

to the Court, under sections 176 and 177 of the Act, for an order prohibiting payment. (095)

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
**MAXWELL COMMUNICATION CORPORATION Plc, et al.,  
Debtors.**

*Notice of Hearing to consider approval of  
proposed Disclosure Statement, proposed Unsecured  
Claims Bar Date Procedures, and other relief*

Please take notice that a hearing (the "Approval Hearing") shall be held before the Honorable Tina L. Brozman, United States Bankruptcy Judge, on 26th April, 1993 at 10 a.m., in Room 621 of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton U.S. Custom House, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court") or as soon thereafter as counsel can be heard (the "Hearing Date") to consider the application (the "Application") of Andrew Mark Homan, Colin Graham Bird, Jonathan Guy Anthony Phillips and Alan Rae Dalziel Jamieson, joint administrators (the "Joint Administrators") for Maxwell Communication Corporation plc, debtor and debtor in possession ("MCC"), for entry of an order or orders at the Approval Hearing (the "Proposed Disclosure Statement Approval Order"):

1. Pursuant to Rules 3017 and 3003 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and sections 1125, 501, 1111, and 105 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"),

(a) approving MCC's proposed disclosure statement filed 26th February, 1993 (as same may be amended prior to Court approval, the "Proposed Disclosure Statement") submitted in connection with its Plan of Reorganization dated and filed 11th February, 1993 (as same may be amended prior to Court approval of the Proposed Disclosure Statement or as otherwise provided therein, the "Plan"), as containing "adequate information" as such term is used in section 1125 of the Bankruptcy Code, and

(b) authorizing MCC, by the Joint Administrators, to solicit acceptances or rejections of the Plan, pursuant to the Bankruptcy Code, and the related Scheme of Arrangement, which is attached as an exhibit to the Plan (as same may be amended under English law, the "Scheme"), pursuant to English law, from holders of Class 3A Claims (capitalized terms used but not defined here in shall have the meanings ascribed to them in Annexure 1 to the Plan) against MCC, by the transmission of a copy of the Proposed Disclosure Statement as approved by the Bankruptcy Court (the "Approved Disclosure Statement"), the English Explanatory Statement describing the Scheme, and related documents (including a cover letter from the Administrators) to each such holder of such a Class 3A Claim authorized to vote on the Plan;

2. Authorizing the timing and manner for the solicitation of acceptances or rejections of the Plan and establishing voting and other procedures in connection therewith, including claims allowance procedures for voting purposes only;

3. Approving the forms of ballot to be used by MCC in conjunction with the solicitation of votes on the Plan;

4. Approving the form of all supplemental solicitation materials marked for identification and introduced as exhibits on the record of the Approval Hearing (which shall be filed with the Bankruptcy Court and provided to parties so requesting at or prior to the Approval Hearing);

5. Scheduling a hearing to consider confirmation of the Plan, pursuant to section 1129 of the Bankruptcy Code ("Confirmation");

6. Fixing the time and manner for filing objections to Confirmation of the Plan;

7. Establishing the Unsecured Claims Bar Date procedure proposed by the Application, which (a) permits Proofs of Claim to be filed in the United States or Notices of Claim to be lodged in England, (b) provides for a subsequent order to be entered by this Court fixing the actual calendar date that is the deadline for the filing of proofs of claim in the United States that is consistent with the plan and falls 60 days after the Effective Date (as defined in the Annexure to the Plan) or if that day is not a business day in London and New York, the next succeeding day which is a business day in London and New York,

(c) prescribes a form of notice of the United States Bar Date and the English Claims Date, and (d) approves the uniform form of Proof of Claim and Notice of Claim attached as Annexure 2 to the Plan and the Scheme; and

8. Granting such other and further relief as this Court may deem just and proper.

Please take further notice that all objections to the adequacy of the Proposed Disclosure Statement or such other relief requested in the Application with respect to the Proposed Disclosure Statement Approval Order (a) shall be in writing, (b) shall comply with the Bankruptcy Rules and the Local Bankruptcy Rules of this Court, (c) shall set forth the name of the objectant and the nature and amount of any claim or interest alleged by such objectant against MCC's estate or property, (d) shall state with particularity the legal and factual basis for such objection, and (e) shall be filed with the Clerk of Bankruptcy Court (with a courtesy copy provided directly to chambers), and a copy thereof served, by hand or by overnight delivery service, upon (i) counsel to the Joint Administrators, Milbank, Tweed, Hadley & McCloy, 1 Chase Manhattan Plaza, New York, New York 10005, Attention: John G. Gellene, Esq., (ii) counsel of record to MCC, Willkie Farr & Gallagher, One Citicorp Center, 153 East 53rd Street, New York, New York 10022-4669, Attention: Donna Lieberman, Esq., (iii) counsel to the Examiner, Hebb & Gitlin, One State Street, Hartford, Connecticut 06103-3178, Attention: Evan Flaschen, Esq., (iv) counsel to the UK Creditors Committee, Wachtell, Lipton, Rosen & Katz, 299 Park Avenue, New York, New York 10171, Attention: Meyer G. Kopolov, Esq., and (v) the Office of United States Trustee, 80 Broad Street, New York, New York 10004, Attention: Arthur Gonzalez, Esq., such that all objections are received no later than 16th April 1993.

Please take further notice that this is not a solicitation of acceptance or rejection of the Plan or the Scheme (which is annexed as an Exhibit to the Plan). Acceptances of the Plan may not be solicited until the Proposed Disclosure Statement becomes the Approved Disclosure Statement pursuant to an order of the Bankruptcy Court.

Please take further notice that a copy of the Proposed Disclosure Statement, the Plan, the Bankruptcy Court's Order scheduling the Approval Hearing, and the Application are on file with the Clerk of the Bankruptcy Court, Alexander Hamilton U.S. Custom House, One Bowling Green, New York, New York 10004-1408, and may be examined by any interested party at any time during regular business hours. In accordance with Bankruptcy Rule 3017(a), any party in interest may obtain a copy of any such documents by submitting a written request for such documents to Milbank, Tweed, Hadley & McCloy, 1 Chase Manhattan Plaza, New York, New York 10005, Attention: MCC Disclosure Statement Clerk (fax number: (212) 530-5219).

Please take further notice that MCC reserves its right to file an amendment or amendments (i) to the Plan, as provided therein or otherwise pursuant to the Bankruptcy Code and the Bankruptcy Rules, or (ii) to the Proposed Disclosure Statement, at any time prior to the Bankruptcy Court's entry of an order granting substantially all of the relief set forth in the Proposed Disclosure Statement Approval Order, or as otherwise provided pursuant to the Bankruptcy Code and the Bankruptcy Rules.

Please take further notice that upon the Bankruptcy Court's approval of the Proposed Disclosure Statement, holders of impaired claims against MCC will receive copies of the Approved Disclosure Statement, the Plan (including the Scheme annexed as an exhibit thereto) and related documents.

Please take further notice that the Disclosure Statement Approval Hearing may be adjourned from time to time without prior notice to Creditors or interested parties other than the announcement of the adjourned date by the Bankruptcy Court on the Hearing Date as it may be continued from time to time for the Approval Hearing.

Dated: New York, New York  
5th March 1993.

By Order of the Bankruptcy Court Honorable Tina L. Brozman, United States Bankruptcy Judge, United States Bankruptcy Court, Alexander Hamilton U.S. Custom House, One Bowling Green, New York, New York 10004-1408.

Milbank, Tweed, Hadley & McCloy, 1 Chase Manhattan Plaza, New York, New York 10005. Attention: John J. Jerome, Esq. and John G. Gellene, Esq. Attorneys for the Joint Administrators.