

090000-07

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re  
CABLE & WIRELESS USA, INC.,  
et al.,  
  
Debtors.

Chapter 11  
Substantively Consolidated  
Case No. 03-13711 (KJC)  
Ref. Docket No. 3896

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COMMISSION  
CLERK

**ORDER GRANTING MOTION OF THE LIQUIDATING TRUSTEE OF  
THE OMEGA LIQUIDATING TRUST FOR AN ORDER APPROVING (I) FINAL  
DISTRIBUTION AND MAXIMUM CREDITOR RESERVE, (II) ENTRY OF  
FINAL DECREE AND PROCEDURES IN CONNECTION THEREWITH, AND  
(III) RELATED RELIEF**

The Motion of the Liquidating Trustee of the Omega Liquidating Trust for an Order Approving (I) Final Distribution and Maximum Creditor Reserve, (II) Entry of Final Decree and Procedures in Connection Therewith, and (III) Related Relief (the "Motion")<sup>1</sup> by the Liquidating Trustee of the Omega Liquidating Trust, appointed in the chapter 11 cases of Cable & Wireless USA, Inc., and its affiliated debtors, having come on for hearing; appearances having been made as noted in the record; the Court having considered the Motion and the exhibits thereto, and all related pleadings and documents; having found that the Court has jurisdiction over this matter pursuant to sections 157 and 1334 of Title 28 of the United States Code; that adequate notice has been given under the circumstances; and good and sufficient cause appearing therefor, it

COM \_\_\_\_\_  
ECR \_\_\_\_\_ is hereby:

GCL \_\_\_\_\_  
OPC \_\_\_\_\_ ORDERED that the Motion is granted; and it is further  
RCP \_\_\_\_\_  
SSC \_\_\_\_\_  
SGA \_\_\_\_\_

ADM \_\_\_\_\_  
CLK \_\_\_\_\_  
<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

*[Signature]*

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ORDERED that the claims listed in the Maximum Creditor Reserve, as adjusted by Exhibit A, are capped at the reserve amounts listed therefor representing the maximum possible allowable amounts of the subject claims for distribution purposes under the Plan and may not be increased without further order of the Court; and it is further

ORDERED that the Liquidating Trustee is authorized to conduct a final distribution to holders of allowed general unsecured claims as set forth in attached Exhibit B, in full and final satisfaction of such listed claims; and it is further

ORDERED that the Liquidating Trustee is authorized to treat any holder of an allowed general unsecured claim who fails to provide tax withholding information requested by the Liquidating Trustee as having forfeited any right to a final distribution; and it is further

ORDERED that to the extent any checks from the final distribution are returned or not negotiated within sixty (60) days after such checks are remitted to the corresponding holders of allowed general unsecured claims, the Liquidating Trustee may, in its sole discretion, cancel such checks or refuse to issue new checks or close the corresponding bank account and shall be released and discharged of any further obligation to make distributions to such holders, and the funds shall be property of the Liquidating Trustee to be used at its sole discretion; and it is further

ORDERED that it is not necessary for the Liquidating Trustee to object to any claims filed in these cases after the deadlines for filing such claims set forth in prior Orders of this Court, and such claims are deemed disallowed; and it is further

ORDERED that upon entry of the final decree, the Liquidating Trustee, the Trust, the members of the Oversight Committee created under the Liquidating Trust Agreement,

the PLC Group, and their respective predecessors, successors, affiliates, agents, employees, attorneys, officers, directors, and representatives shall be fully released and discharged of any and all duties and obligations they may have had in carrying out the terms of the Plan and Confirmation Order and shall have no liability or further responsibilities in connection therewith. This release and discharge is in addition to, and does not otherwise alter, the releases, exculpations, and injunctions previously provided in the Plan and Confirmation Order; and it is further

ORDERED that upon the final distribution and the Claims Agent's return of all claims, a claims register and any other reports required by the Court to the Clerk of the Court, the Claims Agent shall be released and discharged from its duties in these cases; and it is further

ORDERED that the Liquidating Trustee and Savvis are authorized to destroy any and all documents in their actual or constructive possession, including those in the possession of Trust professionals, relating to these cases, in their sole discretion, before or after the cases are closed, with the exception of the documents to be provided by the Claims Agent to the Clerk of the Court; and it is further

ORDERED that except for those distributions expressly set forth on Exhibit A, attached hereto, no creditor or other party in interest shall be entitled to a distribution in these cases; and it is further

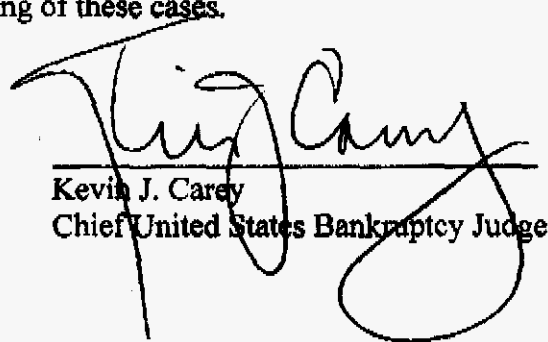
ORDERED that upon the remittance of the final distribution as set forth on the attached Exhibit A, the Liquidating Trustee shall file with the Court a certification of counsel certifying that such distribution has been made, that all fees owing to the Office of the United States Trustee have been paid in full, and that a final report has been

submitted, upon which this Court <sup>may</sup> shall enter a final decree closing these cases without further notice or a hearing; and it is further

ORDERED that the relief requested in connection with each claim identified in Exhibits A and B hereto constitutes a separate request for relief as contemplated by Rules 9013 and 9014 of the Federal Rules of Bankruptcy Procedure. This order shall be deemed a separate order with respect to each such claim. Any stay of this order pending appeal by any of the holders of any claim subject to this order will apply only to the contested matter involving the specific claim of such claimant and will not act to stay the applicability or finality of this order with respect to the other matters covered herein; and it is further

ORDERED that this Court shall retain jurisdiction with respect to issues arising under this Order notwithstanding the closing of these cases.

Dated: Wilmington, Delaware  
March 25, 2009



Kevin J. Carey  
Chief United States Bankruptcy Judge

**EXHIBIT A**

**APPROVED ADJUSTMENTS TO THE MAXIMUM CREDITOR RESERVE**

**EXHIBIT B**

**CREDITORS WITH ALLOWED GENERAL UNSECURED CLAIMS**

The exhibits to the Order are voluminous. You may access the exhibits via the internet through the following web site:

[www.alixpartners.com/cms](http://www.alixpartners.com/cms)

Please then select The Omega Liquidating Trust from the drop-down menu to access the exhibits.

You may also call 972-535-7127 to request a copy of the exhibits.