

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

ORIGINAL

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: Chapter 11
In re: : Case No. 02-11046 (PJW)
: :
MPOWER HOLDING CORPORATION, et al., : (Jointly Administered)
: :
Debtors. : Objection Deadline: May 13, 2002 at 4:00 p.m. (ET)
: Hearing Date: May 20, 2002 at 6:00 p.m. (ET)
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**NOTICE OF HEARING TO CONSIDER
APPROVAL OF DISCLOSURE STATEMENT**

1. On April 8, 2002, Mpower Holding Corporation and Mpower Communications Corp., debtors and debtors in possession in these chapter 11 cases (the "Debtors"), filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the "Plan") and a proposed Debtors' Disclosure Statement Pursuant to 11 U.S.C. § 1125 Dated April 8, 2002 (the "Disclosure Statement"). The Debtors intend to present the Disclosure Statement and any changes or modifications thereto for approval at a hearing before the Honorable Peter J. Waish, beginning at 6:00 p.m. on May 20, 2002 in the Bankruptcy Court, 6th Floor, 824 Market Street, Wilmington, Delaware 19801 (the "Disclosure Hearing").

2. Objections, if any, to approval of the Disclosure Statement must be in writing and shall (i) state the name and address of the objector or entity proposing a modification to the Disclosure Statement and the amount of its claim or nature of its interest in the Debtors' chapter 11 cases; (ii) specify the basis and nature of any objection or proposed modification together with suggested language, if any, and (iii) be filed with the Bankruptcy Court, 5th Floor, 824 Market Street, Wilmington, Delaware 19801 together with proof of service, and served so as to be RECEIVED on or before 4:00 p.m. prevailing Eastern Time on May 15, 2002 by the following: (a) Shearman & Sterling, 599 Lexington Avenue, New York, NY 10022 (attn: Douglas P. Bartner, Esq., and Jonathan Linker, Esq.); (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, DE 19801 (attn: Pauline K. Morgan, Esq.); (c) Milbank Tweed Hadley & McCloy, LLP, 1 Chase Manhattan Plaza, New York, NY 10005 (attn: Dennis O'Donnell, Esq.); and (d) Office of the United States Trustee, 844 King Street, Room 2313, Wilmington, DE 19801 (attn: Joseph McMahon, Esq.).

3. Copies of the Plan and Disclosure Statement may be obtained by parties in interest at the Debtors' expense upon written request to Shearman & Sterling, 599 Lexington Avenue, New York, NY 10022 (attn: Anna Angert), facsimile: 212-848-7179. In addition, copies of the Disclosure Statement and the Plan may be found on the Bankruptcy Court's website, www.deb.uscourts.gov, and are on file with the Clerk of the Bankruptcy Court, 5th Floor, 824 Market Street, Wilmington, Delaware 19801. The Disclosure Statement may be amended at any time prior to the Disclosure Hearing, and the Disclosure Hearing may be adjourned from time to time without further notice, except for the announcement of the adjourned date(s) at the Disclosure Hearing or any continued hearing(s).

Dated: Wilmington, Delaware
April 17, 2002

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/

Pauline K. Morgan (No. 3650)
M. Blake Cleary (No. 3614)
Timothy E. Lengkeek (No. 4116)
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- and -

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RECEIVED & FILED

R.V.N.

CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION

FPSC-BUREAU OF RECORDS

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