

ORIGINAL

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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DISTRIBUTION CENTER

In re:

RSL COM PRIMECALL, INC. and
RSL COM U.S.A., INC.,

Debtors.

X
:
: Chapter 11 Cases Nos.
:
: 01-11457 and
: 01-11469 (ALG)
:
: (Jointly Administered)
:
X

020000

**ORDER TO SHOW CAUSE PURSUANT TO SECTIONS
105, 363 AND 1146 OF THE BANKRUPTCY CODE (i) FIXING A
DATE AND TIME FOR HEARING APPROVING (a) BIDDING
PROCEDURES, INCLUDING PAYMENT OF BREAK-UP FEE,
(b) FORM AND MANNER OF NOTICE OF SALE, AND
(c) RELATED RELIEF; (ii) FIXING A DATE AND TIME FOR
HEARING (a) AUTHORIZING THE DEBTOR TO SELL
CERTAIN OF ITS ASSETS, FREE AND CLEAR OF ALL LIENS,
CLAIMS, INTERESTS AND ENCUMBRANCES, (b) APPROVING
ASSET PURCHASE AGREEMENT AND OTHER AGREEMENTS
RELATED THERETO, (c) AUTHORIZING THE DEBTOR TO
CONSUMMATE ALL TRANSACTIONS CONTEMPLATED BY SUCH
AGREEMENTS, AND (d) GRANTING RELATED RELIEF**

Upon the accompanying motion (the "Motion") of RSL COM U.S.A., Inc. ("RSL

AUS ___ USA" or the "Debtor"), one of the administratively consolidated debtors herein, by and through
CAF ___
CMP ___
COM ___ its attorneys, LeBoeuf, Lamb, Greene & MacRae L.L.P. ("LeBoeuf"), for orders on an expedited
CTR ___
ECR ___ basis (a) authorizing the sale (the "Sale") of the Debtor's enterprise business, in which RSL USA
GCL ___
OPC ___
MMS ___ provides data and long distance service to its customers (the "Enterprise Business"), which
SEC 1
OTH ^{to Hong} Enterprise Business includes certain executory contracts and unexpired leases (the "Contracts",
together with the Enterprise Business, the "Subject Assets") free and clear of liens, claims,
interests and encumbrances (except for the liabilities expressly assumed pursuant to the Asset
Purchase Agreement, the "Assumed Liabilities"); (b) approving the Asset Purchase Agreement
dated as of March 25, 2002 (the "Asset Purchase Agreement") between the Debtor and Counsel

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R.V.N

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER DATE

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FPSC-COMMISSION CLERK

Springwell Communications LLC or its designee (the "Purchaser"); (c) authorizing the Debtor to take all steps necessary or appropriate to consummate the Asset Purchase Agreement and the sale of the Subject Assets; (d) approving the bidding procedures (the "Bidding Procedures") with respect to the proposed sale as set forth herein, including approval of the payment of a break-up fee (the "Break-Up Fee") to the Purchaser and reimbursement of certain expenses; (e) approving the form and manner of the notice of the auction of the Subject Assets ("Auction") and the Bidding Procedures applicable to the Auction; (f) scheduling a hearing (the "Sale Hearing") and objection deadline with respect to the proposed Sale; and (g) granting related relief; and upon the annexed affidavit of Michael Caffrey, dated April 11, 2002 demonstrating the urgent need that the approval be ordered, and no previous application for similar relief having been made; and sufficient cause appearing therefor; it is hereby

ORDERED, that any party opposing approval of an order (the "Bidding Procedures Order") (i) approving the Bidding Procedures with respect to the proposed Sale as set forth in the Motion, including approval of the payment of the Break-Up Fee to the Purchaser and reimbursement of certain expenses, (ii) approving the form and manner of the notice of the Auction and the Bidding Procedures applicable to the Auction, and (iii) granting related relief, appear and show cause before the Honorable Allan L. Gropper, United States Bankruptcy Judge, on April 25, 2002, at the United States Bankruptcy Court, Courtroom 617, Alexander Hamilton Customs House, One Bowling Green, New York, New York 10004, at 10:00 a.m., or as soon thereafter as counsel may be heard (the "Bidding Procedures Hearing"), why the Court should not enter the Bidding Procedures Order; and it is further

ORDERED, that any party opposing approval of an order (the "Sale Order") (i) authorizing the Sale of the Subject Assets free and clear of liens, claims, interests and

encumbrances (except for the Assumed Liabilities), (ii) approving the Asset Purchase Agreement between the Debtor and the Purchaser, (iii) authorizing the Debtor to take all steps necessary or appropriate to consummate the Asset Purchase Agreement and the sale of the Subject Assets; and (iv) granting related relief, appear and show cause before the Honorable Allan L. Gropper, United States Bankruptcy Judge, on May 23, 2002, at the United States Bankruptcy Court, Courtroom 617, Alexander Hamilton Customs House, One Bowling Green, New York, New York 10004, at 10:00 a.m., or as soon thereafter as counsel may be heard (the "Sale Order Hearing"), why the Court should not enter the Sale Order; and it is further

ORDERED, that (a) service of this Order to Show Cause and the Motion, with exhibits and all supporting papers, by hand, facsimile, electronic mail or overnight courier on or before April 12, 2002, upon: (i) the twenty largest creditors; (ii) the office of the United States Trustee for the Southern District of New York; (iii) counsel for the Purchaser; (iv) counsel for the Official Committee of Unsecured Creditors; (v) all parties that the Debtor's financial advisor, in consultation with the Debtor, believes may be interested in acquiring the Subject Assets; and (b) service of this Order to Show Cause and Motion without exhibits and supporting papers by facsimile or first-class mail postage-prepaid on or before April 17, 2002, upon (i) all parties that purport to have or having a lien or liens on any of the Subject Assets the address of which is obtainable by the Debtor, (ii) all parties on the Master Service List pursuant to the Order Establishing Notice Procedures entered by this Court on May 2, 2001; and (iii) all creditors of the Debtor shall constitute sufficient and proper notice of this Order to Show Cause and of the relief requested in the Motion; and it is further

ORDERED, that objections to the proposed Bidding Procedures or the form and manner of notice of the Auction, if any, must be in writing, filed with the Bankruptcy Court (a)(i) through

the Bankruptcy Court's electronic filing system (in accordance with General Order M-182), which may be accessed (with a password that is available by contacting the Bankruptcy Court's technical assistance at (212) 668-2870, ext. 3522, Monday through Friday, 8:30 a.m. to 5:00 p.m.) through the Internet at the Bankruptcy Court's website: www.nysb.uscourts.gov, using Netscape Navigator software version 3.0 or higher, and (ii) in portable document format (PDF) using Adobe Exchange software for conversion; or (b) if a party is unable to file electronically, such party shall submit to the Bankruptcy Court the objection in PDF format on a diskette in an envelope with the case name, case number, type and title of document, document number of the document to which the objection refers, and the file name on the outside of the envelope; or (c) if a party is unable to file electronically or use PDF format, such party shall submit to the Bankruptcy Court the objection on a diskette in either Word, WordPerfect, or DOS text (ASCII) format. An objection filed by a party with no legal representation shall comply with section (b) or (c) as set forth in this paragraph. A hard copy of the objection, whether filed pursuant to section (a), (b) or (c), as set forth in this paragraph, shall be hand-delivered directly to the Chambers of the Honorable Allan L. Gropper; and it is further

ORDERED, that any objection to the proposed Bidding Procedures or the form and manner of notice of the Auction shall also be served in accordance with General Order M-182 so as to be received no later than **April 23 2002 at 2:00 p.m.** upon counsel to the Debtor, LeBoeuf, Lamb, Greene & MacRae, L.L.P., 125 West 55th Street, New York, New York 10019, Attn: William S. Schaaf; the United States Trustee for the Southern District of New York; counsel for the Official Committee of Unsecured Creditors, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982, Attn: Robin E. Keller, Esq.; and counsel to the Purchaser,

Robinson Silverman Pearce Aronsohn & Berman LLP, 1290 Avenue of the Americas, New York, New York, 10104, Attn: Mark Lichtenstein; and it is further

ORDERED, that objections to the proposed Sale and related relief, if any, must be in writing, filed with the Bankruptcy Court (a)(i) through the Bankruptcy Court's electronic filing system (in accordance with General Order M-182), which may be accessed (with a password that is available by contacting the Bankruptcy Court's technical assistance at (212) 668-2870, ext. 3522, Monday through Friday, 8:30 a.m. to 5:00 p.m.) through the Internet at the Bankruptcy Court's website: www.nysb.uscourts.gov, using Netscape Navigator software version 3.0 or higher, and (ii) in portable document format (PDF) using Adobe Exchange software for conversion; or (b) if a party is unable to file electronically, such party shall submit to the Bankruptcy Court the objection in PDF format on a diskette in an envelope with the case name, case number, type and title of document, document number of the document to which the objection refers, and the file name on the outside of the envelope; or (c) if a party is unable to file electronically or use PDF format, such party shall submit to the Bankruptcy Court the objection on a diskette in either Word, WordPerfect, or DOS text (ASCII) format. An objection filed by a party with no legal representation shall comply with section (b) or (c) as set forth in this paragraph. A hard copy of the objection, whether filed pursuant to section (a), (b) or (c), as set forth in this paragraph, shall be hand-delivered directly to the Chambers of the Honorable Allan L. Gropper; and it is further

ORDERED, that any objection to the proposed Sale and related relief shall also be served in accordance with General Order M-182 so as to be received no later than **5:00 p.m. on May 14, 2002** upon counsel to the Debtor, LeBoeuf, Lamb, Greene & MacRae, L.L.P., 125 West 55th Street, New York, New York 10019, Attn: William S. Schaaf; the United States Trustee for the Southern District of New York; counsel for the Official Committee of Unsecured Creditors, Stroock

& Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982, Attn: Robin E. Keller, Esq.; and counsel to the Purchaser, Robinson Silverman Pearce Aronsohn & Berman LLP, 1290 Avenue of the Americas, New York, New York, 10104, Attn: Mark Lichtenstein; and it is further

ORDERED, that the Bidding Procedures Hearing and the Sale Order Hearing may be adjourned without any notice other than in open court.

Dated: New York, New York
April 11, 2002

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY JUDGE

NYC 415859