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UNITED STATES BANKRUPTCY COURT

COMMISSION CLERK

EASTERN DISTRICT OF LOUISIANA

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IN RE: * Ch. 11, Converted to Ch. 7
 *
 ACTEL INTEGRATED COMMUNICATIONS, INC. * Case No. 01-12901 (TMB)
 and *
 ACTEL PROPERTIES, INC. * Case No. 01-12902 (TMB)
 *
 DEBTORS * (Jointly Administered)
 * * * * *

NOTICE

PLEASE TAKE NOTICE that a Motion to Approve Compromise ("Motion") has been filed by Dwayne P. Smith, the Trustee in this case ("Trustee"). The Motion seeks authority for Trustee to compromise and settle all of the claims he alleged against (i) DB Capital Partners, Inc., DB Capital Investors, L.P., Sandler Capital Partners V, L.P. and Sandler Capital Partners V FTE., L.P.(collectively, "DB Sandler") in Adversary No. 01-1290 in this Court ("First Adversary Case") and (ii) Tyler Zachem, Jon Mattson, David Lee and Michael Marocco (collectively, the "Directors") in Adversary No. 02-1059 in this Court ("Second Adversary Case", together with the First Adversary Case, collectively, the "Adversary Cases"). DB Sandler and the Directors have denied all of the Trustee's allegations in the Adversary Cases. The Trustee, DB Sandler, the Directors, Sandler Capital Partners IV, L.P.("Sandler IV"), Sandler Capital Partners IV FTE, L.P. ("Sandler IV FTE") and Sandler Co-Investment Partners ("Sandler Co", together with DB Sandler, collectively, DB Sandler Group") have or will execute a Compromise, Settlement and Release Agreement ("Settlement Agreement"), which set out in detail the compromise and settlement that is the subject of the Motion. A summary of the compromise and settlement is as follows:

1. DB Sandler Group, for itself, and the Directors, will pay the Trustee the sum of \$350,000.00 ("Settlement Amount").
2. The Trustee will recognize as legal, valid and enforceable claims those which were claimed by DB Capital Investors, L.P., Sandler Capital Partners V, L.P. and Sandler Capital Partners V FTE., L.P. in the proofs of claim filed by them in this case, provided, however, that distributions to them shall be in accordance with paragraphs 5 through 8 of the Settlement Agreement.
3. The DB Sandler Group will retain any and all pre-petition payments, post-petition payments or other amounts which have been or will be collected, received, paid and/or retained by the DB Sandler Group, including without limitation all amounts in respect to the liens and security interests of DB Sandler ("DB Sandler Proceeds"). No party will be entitled to seek to have the DB Sandler Group restore, disgorge, transfer, cancel and/or pay to the Estates in these Cases any of (i) the DB

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Sandler Proceeds, and/or (ii) the Actel Series E Preferred Stock ("Stock"), which was acquired prepetition by the DB Sandler Group.

4. The Settlement Amount, less the Trustee's (a) court-approved attorneys' fees and expenses and (b) court-approved statutory fees relative to such collection, will be distributed by the Trustee in accordance with the provisions of the Bankruptcy Code. No part of the Settlement Amount will be used to fund any aspect of Adversary No. 02-0481, which the Trustee filed against Lucent Technologies, Inc.

5. The DB Sandler Group shall retain its shares of the Stock and shall be deemed to have an allowed equity interest in these Cases.

6. The Trustee will (a) release the DB Sandler Group and the Directors from any and all liability they may have to the Trustee and/or the estates of these Cases, and (b) dismiss the Adversary Cases with prejudice.

To be fully apprised of all of the terms of the settlement and compromise, all parties may review the Motion and a copy of the Settlement Agreement which are on file with the Clerk of the United States Bankruptcy Court for the Eastern District of Louisiana ("Clerk"). The claims of the Trustee and the denials thereof may be viewed in the Adversary Cases, which are also on file with the Clerk.

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held on the 27th day of August, 2002 at 10:00 a.m. before Bankruptcy Judge Thomas A. Brahney, III in Room 705, United States Bankruptcy Court, 501 Magazine Street, New Orleans.

PLEASE TAKE FURTHER NOTICE that any interested party having opposition to the Motion or other relief requested must file a written objection or response with the Clerk of Court, United States Bankruptcy Court, Eastern District of Louisiana by **5:00 p.m. no later than eight (8) calendar days prior** to the scheduled hearing and must serve the attorney for the Trustee by that date.

Dated this 7th day of August, 2002.

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