

In re: **COVAD COMMUNICATIONS GROUP, INC.** Chapter 11
 Debtor Case No. 01-10167

Name of Debtor Against Which Claim is Held	Case No. of Debtor
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NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name and address of Creditor :	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Telephone number:	

Account or other number by which creditor identifies debtor:	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____
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1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) <input type="checkbox"/> Other _____ (explain) Your SS#: _____ Unpaid compensation for services performed from _____ (date) to _____ (date)
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2. Date debt was incurred:	3. If court judgment, date obtained:
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4. Total Amount of Claim at Time Case Filed: \$ _____
 If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.
 Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. **Secured Claim.**
 Check this box if your claim is secured by collateral (including a right of setoff).
 Brief Description of Collateral:
 Real Estate Motor Vehicle
 Other _____
 Value of Collateral: \$ _____
 Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

6. **Unsecured Priority Claim.**
 Check this box if you have an unsecured priority claim
 Amount entitled to priority \$ _____
 Specify the priority of the claim:
 Wages, salaries or commissions (up to \$4,650), earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).
 Up to \$2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).
 Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).
 Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
 Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____).

7. **Credits:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.
 8. **Supporting Documents:** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.
 9. **Date-Stamped Copy:** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

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

Date	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):
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DOCUMENT NUMBER-DATE
 10874 AUG 31 8

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

DEFINITIONS

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form filed with the clerk of the bankruptcy court where the bankruptcy case was filed, to tell the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim if the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began. In some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of the property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
COVAD COMMUNICATION GROUP, INC.) Case No. 01-10167
)
Debtor.)
)

**NOTICE OF COMMENCEMENT OF CHAPTER 11 BANKRUPTCY CASES,
MEETING OF CREDITORS AND FIXING OF CERTAIN DATES**

On August 15, 2001, the above-captioned debtor and debtor-in-possession in the above-captioned case (the "Debtor") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 through 1330 (the "Bankruptcy Code"). The Debtor, its address, case number and federal tax identification number are as follows:

DEBTOR			
(Other names, if any, used by the Debtor in the last 6 years appear in brackets)			
	ADDRESS	CASE NO.	EID #
Covad Communications Group, Inc.	4250 Burton Drive Santa Clara, CA 95054	01-10167	77-0461529

DATE, TIME AND LOCATION OF MEETING OF CREDITORS. September 28, 2001 at 1:00 p.m., 844 King Street, Room 2112, United States Courthouse, Wilmington, DE 19801).

DEADLINE TO FILE A PROOF OF CLAIM. October 29, 2001 (see enclosed Notice of Deadline for Creditors to File Proofs of Claim)

NAME, ADDRESS AND TELEPHONE NUMBER OF TRUSTEE. None appointed to date.

COUNSEL FOR THE DEBTORS.

Laura Davis Jones, Esq.
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 North Market Street, 16th Floor
Wilmington, DE 19899-8705
(302) 652-4100

Richard M. Pachulski, Esquire
Brad R. Godshall, Esquire
10100 Santa Monica Blvd., 11th Floor
Los Angeles, CA 90667
(310) 277-6910

COMMENCEMENT OF CASES. A petition for reorganization under chapter 11 of the Bankruptcy Code has been filed in this Court by the Debtor listed above, an order for relief has been entered. You might not receive notice of all documents filed in this case, unless you specifically request them. All documents filed with the Court, including lists of the Debtor's property and debts, are available for inspection at the Office of the Clerk of the Bankruptcy Court. In addition, such documents may be available at www.deb.uscourts.gov.

PURPOSE OF CHAPTER 11 FILING. Chapter 11 of the U.S. Bankruptcy Code enables a debtor to reorganize pursuant to a plan. A plan is not effective unless approved by the court at a confirmation hearing. Creditors will be given notice concerning any plan, or in the event the case is dismissed or converted to another chapter of the Bankruptcy Code. The Debtor will remain in possession of its property and will continue to operate any business unless a trustee is appointed.

CREDITORS MAY NOT TAKE CERTAIN ACTIONS. A creditor is anyone to whom a debtor owes money or property. Under the Bankruptcy Code, a debtor is granted certain protection against creditors. Common examples of prohibited actions by creditors are contacting a debtor to demand repayment, taking action against a debtor to collect money owed to creditors or to take property of a debtor, and starting or continuing foreclosure actions or repossessions. If unauthorized actions are taken by a creditor against a debtor, the Court may penalize that creditor. A creditor who is considering taking action against a debtor or the property of a debtor should review § 362 of the Bankruptcy Code and may wish to seek legal advice. The staff of the Clerk of the Bankruptcy Court are not permitted to give legal advice.

MEETING OF CREDITORS. The Debtor's representative, as specified in Rule 9001(5) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), is required to appear at the meeting of creditors on the date and at the place set forth above for the purpose of being examined under oath. Attendance by creditors at the meeting is welcomed, but not required. At the meeting, the creditors may examine the Debtor and transact such other business as may properly come before the meeting. The meeting may be continued or adjourned from time to time by notice at the meeting, without further written notice to the creditors.

CLAIMS. The Debtor has filed schedules of creditors pursuant to Bankruptcy Rule 1007. Any creditor holding a scheduled claim which is not listed as disputed, contingent, or unliquidated as to amount may, but is not required to, file a proof of claim in these cases. Creditors whose claims are not scheduled or whose claims are listed as disputed, contingent, or unliquidated as to amount and who desire to participate in the cases or share in any distribution must file their proofs of claim. A creditor who desires to rely on the schedule of creditors has the responsibility for determining that the claim is listed accurately. **A separate notice of the deadline to file proofs of claim. Please read it carefully.** A proof of claim form is attached to the enclosed Notice of Deadline for Creditors to File Proofs of Claim. Proofs of claim forms also are available in the clerk's office of any bankruptcy court and from the Court's web site at www.deb.uscourts.gov.

DISCHARGE OF DEBTS. Confirmation of chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan.

For the Court: /s/ David D. Bird
Clerk of the U.S. Bankruptcy Court

Dated: August 21, 2001

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
COVAD COMMUNICATIONS GROUP, INC.) Case No. 01-10167 (JJF)
)
Debtor.)

Objections Due: September 19, 2001, at 4:00 p.m.
Hearing Date: September 25, 2001, at 8:30 a.m.

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE
STATEMENT AND DEADLINE FOR FILING OBJECTIONS THERETO**

TO: All parties requesting notice pursuant to Bankruptcy Rule 2002 and all parties required to receive notice pursuant to Del.Bankr.LR 2002-1(b) and Fed.R.Bankr.P. 2002(b).

PLEASE TAKE NOTICE that the hearing (the "Disclosure Statement Hearing") to consider approval of the adequacy of Covad Communications Group, Inc.'s Disclosure Statement in Support of Plan of Reorganization (the "Disclosure Statement") will commence on September 25, 2001, at 8:30 a.m. Prevailing Eastern Time, before the Honorable Joseph J. Farnan, Jr., United States District Court Judge, at the United States District Court, Federal Building, 844 North King Street, 2nd Floor, Courtroom 2A, Wilmington, DE 19801. The Disclosure Statement Hearing may be continued from time to time by announcing such continuance in open court at the Disclosure Statement Hearing or an adjourned hearing without further notice to parties in interest.

PLEASE TAKE FURTHER NOTICE that September 19, 2001, at 4:00 p.m., Prevailing Eastern Time, is the last date and time for filing and serving objections to the approval of the Disclosure Statement (the "Disclosure Statement Objection Deadline").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Disclosure Statement shall be in writing and shall: (a) be filed by the Disclosure Statement Objection Deadline so as to be actually received by the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, and (b) be served on the following parties so as to be actually received on or before the Disclosure Statement Objection Deadline: (i) Pachulski, Stang, Ziehl, Young & Jones P.C., 10100 Santa Monica Blvd., 11th Floor, Los Angeles, CA 90067-4100, Attn: Richard M. Pachulski, Esquire; (ii) Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; and (iii) the Office of the United States Trustee, 844 King Street, Room 2313, Lockbox 35, Wilmington, DE 19801, Attn: Joseph McMahan, Esquire.

PLEASE TAKE FURTHER NOTICE that persons wishing to obtain copies of the Disclosure Statement may request copies of the same in writing from Cheryl Knotts, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801).

Dated: August 27, 2001

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



Laura Davis Jones (Bar No. 2436)

Christopher J. Lhulier (Bar No. 3850)

David W. Carickhoff, Jr. (Bar No. 3715)

Rachel S. Lowy (Bar No. 3753)

919 North Market Street, 16th Floor

P.O. Box 8705

Wilmington, Delaware 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

Richard M. Pachulski (CA Bar No. 90073)

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Scotta McFarland (CA Bar No. 165391)

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Los Angeles, California 90067

Telephone: (310) 277-6910

Facsimile: (310) 201-0760

[Proposed] Counsel to Debtor and Debtor in Possession

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
COVAD COMMUNICATIONS GROUP, INC.,) Case No. 01-10167-()
)
Debtors.)

**NOTICE OF DEADLINE FOR
CREDITORS TO FILE PROOFS OF CLAIM**

DEADLINE: October 29, 2001, at 4:00 p.m. Eastern Time

**TO: ALL PERSONS OR ENTITIES WHO MIGHT WISH TO ASSERT CLAIMS
AGAINST COVAD COMMUNICATIONS GROUP, INC., DEBTOR AND
DEBTOR IN POSSESSION**

An order of the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has established a deadline (sometimes referred to as a "Bar Date") for the filing of claims (the "Deadline") against the above-captioned debtors and debtors in possession (the "Debtor").

The order provided, in substance, that every person or entity (including every individual, partnership, corporation, estate or trust), including governmental units, who wishes to assert a claim¹ against the Debtor that arose prior to August 15, 2001, the date the Debtor's chapter 11 case was filed (the "Petition Date"), must file a written proof of claim, as described below, on or before 4:00 p.m., Eastern time, October 29, 2001.

The Deadline does not establish a deadline for parties holding equity security interests in the Debtor to file a "Proof Of Interest" pursuant to Federal Rules of Bankruptcy Procedure 2002(d) or 3003(c)(2). Accordingly, if your only connection with the Debtor is that you hold stock in Covad Communications Group, Inc., then you need not file a Proof of Interest at this time.

**IF YOU FAIL TO FILE A PROOF OF CLAIM BY THE DEADLINE,
YOU WILL BE FOREVER BARRED FROM (A) ASSERTING A CLAIM AGAINST THE
DEBTOR, AND (B) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER ANY PLAN**

¹ As used here, "claim" means, as provided in section 101 (5) of the Bankruptcy Code: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

OF REORGANIZATION OF THE DEBTOR, (C) FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM, (D) ASSERTING SUCH CLAIM AGAINST THE DEBTOR OR ITS ESTATE OR PROPERTY, (E) VOTING ON ANY PLAN OR PLANS OF REORGANIZATION FILED IN THIS CASE, AND (F) PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTOR'S CHAPTER 11 CASE ON ACCOUNT OF SUCH CLAIM, AND THE DEBTOR AND ITS PROPERTY SHALL BE DISCHARGED FOREVER FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM.

The Debtor has filed its schedules of assets, and schedules of liabilities (the "Schedules of Liabilities") as well as its statement of financial affairs. The Schedules of Liabilities are available for inspection (a) during regular business hours at the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801; (b) on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted on the Internet at www.deb.uscourts.gov, or (c) at the offices of the Counsel for the Debtor, Pachulski, Stang, Ziehl, Young & Jones P.C., located at 919 Market Street, Suite 1600, Wilmington, Delaware 19899-8705. The amount and stature of your claim, as scheduled by the Debtor, appears on the proof of claim form enclosed with this notice.

IF YOUR CLAIM:

- **IS NOT LISTED IN THE SCHEDULES, OR**
- **IS LISTED IN AN AMOUNT OR CATEGORY WITH WHICH YOU DISAGREE, OR**
- **IS LISTED AS "DISPUTED", "CONTINGENT" OR "UNLIQUIDATED", WHETHER OR NOT A CLAIM AMOUNT IS SHOW, AND YOU DESIRE TO PARTICIPATE IN THESE CHAPTER 11 CASES AND SHARE IN ANY DISTRIBUTION, YOU MUST FILE A PROOF OF CLAIM ON OR BEFORE THE DEADLINE.**

If it is unclear whether your claim is disputed, contingent or unliquidated, or whether it otherwise is properly listed (as to its category, its amount, or otherwise), you must file a proof of claim prior to the Deadline. If you desire to rely on the Schedules of Liabilities, you have the responsibility for determining that any claims you might want to assert are fully, accurately and unequivocally listed there.

(a) If you have already properly filed a proof of claim in the Debtor's chapter 11 cases with the Clerk of the Bankruptcy Court for the District of Delaware; or

(b) If your claim is listed in the Schedules of Liabilities in an amount and classification with which you agree, and your claim is not listed in the Schedules of Liabilities as disputed, contingent, or unliquidated; or

(c) If your claim was previously allowed by order of the Court; or

(d) If your claim is allowed under 11 U.S.C. §507(a)(1), as an expense of administration, then you need not file a Proof of Claim.

OTHERWISE, YOU MUST FILE A PROOF OF CLAIM ON OR PRIOR TO THE DEADLINE IF YOU WISH TO ASSERT A CLAIM AGAINST THE DEBTOR.

The Deadline, or claims Bar Date, for any person or entity whose claim arises from, or as a consequence of, the rejection of an executory contract or unexpired lease shall be as follows: (a) If the Court has entered an Order fixing the date by which such claims must be filed, the

Order shall govern, and (b) if the Court has not entered an Order fixing the date by which such claims must be filed then the claims bar date shall be the later of (i) the Deadline or (ii) thirty (30) days from date of the service of the order rejecting said contract or lease.

Proofs of claim should conform substantially to Form No. 10 of the Official Bankruptcy Forms (or use the form enclosed with this notice, which is modeled on that form).

Your Proof of Claim must be received on or before the Deadline. Your Proof of Claim should be mailed to:

Convad Claims Processing
FDR Station
P.O. Box 5115
New York, New York 10150-5115

A CLAIMANT SHOULD CONSULT AN ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER THE CLAIMANT SHOULD FILE A PROOF OF CLAIM.

ALL PROOFS OF CLAIM WILL BE DEEMED FILED ONLY WHEN RECEIVED. A PROOF OF CLAIM WILL BE DEEMED TIMELY FILED ONLY IF THE PROOF OF CLAIM (I) IS SIGNED, (II) IDENTIFIES THE ENTITY AGAINST WHICH IT IS ASSERTED, AND (III) IS ACTUALLY RECEIVED BY COVAD CLAIMS PROCESSING ON OR BEFORE THE DEADLINE.

Dated: August 20, 2001

/s/ Laura Davis Jones
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.
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Counsel to Debtor and Debtor in Possession