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UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE C/O BANKRUPTCY SERVICES LLC ATTN: MPOWER HOLDINGS CORPORATION CLAIMS PROCESSING 70 EAST 55TH STREET, 6TH FLOOR NEW YORK, NEW YORK 10022		PROOF OF CLAIM	
Mpower Holding Corporation	Case No. 02-11046 (PJW)		
Mpower Communications Corp [MGC Communications, Inc]	Case No. 02-11047 (PJW)		
Mpower Lease Corporation [MGC Lease Corporation]	Case No. 02-11048 (PJW)		
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 :		<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 if this claim: <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____	
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"/> Other _____ (explain)		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS#: _____ Unpaid compensation for services performed from _____ (date) to _____ (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. <input type="checkbox"/> 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. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		6. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim. <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> 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		This Space Is For Court Use Only	
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.		DOCUMENT NUMBER - DATE 04889 MAY-08	
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			
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):		
1	Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. § 1592 and 357C		

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FPSC-COMMISSION CLERK

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**

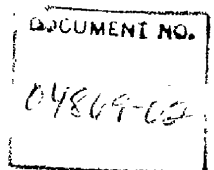
-----X		
In re:	:	
	:	Chapter 11
MPOWER HOLDING CORPORATION,	:	Case No. 02-11046 (PJW)
Tax I.D. No. 52-2232143	:	
Debtor.	:	
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In re:	:	
	:	Chapter 11
	:	Case No. 02-11047 (PJW)
MPOWER COMMUNICATIONS CORP.,	:	
Tax I.D. No. 88-0360042	:	
Debtor.	:	
-----X		
In re:	:	
	:	Chapter 11
	:	Case No. 02-11048 (PJW)
MPOWER LEASE CORPORATION,	:	
Tax I.D. No. 88-0385821	:	
Debtor.	:	
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**NOTICE OF ORDER ESTABLISHING PROCEDURES AND DEADLINE FOR FILING
PROOFS OF CLAIM AGAINST MPOWER HOLDING CORPORATION, MPOWER
COMMUNICATIONS CORP. AND MPOWER LEASE CORPORATION**

**TO: ALL HOLDERS OF CLAIMS (INCLUDING CONTINGENT, UNLIQUIDATED
AND DISPUTED CLAIMS) AGAINST MPOWER HOLDING CORPORATION,
MPOWER COMMUNICATIONS CORP. AND MPOWER LEASE
CORPORATION:**

PROCEDURE AND DEADLINE FOR FILING PROOFS OF CLAIM

PLEASE TAKE NOTICE that on May 1, 2002, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order (the "Bar Date Order") in accordance with sections 501, 502 and 1111(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002(a) and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") fixing **June 3, 2002 at 4:00 p.m. Eastern Time** (the "Bar Date") as the last date for filing proofs of Claim (as defined below) in the above-captioned chapter 11 cases of **Mpower Holding Corporation, Mpower Communications Corp. and Mpower Lease Corporation** (collectively, the "Debtors") for all creditors of the Debtors, except as set forth in paragraph 2 below.



ANY PROOF OF CLAIM FOR A CLAIM WHICH IS SUBJECT TO THE BAR DATE, AND WHICH IS FILED AFTER THE BAR DATE, SHALL BE DISALLOWED. ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM AND THAT FAILS TO DO SO BY 4:00 P.M. EASTERN TIME ON THE BAR DATE SHALL BE FOREVER BARRED FROM FILING OR ASSERTING SUCH CLAIM AGAINST MPOWER HOLDING CORPORATION, MPOWER COMMUNICATIONS CORP. AND MPOWER LEASE CORPORATION AND FROM BEING TREATED AS A CREDITOR FOR PURPOSES OF DISTRIBUTION UNDER ANY PLAN OF REORGANIZATION.

1. WHO MUST FILE A PROOF OF CLAIM BY THE BAR DATE:
 - a. General

Unless your Claim is of a type described in paragraph 2 below, you must file a proof of claim with respect to (a) any Claim that arose against a Debtor on or before April 8, 2002 (the "Petition Date") that is not listed by such Debtor on the schedules of assets and liabilities filed by the Debtors pursuant to section 521(1) of the Bankruptcy Code (the "Schedules"), or (b) any Claim that arose against a Debtor on or before the Petition Date that is listed by the Debtors on their Schedules as either a contingent, disputed, or unliquidated Claim. In addition, if you disagree with the scheduled amount of a Claim, or its classification, you must file a proof of Claim.

- b. Definition of "Claim"

Under the Bankruptcy Code and as utilized in this Notice, the term "Claim" has been given the broadest possible definition, and includes any right to payment, whether in contract, tort, or by statute, and whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, priority, or unsecured as of the date of the commencement of these chapter 11 cases. Claims include situations where acts have occurred prior to the commencement of these chapter 11 cases but actual injury has not yet been manifested, and equitable remedies for breach of performance where such breach gives rise to a right to payment, whether or not such right to any equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHO SHOULD NOT FILE A PROOF OF CLAIM BY THE BAR DATE:

HOLDERS OF THE FOLLOWING CLAIMS DO NOT NEED TO FILE PROOFS OF CLAIM BY THE BAR DATE:

- a. Administrative Claims. Administrative claims allowable under section 507(a) of the Bankruptcy Code need not be filed at this time, except for administrative claims relating to an executory contract or unexpired lease that has been or will be rejected by the Debtors. A separate Bar Date will be set in the future for the filing of administrative claims, other than those relating to executory contracts or unexpired leases that have been rejected, and all parties in interest will be given separate notice of such administrative claim Bar Date.

- b. Previously Filed Claims. Any proof of claim previously and properly filed with the Clerk of this Court shall be deemed to be and shall be treated as a properly filed proof of claim subject to the rights of the Debtors or any party in interest to object to the allowance thereof;
- c. Properly Scheduled Claims. Claimants who agree with the amount of their Claim and its classification (priority, secured, unsecured, etc., as listed in the Schedules) need not file a proof of claim, unless the Claim is listed in the Schedules as contingent, disputed, or unliquidated;
- d. Allowed Claims by Court Order. Claims allowed by an order of this Court entered on or before the Bar Date need not be filed;
- e. Public Debt Claims. Claims for amounts due and owing on account of any of the following securities need not be filed:
 - i. Mpower Holding Corporation 13% Senior Notes due 2010; and
 - ii. Mpower Communications Corp. 13% Senior Secured Notes due 2004; and
- f. Governmental Claims. Claims asserted by governmental units need not be filed by the Bar Date; however, Claims asserted by governmental units must be filed not later than October 7, 2002.

3. INSTRUCTIONS FOR FILING A PROOF OF CLAIM:

If you have a Claim that does not fit within one of the exceptions listed in paragraph 2 above, you must file a proof of claim (substantially in the form of Official Bankruptcy Form No. 10, which is enclosed). You should include all Claims against each Debtor within a class (priority, security, unsecured, etc.) on a single proof of claim form. In the event that you are asserting claims against more than one Debtor, you must file a separate proof of claim. The proof of claim must be filed such that it is actually received by Bankruptcy Services, LLC (the "Claims Agent"), at the address listed below on or before 4:00 p.m. Eastern Time on the Bar Date. Proofs of Claim must be filed by mail or in person at:

Bankruptcy Services, LLC
 70 East 55th Street, 6th Floor
 Heron Tower
 New York, NY 10022
 Attn: Mpower Claims Agent

PROOFS OF CLAIM WILL BE DEEMED FILED ONLY WHEN ACTUALLY RECEIVED BY THE CLAIMS AGENT. Do not file Claims with the Debtors or their counsel. To receive an

acknowledgment that your proof of claim has been received by the Claims Agent and filed, you must provide one additional copy and a postage-paid, self-addressed envelope.

In order to assist in the review and reconciliation of Claims, proofs of claim should include invoices, statements, or other documents evidencing the amount or basis of the Claim. Do not send original documents. **IF SUCH DOCUMENTS ARE VOLUMINOUS, DO NOT INCLUDE SUCH DOCUMENTS. INSTEAD, YOU MUST INCLUDE A SUMMARY OF SUCH DOCUMENTS.**

4. CONSEQUENCES OF FAILING TO FILE A PROOF OF CLAIM:

EXCEPT FOR CLAIMS OF THE TYPE SET FORTH IN PARAGRAPH 2 ABOVE, ANY PERSON OR ENTITY THAT FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE 4:00 P.M. EASTERN TIME ON JUNE 3, 2002, FOR ANY CLAIM SUCH PERSON OR ENTITY HOLDS OR WISHES TO ASSERT AGAINST THE DEBTORS, SHALL BE FOREVER BARRED, ESTOPPED AND PERMANENTLY ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, THEIR SUCCESSORS AND ASSIGNS AND THEIR RESPECTIVE PROPERTY (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO), AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN(S) 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.

5. ACCESS TO SCHEDULES:

Copies of the Schedules may be examined by interested parties during regular business hours, from 8:00 a.m. to 4:00 p.m., Monday through Friday, at the Office of the Clerk of the Court, United States Bankruptcy Court, District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 or by accessing the Bankruptcy Court's website at www.deb.uscourts.gov. If the Debtors amend their Schedules after having given notice of the Bar Date, the Debtors shall give notice of such amendment ONLY to the holders of Claims directly affected by the amendment, and such holders shall be afforded 20 calendar days from the date of service of such notice (or such other period as may be fixed by the Court) to file Proofs of Claim, if necessary, or be forever barred from doing so, provided, however, that in no event will any creditor be entitled to increase the amount of its Claim over and above the amount asserted as of the Bar Date as a result of the Debtors' determination to amend their Schedules. All creditors and interest holders shall have the burden of informing the Clerk of the Court and the Debtors of a change of address.

PLEASE TAKE FURTHER NOTICE THAT, if you are a governmental unit asserting a Claim against the Debtors' estates, you need not file a proof of such Claim at this time. Governmental units must file claims not later than October 7, 2002.

PLEASE TAKE FURTHER NOTICE THAT, if you assert a Claim against the Debtors' estates that is entitled to priority under sections 503, 507(a)(1), 507(b), 330(a), 331, or 364 of the Bankruptcy Code, a separate deadline will be set for the filing of such Claims.

This Notice is only a summary of the Bar Date Order. You may obtain a copy of a proof of Claim form and the Bar Date Order and information regarding the status of your claim by contacting Young Conaway Stargatt & Taylor, Attention: Michael Girello. All interested parties are referred to the Bankruptcy Code and Bankruptcy Rules for additional information regarding the filing and treatment of Proofs of Claim and should consult with their own legal advisors.

Dated: Wilmington, Delaware
May 3, 2002

SHEARMAN & STERLING

Douglas P. Bartner
Jonathan F. Linker
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 848-4000
Facsimile: (212) 848-7179

- and -

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Pauline K. Morgan

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M. Blake Cleary (No. 3614)
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Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

**ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION**