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CLERK'S OFFICE
U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
GREENBELT

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)

In re:	)	Chapter 11
	)	
STARTEC GLOBAL COMMUNICATIONS CORPORATION, et al.,	)	Case nos. 01-25013, 01-25009 and 01-2500 (DK)
	)	
Debtors.	)	Jointly administered under Case no. 01-25013

ORDER (A) APPOINTING BANKRUPTCY MANAGEMENT CORPORATION AS AGENT OF THE COURT PURSUANT TO 28 U.S.C. § 156(C) FOR NOTICING, CLAIMS, BALLOTING AND OTHER SUPPORT SERVICES AND (B) APPROVING RELATED AGREEMENT FOR SERVICES BETWEEN DEBTORS AND BANKRUPTCY MANAGEMENT CORPORATION

This matter having come before the Court on the Motion of Debtors for an Order (a) Appointing Bankruptcy Management Corporation as Agent of the Court Pursuant to 28 U.S.C. § 156(c) for Noticing, Claims, Balloting and Other Support Services and (b) Approving Related Agreement for Services Between Debtors and Bankruptcy Management Corporation, dated January 7, 2002 (the "Motion")[1], filed by Startec Global Communications Corporation and the affiliated debtors, Startec Global Operating Company and Startec Global Licensing Company, debtors and debtors in possession herein (collectively, the "Debtors"); this Court having reviewed the Motion; it appearing to the Court that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); due and sufficient notice of the Motion having been given under the circumstances; and the Court having determined that the relief sought in the Motion is necessary and in the best interests of the Debtors, their estates, and all parties in interest; and the Court being satisfied with

[1] All capitalized terms used in this Order have the meaning given to them in the Motion unless otherwise specified in this Order.

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the representations made in the Motion and the Declaration of Tinamarie Feil that Bankruptcy Management Corporation ("BMC") represents no interest adverse to the Debtors' estates with respect to the matters upon which BMC is to be engaged, that BMC is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code; therefore, upon the Motion and all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

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

2. ORDERED that, the Debtors are authorized to enter into an Agreement for Services with BMC substantially similar to that attached as Exhibit A to the Motion.

3. ORDERED that, in the event of a conflict between the terms of this Order and the Agreement for Services, this Order shall govern as to the conflicting term.

4. ORDERED that, BMC is appointed agent of the Court in these cases pursuant to 28 U.S.C. § 156(c) for the purpose of providing the following noticing, claims and balloting services and other technical and support services of a similar nature, all at the request of Debtors or the Clerk of the United States Bankruptcy Court for the District of Maryland (the "Clerk's Office"):

a. prepare and serve required notices in these chapter 11 cases, including, without limitation:

DMC ~~i. the notice of commencement of these chapter 11 cases and the initial meeting of creditors under Section 341(a) of the Bankruptcy Code;~~

DMC ~~ii. notices of claims bar dates;~~

iii. notices of opportunity to vote to accept or reject a proposed plan;

iv. notice of any hearings on a disclosure statement and confirmation of a plan; and

v. other miscellaneous notices to any entities, as the Debtors or the Court may deem necessary or appropriate for an orderly administration of these chapter 11 cases;

b. within five days after the mailing of a particular notice, file with the Clerk's Office a declaration of service that includes a copy of the notice involved, an alphabetical list of persons on whom the notice was served, along with their addressees, and the date and manner of service;

c. receive, examine and maintain originals and at least one set of copies of all proofs of claim and proofs of interest filed;

d. maintain official claims registers in each of the Debtors' cases by docketing all proofs of claim and proofs of interest in the applicable claims database that includes, among other things, the following information:

i. the name and address of the claimant or interest holder and any agent thereof, if the proof of claim or proof of interest was filed by an agent;

ii. the date the proof of claim or interest was received by BMC and/or the Court;

iii. the claim number assigned to the proof or claim or interest;

iv. the asserted amount and classification of the claim; and

v. the applicable Debtor(s) against which the claim or interest is asserted;

e. implement necessary security, control and verification measures to ensure the completeness and integrity of the claims registers;

f. periodically audit the claims information to satisfy the Clerk's Office that the claims information is being appropriately and accurately recorded in the Court's claims register;

g. transmit to the Clerk's Office a copy of the claims registers on a bi-weekly basis, unless requested by the Clerk's office on a more or less frequent basis;

h. maintain an up-to-date mailing list of all entities that have filed a proof of claim or proof of interest, which list shall be available upon request to the Clerk's office or any party in interest;

i. provide access to the public for examination of copies of the proofs of claim or interest without charge during regular business hours;

j. record all transfers of claims pursuant to Bankruptcy Rule 3001(e) and provide notice of such transfers as required by Bankruptcy Rule 3001(e);

k. comply with applicable federal, state, municipal and local statutes, ordinances, rules, regulations, orders and other requirements

l. provide temporary employees to process claims, as necessary;

m. allow the Clerk's Office to independently audit the claims information at any time;

n. allow the Clerk's office to inspect its premises at any time;

o. promptly comply with such further conditions and requirements as the Clerk's Office may at any time prescribe;

p. respond to inquires of a ministerial nature regarding claims and balloting;

q. receive, review and tabulate ballots cast, and make determinations with respect to each ballot as to its timeliness, compliance with the Bankruptcy Code, Bankruptcy Rules and procedures ordered by this Court subject, if necessary, to review and ultimate determination by the Court;

r. certify the results of the balloting; and

s. perform such other administrative and support services related noticing, claims, docketing, solicitation and distribution as the Debtors or the Clerk's Office may request.

5. ORDERED that, the Debtors are authorized to utilize BMC under Sections 363(b) and 503(b)(1)(A) of the Bankruptcy Code to provide the Debtors, at the Debtors' request and under the Debtors' control (and not as an agent of the Court), with the following services and other technical and support services of a similar nature:

a. maintain an up-to-date mailing list of all entities who have filed requests for notices in the bankruptcy cases;

b. assist Debtors with (i) preparation and maintenance of lists and databases useful in the administration of their cases, including master lists of creditors, interested parties, assets, liabilities, and related details and (ii) production of reports, exhibits and schedules of information for use by the Debtors or to be delivered the Court, the Clerk's Office, the U.S. Trustee or third parties;

c. prepare and serve notices of motions and other pleadings filed by the Debtors;

d. within five days after the mailing of a particular notice, file with the Clerk's Office a declaration of service that includes a copy of the notice involved, an alphabetical list of persons on whom the notice was served, along with their addressees, and the date and manner of service;

e. create and maintain a database of claims and related information and generate reports to assist the Debtors with the analysis, reconciliation and resolution of claims;

f. administer the solicitation of votes on any plan of the Debtors;

g. receive, review and tabulate ballots cast and generate reports to assist the Debtors with the analysis of balloting results; and

h. perform such other administrative and support services related case administration, noticing, claims, docketing, and solicitation as the Debtors may request.

6. ORDERED that, the fees and expenses of BMC incurred in the performance of the above services and in accordance with the Agreement for Services attached as an exhibit to the Motion shall be expenses of the Debtors' estates (and not the Clerk's Office) and shall be treated as an administrative priority expenses under Section 503(b)(1)(A) of the Bankruptcy Code and shall be paid by the Debtors in the ordinary course of business after the submission of an invoice in reasonable detail describing the basis of the fees and expenses requested to be paid thereto; and it is further

7. ORDERED that, BMC shall submit to the United States Trustee for this region, on a monthly basis, copies of the invoices it submits to the Debtors for services rendered; and it is further

8. ORDERED that, BMC shall be obligated to perform such of its duties under the Agreement for Services as are within the scope of its appointment under 28 U.S.C. §

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156(c) regardless of whether BMC has received payment. To the extent BMC requires redress for non-payment of its fees and expenses, it will seek relief from the Court; and it is further

9. BMC will comply with all requests of the Clerk's Office and with the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c); and it is further

10. ORDERED that, this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: January 8, 2002
Greenbelt, Maryland

JUDGE

Copies to: Philip D. Anker
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