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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

| | | |
|----------------------------|---|----------------------------|
| IN RE: | § | |
| | § | |
| LCC ESTATE CORPORATION | § | CASE NO. 02-32105-H5-11 |
| F/K/A LOGIX COMMUNICATIONS | § | (Chapter 11) |
| CORPORATION and | § | |
| | § | |
| LCE ESTATE CORPORATION | § | CASE NO. 02-32106-H5-11 |
| F/K/A LOGIX COMMUNICATIONS | § | (Chapter 11) |
| ENTERPRISES, INC., | § | |
| | § | |
| DEBTORS. | § | Jointly Administered Under |
| | § | CASE NO. 02-32105-H5-11 |

**ORDER UNDER 11 U.S.C. § 1125 AND BANKRUPTCY RULE 3017
APPROVING JOINT DISCLOSURE STATEMENT AND FIXING TIME FOR
FILING ACCEPTANCES AND REJECTIONS TO JOINT
PLAN OF REORGANIZATION**

The Court has considered the Joint Disclosure Statement under 11 U.S.C. § 1125 and Bankruptcy Rule 3016 in Support of Joint Chapter 11 Plan of Debtors (the "Disclosure Statement"). The Court finds that notice of the hearing on the Disclosure Statement was adequate under the United States Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court, and the Order and Notice for Hearing on Disclosure Statement entered by this Court. The Court further finds that, in accordance with Bankruptcy Code section 1125, the Disclosure Statement contains "adequate information" regarding the Joint Plan of Reorganization of Debtors (the "Plan"), and the Disclosure Statement and Solicitation Package should therefore be approved. Accordingly, it is ORDERED:

I. Approval of Disclosure Statement and Setting of Relevant Dates

1. The Disclosure Statement is APPROVED as containing information of a kind, and in sufficient detail, to enable holders of claims in impaired classes and interests to make an informed judgment concerning the Plan. Such approval envisions that further non-material,

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editorial corrections and changes may be made to the Plan and Disclosure Statement prior to final printing and mailing so long as the final result (to be printed and mailed) is then promptly executed and filed with the Court.

2. The confirmation hearing, the record date for voting, the voting deadline, the target date for mailing and the confirmation objection deadline shall be as follows:

| <u>Event/Item</u> | <u>Date/ Deadline</u> | <u>Time(s)</u> |
|---|-----------------------|-----------------|
| Voting Record Date | 2/28/03 | 5:00 p.m. C.T. |
| General Mailing of Solicitation Packages ¹ | 3/05/03 | |
| Confirmation Objection Deadline | 3/26/03 | 4:30 p.m., C.T. |
| Voting Deadline | 3/26/03 | 4:30 p.m., C.T. |
| Confirmation Hearing to Commence | 4/02/03 | 2:00 p.m. C.T. |

3. A hearing (the "Confirmation Hearing") to consider confirmation of the Plan pursuant to 11 U.S.C. §§ 1129(a) and (b) will commence at 2:00 p.m. on April 2, 2003 before the Honorable Karen K. Brown in the United States Bankruptcy Court, Southern District of Texas, Houston Division, 515 Rusk Avenue, 10th Floor, Courtroom No. 10-A, Houston, Texas 77002. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

4. Any objections to the Plan must be in writing and specifically allege the nature of any objection(s) to the Plan. All objections to the Plan must be served (whether by United States mail, facsimile, or hand delivery) in sufficient time so as to be actually received by the Confirmation Objection Deadline (as noted in paragraph 2 above). Objections to confirmation of the Plan that are not timely and properly filed and served in accordance with this Order will not be considered by the Court. Objections to the Plan shall be served on the following:

¹ It is anticipated that further mailings may continue after this target date, as additional parties or overlooked parties are uncovered, corrected addresses are received, etc., and this target date is not a deadline prohibiting such further mailings.

The Debtors:

LCC ESTATE CORPORATION
LCE ESTATE CORPORATION
Attn: Craig T. Sheetz
14101 Wireless Way
Oklahoma City, OK 73134-2510
Fax: (405) 516-8640

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Joseph G. Epstein, Esq.
WINSTEAD SECHREST & MINICK P.C.
910 Travis Street
Suite 2400
Houston, Texas 77002
Fax: (713) 650-2400

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Creditors Committee for LCC:**

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Jason Rudd, Esq.
DIAMOND MCCARTHY TAYLOR FINLEY
BRYANT & LEE, LLP
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Counsel for the Official

Unsecured Creditors Committee for LCE:

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Timothy A. Davidson II, Esq.
ANDREWS & KURTH LLP
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Houston, TX 77002
Fax: (713) 238-7102

Counsel for DCCLP

Shari Siegel, Esq.
LATHAM & WATKINS
885 3rd Avenue
New York, NY 10022
Fax: (212) 751-4864

and

Ben Floyd, Esq.
FLOYD ISGUR RIOS & WAHRLICH, P.C.
700 Louisiana, Suite 4600
Houston, TX 77002
Fax: (713) 222-1475

U.S. Trustee:

Attn: Hector Duran, Esq.
515 Rusk, Suite 3516
Houston, TX 77002
Fax: (713) 718-4670

II. Provisions Relating to Solicitation of the Plan

A. General

1. The Solicitation Package shall include (a) Solicitation Letter with the Deadline to Accept or Reject the Plan; (b) Order Approving the Disclosure Statement; (c) the Disclosure Statement; (d) the Plan; (e) the appropriate ballot together with instructions for completion; and (f) recommendation letters from the Creditors' Committees. The Debtors are authorized to send

to creditors who have more than one Claim in a given Class only one Solicitation Package and, as appropriate, only one ballot for each Class of Claims. The Solicitation Package is APPROVED for all pertinent purposes.

2. Except as otherwise provided in this Order, on or before March 5, 2003 (the "Mailing Deadline"), the Debtors shall cause to be transmitted, by United States Mail, a Solicitation Package to be served on (a) all creditors listed in the Debtors' schedules of liabilities filed with the Court, subject to the provisions of paragraph 3 below; (b) all parties who timely filed proofs of claim with the Clerk of the Court that have not been disallowed; (c) the parties listed on the Official Service List; and (d) the Securities and Exchange Commission.

3. A Notice of the Order Approving the Disclosure Statement (the "Notice"), the form of which is attached as **Exhibit A**, shall be sent to creditors or parties in interest who (a) were scheduled by the Debtors as having a \$0.00 or an "unknown amount" claim and who did not timely file a proof of claim as required by Bankruptcy Rule 3003; (b) were scheduled as disputed, contingent, or unliquidated and who did not timely file a timely proof of claim as required by Bankruptcy Rule 3003; (c) are unimpaired pursuant to section 1124 of the Bankruptcy Code under the Plan; or (d) would receive no distributions under the Plan and were, therefore, deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. The Debtors shall not be required to transmit the Solicitation Package or a Ballot(s) to the parties described in this paragraph unless and until a written request for the transmission of the same is made as provided in the Notice. The attached **Exhibit A** is APPROVED as adequate notice and as containing adequate information to such parties, and such Notice shall be transmitted to such parties in lieu of the Solicitation Package as provided herein.

4. The Debtors shall not be required to serve any additional Solicitation Package or the Notice on any entity for which the Notice has been returned by the United States Postal Service as undeliverable, unless the Debtors receive an accurate address for such addressee.

5. The provision of notice in accordance with the terms of this Order shall be, and is hereby deemed to be, good and sufficient notice of the Confirmation Hearing, the Voting Deadline, the Confirmation Objection Deadline and the potential confirmation of the Plan.

B. Holders of Senior Notes

6. February 28, 2003, is established as the "Voting Record Date" for purposes of establishing the holders of the LCE's 12¼% Senior Notes due 2008 (the "Senior Notes") entitled to vote on the Plan. Within five (5) days upon entry of this Order, The Bank of New York, as Indenture Trustee under the Senior Notes, shall furnish the Debtors with (a) a list or mailing labels containing the names and addresses of the registered holders of the Senior Notes, and (b) the principal amount of Senior Notes held by each registered holder on the Voting Record Date.

7. On or before the Mailing Deadline, the Debtors shall transmit, by United States Mail, the Solicitation Package to any person who is a "record holder" on the Voting Record Date of the Senior Notes (*i.e.*, a person shown as the registered holder of Senior Notes in the registry maintained by an indenture trustee or a registrar of the Senior Notes) -- including any bank, agent, broker or other nominee who holds Senior Notes in its name (the "Senior Note Nominal Holder" or "Senior Note Nominee") for a beneficial holder or holders.

8. A Nominee shall, on receipt of the Solicitation Package, promptly forward the Solicitation Package to the beneficial owner(s) so that such beneficial owner(s) may vote on the Plan within the deadlines established in paragraph I. 2 of this Order. Nominal Holders will have two options for obtaining the votes of beneficial owners of Senior Notes, consistent with usual

customary practices for obtaining the votes of securities held in street name: (i) the Nominal Holder may prevalidate the individual ballot contained in the Solicitation Package (by indicating the record holders of the Senior Notes, the principal amount and the appropriate account numbers through which the beneficial owner's holdings are derived) and then forward the Solicitation Package onto the beneficial owner of the Senior Notes. The beneficial owner shall then indicate its acceptance or rejection of the Plan and otherwise indicate his or her choices to the extent requested to do so on the ballot, and then return the individual ballot directly to Winstead Sechrest & Minick P.C. (the "Voting Agent") in the return envelope to be provided in the Solicitation Package by the Voting Deadline; or (ii) the Nominal Holder may forward the Solicitation Package to the beneficial owner of the Senior Notes for voting, along with a return envelope provided by and addressed to the Nominal Holder, with the beneficial owner then returning the individual ballot to the Nominal Holder by the Voting Deadline. The Nominal Holder will subsequently summarize the votes, including, at a minimum, the number of beneficial holders voting to accept and to reject the Plan who submitted ballots to the Nominal Holder and the amount of such Senior Notes so voted, in the form provided in the Nominee Summary Ballot (the "Summary of Voting Results"), and then return the Summary of Voting Results to the Voting Agent by the Voting Deadline. By submitting the Summary of Voting Results, each Nominal Holder shall certify that the Summary of Voting Results accurately reflects votes from its beneficial owners holding such Senior Notes as of the Voting Record Date.

9. Pursuant to 28 U.S.C. §§ 157 and 1334, 11 U.S.C. § 105, and Bankruptcy Rules 1007(i) and (j), the Nominees shall maintain the individual ballots of its beneficial owners and evidence of authority to vote on behalf of such beneficial owners. No such ballots shall be

destroyed or otherwise disposed of or made unavailable without such action first being approved by prior order of the Bankruptcy Court.

10. In the event that ballots are submitted by beneficial owners of Senior Notes directly to the Nominees (as opposed to the Voting Agent), (i) such ballots must be received by the Nominees by the Voting Deadline in order to be counted, and (ii) the Summary of Voting Results required of the Nominees then must be received by the Voting Agent by the Voting Deadline, and may be sent by facsimile transmission, provided that an original, signed Summary of Voting Results is also sent by the Nominee to the Voting Agent as soon as practicable thereafter.

11. Upon written request, the Debtors shall provide for reimbursement, as an administrative expense, of the reasonable expenses of Nominal Holders in distributing the Solicitation Packages to the beneficial security holders.

III. Miscellaneous Provisions

12. The Debtors are authorized to update the Disclosure Statement with postpetition events and make other ministerial and non-substantive modifications (including the correction of typographical and mathematical errors and the addition of pertinent dates and deadlines established by the Court) to the Disclosure Statement, the Plan and the Solicitation Materials prior to service of those documents without further approval of the Court.

Signed: February 28, 2003



HONORABLE KAREN K. BROWN
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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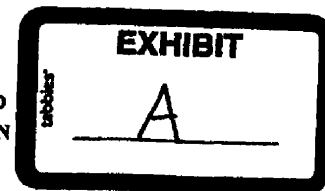
**NOTICE OF ORDER APPROVING DEBTORS' JOINT
DISCLOSURE STATEMENT AND CONFIRMATION HEARING
ON THE DEBTORS' JOINT PLAN OF REORGANIZATION**

1. On February __, 2003, LCC Estate Corporation (f/k/a Logix Communications Corporation) ("LCC") and LCE Estate Corporation (f/k/a Logix Communications Enterprises, Inc.) ("LCE") (collectively, the "Debtors") filed the First Amended Joint Plan of Reorganization of the Debtors (the "Plan"), and their First Amended Joint Disclosure Statement concurrently with the Plan (the "Disclosure Statement"). The Disclosure Statement was approved by the Bankruptcy Court as containing adequate information by an Order dated February __, 2003.

2. This Notice is being sent to you **ONLY** for your information – to permit you a chance, if you are entitled to do so, to vote for or against the Plan or to object to confirmation of the Plan. This Notice is **NOT** a demand that you pay money to the Debtors, is **NOT** a summons requiring you to appear in Court or at any deposition, and does **NOT** mean that you have been named as a defendant in any adversary proceeding.

3. If you are receiving this Notice, you were listed in the Debtors' original mailing matrix, but the Debtors have since determined that (a) you did not file a timely proof of claim and you were either not included in the Debtors' schedules filed in the chapter 11 cases or you were included in such schedules as holding no claim or a claim of \$0.00; (b) you were unimpaired pursuant to section 1124 of the Bankruptcy Code; or (c) you would receive no distributions under the Plan and are, therefore, deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. If you do **NOT** hold a claim against the Debtors, you are not required to take any action; **HOWEVER, NEITHER THE DEBTORS NOR THEIR ATTORNEYS CAN GIVE OR ARE GIVING YOU ANY ADVICE AS TO WHETHER YOU HAVE AN ALLOWABLE CLAIM AGAINST THE DEBTORS, WHETHER YOU SHOULD CAST A BALLOT OR FILE AN OBJECTION TO CONFIRMATION OF THE PLAN, OR WHETHER YOU SHOULD TAKE ANY OTHER ACTION.**

4. If you or your attorney believe that you have an allowable claim against one or more of the Debtors, the dates and deadlines specified herein **are binding upon you.** Copies of the Plan, Disclosure Statement, ballots and other Court papers related to voting for or



against the Plan are available upon written request to Winstead Sechrest & Minick P.C., Attn.: Tricia Schneller, 910 Travis Street, Suite 2400, Houston, Texas 77002. In any such request, you must state your identity, your mailing address, phone number, fax number, and email address, the identity of any party you represent, and whether, to what extent, and on what basis you contend that you (or your client) holds an allowable claim.

4. A hearing (the "Confirmation Hearing") to consider confirmation of the Plan pursuant to 11 U.S.C. §§ 1129(a) and (b) will commence at 2:00 p.m. on April 2, 2003 before the Honorable Karen K. Brown in the United States Bankruptcy Court, Southern District of Texas, Houston Division, 515 Rusk Avenue, 10th Floor, Courtroom No. 10-A, Houston, Texas 77002. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

5. If it is determined that you have a claim and are entitled to vote, Ballots for or against the Plan must be properly completed, signed, and transmitted by U.S. first class mail so that they are actually received by Winstead Sechrest & Minick P.C. on or before 4:30 p.m. Central Time on March 26, 2003 (the "Ballot Deadline"). The ballot should be sent to Winstead Sechrest & Minick P.C., Attn.: Tricia Schneller, 910 Travis Street, Suite 2400, Houston, Texas 77002. Before voting for or against the Plan, you should first read the Disclosure Statement.

6. Objections, if any, to the Plan: (a) must be in writing, (b) must state the name and address of the objecting party and the nature of the claim or interest of such party, (c) must state with particularity the basis and nature of any objection, and (d) must be filed, together with proof of service, with the Clerk of the Bankruptcy Court at 515 Rusk Avenue, Houston, Texas 77002 and served so as to actually be received by the clerk of the Court and on the following:

The Debtors:
LCC Estate Corporation
LCE Estate Corporation
Attn: Craig T. Sheetz
14101 Wireless Way
Oklahoma City, OK 73134-2510
Fax: (405) 516-8640

Counsel for the Official
Unsecured Creditors Committee
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Unsecured Creditors Committee
for LCC:
Robin Russell
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Houston, TX 77002
Fax: (713) 238-7102

The U.S. Trustee:
Attn: Hector Duran
515 Rusk, Suite 3516
Houston, TX 77002
Fax: (713) 718-4670

(collectively, the "Service Parties") at such addresses no later than **noon, Central Time on March 26, 2003** (the "Objection Deadline"): Objections not timely filed, served and received in the manner set forth herein shall not be considered and shall be overruled, absent further order of the Court.

7. All documents that are filed with the Bankruptcy Court may be reviewed during regular business hours (9:00 a.m. to 4:30 p.m. weekdays, except legal holidays) at the Office of the United States Bankruptcy Court Clerk for the Southern District of Texas, 515 Rusk Ave., Houston, Texas 77002.

Dated: March __, 2003.

By: _____

Berry D. Spears
Joseph G. Epstein
Amy E. Pritchard
WINSTEAD SECHREST & MINICK P.C.
910 Travis Street, Suite 2400
Houston, Texas 77002
(713) 650-2793 (Answer Line for this Notice)

Attorneys for the Debtors

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