IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:	*	
	*	
USINTERNETWORKING, INC., et al.,	*	Case No.: 02-5-0215-SD Through 02-5-0219-SD (Chapter 11)
Debtors.	*	(Jointly Administered under Case No.: 02-5-0215-SD)
	*	

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ENTERED
JAN 23 2002
CLERK'S OFFICE
U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE

ORDER UNDER BANKRUPTCY RULE 3003(c)(3): (i) ESTABLISHING BAR DATE FOR FILING CERTAIN PROOFS OF CLAIMS; (ii) APPROVING FORM AND MANNER OF NOTICE THEREOF; AND (iii) GRANTING RELATED RELIEF

Upon the motion, dated January 7, 2002 (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure: (i) Establishing Bar Date for Filing Certain Proofs of Claims; (ii) Approving Form and Manner of Notice thereof; and (iii) Granting Related Relief (the "Bar Date Order"); and due and adequate notice of the Motion having been provided; and after due deliberation, and sufficient cause appearing for granting the relief requested in the Motion, and for the reasons stated therein; it is this 22d day of January, 2002, by the United States Bankruptcy Court for the District of Maryland,

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

ORDERED, that the capitalized terms not defined herein shall have the meanings ascribed to them in the Motion; and it is further

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(3), all Entities, as defined in section 101(15) of the Bankruptcy Code, holding or wishing to assert claims as defined in 11 U.S.C. § 101(5) (collectively, "Claims"), against any of the Debtors are required to file, on or

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before March 11, 2002 (the "Bar Date"), a separate completed and executed Proof of Claim Form on account of any Claims such Entities hold or wish to assert against the Debtors; provided, however, that proofs of claim are not required, at this time, to be filed with respect to Claims against the Debtors of the types set forth in clauses (a) through and including (f) below ("Excluded Claims"):

(a) any Claim against a Debtor that is (i) listed in the Schedules or any amendments thereto, and (ii) is not listed therein as "contingent," "unliquidated" or "disputed"; and (iii) is not disputed by the holder thereof as to amount, Debtor, classification, or otherwise; or

(b) any Claim for which a proof of claim has already been properly filed against the correct Debtor; or

(c) any Claim against a Debtor that has previously been allowed by, or paid pursuant to, an order of this Court; or

(d) any Claim that is allowable only under Section 503(b) of the Bankruptcy Code as an administrative expense in any of the Debtors' cases; or

(e) any Claim held by a Debtor that is based upon a potential prepetition inter-company obligation (said claims to be as set forth in the Debtors' schedules as may be amended from time to time); or

(f) any Claim of those holding bonds issued by the Debtor under that certain Indenture dated as of October 29, 1999 relating to the Debtors' 7% Convertible Subordinated Notes due November 1, 2004 ("Bondholders"), but only to the extent such Claim relates solely to ownership of the bonds, provided, however, that the Claim(s) of any indenture trustee, for itself, or on account of any Bondholder, is not excluded; and it is further

ORDERED, that all creditors and interest holders shall have the burden of informing the Clerk of the Court and the Debtors of a change of address; and it is further

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(3), Governmental Units shall have, except as provided in 11 USC § 502(b)(9), through and including March 11, 2002 to file Proof of Claims; and it is further

ORDERED, that holders of equity securities of the Debtor(s) are not required to file a proof of interest solely on account of such holder's ownership interest in or possession of such equity securities; and it is further

ORDERED, that Claims relating to the rejection of any executory contract or unexpired lease shall be filed by the later of (i) thirty (30) days after the entry of the Court order authorizing the rejection of such contract or lease; and (ii) the Bar Date, unless the Court has provided otherwise in an order entered prior to the entry of this Bar Date Order authorizing the Debtor(s) to reject the contract or lease, and it is further

ORDERED, that each proof of claim filed must (i) be written in English; (ii) be denominated in lawful currency of the United States; (iii) conform substantially with the Proof of Claim Form attached to the Motion as Exhibit B; (iv) indicate the Debtor(s) against which the creditor is asserting a Claim; and (v) bear the original signature of the claimant or, if the claimant is not an individual, of an authorized agent of the claimant; and it is further

ORDERED, that all proofs of claim filed shall be addressed and delivered to:

For Hand and Overnight Courier Delivery, and First Class Mail Delivery:
USI Claims Processing Center
c/o Logan & Co., Inc.
546 Valley Road
Upper Montclair, New Jersey 07043

and it is further

ORDERED, that (i) a proof of claim will be deemed filed only when received at the above-referenced address, and (ii) creditors are not entitled to file proofs of claim by facsimile, telecopy, or electronic mail transmission; and it is further

ORDERED, that any Entity that is required but fails to file a proof of claim for its Claim in accordance with this Order on or before the Bar Date shall be forever barred, estopped, and enjoined from asserting such Claim (or filing a proof of claim with respect thereto) against each and all of the Debtors, and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote on any plan or participate in any distribution in any of the Debtors' chapter 11 cases on account of such Claim; and it is further

ORDERED, that except as provided herein, nothing in this Order shall be deemed to prejudice the right of the Debtors or any other party in interest herein to dispute, or to assert offsets or defenses to, any Claim reflected on the Schedules as to amount, liability, classification, or otherwise, and to subsequently designate any Claim as disputed, contingent, or unliquidated; and it is further

ORDERED that the Debtors' compliance with Local Bankruptcy Rule 2081-1 shall be satisfied by the Debtors' serving by first class mail a Notice to Creditors With Disputed, Contingent, Unliquidated, and/or Unfixed Claims on each of those creditors so scheduled in the Debtors' Schedules within four (4) calendar days after the date of entry of this Order; and it is further

ORDERED, that (a) service of a notice, substantially in the form of that annexed as Exhibit A to the Motion, and a Proof of Claim Form, by first class mail within four (4) calendar days after the date of entry of this Order to all known Creditors (such Creditors to be determined as of even date), and (b) publication of a notice, substantially in the form of that annexed as Exhibit A to the Motion, to be published once in two of the national editions of the (i) The New York Times, (ii) VAR Business, or (iii) USA Today not less than twenty-five (25) days

before the date of the Bar Date shall constitute good and sufficient notice of the Bar Date pursuant to Bankruptcy Rule 2002(a)(8); and it is further

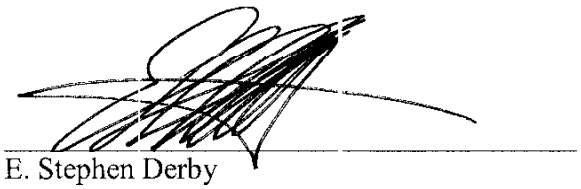
ORDERED, that with respect to creditors listed in the Debtors' Schedules, the Proof of Claim Form served upon them shall indicate: (1) the Debtor(s) against which they are scheduled, (2) the amount scheduled, (3) whether the claim is scheduled as secured, priority or unsecured, and (4) whether the claim is scheduled as disputed, contingent or unliquidated; and it is further

ORDERED, that if the Debtors amend their Schedules after having given notice of the Bar Date, the Debtors shall give notice of such amendment only to the holders of Claims directly affected by the amendment, and such holders shall be afforded 30 calendar days from the date of service of such notice (or such other period as may be fixed by the Court) to file Proofs of Claim, if necessary, or be forever barred, estopped, and enjoined from asserting such Claim (or filing a proof of claim with respect thereto) against each and all of the Debtors, and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote on any plan or participate in any distribution in any of the Debtors' chapter 11 cases on account of such Claim, and it is further

ORDERED, that in no event will any creditor be entitled to increase the amount of its Claim over and above the amount asserted as of the Bar Date as a result of the Debtors' determination to amend their Schedules; and it is further

ORDERED, that the Debtors are authorized and empowered to take such steps, perform such acts, and pay such sums as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED, that the provisions of this Order apply to all Claims of whatever character against the Debtors or their property.



E. Stephen Derby
United States Bankruptcy Judge

cc:

Martin T. Fletcher, Esquire
Brent C. Strickland, Esquire
Karen H. Moore, Esquire
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:	*	
	*	
USINTERNETWORKING, INC., et al.,		Case No.: 02-5-0215-SD
	*	Through 02-5-0219-SD
		(Chapter 11)
Debtors.	*	(Jointly Administered
		under Case No.: 02-5-0215-SD)
	*	

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NOTICE OF BAR DATE FOR FILING
PROOFS OF CLAIMS

ALL POTENTIAL HOLDERS OF CLAIMS PLEASE TAKE NOTICE:

On _____ __, 2002, the United States Bankruptcy Court for the District of Maryland (the "Court") entered an order (the "Bar Date Order") in the above-captioned chapter 11 cases establishing **March ___ , 2002** (the "Bar Date") as the deadline for all holders of a Claim (as defined below) in any of the chapter 11 cases of the above-captioned Debtors and Debtors in possession (the "Debtors") to file a proof of claim. The Bar Date Order requires all holders of a prepetition Claim to file a proof of claim utilizing an approved form (a "Proof of Claim Form") on or before the Bar Date. For your convenience, a Proof of Claim Form is enclosed with this Notice.

PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM

Bankruptcy Rule 3003(c)(3) requires all persons and entities, including, without limitation, individuals, partnerships, limited liability companies, corporations, estates, trusts, indenture trustees, unions, and governmental units (collectively, "Entities") that assert a Claim, arising before **January 7, 2002** against any of the Debtors listed on **Exhibit 1** attached to this Notice, to file a proof of claim. Section 101(5) of the Bankruptcy Code defines "Claim", and such term is used herein to mean:

(A) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or

(B) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

ANY PERSON OR ENTITY HOLDING A CLAIM THAT IS REQUIRED BUT FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE WILL BE FOREVER BARRED AND ESTOPPED FROM ASSERTING A CLAIM AGAINST THE DEBTORS, THEIR ESTATES, OR THE PROPERTY OF ANY OF THEM, AND FROM RECEIVING ANY DISTRIBUTION ON ACCOUNT OF SUCH CLAIM.

TIME, PLACE AND MANNER FOR FILING PROOFS OF CLAIM

For any proof of claim to be deemed timely and properly filed, an Entity holding a Claim must submit a signed original Proof of Claim Form asserting such Claim, together with all accompanying documentation, sent by **U.S. mail, overnight courier delivery or hand delivery** to: USi Claims Processing Center ("UCPC"), 546 Valley Road, Upper Montclair, New Jersey 07043, so as to be delivered to and received by UCPC on or before no later than 5:00 p.m., prevailing Eastern Time, of the Bar Date.

In order to assist in the review and reconciliation of Claims, proofs of claim should include invoices, statements, or other documents evidencing the amount or basis of the Claim. Do not send original documents. IF SUCH DOCUMENTS ARE VOLUMINOUS, DO NOT INCLUDE SUCH DOCUMENTS. INSTEAD, YOU MUST INCLUDE A SUMMARY OF SUCH DOCUMENTS.

A Proof of Claim Form may be submitted in person, by courier service or other hand delivery, or by first-class mail addressed to UCPC at the foregoing address. *Any Proof of Claim Form submitted by facsimile or electronic mail will* ***not*** *be accepted and will* ***not*** *be deemed filed until such Proof of Claim Form is submitted by one of the methods described in the preceding sentence*. A Proof of Claim Form will be deemed filed only when actually received by UCPC. If you wish to receive acknowledgment of UCPC's receipt of your Proof of Claim Form, you must also submit a copy of your original Proof of Claim Form and a self-addressed, stamped envelope.

IF YOU WISH TO ASSERT A CLAIM AGAINST MORE THAN ONE DEBTOR, YOU MUST FILE A SEPARATE PROOF OF CLAIM FORM IN THE CASE OF EACH DEBTOR AGAINST WHICH YOU BELIEVE YOU HOLD A CLAIM. You may use photocopies of the attached Proof of Claim Form for filing Claims against additional Debtors or you may request additional Proof of Claim Forms from UCPC.

ALL CREDITORS AND INTEREST HOLDERS SHALL HAVE THE BURDEN OF INFORMING THE CLERK OF THE COURT AND THE DEBTORS OF A CHANGE OF ADDRESS.

PERSONS AND ENTITIES WHO NEED NOT FILE A PROOF OF CLAIM

You need not file a proof of claim for Claims relating to the following situations:

1. You do not have a Claim (as defined by Section 101(5) of the Bankruptcy Code) against any of the Debtors (the fact that you received this Notice does not mean that you have a Claim); or

2. You hold a Claim against a Debtor that is listed in such Debtor's schedules or amendments thereto and is not listed therein as "contingent," "unliquidated" or "disputed", and you do not dispute the amount, identity of the Debtor, classification, or otherwise of your Claim listed therein; or

3. You have already properly filed a proof of claim against the correct Debtor(s); or

4. You hold a Claim against a Debtor that previously has been allowed by, or paid pursuant to, an order of the Court; or

5. You are a Debtor and you hold a Claim based upon a potential prepetition intercompany obligation of another Debtor (said claims to be as set forth in the Debtors' schedules as may be amended from time to time); or

6. You assert a Claim that is allowable only under Section 503(b) of the Bankruptcy Code as an administrative expense in any of the Debtors' cases; or

7. You hold bonds issued by the Debtors, under that certain Indenture dated as of October 29, 1999 relating to the Debtors' 7% Convertible Subordinated Notes due November 1, 2004, but only to the extent such Claim relates solely to your ownership of the bonds.

REVIEW OF THE DEBTORS' SCHEDULES

Copies of the Schedules may be examined by interested parties during regular business hours, from 8:00 a.m. to 4:00 p.m., Monday through Friday, at the Office of the Clerk of the Court, United States Bankruptcy Court, District of Maryland, 101 West Lombard Street, 8th Floor, Baltimore, Maryland, 21201.

CLAIMS RELATING TO THE REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If your Claim arises out of the rejection of an executory contract or unexpired lease, you must file a proof of claim in respect to such Claim by the later of:

(i) thirty (30) days after the date of entry of the Court order authorizing the rejection of such contract or lease; and

(ii) the Bar Date;

unless the Court has provided otherwise in an order entered before the entry of the Bar Date Order authorizing the Debtors to reject the contract or lease.

CLAIMS RELATING TO SCHEDULE AMENDMENTS

If the Debtors amend their Schedules after having given notice of the Bar Date, the Debtors shall give notice of such amendment ONLY to the holders of Claims directly

affected by the amendment, and such holders shall be afforded 30 calendar days from the date of service of such notice (or such other period as may be fixed by the Court) to file Proofs of Claim, if necessary, or be forever barred from doing so, provided, however, that in no event will any creditor be entitled to increase the amount of its Claim over and above the amount asserted as of the Bar Date as a result of the Debtors' determination to amend their Schedules.

PROOF OF INTEREST

Holders of equity securities of the Debtors are not required to file a proof of interest solely on account of such holder's ownership interest in or possession of such equity securities.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a Proof of Claim Form, you may contact Logan & Company, Inc. by telephone at (973-509-3190) between 10:00 a.m. and 4:00 p.m., Eastern Time, or by writing to Logan & Company, Inc. at USi Claims Processing Center, 546 Valley Road, Upper Montclair, New Jersey 07043. The Claims register for each of the Debtors will be available for review in Logan's office (546 Valley Road, Upper Montclair, New Jersey 07043) and at the Clerk's Office for the United States Bankruptcy Court for the District of Maryland, Baltimore Division.

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:	*	
	*	
USINTERNETWORKING, INC., *et al.*,	*	Case Nos. 02-5-0215-SD Through 02-5-0219-SD
	*	(Chapter 11)
	*	(Jointly Administered under Case No. 02-5-0215-SD)
Debtors.	*	
	*	

* * * * * * * * * * *

DEBTORS, CASE NUMBERS AND TAXPAYER I.D. NUMBERS

The following is a list of the case numbers and Tax I.D. Numbers for Uninternetworking, Inc. ("USi") and those of its affiliates (collectively with USi, the "Debtors") that have commenced chapter 11 proceedings.

Debtor Name	Case Number	Taxpayer I.D Number
USINTERNETWORKING, INC.	02-5-0215-SD	52-2078325
GEMC PROPERTIES, INC.	02-5-0216-SD	52-2233673
RIVA CANYON, LLC	02-5-0217-SD	52-2232464
ADMIRAL MANAGEMENT COMPANY, LLC	02-5-0218-SD	52-2231673
SHORE SERVICES, LLC	02-5-0219-SD	52-2232469

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