

SO ORDERED



Paul Mannes

PAUL MANNES
U. S. BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF MARYLAND
(Greenbelt Division)**

IN RE:

ON TOP COMMUNICATIONS, LLC, *et al.*

Debtors.

Case No. 05-27037-PM
Chapter 11
(Jointly Administered)

**STIPULATION AND ORDER AUTHORIZING THE DEBTORS TO EMPLOY
BRYAN C. RICE AS CHIEF EXECUTIVE OFFICER AND
CHIEF RESTRUCTURING OFFICER OF THE DEBTORS
PURSUANT TO 11 U.S.C. § 363**

Upon consideration of the Motion for an Order Authorizing the Debtors' to Employ Bryan C. Rice as Chief Executive Officer and Chief Restructuring Officer Pursuant to 11 U.S.C. § 363 (the "CRO Motion"); it appearing that On Top Communications, LLC, On Top Communications of Louisiana, LLC, On Top Communications of Georgia, LLC, On Top Communications of Mississippi, LLC, On Top Communications of Virginia, LLC and On Top Communications of Louisiana II, LLC (collectively, the "Debtors"), the Office of the United States Trustee and B.C. Liquidity Fund I, LLC ("BC"), by and through their respective undersigned counsel, stipulate to the relief set forth in this Order; this Court having found sufficient cause exists to grant the relief set forth in this Order; it appearing that adequate notice of the CRO Motion has been given to all creditors and parties-in-interest; and;

WHEREAS, on July 29, 2005 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

WHEREAS, the Debtors remain in possession of their assets as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code;

WHEREAS, no official committee of unsecured creditors has been appointed in any of these cases;

WHEREAS, the Debtors are separate limited liability companies organized and existing under the laws of the State of Delaware;

WHEREAS, On Top Communications, LLC (the “Parent Debtor”) is the 100% shareholder of the interests of the other Debtors and C. Steven Hegwood (“Mr. Hegwood”) holds the majority of membership interests of the Parent Debtor;

WHEREAS, Mr. Hegwood is the sole member of the management committee, and is the president and chief executive officer of each of the Debtors;

WHEREAS, on April 14, 2006, the Senior Secured Lenders filed an Emergency Motion of Senior Secured Lenders for Appointment of Bryan C. Rice as Chief Restructuring Officer (*see* Docket No. 323);

WHEREAS, on April 19, 2006, BC filed an Opposition to the Emergency Motion of Senior Secured Lenders for Appointment of Bryan C. Rice as Chief Restructuring Officer and Cross Motion to Convert (*see* Docket No. 327);

WHEREAS, on April 19, 2006, the Senior Secured Lenders filed a Line Withdrawing the Emergency Motion of Senior Secured Lenders for Appointment of Bryan C. Rice as Chief Restructuring Officer effective upon the filing of the Debtors’ CRO Motion;

WHEREAS, Debtors filed the CRO Motion on May 1, 2006 (*see* Docket No. 355);

WHEREAS, the United States Trustee consents to the relief requested in the CRO Motion;

WHEREAS, BC does not oppose the CRO Motion based upon the Debtors' agreement to the terms set forth in this Order;

NOW, THEREFORE, it is, by the United States Bankruptcy Court for the District of Maryland, hereby:

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

ORDERED, that the Debtors are authorized to employ Bryan C. Rice as an independent contractor to provide management services to the Debtors pursuant to 11 U.S.C. § 363; and it is further

ORDERED, that effective upon the entry of this Order, Bryan C. Rice is appointed as the Chief Executive Officer and Chief Restructuring Officer of each of the Debtors; and it is further

ORDERED, that effective upon the entry of this Order, Bryan C. Rice is appointed as a member of the management committee of each of the Debtors, and it is further

ORDERED, that nothing contained in this Order shall be deemed to affect Mr. Hegwood's membership interests in the Debtors; however, Mr. Hegwood, effective upon the entry of this Order, shall have no authority to manage, control, bind or otherwise direct the Debtors, and it is further

ORDERED, that entry of this Order shall not preclude any party-in-interest from subsequently filing a motion to convert any or all of these chapter 11 cases to cases under chapter 7 or any other motion or request for relief.

[Signature Page to Follow]

Dated: May 5, 2006

/s/ Thomas D. Renda

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I HEREBY CERTIFY that the terms of the copy of the stipulation and order submitted to the Court are identical to those set forth in the original stipulation and order; and the signatures represented by the /s/ _____ on the copy of the stipulation and order submitted to the Court reference the signatures of consenting parties obtained on the original stipulation and order.

/s/ Thomas D. Renda

Thomas D. Renda, Esq.

cc: Counsel for the Debtors
Counsel for the Senior Secured Lenders
Counsel for BC Liquidity Fund I, LLC
Office of the United States Trustee

END OF ORDER