

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:) Chapter 11
)
CABLE & WIRELESS USA, INC., et al.,¹) Case No. 03-13711 (CGC)
) (Jointly Administered)
Debtors.)

040000-P4

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE
STATEMENT AND NOTICE OF DEADLINE FOR FILING
OBJECTIONS TO THE DISCLOSURE STATEMENT**

TO: All creditors and equity security holders, the office of the United States Trustee; counsel for the Official Committee of Unsecured Creditors; and parties requesting notice pursuant to Bankruptcy Rule 2002

The above-captioned debtors and debtors in possession (the "Debtors") filed a Disclosure Statement (the "Disclosure Statement") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court") on December 22, 2003. Copies of the Disclosure Statement are being sent to the United States Trustee and counsel for the Official Committee of Unsecured Creditors. Other parties interested in receiving a copy of the Disclosure Statement should send a written request to Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601, attention: Jonathan P. Friedland.

A hearing to consider approval of the Disclosure Statement will be held at **9:30 a.m., eastern standard time, on February 19, 2004** (the "Hearing") before the Honorable Charles G. Case II, at the Bankruptcy Court, 824 Market Street, Third Floor, Wilmington, Delaware. The hearing may be continued by announcement in open court on that date or otherwise.

Objections and other responses to the approval of the Disclosure Statement must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Sixth Floor, Wilmington, Delaware 19801 no later than **February 9, 2004**. Objections and other responses to the approval of the Disclosure Statement, if any, should be served so that they are **RECEIVED** no later than **February 9, 2004**, by the following:

Co-Counsel to the Debtors and Debtors in Possession
Kirkland & Ellis LLP
200 East Randolph Drive
Chicago, IL 60601
Attn: Jonathan P. Friedland, Esq.

Co-Counsel to the Debtors and Debtors in Possession
Pachulski, Stang, Ziehl, Young, Jones & Weintraub,
P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
(Courier 19801)
Attn: Laura Davis Jones

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OTH Noange

¹ The Debtors consist of the following entities: Cable & Wireless USA, Inc., Cable & Wireless USA of Virginia, Inc., Cable & Wireless Internet Services, Inc., Exodus Communications Real Property I, LLC, Exodus Communications Real Property Managers I, LLC, and Exodus Communications Real Property I, LP.

DOCUMENT NUMBER-DATE

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Co-Counsel to the Debtors and Debtors in Possession

Kirkland & Ellis LLP
777 South Figueroa Street
Los Angeles, CA 90017
Attn: Bennett L. Spiegel, Esq.

**Co-Counsel to the Official Unsecured
Creditors Committee**

Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19899-0391
Attn: Robert S. Brady, Esq.

**Co-Counsel to the Official Unsecured
Creditors Committee**

Winston & Strawn LLP
200 Park Avenue
New York, NY 10166-4193
Attn: David Neier, Esq.

United States Trustee

Office of U.S. Trustee
J. Caleb Boggs Federal Building
844 N. King Street, Suite 2207
Lock Box 35
Wilmington, DE 19801
Attn: Richard Shepacarter, Esq.

The Debtors request that all objections and other responses to the approval of the Disclosure Statement (a) describe with specificity the legal and factual basis for the objection and the section of the Disclosure Statement to which objection is made, (b) describe the nature and amount of the objector's claim and (c) propose any changes to the disclosure statement necessary to address the objection, such as suggested amended language.

Dated: January 12, 2004

KIRKLAND & ELLIS LLP

James H.M. Sprayregen, P.C. (ARDC No. 6190206)
Jonathan P. Friedland (ARDC No. 6257902)
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WEINTRAUB P.C.**

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Scotta E. McFarland (Bar No. 4184)
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Facsimile: (302) 652-4400

[Proposed] Co-Counsel for the Debtors and Debtors in
Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
))
CABLE & WIRELESS USA, INC., et al.,¹) Case No. 03-13711 (CGC)
) (Jointly Administered)
))
Debtors.)

NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM

TO: ALL CREDITORS OF THE FOLLOWING DEBTORS AND DEBTORS IN
POSSESSION:

DEBTOR (Other names, if any, used by any of the Debtors in the last 6 years are referenced below)	ADDRESS	CASE NO.	EID #
Cable & Wireless USA, Inc. ²	11700 Plaza America Drive Reston, VA 20190	03-13711 (CGC)	54-0995092
Cable & Wireless USA of Virginia, Inc. ³	11700 Plaza America Drive Reston, VA 20190	03-13712 (CGC)	54-1380232
Cable & Wireless Internet Services, Inc. ⁴	4650 Old Ironsides Drive Santa Clara, CA 95054	03-13713 (CGC)	68-0322824
Exodus Communications Real Property I, LLC	4650 Old Ironsides Drive Santa Clara, CA 95054	03-13714 (CGC)	77-0567067
Exodus Communications Real Property Managers I, LLC	4650 Old Ironsides Drive Santa Clara, CA 95054	03-13715 (CGC)	77-0569313
Exodus Communications Real Property I, LP	4650 Old Ironsides Drive Santa Clara, CA 95054	03-13716 (CGC)	77-0569314

¹ The Debtors consist of the following entities: Cable & Wireless USA, Inc., Cable & Wireless USA of Virginia, Inc., Cable & Wireless Internet Services, Inc., Exodus Communications Real Property I, LLC, Exodus Communications Real Property Managers I, LLC, and Exodus Communications Real Property I, LP.

² Other names used by this Debtor in the past six years include: Cable & Wireless, Inc.; Cable & Wireless Investments, Inc.; Cable & Wireless USA Internet LLC; BPG International, Inc.; Cable & Wireless of Hawaii, Inc. (fka Aloha Conferencing Services, Inc.); Cable & Wireless Global Business Services, Inc.; Cable & Wireless Global Markets, Inc.; Cable & Wireless Global Network, Inc.; Cable & Wireless Solutions, Inc.; Cable & Wireless Global Card Services, Inc.; and Dali Acquisitions Corp.

³ Other names used by this Debtor in the past six years include Cable & Wireless of Virginia, Inc.

⁴ Other names used by this Debtor in the past six years include: Digital Island Inc.; Sandpiper Leasing Corporation; Exodus Communications, Inc.; SoftAware, Inc.; Sandpiper Networks, Inc.; and Live On Line, Inc.

PLEASE TAKE NOTICE that the afore-mentioned debtors and debtors-in-possession (the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (as amended from time to time, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(3), all Persons and Entities, including, without limitation, individuals, partnerships, corporations, estates, trusts, governmental units (which shall include all entities defined as such in section 101(27) of the Bankruptcy Code, including any such entity that holds a claim arising from prepetition tax years or periods or from prepetition transactions to which a Debtor was a party), and entities asserting claims against an individual Debtor that arose out of the obligations of such entities or the Debtors under a contract for the provision of liability insurance (each a "Creditor" and collectively, "Creditors"), holding or wishing to assert a claim as defined in section 101(5) of the Bankruptcy Code against any of the Debtors (collectively, the "Claims") or interest in any of the Debtors (collectively, the "Interests") arising on or before December 8, 2003 (the "Petition Date"), are required to file a separate, completed and executed proof of claim form conforming substantially to Official Bankruptcy Form 10 (the "Proof of Claim") on account of any Claims or Interests such Creditors hold or wish to assert against or in the Debtors, so that the Proof of Claim is **actually received** on or before **4:00 p.m. prevailing Eastern Time on or before February 11, 2004** (the "General Bar Date"), or in the case of governmental units, on or before **4:00 p.m. prevailing Eastern Time on or before June 7, 2004** (the "Governmental Unit Bar Date") by the Debtors' Official Notice and Claims Agent at the following address:

**Bankruptcy Services LLC ("BSI")
Cable& Wireless USA, Inc. Claims Processing
c/o Bankruptcy Services, LLC, 757 Third Avenue, 3rd Floor
New York, New York 10017
(overnight mail, hand delivery or courier)**

**Cable& Wireless USA, Inc. Claims Processing
P.O. Box 5283, FDR Station, New York New York 10150-5283
(regular mail)**

Telephone Number: (866) 222-1116

Notwithstanding the foregoing, AT THIS TIME, Proofs of Claim ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (h) below (collectively, the "Excluded Claims").

- (a) Claims listed in the Debtors' Schedules of Assets and Liabilities (the "Schedules") filed with the Court pursuant to Bankruptcy Rule 1007, or any amendments thereto, which are not therein listed as "contingent," "unliquidated"

or “disputed,” and which are not disputed by the creditor holding such claim as to nature, amount, classification, or Debtor under which they are scheduled;

- (b) Claims on account of which a proof of claim has already been properly filed with the Court;
- (c) Claims previously allowed by, or paid pursuant to, an order of the Court;
- (d) Claims allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors’ Chapter 11 Cases;
- (e) Claims made by Cable & Wireless Holdings, Inc. and any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other Debtors;
- (f) Any Person or Entity whose Claim has been paid in full by any of the Debtors;
- (g) Any holder of a Claim for which specific deadlines have previously been fixed by this Court; and
- (h) Any Person or Entity that only has a claim against any of the Debtors’ non-debtor affiliates.

Should the Court fix a date in the future after the General Bar Date by which time the Excluded Claims must be filed, you will be so notified.

Each Proof of Claim form must specifically set forth the full name of the Debtor and the proper case number, as set forth above, and must be filed by delivering the Proof of Claim form with the original signature so that it is actually received by the Debtors’ Notice and Claims Agent at the address set forth above by the applicable bar date deadline.

A Proof of Claim form is enclosed with this notice and may be used to file with respect to your Claims.

PLEASE TAKE FURTHER NOTICE THAT, EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN PARAGRAPHS (a) THROUGH (h) ABOVE AND GOVERNMENTAL UNITS (WHICH MUST FILE PROOFS OF CLAIM ON OR BEFORE 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 7, 2004), ANY CREDITOR WHO IS REQUIRED TO FILE A PROOF OF CLAIM BUT FAILS TO DO SO ON OR BEFORE 4:00 P.M. (PREVAILING EASTERN TIME) ON FEBRUARY 11, 2004, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO), AND THE DEBTORS AND THE DEBTORS’ PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OF REORGANIZATION OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS’ CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM(S).

In the event that the Debtors should amend their Schedules subsequent to the date hereof, the Debtors shall give notice of such amendment to the holders of the claims affected thereby, and such holders shall be afforded the later of the General Bar Date or thirty (30) days from the date of such notice to such holders (or such other time period as may be fixed by the Court) to file Proofs of Claim or forever be barred from doing so.

In the event that a Claim arises with respect to the Debtors' rejection of an executory contract or unexpired lease, the holder of such Claim will be afforded the later of the General Bar Date or thirty (30) days after the effective date of any order authorizing the rejection of the executory contract or unexpired lease to file a Proof of Claim (or such date as may otherwise be provided for in such order) or forever be barred from doing so.

The Debtors' Schedules may be examined and inspected by interested parties during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801. The staff of the Bankruptcy Clerk's Office is prohibited by law from giving legal advice. A copy of the Debtors' Schedules may be obtained at your own expense by contacting the Debtors' Notice and Claims Agent at the address set forth above. Creditors wishing to rely on the Schedules are responsible for determining whether their claims are accurately listed therein.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS. YOU SHOULD CONSULT WITH YOUR OWN PROFESSIONALS TO DETERMINE WHETHER YOU HOLD A CLAIM AGAINST THE DEBTORS. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS. QUESTIONS CONCERNING THIS NOTICE SHOULD BE DIRECTED TO BANKRUPTCY SERVICES LLC, AT THE ADDRESS SET FORTH ABOVE.

Dated: January 9, 2004

KIRKLAND & ELLIS LLP
James H.M. Sprayregen, P.C. (ARDC No. 6190206)
Bennett L. Spiegel (CA Bar No. 129558)
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Telephone: (302) 652-4100
Facsimile: (302) 652-4400

[Proposed] Co-Counsel for the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE
 CABLE AND WIRELESS CLAIMS PROCESSING
 P. O. BOX 5283, FDR STATION
 NEW YORK, NY 10150-5283

PROOF OF CLAIM

In Re: CABLE & WIRELESS USA, INC., et al., Debtors.	Chapter 11 Case No. 03-13711 (CGC) (Jointly Administered)
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 :

Telephone number:

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.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if the address differs from the address on the envelope sent to you by the court

2. Date debt was incurred:

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ _____ + _____ (unsecured nonpriority) + _____ (secured) + _____ (unsecured priority) = _____ (Total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.

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.

Check this box if your claim is secured by collateral (including a right of setoff)

Brief Description of Collateral:

Real Estate Motor Vehicle

Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

7. Unsecured Priority Claim.

Check this box if you have an unsecured priority claim

Amount entitled to priority \$ _____

Specify the priority of the claim:

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).

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).

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).

Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____).

6. Unsecured Nonpriority Claim: \$ _____

Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.

THIS SPACE IS FOR COURT USE ONLY

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):

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.