequate and sufficient notice of the Motion, the Sale Hearing and the proposed sale of the Purchased Assets has been provided in accordance with Sections 102(l) and 363 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, 6006, 9006 and 9014; (2) such notice was good, sufficient and appropriate under the particular circumstances; and (3) no other or further notice of the Motion, the Sale Hearing or the proposed sale of the Purchased Assets shall be required.

D. On May 9, 2001 (the "Petition Date"), Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

E. Since the Petition Date, Debtor has continued in possession and management of its business and properties as debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

F. No trustee or examiner has been appointed in Debtor's case.

G. Proper, timely, adequate and sufficient notice of the Motion, the Sale Hearing and proposed sale of the Purchased Assets was provided to all parties entitled thereto in accordance with Sections 102(l), 363(b) and (f), and 365(a) of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, 6006, 9006 and 9014, including all creditors who have asserted or who could assert Liens and Claims (as hereinafter defined). No other or further notice of the Motion, the Sale Hearing and the proposed sale of the Purchased Assets or of the entry of this Order is necessary.

H. A reasonable opportunity to object or be heard regarding the requested relief has been afforded to all interested persons and entities, including, but not limited to, the following: (i) the United States Trustee; (ii) all entities known to Debtor to have expressed an interest in an acquisition transaction regarding any of the Purchased Assets; (iii) all entities known to have, or to have asserted, any lien, claim, Encumbrance, option, right of first refusal, or other property interest in or upon any of the Purchased Assets that are to be sold pursuant to the Asset Purchase Agreement; (iv) each and every known holder of a "claim" (as defined in Section 101(5) of the Bankruptcy Code) against Debtor; (v) each and every holder of an equity or other interest in Debtor; (vi) each and every party to a Purchased Contract; (vii) each and every known contractor and subcontractor that has performed any services or otherwise dealt with any of the Purchased Assets; (viii) each and every

governmental, regulatory, taxing or administrative authority applicable to Debtor or any of the Purchased Assets or with respect to which any of the Purchased Assets is subject; (ix) each and every known holder of a “claim” (as defined in Section 101(5) of the Bankruptcy Code) against BroadBand Office Communications, Inc., a Delaware corporation, and BroadBand Office Communications of Virginia, Inc., a Virginia corporation; (x) each and every known holder of an equity or other interest in Zephion Network Communications, Inc., a Delaware corporation (“Zephion”) (other than Debtor); (xi) the Official Committee of Unsecured Creditors appointed in Debtor’s case under the Bankruptcy Code; (xii) any and all other persons and entities upon whom Debtor is required (pursuant to the Bankruptcy Code, the Bankruptcy Rules or any order of this Court) to serve such notice; (xiii) each and every holder of a “claim” (as defined in Section 101(5) of the Bankruptcy Code) against Zephion; and (xiv) all entities that had filed a notice of appearance and request for service of papers in this case.

I. Debtor has demonstrated both (i) a good, sufficient and sound business purpose and justification and (ii) compelling circumstances for the sale of the Purchased Assets pursuant to Sections 363 and 365 of the Bankruptcy Code prior to, and outside of, a plan of reorganization in that, among other things, the sale of the Purchased Assets to the Purchaser is the best possible way in which to maximize the value of the Purchased Assets to Debtor's estate.

J. The Asset Purchase Agreement is not a *sub rosa* chapter 11 plan for which approval has been sought without the protections a disclosure statement would afford, and in violation of creditors’ and equity security interest holders’ voting rights.

K. Without an expeditious sale of the Purchased Assets, there will be a substantial diminution in the value of the Purchased Assets and Debtor’s remaining assets to the detriment of all creditors and parties in interest.

L. Debtor is the sole and lawful owner of the Purchased Assets.

M. The offer of the Purchaser to purchase the Purchased Assets is the highest and best offer received by Debtor after a period in which third parties had an adequate opportunity to seek information and enter into discussions or negotiations with Debtor concerning a sale of the Purchased Assets (both before and after commencement of these proceedings), and the purchase price set forth in the Asset Purchase Agreement is fair and reasonable and in the best interests of

Debtor, its creditors and estate, and the purchase price constitutes full and adequate consideration and reasonably equivalent value for the Purchased Assets.

N. The Purchaser is a purchaser in good faith with respect to the Purchased Assets, as that term is used in Section 363(m) of the Bankruptcy Code, and the Purchaser will be acting in good faith pursuant to Section 363(m) of the Bankruptcy Code in closing the transactions contemplated by the Asset Purchase Agreement at any time on or after the entry of this Order. The Asset Purchase Agreement was negotiated, proposed and has been entered into by the parties in good faith, from arm's length bargaining positions and without collusion, and the Purchaser is entitled to the protections of Section 363(m) of the Bankruptcy Code with respect to all of the Purchased Assets. The sale of the Purchased Assets to the Purchaser is a sale in good faith within the meaning of Section 363(m) of the Bankruptcy Code.

O. Debtor has advanced sound business reasons for executing, delivering and performing the Asset Purchase Agreement and selling the Purchased Assets as set forth in the Motion and as demonstrated at the Sale Hearing, and it is a reasonable exercise of Debtor's business judgment to execute, deliver and consummate the Asset Purchase Agreement with the Purchaser and to perform its obligations thereunder. Such business judgment includes, but is not limited to, the fact that (i) there is a grave risk of immediate and irreparable deterioration in the value of the Purchased Assets and Debtor's remaining assets if the sale is not consummated expeditiously; (ii) the Asset Purchase Agreement constitutes the highest and best offer for the Purchased Assets and will enhance the value of Debtor's assets; and (iii) the consummation of the Asset Purchase Agreement presents the best opportunity to realize the value of the Purchased Assets, and avoid further decline and devaluation thereof. After consideration of the circumstances described in the Motion, the Court has determined that the sale outlined in the Asset Purchase Agreement presents the best opportunity for Debtor's estate to realize the highest distribution possible to creditors and will provide a greater recovery for its creditors than would be provided by any other practical alternative available.

P. Debtor may sell the Purchased Assets free and clear of all Liens and Claims (as defined below) because, in each case, one or more of the standards set forth in Section 363(f)(1)-(5) of the Bankruptcy Code has been satisfied. All holders of Liens and Claims (as

defined below) that have not filed objections to the Motion are deemed to have consented pursuant to Section 363(f)(2) of the Bankruptcy Code.

Q. The Debtor has advanced sound business reasons for seeking the assumption and assignment of the Purchased Contracts. All defaults required to be cured under Section 365 of the Bankruptcy Code shall be cured under the assumed Purchased Contracts and adequate assurance of future performance has been provided under the Asset Purchase Agreement. The Cure Amount (as defined in the Asset Purchase Agreement) with respect to at least 3,316 BBO Buildings (as defined in the Asset Purchase Agreement) (consisting of an aggregate of at least 464,710,550 square feet of tenantable space) does not exceed, in the aggregate, the Cash Consideration under the Asset Purchase Agreement.

R. The terms and conditions of the Asset Purchase Agreement, including the total consideration to be realized by Debtor pursuant to the Asset Purchase Agreement, are fair and reasonable and the transactions contemplated by the Asset Purchase Agreement are in the best interests of Debtor, its creditors and estate.

S. A valid business purpose exists for approval of the transaction contemplated by the Motion pursuant to Sections 105, 363(b), (f), and (m) and 365(a), (b) and (f) of the Bankruptcy Code. Debtor may sell and transfer the Purchased Assets free and clear of all Liens and Claims (as defined below), in accordance with Sections 105, 363 and 365 of the Bankruptcy Code. As a condition to purchasing the Purchased Assets, the Purchaser requires that: (a) the Purchased Assets (including, without limitation, the Purchased Contracts) be sold free and clear of all Liens and Claims (as defined below); and (b) the Purchaser shall have no liability whatsoever for any obligations of or claims (as defined in Section 101(5) of the Bankruptcy Code) against Debtor or its affiliates, other than for obligations expressly assumed pursuant to the Asset Purchase Agreement. The Purchaser would not enter into the Asset Purchase Agreement and consummate the purchase of the Purchased Assets, thus adversely affecting Debtor's estate, if the sale to the Purchaser was not free and clear of all Liens and Claims (as defined below) or if the Purchaser was or would be liable for any obligations of or claims (as defined in Section 101(5) of the Bankruptcy Code) against Debtor, except as otherwise explicitly provided in the Asset Purchase Agreement.

T. An injunction against creditors and third parties asserting any Liens and Claims (as hereinafter defined) against Purchaser or the Purchased Assets is necessary to induce the Purchaser to close under the Asset Purchase Agreement, and the issuance of such injunction is therefore necessary to avoid irreparable injury to Debtor's estate, and will benefit all of its creditors.

U. The transfer of the Purchased Assets (including, without limitation, the Purchased Contracts) to the Purchaser is or will be a legal, valid and effective transfer of the Purchased Assets (including, without limitation, the Purchased Contracts), and will vest the Purchaser with all right, title and interest of Debtor in and to the Purchased Assets (including, without limitation, the Purchased Contracts), free and clear of all Liens and Claims (as defined below), except those explicitly and expressly assumed by the Purchaser in the Asset Purchase Agreement.

V. The (i) transfer of the Purchased Assets (including, without limitation, the Purchased Contracts) to the Purchaser and (ii) assumption and assignment to, and assumption by, the Purchaser of the Purchased Contracts do not and will not (A) subject the Purchaser to any liability, other than those liabilities expressly assumed in the Asset Purchase Agreement, by reason of such transfer under the laws of the United States, any state, territory or possession thereof, or the District of Columbia, based in whole or in part directly or indirectly, on any theory of law, including without limitation, any theory of antitrust or successor or transferee liability, or (B) contravene, conflict with or result in a violation of, or give any governmental body or other person or entity the right to challenge the transactions contemplated by the Asset Purchase Agreement or to exercise any remedy or obtain any relief under, any federal, state, county or local law, statute, rule, regulations, ordinance, code or any decree, ruling, order, writ, injunction, award or judgment of any court or governmental, regulatory or administrative authority applicable to Debtor or with respect to which any of the Purchased Assets is subject.

W. The transfer of the Purchased Assets (including, without limitation, the Purchased Contracts) to the Purchaser is a transfer exempt from taxation pursuant to 11 U.S.C. § 1146(c), and accordingly shall not be taxed under any law imposing a stamp tax or similar tax.

X. The Debtor has demonstrated that it is an exercise of sound business judgment to assume and assign the Purchased Contracts to the Purchaser in connection with the consummation of the transactions contemplated by the Asset Purchase Agreement, and the assumption and assignment of the Purchased Contracts is in the best interests of the Debtor, its estate, and its creditors. The Purchased Contracts being assigned to, and the liabilities being assumed by, the Purchaser are an integral part of the other assets of the Debtor being purchased by the Purchaser and, accordingly, such assumption and assignment of Purchased Contracts is reasonable, enhances the value of the estate, and does not constitute unfair discrimination.

Y. The Debtor has: (i) cured, or has provided adequate assurance of cure, of any defaulting existing prior to the date hereof under any of the Purchased Contracts, within the meaning of Section 365(b)(1)(A) of the Bankruptcy Code, and (ii) provided compensation or adequate assurance of compensation to the non-Debtor parties to the Purchased Contracts for any actual pecuniary loss to such party resulting from a default prior to the date hereof under any of the Purchased Contracts, within the meaning of Section 365(b)(1)(B) of the Bankruptcy Code, and the Purchaser has provided adequate assurance of future performance of the Purchased Contracts, within the meaning of Section 365(b)(1)(C) of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. The Motion is approved in its entirety.
2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived or settled, and all reservations of rights included in such objections, are overruled on the merits.
3. The Asset Purchase Agreement and the transactions contemplated thereby be, and hereby are, approved, and Debtor and Purchaser are hereby authorized, empowered and directed to enter into, and to perform their obligations under, the Asset Purchase Agreement and to take such actions as are necessary to effectuate the terms of the Asset Purchase Agreement, including, but not limited to, execution and delivery to Purchaser of such documents, instruments and other things as are required under the Asset Purchase Agreement and Purchaser's delivery to Debtor of the Purchase Price as required under the Asset Purchase Agreement.

4. Debtor is hereby authorized, empowered and directed, pursuant to Sections 105 and 363(b) and (f) of the Bankruptcy Code, to sell the Purchased Assets to the Purchaser pursuant to and in accordance with the terms and conditions of the Asset Purchase Agreement, and pursuant to Sections 105 and 363 of the Bankruptcy Code, title to the Purchased Assets shall pass to the Purchaser at closing, free and clear of any and all liens (including, without limitation, mechanics', materialmen's and other consensual and non-consensual liens and statutory liens), security interests, Encumbrances and claims (as defined in Section 101(5) of the Bankruptcy Code), reclamation claims, mortgages, pledges, restrictions, hypothecations, charges, indentures, loan agreements, instruments, leases, licenses, options, rights of first refusal, contracts, offsets, recoupment, rights of recovery, judgments, orders, claims for reimbursement, contribution, indemnity or exoneration, and decrees of any Court or foreign or domestic governmental entity, interests, products liability, alter-ago, environmental, successor liability, tax and other liabilities and claims, to the fullest extent of the law, in each case whether secured or unsecured, choate or inchoate, filed or unfiled, scheduled or unscheduled, noticed or unnoticed, recorded or unrecorded, perfected or unperfected, allowed or disallowed, contingent or non-contingent, liquidated or unliquidated, matured or unmatured, material or non-material, disputed or undisputed, or known or unknown, whether arising prior to, on, or subsequent to the Petition Date, whether imposed by agreement, understanding, law, equity or otherwise (collectively, the "Liens and Claims"), with all such Liens and Claims to attach only to the proceeds of the sale of the Purchased Assets, except as otherwise provided by this Court, with the same priority, validity, force and effect as they now have in or against the Purchased Assets. Debtor is hereby authorized to surrender any and all equipment of [Extreme Networks] in Debtor's possession to holders of Liens and Claims against such equipment, subject to the Purchaser and such holders of Liens and Claims entering into an agreement or agreements pursuant to which the Purchaser would acquire such equipment from such holders of Liens and Claims.

5. Except as otherwise provided in this Order or in the Asset Purchase Agreement, all parties and/or entities asserting Liens and Claims against the Purchased Assets are hereby permanently enjoined and precluded from: (i) pursuing such Liens and Claims against the Purchased Assets; (ii) asserting, commencing or continuing in any manner any action

against the Purchaser, the Parent (or any of their respective subsidiaries or affiliates) or any director, officer, agent, representative or employee of the Purchaser or the Parent or any lender to or investor in the foregoing entities (each a "Protected Party" and collectively, the "Protected Parties") or against any Protected Party's assets or properties on account of such Liens and Claims; (iii) the enforcement, attachment, collection or recovery, by any manner or means, of any judgment, award or decree or order against the Protected Parties or any assets or properties of the Protected Parties on account of such Liens and Claims; (iv) creating, perfecting or enforcing any encumbrance of any kind against the Protected Parties or any properties or assets of the Protected Parties on account of such Liens and Claims; (v) asserting any set off, right of subrogation or recoupment of any kind against any obligations due to the Protected Parties on account of such Liens and Claims; and (vi) any action, in any manner, in any place whatsoever, that does not conform to or comply with the provisions of this Order or the Asset Purchase Agreement.

6. Pursuant to sections 105(a) and 365 of the Bankruptcy Code and subject and conditioned upon each of the respective Closings, the Debtor's assumption and assignment to the Purchaser, and the Purchaser's assumption on the terms set forth in the Asset Purchase Agreement, of all Purchased Contracts is hereby approved, and the requirements of Section 365(b)(1) of the Bankruptcy Code with respect thereto are hereby deemed satisfied.

7. The Debtor is hereby authorized and directed, in accordance with Sections 105(a) and 365 of the Bankruptcy Code to: (a) assume and assign to the Purchaser, effective upon each of the respective Closings, those of the Purchased Contracts being assigned at such Closing free and clear of all Liens and Claims, except those Liens and Claims expressly assumed pursuant to the Asset Purchase Agreement; and (b) execute and deliver to the Purchaser such documents or other instruments as may be necessary to assign and transfer the Purchased Contracts to the Purchaser.

8. The Purchased Contracts shall be transferred to, and remain in full force and effect for the benefit of, the Purchaser in accordance with their respective terms, excluding and notwithstanding any provision in any such Purchased Contract (including those described in Section 365(b)(2) and (f) of the Bankruptcy Code) that prohibits, restricts, or conditions such

assignment or transfer to the Purchaser. Pursuant to Section 365(k) of the Bankruptcy Code, Debtor shall be relieved from any liability with respect to the Purchased Contracts that arise after such assumption and assignment to the Purchaser.

9. All defaults or other obligations of Debtor under the Purchased Contracts arising or accruing prior to each relevant Closing (as defined in the Asset Purchase Agreement) (without giving effect to any acceleration clauses or any default provisions of the kind specified in Section 365(b)(2) of the Bankruptcy Code) have been cured or shall promptly be cured by the Debtor from the Cash Consideration under the Asset Purchase Agreement, such that the Purchaser shall have no liability or obligation with respect to any default or obligation arising or accruing prior to the date of each relevant Closing, except to the extent otherwise expressly provided in the Asset Purchase Agreement, provided that in no event shall the amount required to be paid by Debtor on account of the foregoing exceed the Cash Consideration under the Asset Purchase Agreement.

10. Each non-debtor party to a Purchased Contract is hereby barred from asserting against the Debtor, the Purchaser or the Parent any default existing as of the date of the Sale Hearing if such default was not raised or asserted prior to or at the Sale Hearing.

11. The failure of Debtor or the Purchaser to enforce at any time one or more terms or conditions or any Purchased Contract shall not be a waiver of such terms or conditions, or of Debtor's and the Purchaser's rights to enforce every term and condition of the Purchased Contracts.

12. The provisions of this Order authorizing Debtor to enter into the Asset Purchase Agreement and authorizing and directing the transactions contemplated by the Asset Purchase Agreement shall be self-executing and neither Debtor nor the Purchaser shall be required to execute or file any releases, termination statements, assignments, consents, or other instruments, or give any notices, or obtain any approval, consent, ratification, permission, waiver or authorization from any person, entity or federal, state or local governmental body or authority in order to effectuate consummation to implement the foregoing provisions hereof except as provided in the Asset Purchase Agreement. Notwithstanding the foregoing, Debtor, the Purchaser, and all other parties are authorized and directed to take any and all actions necessary

and appropriate to effectuate, consummate, and implement fully the Asset Purchase Agreement. Each and every federal, state, and local governmental agency and department is hereby directed to accept any and all documents and instruments necessary and appropriate to consummate the transactions contemplated by the Asset Purchase Agreement.

13. If any person or entity that has filed financing statements, mortgages, mechanic's liens, *lis pendens* or other documents or agreements evidencing Liens and Claims against or in the Purchased Assets (including, without limitation, the Purchased Contracts) shall not have delivered to Debtor prior to the Closing Date with respect to such Purchased Assets (including, without limitation, the Purchased Contracts), in proper form for filing and executed by the appropriate parties, termination statements, instruments of satisfaction and releases of all Liens and Claims that the person or entity has with respect to the Purchased Assets (including, without limitation, the Purchased Contracts) or otherwise, Purchaser is hereby authorized and directed to execute and file such statements, instruments, releases and other documents on behalf of the person or entity with respect to the Purchased Assets (including, without limitation, the Purchased Contracts).

14. All entities who are presently, or on the Closing Date with respect to any Purchased Assets may be, in possession of some or all of the Purchased Assets or documents or other information of the Debtor related to such Purchased Assets are hereby directed to surrender possession of such Purchased Assets, documents or other information to the Purchaser on or before the relevant Closing Dates.

15. The transfers of the Purchased Assets pursuant to the Asset Purchase Agreement (a) are legal, valid and effective transfers of the Purchased Assets from Debtor to the Purchaser, (b) vest in the Purchaser all right, title and interest of Debtor in and to the Purchased Assets, (c) constitute transfers for reasonably equivalent value and fair consideration under the Bankruptcy Code and the laws of the United States, any state, territory or possession, or the District of Columbia, and (d) do not and will not subject the Purchaser to any liability by reason of such transfers under any laws of the United States, any state, territory or possession, or the District of Columbia applicable to such transfers based in whole or in part, directly or indirectly, on any theory of law, including without limitation, any theory of successor or transferee liability.

Any requirement in Debtor's charter or other organizational documents, in any other agreement, instrument or document or in any applicable law that Debtor's shareholders consent to Debtor's execution of the Asset Purchase Agreement or the consummation of the transactions contemplated thereby, or that Debtor seek any such consent, is hereby forever dispensed with and waived.

16. The transactions contemplated by the Asset Purchase Agreement have been bargained for and undertaken by the Purchaser and Debtor at arm's length, without collusion, and in good faith within the meaning of Section 363(m) of the Bankruptcy Code, and the Purchaser and Debtor have not engaged in any conduct that would cause or permit the Asset Purchase Agreement to be avoided.

17. Pursuant to Section 363(m) of the Bankruptcy Code, if any or all of the provisions of this Order are hereafter reversed, modified or vacated by a subsequent order of this Court or any other court, such reversal, modification or vacatur shall not affect the validity and enforceability of any obligation or right granted pursuant to the terms of this Order, and notwithstanding any reversal, modification or vacatur of this Order, any actions taken by either the Purchaser or Debtor pursuant to the terms of this Order prior to the effective date of any such reversal, modification or vacatur shall be governed in all respects by the original provisions of this Order and the Asset Purchase Agreement, as the case may be.

18. The sale of the Purchased Assets approved by this Order is not subject to avoidance pursuant to Section 363(n) of the Bankruptcy Code.

19. The Asset Purchase Agreement and any related agreements, documents or other instruments may be modified, amended or supplemented by the parties thereto, in a writing signed by both parties, and in accordance with the terms thereof without further order of the Court, provided that any such modification, amendment or supplement is not material.

20. All of the terms and provisions of the Asset Purchase Agreement and this Order shall be binding in all respects upon, and shall inure to the benefit of the Purchaser, the Parent, Debtor, Debtor's estate, and their successors and assigns including, without limitation, any chapter 11 trustee hereinafter appointed for Debtor or any trustee appointed in a chapter 7

case if Debtor's case is converted from chapter 11, and this Order shall survive the appointment of such a trustee or the conversion of this case to a case under chapter 7 of the Bankruptcy Code.

21. As provided by Bankruptcy Rules 6004(g), 6006(d) and 7062, because time is of the essence, this Order shall be effective and enforceable immediately upon entry.

22. The provisions of this Order are nonseverable and mutually dependent.

23. Except as otherwise provided in the Asset Purchase Agreement, this Court shall retain exclusive jurisdiction to enforce the provisions of this Order and the Asset Purchase Agreement and to resolve any dispute concerning this Order, the Asset Purchase Agreement or the rights and duties of the parties hereunder or thereunder or any issues relating to the Asset Purchase Agreement and this Order, including, but not limited to, interpretation of the terms, conditions and provisions thereof, and the status, nature and extent of the Purchased Assets (including, without limitation, the Purchased Contracts) and all issues and disputes arising in connection with the relief authorized herein, inclusive of those concerning the transfer of the Purchased Assets (including, without limitation, the Purchased Contracts) free and clear of Liens and Claims.

24. Upon the Closings, neither the Purchaser nor the Parent shall be deemed to (i) be the successor of Debtor, (ii) have, de facto or otherwise, merged with or into Debtor, or (iii) be a mere continuation or substantial continuation of Debtor or the enterprise of Debtor.

25. The record of the Sale Hearing, including any stipulations or agreements contained therein, is "So Ordered" by this Court and incorporated herein by reference and the terms of this Order are expressly subject thereto.

Dated: Wilmington, Delaware
June [___], 2001

HONORABLE GREGORY M. SLEET
UNITED STATES DISTRICT JUDGE

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