

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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COMMISSION
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In re:	Chapter 11
OPEN RANGE COMMUNICATIONS INC.,	Case No. 11-13188 (KJC)
Debtor. ¹	Hearing Date: N/A Objection Deadline: N/A

110000-07

**MOTION TO SHORTEN NOTICE AND OBJECTION PERIODS
TO DEBTOR'S MOTION FOR ORDERS: (I)(A) APPROVING BIDDING
AND AUCTION PROCEDURES IN CONNECTION WITH SALE OF
ANY AND ALL OF DEBTOR'S ASSETS; (B) APPROVING PURCHASER
PROTECTIONS, (C) SCHEDULING AN AUCTION AND EXPEDITED HEARING
TO CONSIDER SALE OF ANY AND ALL OF DEBTOR'S ASSETS; AND (D)
APPROVING FORM AND MANNER OF NOTICE THEREOF; AND (II)(A)
AUTHORIZING AND APPROVING SALE OF ANY AND ALL DEBTOR'S ASSETS
FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES,
AND INTERESTS; AND (B) GRANTING RELATED RELIEF**

The above-captioned debtor and debtor-in-possession (the "Debtor") hereby submits this motion (the "Motion to Shorten" or "Motion") for entry of an order, pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002 and 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9006-1(e) of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), shortening the notice and objection periods with respect to the Debtor's Motion for Orders: (I)(A) Approving Bidding and Auction Procedures In Connection With Sale of Any and All of Debtor's Assets; (B) Approving Purchaser Protections, (C) Scheduling an Auction and Expedited Hearing to Consider Sale of Any and All Of Debtor's Assets; and (D) Approving Form and Manner of Notice Thereof; and (II)(A) Authorizing and Approving Sale of Any and

_____ All Debtor's Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; and (B)

¹ The last four digits of the Debtor's federal tax identification number are 0894.

COM _____
 APA _____
 ECR _____
 GCL _____
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 SRC _____
 ADM _____ 49524/0001-8011972v2
 OPC _____
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Granting Related Relief (the "Motion"),² filed contemporaneously herewith. In support of this Motion to Shorten, the Debtor respectfully states as follows:

RELEVANT BACKGROUND

1. On October 6, 2011 (the "Petition Date"), the Debtor filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code. On October 11, 2011, the Court held a hearing (the "First Day Hearing") to consider various motions seeking "first day" relief.

2. At the First Day Hearing, Debtor's counsel advised the Court that the primary purpose of this chapter 11 case is to provide a very limited opportunity, approximately thirty days, for the Debtor to pursue a section 363 sale of all its assets as a going concern or for select assets. Debtor's counsel further advised the Court that if a sale process within thirty days of the Petition Date is not successful, the Debtor would shut down its network, and either move to dismiss or convert this case. The purpose of this chapter 11 case is also set forth in the first day declaration. See Edwards Declaration, ¶28.

3. Also at the First Day Hearing, the Court scheduled October 31, 2011 at 1:30 p.m. as the next date and time for the omnibus hearing in this case. Such omnibus hearing was subsequently rescheduled to November 2, 2011 at 3:00 p.m. (the "November 2 Omnibus Hearing").

4. As more fully set forth in the Motion, since the Petition Date, the Debtor has been extremely focused under considerable time constraints on pursuing a sale, pursuant to section 363 of the Bankruptcy Code, of all its assets as a going concern or sales for select assets. These efforts culminated in the execution of a Term Sheet on October 27, 2011. The Term Sheet contemplates an expedited sale of all or substantially all of the Debtor's assets used in or

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

necessary for the conduct of the Debtor's business. Specifically, the Term Sheet requires the following timeline for the Sale of the Assets:³

Event	Date
Execution of Asset Purchase Agreement	November 1, 2011
Bid Procedures Hearing	November 2, 2011
Submission Deadline for Qualified Bids (as defined below)	November 11, 2011
Auction	November 14, 2011
Sale Hearing	November 15, 2011
Entry of Sale Order	November 17, 2011

RELIEF REQUESTED

5. By the Motion, the Debtor seeks entry of two separate orders as follows:
- i. The Bidding Procedures Order: The Bidding Procedures Order, attached as Exhibit A to the Motion, which will approve (a) the Bidding Procedures; (b) the Purchaser Protections, (c) a proposed Auction date of November 14, 2011, (d) a proposed expedited Sale Hearing date of November 15, 2011, and (e) the form of the Notice of Auction and Expedited Sale Hearing, which sets forth the dates, times, and location of the deadline to bid on the Assets, the Auction, and the Sale Hearing.
 - ii. The Sale Order: Following the Auction (if any), the Debtor will seek entry of the Sale Order at the expedited Sale Hearing on November 15, 2011. The Debtor will file a form of the Sale Order prior to the Sale Hearing.

6. By this Motion to Shorten, the Debtor respectfully requests the Court to shorten notice so that the Bidding Procedures Order attached as Exhibit A to the Sales Motion may be considered at the November 2 Omnibus Hearing. As set forth above, the Debtor is not seeking approval of the Sale Order at the November 2 Omnibus Hearing. The Debtor further requests that the Court shorten the objection period to the Motion and establish November 1, 2011 at 4:00 p.m. (prevailing Eastern Time) as the deadline for responding to the Motion.

³ The Debtor, in the exercise of its business judgment, reserves the right to change these sale-related dates in order to achieve the maximum value for the Assets.

BASIS FOR RELIEF REQUESTED

7. Bankruptcy Rule 9006(c) provides that when an act is required to be done within a specified time by the Bankruptcy Rules “the court for cause shown may in its discretion with or without motion or notice order the period reduced.” Fed. R. Bankr. P. 9006(c). Similarly, Local Rule 9006-1(e) provides, in part, that “[n]o motion will be scheduled on less notice than required by these Rules or the Fed. R. Bankr. P. except by order of the Court, on written motion . . . specifying the exigencies justifying shortened notice.” Del. Bankr. L.R. 9006-1(e).

8. The Debtor respectfully submits that there is sufficient cause to justify shortening the applicable notice and objection period for the hearing on the Motion. The Debtor’s tremendous efforts in marketing the business culminated with the execution of the Term Sheet with the Stalking Horse on the date herein. As set forth above, the Term Sheet contemplates the Sale of Assets on an expedited basis, and the entry of the Bidding Procedures Order is the first critical step for the Debtor to achieve a sale of assets in whole or part. There is simply no room for delay, and if this Motion to Shorten is not granted, the Debtor will be unable to continue the sale process and will shut down its network because the Debtor will not be able to support the ongoing administrative costs of keeping its network running.

9. The Debtor submits that these reasons provide ample justification for the relief requested by this Motion to Shorten. The parties set forth in the notice section to the Motion will be served this Motion to Shorten, and the Motion, via email, facsimile, or overnight mail so as to be received by October 28, 2011, thus providing parties in interest with five (5) days notice prior to the November 2 Omnibus Hearing. The Debtor believes that no parties in interest will be prejudiced by the relief requested in the Motion as any objectors will have almost four (4) full days to respond. Moreover, the proposed Bidding Procedures are conventional and are similar to

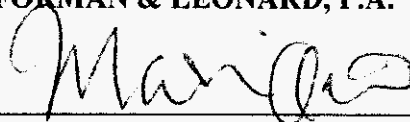
bid procedures employed in many other cases in this District. The Debtor further submits that the proposed Bidding Procedures Order will facilitate a fair and competitive bidding process that may result in higher or otherwise better offers, and therefore, this Motion to Shorten is in the best interest of the Debtor and its estate.

WHEREFORE, the Debtor respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein, and such other and further relief as the Court deems just and proper.

Dated: October 27, 2011
Wilmington, Delaware

**COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.**

By:



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Proposed Counsel for the Debtor and
Debtor in Possession

EXHIBIT A
PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
OPEN RANGE COMMUNICATIONS INC.,	:	Case No. 11-13188 (KJC)
Debtor. ¹	:	Related Docket No. _____

**ORDER GRANTING MOTION TO SHORTEN NOTICE AND OBJECTION PERIODS
TO DEBTOR'S MOTION FOR ORDERS: (I)(A) APPROVING BIDDING AND
AUCTION PROCEDURES IN CONNECTION WITH SALE OF ANY AND ALL
OF DEBTOR'S ASSETS; (B) APPROVING PURCHASER PROTECTIONS, (C)
SCHEDULING AN AUCTION AND EXPEDITED HEARING TO CONSIDER
SALE OF ANY AND ALL OF DEBTOR'S ASSETS; AND (D) APPROVING
FORM AND MANNER OF NOTICE THEREOF; AND (II)(A) AUTHORIZING
AND APPROVING SALE OF ANY AND ALL DEBTOR'S ASSETS FREE AND
CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS;
AND (B) GRANTING RELATED RELIEF**

Upon the motion (the "Motion to Shorten") of the above captioned debtor and debtor-in-possession (the "Debtor"), for entry of an order, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 9006(c)(1) of the Federal Rules of Bankruptcy Procedure, and Local Rule 9006-1(e), shortening the notice and objection period with respect to the Debtor's Motion for Orders: (I)(A) Approving Bidding and Auction Procedures In Connection With Sale of Any and All of Debtor's Assets; (B) Approving Purchaser Protections, (C) Scheduling an Auction and Expedited Hearing to Consider Sale of Any and All Of Debtor's Assets; and (D) Approving Form and Manner of Notice Thereof; and (II)(A) Authorizing and Approving Sale of Any and All Debtor's Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; and (B) Granting Related Relief (the "Motion"),² and upon consideration of the Motion to Shorten

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and all pleadings related thereto, and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion to Shorten was due and proper under the circumstances; and after due deliberation, and good and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is GRANTED, as set forth herein.
2. The Motion is hereby scheduled to be heard on **November 2, 2011 at 3:00 p.m.**

(ET).

3. Objections, if any, to the Motion, must be filed and served on Debtor's counsel by **November ____, 2011 at _____.m. (ET).**

4. The Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: October ____, 2011
Wilmington, Delaware

The Honorable Kevin J. Carey
United States Bankruptcy Judge