

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

DISTRIBUTION CENTER  
02 APR 23 AM 9:07

In re: ) Chapter 11  
)  
VERADO HOLDINGS, INC., et al., ) Case No. 02-10510 (PJW)  
) Jointly Administered  
)  
Debtors. )

020000

**NOTICE OF BAR DATE REQUIRING FILING  
OF PROOFS OF CLAIM ON OR BEFORE  
JUNE 3, 2002 AT 4:00 P.M. (EASTERN TIME)**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE FOLLOWING  
DEBTOR ENTITIES:<sup>1</sup>**

<u>NAME</u>	<u>CHAPTER 11 CASE NO.</u>
Verado Holdings, Inc.	Case No. 02-10510 (PJW)
Verado, Inc.	Case No. 02-10511 (PJW)
ICI Holdings, Inc. (f/k/a Intelenet Communications, Inc.)	Case No. 02-10512 (PJW)
FirstWorld Orange Coast	Case No. 02-10513 (PJW)
FirstWorld Internet Services, Inc.	Case No. 02-10514 (PJW)
FirstWorld SGV	Case No. 02-10515 (PJW)
FirstWorld Dial-Up, Inc.	Case No. 02-10516 (PJW)
FirstWorld SoCal	Case No. 02-10517 (PJW)
FirstWorld Anaheim	Case No. 02-10518 (PJW)
FirstWorld Engineering	Case No. 02-10519 (PJW)

PLEASE TAKE NOTICE THAT, on April 12, 2002, the Court entered an order (the "Bar Date Order") establishing **JUNE 3, 2002, at 4:00 p.m. (Eastern Time)** (the "Bar Date") as the last date and time for the filing of proofs of claim against the above-captioned debtors and debtors in possession (collectively, the "Debtors"). The Bar Date and the procedures set forth below for the filing of proofs of claim apply to all claims against the Debtors that arose prior to February 15, 2002.

**1. WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a proof of claim if you have a claim that arose prior to February 15, 2002, and it is not one of the types of claims described in section 2 below. Acts or omissions of the Debtors that arose on or before February 15, 2002, may give rise to claims against the Debtors notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date.

<sup>1</sup> In addition to the list of debtor-entities set forth above, attached hereto as Exhibit "A" is a list of additional trade names that have either (i) been used by the Debtors or (ii) relate to entities that have been acquired by the Debtors.

DOCUMENT NUMBER DATE

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FPSC-COMMISSION CLERK

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (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) 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.

## 2. WHO SHOULD NOT FILE A PROOF OF CLAIM

You should not file a proof of claim if:

- a. You have **already** properly filed with the Clerk of the Bankruptcy Court a proof of claim against the Debtors utilizing a claim form which substantially conforms to the proof of claim form tailored for these cases or Official Form No. 10;
- b. Your claim is listed on the Debtors’ Schedules of Liabilities filed with the Court on March 18, 2002 (collectively, as may be amended, the “Schedules”), is not described as being “disputed,” “contingent,” or “unliquidated” **and** you do not dispute the amount and manner of classification set forth in the Schedules;
- c. You have a claim under section 507(a)(1) of the Bankruptcy Code as an administrative expense of the Debtors’ chapter 11 cases;
- d. Your claim has already been paid by the Debtors;
- e. You hold a claim that has been allowed by an order of the Court entered on or before the Bar Date; or
- f. You hold a claim that is limited exclusively to repayment of principal and/or interest on or under the 13% Senior Discount Notes due 2008 (the “Notes”) or the Indenture, dated April 13, 1998, with respect of the Notes (the “Note Claims”); **provided, however**, that (i) the foregoing exclusion shall not apply to the Indenture Trustee under the Indenture; (ii) the Indenture Trustee shall be required to file a proof of claim on or before the Bar Date for the Note Claims; and (iii) any holder of the Notes wishing to assert a claim, other than the Note Claims, shall be required to file a proof of claim on or before the Bar Date.

Holders of issued and outstanding equity interests in the Debtors need not file proofs of interest solely on account of any such equity interest. However, a proof of claim must be filed to assert a claim (as defined above) against the Debtors, as opposed to proof of any such equity interest, including any claim that relates to litigation arising from the purchase or sale of securities issued by any of the Debtors, including claims (a) for rescission of a purchase or sale of a security of the Debtors, (b) for damages arising from the purchase or sale of such a security, or (c) for indemnification, reimbursement or contribution arising (or fees and costs in connection with) from or related to such claim.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS, OR IF THE CLAIM YOU HELD ON FEBRUARY 15, 2002 HAS BEEN PAID.**

### 3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before May 3, 2002 must, if no earlier deadline is fixed in the rejection order, file a proof of claim based on such rejection on or before the Bar Date. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated after May 3, 2002, must file a proof of claim by the later of: (i) the date the Court may fix in the applicable rejection order for filing claims; (ii) the Bar Date; and (iii) the first business day that is at least thirty (30) calendar days after the effective date of such rejection.

### 4. WHEN AND WHERE TO FILE

Except as provided for herein, proofs of claim must be filed so as to be **received on or before the Bar Date (4:00 p.m. (Eastern Time) on June 3, 2002)**, at the following address (the "Verado Claims Docketing Center"):

#### IF SENT BY MAIL

Verado Claims Docketing Center  
c/o Bankruptcy Services LLC  
P.O. Box 5285 F.D.R. Station  
New York, New York 10150-5285

#### IF SENT BY MESSENGER OR OVERNIGHT COURIER

Verado Claims Docketing Center  
c/o Bankruptcy Services LLC  
70 East 55th Street  
New York, New York 10022-3222

Note that proofs of claim will be deemed timely filed only if **actually received** by the Verado Claims Docketing Center on or before the Bar Date. **Proofs of claim may not be delivered by facsimile or telecopy.**

### 5. WHAT TO FILE

If you file a proof of claim, your filed proof of claim must (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of February 15, 2002, and (iii) conform substantially with the proof of claim form tailored for these cases or Official Form No. 10.

**YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH SUCH CLAIM IS BASED.**

**EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTION 2 AND AS DESCRIBED IN SECTION 3 ABOVE, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE FOR ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST THE DEBTORS WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM) AGAINST THE DEBTORS AND THE DEBTORS AND THEIR PROPERTY WILL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OF REORGANIZATION OR PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.**

**A copy of the proof of claim form tailored for these cases can be obtained by calling the Verado Claims Docketing Center at (212) 376-8494.**

**6. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim in the Debtor's Schedules. If you wish to ascertain the treatment of your claim in the Debtors' Schedules, you may contact the Verado Claims Docketing Center at (212) 376-8494.

In the event the Debtors amend or supplement the Schedules, and such amendment reduces the liquidated amount or changes the priority of a scheduled claim, adds a prepetition claim which was not listed originally on the Schedules, or reclassifies a scheduled, undisputed, noncontingent claim to be disputed, unliquidated and/or contingent, any claimants affected by such amendments shall be notified by the Debtors and shall be permitted to file a proof of claim only on or before the later of: (i) the Bar Date, and (ii) the first business day that is at least thirty (30) calendar days after the mailing of notice of such amendment.

Copies of the Debtors' Schedules and the Bar Date Order may be examined by interested parties between the hours of 8:30 a.m. and 4:30 p.m. (Eastern Time), at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court, 824 Market Street, Fifth Floor Wilmington, Delaware 19801, or during regular business hours at the offices of the attorneys for the Debtors listed at the end of this notice.

The Verado Claims Docketing Center may be contacted at (212) 376-8494 for assistance if there are any questions concerning the filing, amount, nature, or processing of a proof of claim.

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

Dated: April 19, 2002  
Wilmington, Delaware

Mark D. Collins (No. 2981)  
Michael J. Merchant (No. 3854)  
RICHARDS, LAYTON & FINGER, P.A.  
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Saundra R. Steinberg  
WEIL, GOTSHAL & MANGES LLP  
100 Crescent Court, Suite 1300  
Dallas, Texas 75201-6950

ATTORNEYS FOR THE DEBTORS  
AND THE DEBTORS IN POSSESSION

**EXHIBIT A**

<b>DEBTOR</b>	<b>CASE NO.</b>	<b>TRADE NAMES AND OTHER RELATED ENTITIES</b>
<b>Verado Holdings, Inc.</b>	02-10510 (PJW)	FirstWorld Communications, Inc., SpectraNet Communications, SpectraNet International
<b>Verado, Inc.</b>	02-10511 (PJW)	FirstWorld, Inc.
<b>ICI Holdings, Inc. f/k/a Intelenet Communications, Inc.</b>	02-10512(PJW)	Third Coast
<b>FirstWorld Orange Coast</b>	02-10513 (PJW)	SpectraNet Orange Coast
<b>FirstWorld Internet Services, Inc.</b>	02-10514 (PJW)	The following entities were merged into FirstWorld Internet Services, Inc: Sirius Solutions, Inc. d/b/a Sirius Connections, Inc., Hypercon, Inc., Accelerated Information, Inc. and its wholly owned subsidiary Slip.Net, Inc., inQuo; Internet Express, LLC, Oregon Professional Services, Inc. d/b/a Transport Logic
<b>FirstWorld SGV</b>	02-10515 (PJW)	SpectraNet SGV
<b>FirstWorld SoCal</b>	02-10517 (PJW)	SpectraNet SoCal
<b>FirstWorld Anaheim</b>	02-10518 (PJW)	SpectraNet Anaheim
<b>FirstWorld Engineering</b>	02-10519 (PJW)	SpectraNet Engineering

**UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE  
 VERADO CLAIMS DOCKETING CENTER  
 C/O BANKRUPTCY SERVICES LLC  
 P.O. BOX 5285 FDR STATION  
 NEW YORK, NEW YORK 10150-5285**

**PROOF OF CLAIM**

In Re Verado Holdings, Inc. et al.	Chapter 11 Case No. 02-10510 (PJW) Jointly Administered
Name of Debtor Against Which Claim is Held	Case No. of Debtor

**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 :**

**Telephone number:**

- 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.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if the address differs from the address on the envelope sent to you by the court.

**Account or other number by which creditor identifies debtor:**

**Check here if this claim:**

replaces  amends a previously filed claim, dated: \_\_\_\_\_

**1. Basis for Claim**

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (fill out below)
- Other \_\_\_\_\_ (explain)

Your SS#: \_\_\_\_\_

Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_  
(date) (date)

**2. Date debt was incurred:**

**3. If court judgment, date obtained:**

**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

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): \_\_\_\_\_

**Penalty for presenting fraudulent claim:** Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

# 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.