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IN THE UNITED STATES BANKRUPTCY COURT MAY 21 AM 10:16
FOR THE DISTRICT OF DELAWARE

In re:

) Chapter 11

COMMISSION
CLERK

CABLE & WIRELESS USA, INC., et al.,¹

) Case No. 03-13711 (CGC)

) (Jointly Administered)

Debtors.

)

Re: 1090 undocketed

**ORDER APPROVING THE SALE OF
PUBLICLY TRADED SECURITIES FREE AND CLEAR OF LIENS**

Upon the Debtors' motion (the "Motion")² seeking entry of an order approving the sale of publicly traded securities free and clear of any liens; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Debtors are authorized to sell their stock and warrants for the purchase of stock in Internet Commerce Corporation, AboveNet, Inc. and Sunterra Corporation (together, the "Securities") on the markets on which the Securities are traded.

2. The sales of the Securities shall be free and clear of any liens or interests on such Securities. The lien of Cable and Wireless plc, and of any other party with a valid lien, shall

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 Capitalized terms not defined herein shall have the same meaning as in the Motion.

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attach to the proceeds of such sales with the same priority, dignity and effect that such lien had on the Securities.

3. The Debtors are authorized to pay the reasonable and necessary commissions and other costs of sales of the Securities without further order of the Court.

4. The Debtors are authorized to sell any other stocks, warrants, options and other securities owned by one or more of them, in addition to the Securities, free and clear of liens, provided that:

- (i) the Debtors are not aware of any liens on the securities, or, alternatively, any lienholder consents to the proposed sale, or, alternatively, any such lien shall attach to the proceeds of any such sale;
- (ii) the Official Committee of Unsecured Creditors does not object to such proposed sale;
- (iii) the securities are traded on an exchange that determines their value; and
- (iv) the securities are sold in an arms-length transaction.

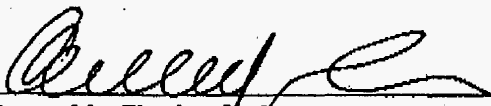
5. In connection with any such sale, the Debtors are authorized to pay the reasonable and necessary costs of sale, including brokerage fees.

6. The Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein.

7. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: Wilmington, Delaware

May 11, 2004


Honorable Charles G. Case II
United States Bankruptcy Judge