

requesting notice under Bankruptcy Rule 2002 will be sufficient for entry of an order on the Application.

Additionally, the Debtors request the Court's approval of the attached form of notice, which sets March 6, 1998, as the deadline for filing objections to the Application and provides that the Court may enter an order approving the Application without further notice or a hearing, if no objections are timely filed. If objections are timely filed, a hearing on the Application will be held on March 18, 1998 at 2:30 p.m.

WHEREFORE, the Debtors respectfully request the entry of an order approving the attached form of notice and providing that notice of the attached Application shall be limited to those parties designated above.

Dated: February 20, 1998

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- and -

YOUNG CONAWAY STARGATT & TAYLOR, LLP


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Joel A. Waite (No. 2925)
11th Floor, Rodney Square North
P.O. Box 391
Wilmington, Delaware 19899-0391
(302) 571-6688

Co-Counsel for the Debtors and
Debtors-in-Possession

SO ORDERED this ___ day
of February, 1998.

Peter J. Walsh
United States Bankruptcy Judge

Hearing Date: 3/18/98 at 2:30 p.m.
Only if objections are filed.
Objection Deadline: 3/6/98 at 4:00 p.m.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
)	
MOBILEMEDIA COMMUNICATIONS,	)	Case No. 97-174 (PJW)
INC., <u>et al.</u> ,)	
	)	(Jointly Administered)
Debtors.)	

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that on February 20, 1998, MobileMedia Communications, Inc. ("MobileMedia"), MobileMedia Communications ("Communications") and certain subsidiaries of Communications (collectively, the "Debtors") filed the attached Application for Order Under 11 U.S.C. § 327(a) Appointing Bankruptcy Services, Inc. As Solicitation Agent (the "Application").

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Wilmington, Delaware 19801, and served so as to be received by the undersigned counsel to the Debtors, by no later than 4:00 p.m. on March 6, 1998. If no objections are timely filed in accordance with the above procedure, the Court may enter an order approving the Application without further notice or hearing. If an objection is properly filed in accordance with the above procedure, a hearing on the Application will be held before the Honorable Peter J.

Walsh, United States Bankruptcy Court, 6th Floor, Marine Midland Plaza, 824 Market
Street, Wilmington, Delaware 19801 on March 18, 1998 at 2:30 p.m.

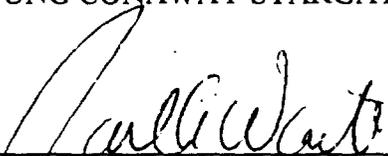
Dated: February 20, 1998
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Co-Counsel for Debtors and
Debtors-In-Possession

Hearing Date: 3/18/98 at 2:30 p.m.
Only if objections are filed.
Objection Deadline: 3/6/98 at 4:00 p.m.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
MobileMedia Communications,) Case No. 97-174 (PJW)
Inc., et al.,)
) (Jointly Administered)
Debtors.)

APPLICATION FOR ORDER UNDER 11 U.S.C. § 327(a) APPOINTING
BANKRUPTCY SERVICES, INC. AS SOLICITATION AGENT

MobileMedia Corporation, a Delaware corporation ("MobileMedia"),
MobileMedia Communications, Inc., a Delaware corporation ("Communications"), and certain
subsidiaries of Communications, each a debtor and debtor-in-possession herein (collectively,
the "Debtors"), hereby move that this Court enter an order appointing Bankruptcy Services,
Inc. ("BSI") as solicitation agent. In support of this Application, the Debtors allege:

Introduction

1. On January 30, 1997 (the "Petition Date"), the Debtors filed voluntary petitions under title 11 of the United States Code (the "Code"), as well as motions or applications seeking certain typical "first day" orders.
2. The Debtors have continued in possession of their respective properties and have continued to operate and manage their respective businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Code.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicate for the relief requested herein is section 327(a) of the Code.

4. No request has been made for the appointment of a trustee or examiner. An official committee of unsecured creditors was appointed by the U.S. Trustee on February 10, 1997 (the "Committee").

5. MobileMedia is a public company and is primarily a holding company for 100% of the stock of Communications. Communications is one of the largest providers of paging and wireless messaging services in the United States.

6. Bankruptcy Services, Inc. ("BSI") is a data processing firm that specializes in noticing, claims processing, vote tabulation and other administrative tasks in chapter 11 cases. On February 12, 1998, this Court authorized the retention of BSI as an agent of the Court in relation to the mailing and docketing of the proofs of claim received in these cases. Since that date, BSI has, among other things, established a detailed database containing the names and addresses of all of the Debtors' known pre-petition creditors, served a variety of notices and motions on the Debtors' creditors and maintained a detailed registry of all of the proofs of claim filed in these cases.

7. In light of BSI's experience in bankruptcy solicitation matters and, more particularly, in light of BSI's familiarity and expertise developed in connection with the Debtors' cases, the Debtors believe that it is cost-effective and appropriate to expand the scope of BSI's retention to include the solicitation and tabulation of votes on the plan of reorganization to be served by the Debtors on impaired creditors in these cases (the "Plan").

Relief Requested

8. The Debtors propose to employ BSI to: (a) assist the Debtors with noticing of the Plan, the related disclosure statement and all notices related thereto; (b) file with this Court certificates of service, within 10 days after each service, that include a copy of the notice, a list of persons to whom it was mailed (in alphabetical order) and the date mailed; (c) process and tabulate all ballots received in connection with the Plan; and (d) maintain the original ballots in an environmentally secure area and protect the integrity of these original documents from theft and/or alteration.

9. As demonstrated in the attached declaration of Kathy Gerber, BSI has advised the Debtors that it is a disinterested person as required by 11 U.S.C. § 101(14) and that it does not represent any interest adverse to the interest of the Debtors as to the matters upon which BSI is to be engaged.

10. The Debtors propose to retain BSI on the terms and conditions set forth in the schedule annexed hereto as Exhibit A (the "Schedule"). The terms and conditions reflected on the Schedule are the same terms and conditions on which BSI was retained to serve as claims agent.

11. The issues raised herein are not complex or novel. Consequently, no accompanying memorandum of law is required to be filed with this Application. Notice of this Application has been given to (i) the United States Trustee, (ii) counsel for the agent to the Debtors' pre- and post-petition secured lenders, (iii) counsel for the Committee and (iv) all parties that have entered an appearance and requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that under the circumstances no further notice need be given.

WHEREFORE, the Debtors respectfully request entry of the annexed Order and such other and further relief as this Court may deem just and proper.

Dated: Wilmington, Delaware
February 20, 1998

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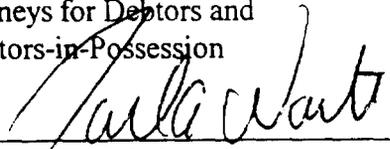
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Attorneys for Debtors and
Debtors-in-Possession

By: 

One of their attorneys

**SCHEDULE A
MOBILEMEDIA COMMUNICATIONS, INC., ET AL. - CHAPTER 11
COMPREHENSIVE FEE SCHEDULE**

CLAIMS AGENT SERVICES:

- o Set-Up Fee WAIVED
- o Claims Docketing
 - Document Handling WAIVED
 - Document Storage WAIVED
 - Input Scheduled Liabilities
 - Tape/Diskette \$.10/each
 - Input Filed Claims 32.50/hour
 - Database Maintenance .10/creditor/month

CLAIMS RECONCILIATION SERVICES:

- o Set-Up Fee WAIVED
- o Claims Tracking System Software Utilization* 500.00/month plus
.05/creditor/month

* Includes software design and customization, system utilization, installation at customer site, training and ongoing systems maintenance. There will be no ongoing charges for modem access to BSI computer network.

BALLOTING SERVICES:

- o Set-Up Fee WAIVED
- o Transaction Fees
 - Per ballot printed 1.00/each

Set-up, tabulation and verification of the vote is charged at the hourly rates quoted below.

DISBURSEMENT SERVICES:

- o Transaction Fees
 - Per check or Form 1099 \$ 1.50/each
 - Per record to transfer agent .25/each
 - Special reports .10/page
 - Database Maintenance WAIVED

**SCHEDULE A
MOBILEMEDIA COMMUNICATIONS, INC., ET AL. - CHAPTER 11
COMPREHENSIVE FEE SCHEDULE**

ALL SERVICES:

o **Mailing/Noticing**

(Includes envelope, notice printing, folding, inserting and mailing)

- Print & Mail (First Page) \$.20/each
- Additional Pages .10/each
- Single Page (Duplex) .24/each

o **Printing and Reproduction**

- Reports \$.10/page
- Faxes .50/page
- Photocopies .15/page
- Microfilm .10/page
- Labels .05/each

o **Consulting**

Any additional consulting services not covered by this proposal will be charged at BSI hourly rates:

- Kathy Garber and other senior consultants \$ 150.00/hour
- Consultant/Programming 80.00/hour
- Associate/Project Coordinator 75.00/hour
- Data Entry/Clerical 30.00 - 40.00/hour

Note: If requested, BSI will coordinate outside services for notice publication, printing and microfilming. Reimbursable expenses including postage, travel, long-distance telephone calls, etc., are billed at cost.

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
MobileMedia Communications,) Case No. 97-174 (PJW)
Inc., et al.,)
) (Jointly Administered)
Debtors.)

DECLARATION OF KATHY GERBER, DIRECTOR
OF OPERATIONS OF BANKRUPTCY SERVICES, INC.

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

Kathy Gerber declares as follows:

1. I am a Director of Operations of Bankruptcy Services, Inc. ("BSI"), which maintains offices at 70 East 55th Street, New York, New York 10022. I submit this Declaration in support of the entry of an order authorizing the retention of BSI as solicitation agent to MobileMedia Corporation, a Delaware corporation ("MobileMedia"), MobileMedia Communications, Inc., a Delaware corporation ("Communications"), and the subsidiaries of Communications, each a debtor and debtor-in-possession (collectively, the "Debtors") in the above-captioned chapter 11 proceedings.

2. To the best of my knowledge, neither I, nor BSI nor any officer or director thereof, has any connection with the Debtors, any of the Debtors' subsidiaries or affiliates, any creditors of the Debtors, or any other party in interest in the Debtors' chapter 11 proceedings, or their respective attorneys and accountants, that would conflict with the scope of BSI's retention or create any interest adverse to the Debtors.

3. Except as to post-petition work performed as claims agent for the Debtors for which it has not yet been paid, BSI is not a creditor of the Debtors. Furthermore, BSI is not an equity security holder or insider of the Debtors.

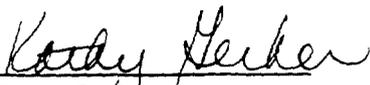
4. The Debtors have tens of thousands of creditors and shareholders and, accordingly, BSI may have rendered or may currently render services to certain of these creditors and shareholders. BSI does not perform services for any of these entities in connection with these cases nor does it believe that any relationship it may have with any of the Debtors' creditors or equity security holders will interfere with or impair BSI's service to the Debtors in these cases.

5. To the best of my knowledge, neither I, nor BSI nor any officer or director thereof, represents any interest adverse to the Debtors herein in the matters upon which the Debtors seek to retain BSI. I believe BSI to be a "disinterested person" within the meaning of section 101(14) of title 11, United States Code.

6. Pursuant to section 327 of title 11, United States Code, BSI will not represent, in the Debtors' chapter 11 proceedings, any other entity having an adverse interest in the matters upon which the Debtors seek to retain BSI.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 5, 1998.


Kathy Gerber
Bankruptcy Services, Inc.

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
MobileMedia Communications,) Case No. 97-174 (PJW)
Inc., et al.,)
) (Jointly Administered)
Debtors.)

**ORDER APPOINTING BANKRUPTCY SERVICES, INC. AS
SOLICITATION AGENT PURSUANT TO 11 U.S.C. § 327(a)**

Upon the annexed application (the "Application") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), for an order appointing Bankruptcy Services, Inc. ("BSI") as solicitation agent pursuant to 11 U.S.C. § 327(a); and it appearing that due notice of the Application has been given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the Application is granted; and it is further

ORDERED, that BSI is authorized to: (a) assist the Debtors with noticing their plan of reorganization, related disclosure statement and all notices related thereto; (b) file with this Court certificates of service, within 10 days after each service, that include a copy of the notice, a list of persons to whom it was mailed (in alphabetical order) and the date mailed; (c) process and tabulate all ballots received in connection with the Plan; and (d) maintain the original ballots in an environmentally secure area and protect the integrity of these original documents from theft and/or alteration; and it is further

ORDERED, that the fees and expenses of BSI incurred in performance of the above services shall be paid at the rates set forth on Exhibit A to the Application and shall be

treated as administrative expenses of the Debtors' chapter 11 estates and paid by the Debtors in the ordinary course of business; and it is further

ORDERED, that BSI shall, on a monthly basis, submit copies of the invoices it submits to the Debtors for services rendered to the office of the United States Trustee for the District of Delaware.

Dated: **Wilmington, Delaware**
_____ , 1998

The Honorable Peter J. Walsh
United States Bankruptcy Judge

Hearing Date: 3/18/98 at 2:30 p.m.
Objection Deadline: 3/9/98 at 4:00 p.m.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
MOBILEMEDIA COMMUNICATIONS,) Case No. 97-174 (PJW)
INC., et al.,)
) (Jointly Administered)
Debtors.)

MOTION TO LIMIT NOTICE

The above-captioned debtors (the "Debtors"), by and through their undersigned counsel, hereby move this Court, pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and section 102 of title 11, United States Code (the "Bankruptcy Code"), for an order providing that notice of the attached Motion Pursuant to Section 1121(d) of the Bankruptcy Code to Extend the Exclusive Period During Which the Debtors May Solicit Acceptances of Their Joint Plan of Reorganization (the "Motion") be given only to the parties designated below.

In support of this motion, the Debtors represent that to give notice of the Motion to each and every creditor and interested party would require a mailing to numerous addresses at a significant expense to the estates. The Debtors believe that notice to (i) the United States Trustee for the District of Delaware, (ii) counsel for the Agent for the Debtors' pre-petition secured lenders, (iii) counsel for the Agent in connection with the Debtors' post-petition debtor-in-possession financing, (iv) counsel for the Official Committee of Unsecured Creditors ("Committee"), and (v) all parties

requesting notice under Bankruptcy Rule 2002 will be sufficient for entry of an order on the Motion.

WHEREFORE, the Debtors respectfully request the entry of an order approving the attached form of notice and providing that notice of the attached Motion shall be limited to those parties designated above.

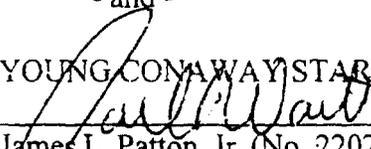
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(302) 571-6688

Co-Counsel for Debtors and
Debtors-in-Possession

SO ORDERED this ___ day
of February, 1998.

United States Bankruptcy Judge

Hearing Date: 3/18/98 at 2:30 p.m.
Objection Deadline: 3/9/98 at 4:00 p.m.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
)	
MOBILEMEDIA COMMUNICATIONS,	)	Case No. 97-174 (PJW)
INC., <u>et al.</u> ,)	
	)	(Jointly Administered)
Debtors.)	

NOTICE OF HEARING

PLEASE TAKE NOTICE that on February 19, 1998, MobileMedia Communications, Inc. ("MobileMedia"), MobileMedia Communications ("Communications") and certain subsidiaries of Communications (collectively, the "Debtors") filed the attached Motion Pursuant to Section 1121(d) of the Bankruptcy Code to Extend the Exclusive Period During Which the Debtors May Solicit Acceptances of Their Joint Plan of Reorganization (the "Motion").

PLEASE TAKE FURTHER NOTICE, that a hearing on the Motion will be held before the Honorable Peter J. Walsh, United States Bankruptcy Court, 6th Floor, Marine Midland Plaza, 824 Market Street, Wilmington, Delaware 19801 on March 18, 1998 at 2:30 p.m.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be in writing and filed with the United States Bankruptcy Court for the District of Delaware, 5th Floor, Marine Midland Plaza, 824 Market Street, Wilmington,

Delaware 19801, and served so as to be received by the undersigned counsel to the Debtors, by no later than 4:00 p.m. on March 9, 1998. Only those objection which are timely filed and served in accordance with the foregoing will be considered at the hearing.

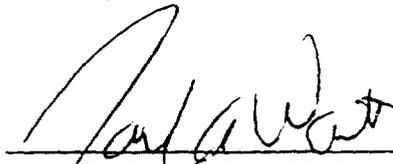
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Co-Counsel for Debtors and
Debtors-In-Possession

Hearing Date: 3/18/98 at 2:30 p.m.
Objection Deadline: 3/9/98 at 4:00 p.m.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
MobileMedia Communications,	)	Case No. 97-174 (PJW)
Inc., <u>et al.</u> ,)	
	)	(Jointly Administered)
Debtors.)	

**MOTION PURSUANT TO SECTION 1121(d) OF THE
BANKRUPTCY CODE TO EXTEND THE EXCLUSIVE PERIOD
DURING WHICH THE DEBTORS MAY SOLICIT ACCEPTANCES OF
THEIR JOINT PLAN OF REORGANIZATION**

TO: The Honorable Peter J. Walsh,
United States Bankruptcy Court Judge:

MobileMedia Corporation, a Delaware corporation ("MobileMedia"),
MobileMedia Communications, Inc., a Delaware corporation ("Communications"), and the
subsidiaries of Communications, each a debtor and debtor-in-possession herein (collectively, the
"Debtors"), hereby move this Court for entry of an order extending the Debtors' exclusive period
to solicit acceptances of their Joint Plan of Reorganization filed with this Court on January 27,
1998 (as such Joint Plan of Reorganization may be amended, the "Plan").

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157
and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a
core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicate for the relief
requested herein is section 1121 of title 11 of the United States Code (the "Code").

Relief Requested

2. Under section 1121 and pursuant to prior orders of this Court, the Debtors' exclusive period for filing a plan of reorganization was set to expire on January 27, 1998 and the Debtors' exclusive period to solicit acceptances of their plan (the "Exclusive Solicitation Period") is set to expire on March 30, 1998. On January 27, 1998, the Debtors filed the Plan with this Court.

3. Pursuant to section 1121(d) of the Code, the Debtors request entry of an order extending the Exclusive Solicitation Period to and including June 30, 1998. The Debtors intend to commence the solicitation of acceptances of the Plan immediately after the Debtors' disclosure statement relating to the Plan (as such disclosure statement may be amended, the "Disclosure Statement") is approved by this Court. However, the hearing on approval of the Disclosure Statement is scheduled for April 14, 1998, beyond the current expiration of the Debtors' Exclusive Solicitation Period. Moreover, assuming the Disclosure Statement is approved at the April 14 hearing, the Debtors anticipate that approximately ten (10) weeks thereafter will be required to distribute the Plan and Disclosure Statement to the creditors entitled to vote on the Plan, to provide those creditors with a reasonable period in which to decide whether to vote to accept or to reject the Plan and to tabulate the votes received.

4. The Debtors believe that section 1121(d) of the Code supports the requested extension as appropriate and necessary under the circumstances of these cases. The Plan reflects a complex reorganization of the Debtors' business, corporate organization and capital structure, requiring that those creditors entitled to vote on the Plan be afforded a sufficient time period in which to review the restructuring and distribution scheme contemplated

in the Plan. Moreover, the Debtors believe that granting the requested extension is consistent with the underlying purposes of section 1121(d). Once a debtor has filed a plan of reorganization, the debtor should be permitted a fair opportunity to bring the plan to confirmation. Finally, the granting of the extension is in the best interests of the Debtors and their estates and those creditors entitled to vote on the Plan. Indeed, if the extension is not granted, it is possible that other parties will be allowed to file competing plans of reorganization, creating unnecessary delay, disruption and confusion. The Debtors believe that the granting of the relief requested herein will not prejudice the rights of any party in interest in these cases.

Notice

5. Notice of this Motion has been given to (i) the Office of the United States Trustee for the District of Delaware, (ii) counsel for the Official Committee of Unsecured Creditors, (iii) counsel for the agent for the Debtors' pre-petition secured lenders, and (iv) those parties that have filed notices of appearance in these cases pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. The Debtors submit that no further notice is necessary.

6. Other than the Debtors' previous motions for Extension of the Exclusive Periods During Which the Debtors May File A Plan of Reorganization and Solicit Acceptances of Such Plan (collectively, the "Prior Motions"), no previous request for the relief sought by this Motion has been made by the Debtors to this or any other court.

7. Pursuant to Local District Court Rule 7.1.2.(a), incorporated by reference into the Local Rules of the Bankruptcy Court by General Order 1, because there are no novel issues of law presented in the Motion, the Debtors waive their right to file a brief in support of this Motion and elect to rely upon the authorities cited in the Debtors' Prior Motions and the representations made herein.

WHEREFORE, the Debtors respectfully request that the Court enter an order extending the Exclusive Solicitation Period to June 30, 1998 without prejudice to the rights of the Debtors and other parties in interest under section 1121(d) of the Code, and granting the Debtors such other and further relief as is just and proper.

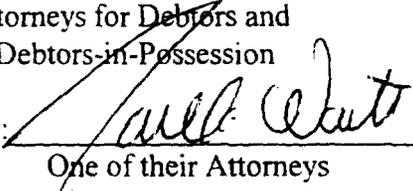
Dated: Wilmington, Delaware
February 20, 1998

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Attorneys for Debtors and
Debtors-in-Possession

By: 
One of their Attorneys

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
MobileMedia Communications,	)	Case No. 97-174 (PJW)
Inc., <u>et al.</u> ,)	
	)	(Jointly Administered)
Debtors.)	

**ORDER PURSUANT TO SECTION 1121(d)
OF THE BANKRUPTCY CODE EXTENDING THE EXCLUSIVE
PERIOD DURING WHICH THE DEBTORS MAY SOLICIT ACCEPTANCES
OF THEIR JOINT PLAN OF REORGANIZATION**

Having considered the Motion pursuant to Section 1121(d) of the Bankruptcy Code to Extend the Exclusive Period During Which the Debtors May Solicit Acceptances of Their Joint Plan of Reorganization (the "Motion"); and a hearing having been held on March 18, 1998 (the "Hearing"); and it appearing that due and timely notice of the Motion and the Hearing was given to the United States Trustee for the District of Delaware, counsel for the agent for the Debtors' pre-petition secured lenders, counsel for the Official Committee of Unsecured Creditors, and those parties that have filed notices of appearance in these cases pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure; and no other notice being necessary under the circumstances; and upon consideration of the Motion; and it appearing that the granting of such extension is in the best interests of the Debtors, their estates, and those creditors entitled to vote on the Debtors' Joint Plan of Reorganization (the "Plan"), and will not prejudice the rights of any party in interest in these cases; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that the period under section 1121(c)(3) of the Code during which only the Debtors may solicit acceptances of a plan of reorganization is extended to and including June 30, 1998; and it is further

ORDERED, that such extension is without prejudice to the rights of the Debtors and other parties in interest under section 1121(d) of the Bankruptcy Code.

Dated: Wilmington, Delaware
 _____, 1998

THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE