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UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

IN RE:)	CASE NO. 02-64401
)	
CRG INTERNATIONAL, INC. D/B/A)	CHAPTER 7
NETWORK ONE)	
)	JUDGE MURPHY
Debtor(s))	
)	
)	

ORDER AND NOTICE REGARDING MOTION OF HERBERT C. BROADFOOT, II, CHAPTER 7 TRUSTEE, FOR AN ORDER APPROVING THE SALE OF PERSONAL PROPERTY FREE AND CLEAR OF LIENS PURSUANT TO 11 U.S.C. § 363, WITH LIENS TO ATTACH TO PROCEEDS

On July 24, 2002, Herbert C. Broadfoot II ("Trustee"), chapter 7 trustee for the estate of CRG International, Inc., in the above referenced bankruptcy case, filed his *Motion of Herbert C. Broadfoot, II, Chapter 7 Trustee, for an Order Approving the Sale of Personal Property Free and Clear of Liens Pursuant to 11 U.S.C. § 363, With Liens to Attach to Proceeds* (the "Sale Motion") seeking approval of the sale of certain property of the Debtor's estate to OneStar Long Distance, Inc. ("OneStar") pursuant to the terms of a Purchase and Sale Agreement (the "Agreement"). More particularly:

- (i) The Sale Motion seeks Court approval of the Agreement.
- (ii) The Sale Motion further seeks Court approval of the sale of tangible personal property of the Debtor's estate (the "Evansville Property," which is more completely defined in the Agreement) currently located in Evansville, Indiana, to OneStar for \$7,000.00. The Evansville Property consists of various office computer equipment and facsimile machines. The sale would be free and clear

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of all liens and encumbrances, and any liens or encumbrances would be transferred to the proceeds of the sale.

- (iii) The Sale Motion further seeks Court approval of the sale of all right, title, and interest of the Debtor's estate in certain telecommunications identifier codes (the "Debtor Identifier Codes," which is more completely defined in the Motion) to OneStar for \$10,000.00. The Debtor Identifier Codes consist of Operating Company Numbers issued by the National Exchange Carrier Association; Carrier Identification Codes issued by the North American Numbering Plan Administration; and Access Carrier Name Abbreviation codes issued by Telcordia Communications. The sale would be free and clear of all liens and encumbrances, and any liens or encumbrances would be transferred to the proceeds of the sale.
- (iv) The Trustee believes U.S. Bank, National Association, has a first priority position lien on the property being sold in the Sale Motion and on the proceeds of that property.

The Court having reviewed the Sale Motion and the relief requested therein, and the Court finding that:

- A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and this is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A), (N), and (O);
- B. The Trustee has articulated reasonable business judgment and has demonstrated good faith for entering into the Agreement with regard to the sale of the Evansville Property and the Debtor Identifier Codes;

- C. Sale of the Evansville Property and the Debtor Identifier Codes to OneStar under the terms set forth in the Agreement are in the best interests of the Debtor's estate; and
- D. Copies of the Sale Motion were served upon counsel for the Debtor, the United States Trustee, all parties that have requested notice pursuant to Fed. R. Bankr. P. 2002 and 9010 and BLR 9007-3(a), Telcordia Communications, the National Exchange Carrier Association, North American Numbering Plan Administration, and U.S. Bank, National Association;

Therefore, for good cause shown, **IT IS HEREBY ORDERED AS FOLLOWS:**

1. *The Motion of Herbert C. Broadfoot, II, Chapter 7 Trustee, for an Order Approving the Sale of Personal Property Free and Clear of Liens Pursuant to 11 U.S.C. § 363, With Liens to Attach to Proceeds* filed on June 26, 2001, is **HEREBY GRANTED SUBJECT TO:**

- a. Service of this Order and Notice by first class mail upon counsel for the Debtor, all of Debtor's creditors, the United States Trustee, all parties that have requested notice pursuant to Fed. R. Bankr. P. 2002 and 9010 and BLR 9007-3(a), Telcordia Communications, the National Exchange Carrier Association, and North American Numbering Plan Administration, *and*
- b. Timely objection by a party in interest.

2. Any objection by an interested party must be filed within twenty (20) days of the date this Order is served, modified, when applicable, by Bankruptcy Rule 9006. Any timely objection must be filed with the Clerk of the U.S. Bankruptcy Court, Richard B. Russell Federal Building, Suite 1340, 75 Spring Street, Atlanta, Georgia 30303, and must be served by

United States Mail upon (i) Trustee at Ragsdale, Beals, Hooper & Seigler, c/o Herbert C. Broadfoot II, 2400 International Tower, 229 Peachtree Street, Atlanta, Georgia 30303, and (ii) counsel for OneStar at Nelson Mullins Riley & Scarborough, L.L.P., c/o Byron C. Starcher, Esq., First Union Plaza, Suite 1400, 999 Peachtree Street, N.E., Atlanta, Georgia 30309. If an objection to the Sale Motion is timely made, a hearing on the motion and objection will be held before this Court on the 4 day of September, 2002, at 2:00 p.m., in Courtroom 1204 in the United States Courthouse, Richard B. Russell Federal Building, 75 Spring Street, S.W., Atlanta, Georgia 30303.

3. The form and content of the entire Agreement are approved, including provisions relating to the assumption and assignment of certain executory contracts and unexpired leases, and the Trustee is authorized to sell to OneStar all of the Debtors' right, title, and interest in and to the Evansville Property and the Debtor Identifier Codes under the terms set forth in the Agreement and without any other condition.

4. The sale of the Evansville Property and the Debtor Identifier Codes shall be free and clear of any lien, claim, interest, or encumbrance, whether arising before or after the Petition Date in accordance with sections 363(b) and (f) of the Bankruptcy Code. Any and all liens, claims, interests, and encumbrances shall attach to the proceeds of the sale of the property.

5. Trustee and OneStar are authorized and directed to execute, deliver, and carry out the terms of any and all documents and instruments that may be required by the Agreement, to undertake any action required by the Agreement, and to take all such other steps as may be necessary to effectuate the Agreement.

6. The Debtors and the Buyers are hereby authorized to close this transaction upon the expiration of twenty days following service of this Order upon the parties listed in 1.a., above, barring timely objection.

7. The Court shall retain jurisdiction for the purpose of enforcing the provisions of the Order.

IT IS SO ORDERED, this 25th day of July, 2002.

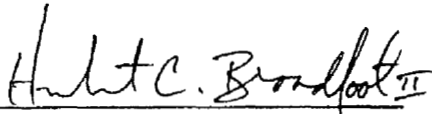


HONORABLE MARGARET H. MURPHY
UNITED STATES BANKRUPTCY JUDGE

Prepared and presented by:

RAGSDALE, BEALS, HOOPER & SEIGLER
2400 International Tower
229 Peachtree Street
Atlanta, Georgia 30303
404-588-0500

By:



Herbert C. Broadfoot, II
Georgia Bar No. 083750

7/25/02

UNITED STATES BANKRUPTCY COURT
 FOR THE NORTHERN DISTRICT OF GEORGIA
 ATLANTA DIVISION

IN RE:	:	CASE NO. 02-64401
	:	
CRG INTERNATIONAL, INC.	:	CHAPTER 7
D/B/A NETWORK ONE	:	
Debtor(s)	:	JUDGE MURPHY

**NOTICE OF HEARING OF MOTION OF HERBERT C. BROADFOOT II,
 CHAPTER 7 TRUSTEE, FOR AN ORDER AUTHORIZING FILING OF
EXHIBITS UNDER SEAL**

PLEASE TAKE NOTICE that Herbert C. Broadfoot, II ("Trustee"), chapter 7 trustee in the above-captioned case has filed a motion (the "Motion") with the United States Bankruptcy Court for the Northern District of Georgia seeking an order authorizing the Trustee to file certain exhibits to the *Motion of Herbert C. Broadfoot II, Chapter 7 Trustee, for an Order Approving the Assumption and Assignment of Certain Executory Contracts Pursuant to 11 U.S.C. § 365* under seal. The exhibits in question consist of contracts that contain confidential commercial information and/or trade secrets. In addition, several of the contracts contain express confidentiality clauses. If the Motion is granted, parties in interest, with the exception of the parties to their respective contracts that comprise the exhibits, will be prohibited from viewing the Exhibits.

NOTICE IS HEREBY GIVEN that a hearing on the Trustee's Motion will be held in the above-styled contested matter before the Court on September, 2002, at 2:00
P.m. in COURTROOM 1204, UNITED STATES COURTHOUSE, RICHARD B. RUSSELL
BUILDING, 75 SPRING STREET S.W., ATLANTA, GEORGIA.

YOUR RIGHTS MAY BE AFFECTED. YOU SHOULD READ THESE PAPERS CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY, IF YOU HAVE ONE IN THIS BANKRUPTCY CASE. (IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.)

If you do not want the Court to approve the Trustee's Motion to file exhibits under seal, or if you want the court to consider your views on the Motion, then you or your attorney must attend the hearing. You may also file a written response to the Motion with the Clerk of the Court at the address provided below, but you are not required to do so. If you file a written response, you must attach a certificate stating when, how, and on whom (including addresses) you served the response. Mail or deliver your response and the accompanying certificate so that it is received by the Clerk at least two business days before the hearing. The address of the

Clerk's Office is Clerk, U.S. Bankruptcy Court, Richard B. Russell Building, 75 Spring Street S.W., Room 1340, Atlanta, Georgia 30303. You must also mail a copy of your response to the undersigned at the address stated below.

IF YOU OR YOUR ATTORNEY DO NOT TAKE THESE STEPS, THE COURT MAY DECIDE THAT YOU DO NOT OPPOSE THE RELIEF SOUGHT IN THE MOTION AND MAY ENTER AN ORDER GRANTING THAT RELIEF.

Dated: July 26th, 2002.

By: Herbert C. Broadfoot

Herbert C. Broadfoot II

Georgia Bar No. 083750

Attorney for Chapter 7 Trustee

RAGSDALE, BEALS, HOOPER & SEIGLER
2400 International Tower
229 Peachtree Street
Atlanta, Georgia 30303
404-588-0500

UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

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IN RE: : CASE NO. 02-64401
: :
CRG INTERNATIONAL, INC. : CHAPTER 7
D/B/A NETWORK ONE : :
Debtor(s) : JUDGE MURPHY

NOTICE OF HEARING OF MOTION OF HERBERT C. BROADFOOT II, CHAPTER 7 TRUSTEE, FOR AN ORDER APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS PURSUANT TO 11 U.S.C. § 365

PLEASE TAKE NOTICE that Herbert C. Broadfoot II ("Trustee"), chapter 7 trustee for the estate of CRG International, Inc. ("Debtor") in the above-referenced case, filed a motion (the "Assumption and Assignment Motion") with the United States Bankruptcy Court for the Northern District of Georgia on July 24, 2002, seeking authorization of the assumption by the Trustee of certain executory contracts and a sublease agreement (collectively, the "Executory Contracts") and the subsequent assignment of those Executory Contracts to OneStar.

If the Assumption and Assignment Motion is approved, the Court would approve the assumption by the Trustee and the subsequent assignment to OneStar of the following Executory Contracts:

- (i) Amended and Restated AT&T Master Carrier Agreement CRG International, Inc. d/b/a Network One and AT&T Corp., dated May 31, 2000;
- (ii) General Service Agreement between ICG Telecom Group, Inc. and Network One (undated);
- (iii) DS-1 Private Line Agreement between Sprint Communications Company, L.P., and Network One, dated September 25, 1998;
- (iv) Telecommunications Services Agreement (Switched Services) between WorldCom Network Services, Inc. and CRG International, Inc. d/b/a Network One, dated August 30, 1999;
- (v) WorldCom Network Services, Inc. Program Enrollment Terms (Switched Services) between WorldCom Network Services, inc. and CRG International, Inc. d/b/a Network One, dated August 30, 1999; and
- (vi) Letter of Intent agreement between Williams Communications, LLC, and Network One Communications, dated May 2, 2001, a copy of which shall be filed as Exhibit I.

NOTICE IS HEREBY GIVEN that a hearing on the Assumption and Assignment Motion will be held before the Court on September 4, 2002, at 2:00 p.m. in COURTROOM 1204, UNITED STATES COURTHOUSE, RICHARD B. RUSSELL FEDERAL BUILDING, 75 SPRING STREET, S.W., ATLANTA, GEORGIA 30303.

YOUR RIGHTS MAY BE AFFECTED. YOU SHOULD READ THESE PAPERS CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY, IF YOU HAVE ONE IN THIS BANKRUPTCY CASE. (IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.)

If you do not want the Court to authorize the Trustee to assume and assign the Executory Contracts to OneStar, then you or your attorney must attend the hearing. You may also file a written response to the Assumption and Assignment Motion with the Clerk of the Court at the address provided below, but you are not required to do so. If you file a written response, you must attach a certificate stating when, how, and on whom (including addresses) you served the response. Mail or deliver your response and the accompanying certificate so that it is received by the Clerk at least five business days before the hearing. The address of the Clerk's Office is Clerk, U.S. Bankruptcy Court, Richard B. Russell Federal Building, Suite 1340, 75 Spring Street, Atlanta, Georgia 30303. You must also mail a copy of your response to (i) the undersigned at the address stated below and (ii) to OneStar's counsel at Nelson Mullins Riley & Scarborough, L.L.P., c/o Byron C. Starcher, Esq., 999 Peachtree Street N.E., Suite 1400, Atlanta, Georgia 30309.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Assumption and Assignment Motion and may enter an order granting that relief.

Respectfully submitted this 24th day of July, 2002.

Respectfully submitted,

By: Herbert C. Broadfoot II
Herbert C. Broadfoot II
Georgia Bar No. 083750
Attorney for Chapter 7 Trustee

RAGSDALE, BEALS, HOOPER & SEIGLER
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