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UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division

In re:)	
)	
PATHNET, INC.,)	Case No. 01-12265-SSM
Debtor.)	Chapter 11
)	
In re:)	
)	
PATHNET TELECOMMUNICATIONS, INC.,)	Case No. 01-12264-SSM
Debtor.)	Chapter 11
)	
In re:)	
)	
PATHNET OPERATING, INC.,)	Case No. 01-12266-SSM
Debtor.)	Chapter 7
)	
In re:)	
)	
PATHNET OPERATING OF VIRGINIA, INC.,)	Case No. 01-12267-SSM
Debtor.)	Chapter 7
)	
In re:)	
)	
PATHNET FIBER EQUIPMENT, LLC,)	Case No. 01-12268-SSM
Debtor.)	Chapter 7
)	
In re:)	
)	
PATHNET REAL ESTATE, LLC,)	Case No. 01-12269-SSM
Debtor.)	Chapter 7

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Dennis B. Auerbach
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Counsel for Debtors and Debtors in Possession

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DOCUMENT NUMBER-DATE

13115 DEC-28

FPSC-COMMISSION CLERK

NOTICE OF JOINT MOTION OF PATHNET, INC., PATHNET TELECOMMUNICATIONS, INC. AND GORDON P. PEYTON, AS CHAPTER 7 TRUSTEE OF PATHNET OPERATING, INC. AND ITS RELATED CHAPTER 7 DEBTOR ESTATES FOR ORDER APPROVING SETTLEMENT AGREEMENT AMONG PATHNET, INC., PATHNET TELECOMMUNICATIONS, INC., THE BANKRUPTCY ESTATES OF PATHNET OPERATING, INC., PATHNET REAL ESTATE, LLC, PATHNET FIBER EQUIPMENT, LLC AND PATHNET OPERATING OF VIRGINIA, LLC, THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PATHNET, INC. AND PATHNET TELECOMMUNICATIONS, INC., NORTEL NETWORKS, INC. AND CISCO SYSTEMS CAPITAL CORPORATION AND NOTICE OF HEARING THEREON

Pathnet, Inc. (“PNI”), Pathnet Telecommunications, Inc. (“PTI”) and Gordon P. Peyton, Chapter 7 Trustee of Pathnet Operating, Inc. (“POI”) and its related above-captioned Chapter 7 debtor estates, have filed a Joint Motion for approval of the Settlement Agreement in their respective bankruptcy cases (“Motion”), a copy of which has been served on you.

A hearing on the Motion will be held at:

Place of Hearing: Courtroom I, 2nd Floor United States Bankruptcy Court 200 South Washington Street Alexandria, VA 22314	Date and Time of Hearing: December 17, 2002 at 2:00 p.m.
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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 Motion, either in whole or in part, or if you want the Court to consider your views on the Motion, then on or before December 10, 2002, you or your attorney must:

1. File with the Court, at the address shown below, a written response with supporting memorandum as required by Local Bankruptcy Rule 3007-1. **UNLESS A WRITTEN RESPONSE AND SUPPORTING MEMORANDUM ARE FILED AND SERVED BY THE DATE SPECIFIED, THE COURT MAY DEEM ANY OPPOSITION WAIVED, TREAT THE MATTER AS CONCEDED, AND ISSUE AN ORDER**

GRANTING THE REQUESTED RELIEF WITHOUT FURTHER NOTICE OR HEARING. If you mail your response to the Court for filing, you must mail it early enough so the Court will receive it on or before the date stated above. The address of the Clerk's Office is:

Clerk of Court
United States Bankruptcy Court
200 South Washington Street
P.O. Box 19247
Alexandria, Virginia 22320

You must also mail a copy of your response with supporting memorandum to the persons listed below:

Michael St. Patrick Baxter
Dennis B. Auerbach
COVINGTON & BURLING
1201 Pennsylvania Avenue, N.W.
Washington, DC 20004-2401
(202) 662-6000
(202) 662-6291 (Facsimile)

Michael B. Hopkins
Charles H. Jeanfreau
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1330 Avenue of the Americas
New York, NY 10019-5400
(212) 841-1000
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WILEY REIN & FIELDING LLP
7925 Jones Branch Drive, Suite 6200
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703.905.2800
703.905.2820 (Facsimile)

H. Bradley Evans, Jr.
E. Andrew Burcher
REDMON, PEYTON & BRASWELL, LLP
510 King Street, Suite 301
Alexandria, Virginia 22314
(703) 684-2000
(703) 684-5109 (Facsimile)

Malcolm M. Mitchell, Jr.
VORYS SATER SEYMOUR AND PEASE LLP
277 South Washington Street, Suite 310
Alexandria, Virginia 22314
(703) 837-6970
(703) 518-2754 (Facsimile)

Lawrence Handelsman
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, New York 10038
(212) 806-5426
(212) 806-5402 (Facsimile)

and to:

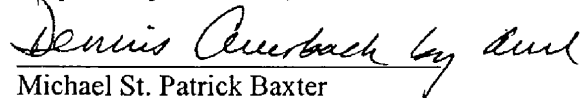
United States Trustee, Region 4
115 South Union Street, Suite 210
Alexandria, Virginia 22314
(703) 557-7279 (Facsimile)

2. You (or your attorney if you have one) must also attend the hearing at the place and on the date shown above.

If no timely response is filed opposing the approval of the Motion, the Court may approve the Motion without holding a hearing. If you or your attorneys do not take these steps, the Court may decide that you do not oppose approval of the Debtors' Motion and may enter an order approving it.

Dated: November 27, 2002

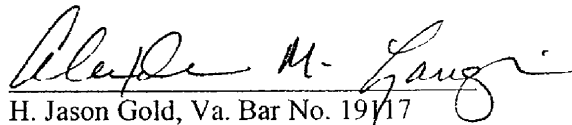
Respectfully submitted,



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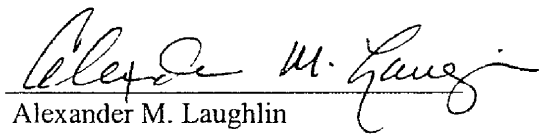


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703.905.2820 (Facsimile)

Local Counsel for the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 27th day of November 2002, the foregoing Notice of Joint Motion to Approve Settlement Agreement Among Pathnet, Inc., Pathnet Telecommunications, Inc., The Bankruptcy Estates of Pathnet Operating, Inc., Pathnet Real Estate, LLC, Pathnet Fiber Equipment, LLC and Pathnet Operating of Virginia, LLC, the Official Committee of Unsecured Creditors of Pathnet, Inc. and Pathnet Telecommunications, Inc., Nortel Networks, Inc. and Cisco Systems Capital Corporation and Notice of Hearing Thereon will be sent via first class mail, postage prepaid, to all creditors and parties in interest as set forth on the attached service lists by Robert L. Berger & Associates, LLC, balloting agent for the Debtors.*


Alexander M. Laughlin

* Pursuant to Local Rule 5005-1(C)(8), the attached service list is not being served on each of the parties, but is attached to the original Certificate of Service filed with the Court.