

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN

)	
	)	Chapter 11
In re:)	
	)	Case No.: 16-00290
GREAT LAKES COMNET, INC. <i>et al.</i>,	)	Jointly Administered
)	
Debtors. ¹	)	Honorable John T. Gregg
)	
)	

ORDER (I) CONDITIONALLY APPROVING DISCLOSURE STATEMENT, (II) FIXING VOTING RECORD DATE, (III) SCHEDULING DISCLOSURE STATEMENT AND PLAN CONFIRMATION HEARING AND APPROVING FORM AND MANNER OF RELATED NOTICE AND OBJECTION PROCEDURES, (IV) APPROVING SOLICITATION PACKAGES AND PROCEDURES AND DEADLINES FOR SOLICITING, RECEIVING AND TABULATING VOTES ON THE PLAN, (V) APPROVING THE FORM OF BALLOT, AND (VI) GRANTING RELATED RELIEF

Upon the joint motion (the "Motion") of the above-captioned debtors and debtors in possession (the "Debtors") and the Official Committee of Unsecured Creditors (the "Committee," and together with the Debtors, the "Plan Proponents")² in the above-captioned jointly administered chapter 11 cases (the "Cases"), for entry of an order, pursuant to sections 105, 1124 through 1129 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), Rules 2002, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Western District of Michigan (the "Local Rules"), (i) conditionally approving the Disclosure Statement filed in these cases [Docket No. 670] (as it may be amended, supplemented or modified from time to time, the "Disclosure Statement") as

¹ The Debtors are Great Lake Comnet, Inc. (Case No. 16-00290) and Comlink, L.L.C. (Case No. 16-00292).

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.



containing adequate information, (ii) fixing a record date (the “Voting Record Date”) for voting on the *Joint Plan of Liquidation* filed in these Cases [Docket No. 671] (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Plan”), (iii) scheduling a date for the hearing to consider final approval of the Disclosure Statement and confirmation of the Plan (the “Confirmation Hearing”) and approving the form and manner of the related notice and objection procedures for the Confirmation Hearing, (iv) approving the proposed contents of the solicitation and nonvoting packages (the “Solicitation and Nonvoting Packages”) and establishing solicitation, voting, and tabulating procedures with respect to the Plan, (v) approving the form of ballot for the Voting Class, and (vi) granting related relief; and upon consideration of the record of these chapter 11 Cases; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2); and it appearing that the Plan Proponents have consented to the entry of this Order as a final order and that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that no objections to the Motion have been filed and that the only filing in connection with the Motion is a reservation of rights filed by CoBank, ACB [Docket No. 687], which, by its terms, does not constitute an objection to the Motion; and it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.

2. Any and all objections to conditionally approving of the Disclosure Statement, to the extent not previously resolved or withdrawn, are overruled in their entirety.

3. The Disclosure Statement conditionally contains adequate information as required by section 1125 of the Bankruptcy Code and is hereby conditionally approved. The Debtors are authorized to distribute, or cause to be distributed, the Disclosure Statement and Solicitation and Nonvoting Packages in order to solicit votes on, and pursue final approval of, the Disclosure Statement and confirmation of the Plan. Prior to the Solicitation Date, the Debtors are also authorized to make additional correcting, conforming and finalizing changes to the Disclosure Statement and the Plan.

4. The procedures set forth below for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code and otherwise applicable law.

5. The contents of the Solicitation and Nonvoting Packages, as set forth in the Motion, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all known interested parties including, without limitation, Holders of Claims against and Interests in the Debtors.

6. The notice of the Confirmation Hearing, substantially in the form attached hereto as **Exhibit 1** (the "Plan Procedures Notice"), complies with the requirements of Bankruptcy Rules 2002(b), 2002(d), and 3017(d) and is approved.

7. Kurtzman Carson Consultants, LLC shall serve as the "Voting Agent" in these Cases, and all original ballots shall be sent directly to the Voting Agent at Great Lakes Comnet, Inc. Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, CA 90245, by first-class mail, personal delivery or overnight courier. The

Court previously authorized the retention of the Voting Agent to act as agent for “balloting agent services” in these Cases [Docket No. 58].

8. The Ballot, substantially in the form attached hereto as **Exhibit 2**, is approved.

9. The Voting Record Date with respect to Holders of Claims shall be **February 8, 2017**. The Voting Record Date shall be used for purposes of determining: (i) the Holders of Claims in the Voting Classes, who will receive Solicitation Packages and are entitled to vote to accept or reject the Plan, (ii) the Holders of Claims and Interests in the Non-Voting Classes, who will receive Nonvoting Packages but are not entitled to vote to accept or reject the Plan; (iii) the amount of each Holder’s Claim for solicitation and voting purposes; and (iv) whether Claims have been properly and timely assigned or transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee (and not the original Claim Holder) can vote to accept or reject the Plan as the Holder of a Claim. With respect to transferred Claims, if any, (i) if the notice of transfer required by Bankruptcy Rule 3001(e) is filed on or before the Voting Record Date, the Solicitation Package will be mailed to the transferee in accordance with the notice of transfer, and the transferee will be entitled to cast a Ballot to accept or to reject the Plan (if such Claim is in a Voting Class), and (ii) if the notice of transfer is filed after the Voting Record Date, then the Solicitation Package will be mailed to the original or immediately preceding Claim Holder, and such Claim Holder will be entitled to cast a Ballot to accept or to reject the Plan (if such Claim is in a Voting Class).

10. The Debtors are authorized to distribute, or cause to be distributed, by first-class mail to each Holder of a Claim that is entitled to vote in the voting class as of the Voting Record Date a Solicitation Package containing the following:

- a) The Disclosure Statement, including the Plan, and all other Exhibits annexed thereto;
- b) The Plan Procedures Order (excluding exhibits);
- c) The Plan Procedures Notice, which includes a summary of the Plan;
- d) Ballots to be used in voting to accept or to reject the Plan, and applicable Voting Instructions;
- e) Letters supporting confirmation of Plan by the Plan Proponents; and
- f) A pre-addressed return envelope.

11. The Debtors are authorized (but not required) to distribute the Disclosure Statement (together with all exhibits thereto, including the Plan) in electronic format in lieu of paper format.

12. The Debtors shall cause notice of the time fixed for filing objections to the Plan and for the date of the Confirmation Hearing to be served upon the nonvoting classes and all known creditors, equity holders and parties in interest that are not entitled to vote and do not otherwise receive a Solicitation Package, by serving upon such persons the Nonvoting Package containing the following:

- a) The Plan Procedures Notice; and
- b) The Notice of Nonvoting Status (substantially in the form attached hereto as **Exhibit 3**).

13. The Debtors shall complete, or cause to be completed, the distribution of the appropriate Solicitation or Nonvoting Packages to all Holders of Claims or Interests as well as parties in interest no later than **February 14, 2017** (the "Solicitation Date").

14. The Debtors shall not be required to mail the Solicitation Packages and Non-Voting Packages to any Holders of Claims or Interests, as applicable, that have listed

addresses that have previously been determined to be undeliverable, unless the Debtors (through the Voting Agent) are provided with an accurate address for each Claim or Interest Holder's previously undeliverable address not less than five (5) calendar days prior to the Solicitation Date.

15. The deadline by which all Ballots must be properly executed, completed, delivered to, and actually received by the Voting Agent shall be **March 17, 2017 at 4:00 p.m. (ET)** (the "Voting Deadline"); provided, however, that the Debtors are permitted, in consultation with the Committee, to extend the Voting Deadline at any time before or after the Voting Deadline, on behalf of any individual voter or any voting Class, as facts and circumstances may require.

16. Each Holder of a Claim in the Voting Class shall be entitled to vote the amount of its Claim as of the Voting Record Date. Votes to accept or reject a Plan by Holders of Claims against a particular Debtor shall be tabulated on a consolidated basis as if there is only one debtor. For purposes of voting on the Plan, with respect to all Holders of Claims against the Debtors, the amount of a Claim used to tabulate acceptance or rejection of the Plan shall be as follows:

- a) The amount of the Claim listed in each of the applicable Debtor's Schedules; provided that (i) such Claim is not scheduled as contingent, unliquidated, undetermined or disputed or in the amount of \$0.00, (ii) no Proof of Claim has been timely filed (or otherwise deemed timely filed under applicable law), (iii) such Claim has not been satisfied by the Debtors, or (iv) such Claim has not been resolved pursuant to a stipulation or order entered by the Court.
- b) The undisputed, non-contingent and liquidated amount specified in a Proof of Claim against a particular Debtor or Debtors timely filed with the Court or the Voting Agent by the Voting Record Date (or otherwise deemed timely filed by the Court under applicable law) to the extent such Proof

of Claim has not been amended or superseded by another Proof of Claim and is not the subject of an objection filed at least ten (10) days before the Voting Deadline (or, if such Claim has been resolved pursuant to a stipulation or order entered by the Court, the amount set forth in such stipulation or order).

- c) If applicable, the amount temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018.
- d) Except as otherwise provided in subsection (c) hereof, a Ballot cast by an alleged Creditor who has timely filed a Proof of Claim in a wholly unliquidated, unknown or uncertain amount that is not the subject of a claim objection filed at least ten (10) days before the Voting Deadline shall be counted in determining whether the numerosity requirement of section 1126(c) of the Bankruptcy Code has been met, and shall be ascribed a value of one dollar (\$1.00) for voting purposes only.
- e) Except as otherwise provided in subsection (c) hereof, with respect to a Ballot cast by an alleged Creditor who has timely filed a Proof of Claim, but the Claim is the subject of a claim objection filed at least ten (10) days before the Voting Deadline, the Ballot will not be counted for voting purposes.
- f) Notwithstanding subsection (e) hereof and except as otherwise provided in subsection (c) hereof, if the Debtors have requested that a Claim be reclassified and/or allowed in a fixed, reduced amount pursuant to a claim objection to such Claim, the Ballot of the Holder of such Claim shall be counted in the reduced amount requested by the Debtors and/or in the requested Class.
- g) Notwithstanding anything to the contrary contained herein, to the extent that a Creditor holds identical and/or duplicate Claims against each Debtor or the same Debtor (by virtue of one or more timely-filed Proofs of Claim, the Schedules of one or more Debtors, or a combination of both), the amount of such Claim shall be counted only once and not aggregated in duplicate amounts for voting purposes.

17. The following voting procedures and standard assumptions shall be used in tabulating the Ballots:

- a) For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single Creditor will be aggregated as if such Creditor held a single Claim against the Debtor in such Voting Class, and the votes related to those Claims shall be treated as a single vote on the Plan.
- b) Creditors with multiple Claims within a particular Voting Class must vote all such Claims in any such Voting Class to either accept or reject the Plan, and may not split their vote(s) within a Voting Class. Accordingly, an individual Ballot that partially rejects and partially accepts the Plan on account of multiple Claims within the same Voting Class will not be counted.
- c) In the event a Claim is transferred after the transferor has executed and submitted a Ballot to the Voting Agent, the transferee of such Claim shall be bound by any such vote (and the consequences thereof) made by the Holder of such transferred Claim as of the Voting Record Date and no “cause” will exist to permit any vote change under Bankruptcy Rule 3018(a).
- d) The delivery of a Ballot will be deemed made only when the Voting Agent has actually received the original, executed Ballot.
- e) If a Holder of a Claim casts more than one Ballot voting the same Claim(s) before the Voting Deadline, the last properly-executed Ballot received before the Voting Deadline shall supersede and revoke any earlier-received Ballot, and only the last Ballot received before the Voting Deadline shall be counted.
- f) If a Holder of a Claim casts multiple Ballots on account of the same Claim, which are received by the Voting Agent on the same day, but which are voted inconsistently, such Ballots shall not be counted.
- g) Except as otherwise provided in subsection (j) hereof, any party who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by delivering a written notice of withdrawal to the Voting Agent at any time prior to the Voting Deadline. To be valid, a notice of withdrawal must (i) contain the description of the Claims to which it relates and the

aggregate principal amount represented by such Claims, (ii) be signed by the withdrawing party in the same manner as the Ballot being withdrawn, (iii) contain a certification that the withdrawing party owns the Claims and possesses the right to withdraw the vote sought to be withdrawn, and (iv) be actually received by the Voting Agent prior to the Voting Deadline. The Debtors' right to contest the validity of any such withdrawals of Ballots is expressly reserved.

- h) If no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan will be deemed accepted by the Holders of such Claims in such Class.

18. The following types of Ballots will not be counted in determining whether the Plan has been accepted or rejected:

- a) Any Ballot that fails to clearly indicate an acceptance or rejection, or that indicates both an acceptance and a rejection, of the Plan.
- b) Any Ballot received after the Voting Deadline, except by order of the Bankruptcy Court or if the Debtors, in their sole discretion, have granted an extension of the Voting Deadline with respect to such Ballot.
- c) Any Ballot containing a vote that the Bankruptcy Court determines was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code.
- d) Any Ballot that is illegible or contains insufficient information to permit the identification of the Claim Holder.
- e) Any Ballot cast by an Entity that does not hold a Claim in a voting Class.
- f) Any unsigned Ballot or Ballot without an original signature.

19. The Plan Proponents are authorized to reject any and all Ballots not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, be inappropriate or unlawful for any reason. The Plan Proponents are further authorized to waive

any defects or irregularities or conditions of delivery as to any particular Ballot. The interpretation of all balloting rules and procedures (including the Ballot and the respective instructions thereto) by the Voting Agent and the Plan Proponents, unless otherwise directed by the Bankruptcy Court, will be final and binding on all parties. Unless waived, any defects or irregularities in connection with deliveries of ballots must be cured by the Voting deadline or within such later time as the Plan Proponents (or the Bankruptcy Court) determine. Neither the Plan Proponents nor any other person will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of them incur any liabilities for failure to provide such notification. Unless otherwise directed by the Bankruptcy Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived by the Voting Deadline. Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will be invalidated.

20. The Voting Agent shall file its Voting Report by **March 21, 2017** verifying the results of its voting tabulations reflecting the votes cast to accept or reject the Plan. The Voting Report will, among other things, describe every Ballot that does not conform to the Voting Instructions or that contains any form of irregularity, including, but not limited to, those Ballots that are late, illegible (in whole or in material part), unidentifiable, lacking signatures, lacking necessary information, or damaged.

21. The date set for the Confirmation Hearing shall be **March 28, 2017 at 1:00 p.m. (ET)**.

22. The deadline for filing and serving objections to the Disclosure Statement and/or confirmation of the Plan shall be **March 23, 2017 at 4:00 p.m. (ET)** (the “Objection Deadline”). Objections must (i) be in writing; (ii) state the name, address, and nature of the

Claim or Interest of the objecting or responding party; (iii) state with particularity the legal and factual basis and nature of any Objection; and (iv) be filed with the Bankruptcy Court and served on the following parties by the Objection Deadline: (A) the Debtors c/o Great Lakes Comnet, Inc. & Comlink L.L.C, Attn: John Summersett, P.O. Box 368, 109 E Main Street, Westphalia, MI 48894; (B) Debtors' counsel, Miller, Canfield, Paddock and Stone, PLC, Attn: Jonathan S. Green, Esq. and Stephen S. LaPlante, Esq., 150 West Jefferson, Suite 2500, Detroit, MI 48226, E-mail: greenj@millercanfield.com and laplante@millercanfield.com; (C) co-counsel to the Committee, Cooley LLP, Attn: Cathy Hershcopf, Esq., Seth Van Aalten, Esq., and Max Schlan, Esq., 1114 Avenue of the Americas, New York, NY 10036, Email: chershcopf@cooley.com, svanaalten@cooley.com, and mschlan@cooley.com; and (D) co-counsel to the Committee, Jaffe Raitt Hauer & Weiss, P.C., Attn: Judith Greenstone Miller, Esq. and Jay L. Welford, Esq., 27777 Franklin Road, Suite 2500, Southfield, Michigan 48034, Email: jmiller@jaffelaw.com and jwelford@jaffelaw.com.

23. The Plan Proponents or any other party supporting approval of the Disclosure Statement and confirmation of the Plan are authorized to file responses to any Objections no later than **March 27, 2017 at 12:00 p.m. (ET)**. At that time, the Debtors shall also file their proposed findings of fact and conclusions of law in support of final approval of the Disclosure Statement and confirmation of the Plan together with a form of order approving the Disclosure Statement and confirming the Plan.

24. Copies of the Plan and all pleadings and orders of this Court shall be publicly available free of charge from the Voting Agent: <https://www.kccllc.net/glc>.

25. Notification of the relief granted in this Order as provided herein is fair and reasonable and is approved, and will provide good, sufficient, and proper notice to all known

creditors of their rights and obligations in connection with their Claims against any of the Debtors in these Cases.

26. The Debtors are authorized to make non-substantive or immaterial changes to the Plan and Disclosure Statement and all related documents (including, without limitation, all exhibits thereto) without further order of the Court, including, without limitation, (i) making ministerial changes to correct typographical and grammatical errors, and making conforming changes among the Disclosure Statement, the Plan, the Ballots, and any other materials in the Solicitation and Nonvoting Packages prior to mailing as may be appropriate; and (ii) altering the format of such documents to facilitate their prompt and economical distribution (*e.g.*, if applicable, single spacing the documents, removing pleading lines, and the like).

27. The Plan Proponents are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

28. The Court retains jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this Order.

END OF ORDER

Order prepared and submitted by:

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Stephen S. LaPlante (P48063)
Marc N. Swanson (P71149)
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Signed: February 8, 2017




John T. Gregg
United States Bankruptcy Judge

EXHIBIT 1

Plan Procedures Notice

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN

)	
	)	Chapter 11
In re:)	
	)	Case No.: 16-00290
GREAT LAKES COMNET, INC. <i>et al.</i>,	)	Jointly Administered
)	
Debtors. ¹	)	Honorable John T. Gregg
)	
)	

PLAN PROCEDURES NOTICE

NOTICE OF (I) CONDITIONAL APPROVAL OF DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF VOTING RECORD DATE, (III) HEARING ON CONFIRMATION OF PLAN AND PROCEDURES AND DEADLINE FOR OBJECTING TO CONFIRMATION OF PLAN, AND (IV) PROCEDURES AND DEADLINE FOR VOTING ON PLAN

PLEASE TAKE NOTICE OF THE FOLLOWING:

Conditional Approval of Disclosure Statement. By order dated February 8, 2017 (the “Plan Procedures Order”), the United States Bankruptcy Court for the Western District of Michigan (the “Court”), having jurisdiction over the chapter 11 cases of Great Lakes Comnet, Inc., *et al.* (collectively, the “Debtors”), conditionally approved the *Disclosure Statement for the Joint Plan of Liquidation* (as it may be amended, supplemented or modified from time to time, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), and authorized the Debtors to solicit votes to accept or reject the *Joint Plan of Liquidation* (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Plan”), annexed as **Exhibit A** to the Disclosure Statement. In sum, the Plan proposes to liquidate the Debtors’ remaining assets and distribute the proceeds to holders of allowed claims in compliance with the priority scheme established by the Bankruptcy Code.

Summary of the Plan. Included with this notice is a table summarizing some of the key components of the Plan. The summary is for convenient reference only, and parties in interest are urged to review the Plan and Disclosure Statement in their entirety.

Releases and Exculpation. **Sections 12.3 through 12.5 of the Plan contain typical release and exculpation provisions with respect to parties on account of matters transpiring during the course of the Chapter 11 Cases. Specifically, section 12.5 of the Plan provides that Holders of Claims or Equity Interests will be deemed to have released AT&T from all Claims and Causes of Action as of the Effective Date, unless such Holders have opted out of granting such release in writing.**

¹ The Debtors are Great Lake Comnet, Inc. (Case No. 16-00290) and Comlink, L.L.C. (Case No. 16-00292).

Deadline for Voting on the Plan. By the Plan Procedures Order, the Bankruptcy Court established **March 17, 2017 at 4:00 p.m. (ET)** (the “Voting Deadline”) as the deadline by which ballots accepting or rejecting the Plan must be received. Only Holders of claims in Class III under the Plan are entitled to vote on the Plan and will receive ballots for casting such votes. To be counted, original ballots must **actually be received** on or before the Voting Deadline at Great Lakes Comnet, Inc. Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, CA 90245, by first-class mail, personal delivery or overnight courier. Ballots cast by e-mail, facsimile or any other electronic format will not be counted.

Confirmation Hearing. A hearing (the “Confirmation Hearing”) will be held before the Honorable John T. Gregg, United States Bankruptcy Judge, on **March 28, 2017 at 1:00 p.m. (ET)**, in Courtroom C of the United States Bankruptcy Court for the Western District of Michigan, One Division North, Grand Rapids, MI 49503, to consider final approval of the Disclosure Statement and confirmation of the Plan, and for such other and further relief as may be just or proper. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing or on the applicable hearing agenda. The Plan may be modified in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Plan and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing. If the Court enters an order confirming the Plan, Bankruptcy Code section 1141 shall become applicable with respect to the Plan and the Plan shall be binding on all parties to the fullest extent permitted by the Bankruptcy Code.

Deadline for Objections to the Disclosure Statement and Confirmation of Plan. Objections, if any, to final approval of the Disclosure Statement and confirmation of the Plan, must (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the legal and factual basis and nature of any objection or response; and (d) be filed with the Bankruptcy Court and served on the following parties so as to be actually received **before 4:00 p.m. (ET) on March 23, 2017**: (A) The Debtors c/o Great Lakes Comnet, Inc. & Comlink L.L.C, Attn: John Summersett, P.O Box 368, 109 E Main Street, Westphalia, MI 48894; (B) Debtors’ counsel, Miller, Canfield, Paddock and Stone, PLC, Attn: Jonathan S. Green, Esq. and Stephen S. LaPlante, Esq., 150 West Jefferson, Suite 2500, Detroit, MI 48226, E-mail: greenj@millercanfield.com and laplante@millercanfield.com; (C) co-counsel to the Committee, Cooley LLP, Attn: Cathy Hershcopf, Esq., Seth Van Aalten, Esq., and Max Schlan, Esq., 1114 Avenue of the Americas, New York, NY 10036, Email: chershcopf@cooley.com, svanaalten@cooley.com, and mschlan@cooley.com; and (D) co-counsel to the Committee, Jaffe Raitt Hauer & Weiss, P.C., Attn: Judith Greenstone Miller, Esq. and Jay L. Welford, Esq., 27777 Franklin Road, Suite 2500, Southfield, Michigan 48034, Email: jmiller@jaffelaw.com and jwelford@jaffelaw.com.

SUMMARY OF PLAN

UNCLASSIFIED CLAIMS			
Description		Summary of Treatment	Entitled to Vote
Priority Taxes Estimated Amount: \$ 0.00		Paid in full. Estimated Recovery: 100%	No
Admin. Expense Claims Estimated Amount: \$ 0.00		Paid in full. Estimated Recovery: 100%	No
Professional Fee Claims Estimated Amount: \$ 1,850,000.00		Paid in full. Estimated Recovery: 100%	No
CLASSIFIED CLAIMS			
Class	Description	Summary of Treatment	Entitled to Vote on Plan
I	Other Priority Claims	<u>Unimpaired</u> : Claimants receive Cash equal to the full amount of the Allowed Other Priority Claim. <ul style="list-style-type: none"> Class consists of priority unsecured claims for wages, benefit plans, <i>etc.</i> Estimated recovery: 100% 	No
II	Secured Claims	<u>Unimpaired</u> . Claimants receive Cash equal to the full amount of the Allowed Secured Claim <ul style="list-style-type: none"> Class consists of claims secured by a lien on the Debtors' property or collateral. Estimated recovery: 100% 	No
III	General Unsecured Claims Estimated Allowed Amount: \$30,269,000.00	<u>Impaired</u> . Unsecured Claims will receive pro rata share of \$500,000 payment (plus the value of any residual assets after conversion into Cash). <ul style="list-style-type: none"> Estimated recovery: 8-12%. 	Yes
IV	Intercompany Unsecured Claims	<u>Impaired</u> . Intercompany Unsecured Claims are extinguished and Holders receive nothing. Estimated recovery: 0%	No
V	Equity Interests	<u>Impaired</u> . Equity Interests are cancelled and extinguished and Holders receive nothing. <ul style="list-style-type: none"> Estimated recovery: 0% 	No

Copies of the Disclosure Statement, Plan and Plan Procedures Order can be viewed and downloaded for free online at the following website address for the Debtors' Voting Agent: <https://www.kccllc.net/glc/>. Additionally, copies can be requested (i) by contacting the undersigned counsel, (ii) by email to the following email address of the Debtors' Voting Agent: GLCinfo@kccllc.com (reference Great Lakes Comnet, Inc.), or (iii) by calling the Debtors' Voting Agent at (888) 830-4641 (toll-free).

This notice issued with authorization from the Bankruptcy Court.

Dated: February 8, 2017.

Respectfully submitted,

**MILLER, CANFIELD, PADDOCK AND
STONE, P.L.C.**

By: /s/Stephen S. LaPlante

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Co-Counsel for the Committee

EXHIBIT 2

Form of Ballot

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

)	
	)	Chapter 11
In re:)	
	)	Case No.: 16-00290
GREAT LAKES COMNET, INC. <i>et al.</i>,	)	Jointly Administered
)	
Debtors. ¹	)	Honorable John T. Gregg
)	
)	

**CLASS III BALLOT FOR ACCEPTING OR
REJECTING PLAN OF REORGANIZATION**

(General Unsecured Claims)

On January 13, 2017, the above-captioned debtors and debtors in possession (the “Debtors”) and the Official Committee of Unsecured Creditors (the “Committee,”) filed their *Joint Chapter 11 Plan of Liquidation* (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Plan”). The Court has conditionally approved a disclosure statement with respect to the Plan (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have the Disclosure Statement, you may obtain a copy (i) online at <https://www.kccllc.net/glc> (ii) by email request to: GLCinfo@kccllc.com (reference Great Lakes Comnet, Inc.) or (iii) by calling the Debtors’ Voting Agent at (888) 830-4641 (toll-free). Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Only vote this ballot if you have a claim that is classified as a Class III claim.

The Plan defines Class III as consisting of General Unsecured Claims. The term “General Unsecured Claim” is defined as any Claim against one or more of the Debtors other than an Administrative Expense Claim, a Priority Tax Claim, an Other Priority Claim, or a Secured Claim.

If your ballot is not received by Kurtzman Carson Consultants, LLC on or before March 17, 2017 at 4:00 p.m. (ET) and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

¹ The Debtors are Great Lake Comnet, Inc. (Case No. 16-00290) and Comlink, L.L.C. (Case No. 16-00292).

BALLOT

The undersigned, the holder of a Class III claim against one or more of the Debtors in the unpaid amount of \$_____.²

Item 1: **Vote on Plan.** The undersigned holder of a Class III claim votes to:

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Item 2: **Release Election.** By checking the box below, you elect NOT to grant the releases contained in Section 12.5 of the Plan.

ELECT TO OPT OUT

Dated:

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT TO:

Great Lakes Comnet, Inc. Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, CA 90245, by First Class Mail, Hand-Delivery or Overnight Mail.

² Amounts treated for voting purposes only and may be subject to any tabulation rules set by the Court.

EXHIBIT 3

Proposed Non-Voting Notice

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN

)	
	)	Chapter 11
In re:)	
	)	Case No.: 16-00290
GREAT LAKES COMNET, INC. <i>et al.</i>,	)	Jointly Administered
)	
Debtors. ¹	)	Honorable John T. Gregg
)	
)	

**NOTICE TO NON-VOTING CREDITORS, EQUITY
HOLDERS AND PARTIES-IN-INTEREST**

PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors in possession (the “Debtors”) and the Official Committee of Unsecured Creditors (the “Committee,” and together with the Debtors, the “Plan Proponents”) filed their *Joint Chapter 11 Plan of Liquidation* (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Plan”),² which is described in the related *Disclosure Statement* (as it may be amended, supplemented or modified from time to time, the “Disclosure Statement”), that was conditionally approved by an order (the “Plan Procedures Order”) of the United States Bankruptcy Court for the Western District of Michigan (the “Court”).

You are receiving this notice because either:

- a) your Claim against either or both of the Debtors is unimpaired (and, if allowed, expected to be paid in full) under the Plan and you are deemed to have accepted the Plan;
- b) your Claim against either or both of the Debtors is not entitled to voting and distribution under the Plan because you were required to file a proof of claim but failed to do so;
- c) your Equity Interest in either or both of the Debtors is expected to receive nothing under the Plan and you are deemed to have rejected the Plan;
- d) your Unsecured Intercompany Claim is expected to receive nothing under the Plan and you are deemed to have rejected the Plan; or
- e) you are entitled to notice as a party in interest.

¹ The Debtors are Great Lake Comnet, Inc. (Case No. 16-00290) and Comlink, L.L.C. (Case No. 16-00292).

THE FOLLOWING CHART IDENTIFIES ALL CLASSES UNDER THE PLAN:

Class	Description of Class	Vote?	Treatment
I	Other Priority Claims	NO	Unimpaired; Deemed to Accept Plan
II	Secured Claim	NO	Unimpaired; Deemed to Accept Plan
III	General Unsecured Claims	YES	Impaired; Entitled to Vote
IV	Unsecured Intercompany Claims	NO	Impaired; Deemed to Reject
V	Equity Interests	NO	Impaired; Deemed to Reject

Under the Plan, Holders of Claims against the Debtors in Classes I and II are unimpaired under the Plan and, if allowed, paid in full, and therefore, pursuant to section 1126(f) of the Bankruptcy Code, are (i) presumed to have accepted the plan, and (ii) not entitled to vote on the plan.

Under the terms of the Plan, Holders of Interests in Classes IV and V are impaired and are not entitled to receive or retain any property on account of their interests and are therefore, pursuant to section 1126(g) of the Bankruptcy Code, (i) deemed to have rejected the plan, and (ii) not entitled to vote on the plan.

Releases and Exculpation. Sections 12.3 through 12.5 of the Plan contain typical release and exculpation provisions with respect to parties on account of matters transpiring during the course of the Chapter 11 Cases. Specifically, section 12.5 of the Plan provides that Holders of Claims or Equity Interests will be deemed to have released AT&T from all Claims and Causes of Action as of the Effective Date, unless such Holders have opted out of granting such release in writing. Holders of Claims or Equity Interests may opt out of granting the release contained in section 12.5 of the Plan by providing notice in writing no later than March 17, 2017 at 4:00 p.m. (ET) directly to the Voting Agent at Great Lakes Comnet, Inc. Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, CA 90245, by first-class mail, personal delivery or overnight courier.

Copies of the Plan, Disclosure Statement, or Plan Procedures Order can be obtained (a) online at <https://www.kccllc.net/glc> free of charge, (b) by calling the Debtors' Voting Agent at (888) 830-4641 (toll-free) or (c) upon written request to either (i) Debtors' counsel: Miller, Canfield, Paddock and Stone, PLC, Attn: Jonathan S. Green, Esq. and Stephen S. LaPlante, Esq., 150 West Jefferson, Suite 2500, Detroit, MI 48226, E-mail: greenj@millercanfield.com and laplante@millercanfield.com, or (ii) co-counsel for the Committee, co-counsel to the Committee, Cooley LLP, Attn: Cathy Hershcopf, Esq., Seth Van Aalten, Esq., and Max Schlau, Esq., 1114 Avenue of the Americas, New York, NY 10036, Email: chershcopf@cooley.com, svanaalten@cooley.com, and mschlau@cooley.com. Alternatively, these documents may be accessed for a fee through the Court's "pacer" website, <http://www.miwb.uscourts.gov/>. A pacer password and login are needed to access documents on the court's "pacer" website. A pacer password can be obtained at <http://www.pacer.gov>. You are urged to review the Plan and Disclosure Statement in their entirety.

Confirmation Hearing. A hearing (the "Confirmation Hearing") will be held before the Honorable John T. Gregg, United States Bankruptcy Judge, on **March 28, 2017 at 1:00 p.m.**

(ET), in Courtroom C of the United States Bankruptcy Court for the Western District of Michigan, One Division North, Grand Rapids, MI 49503 to consider final approval of the Disclosure Statement and confirmation of the Plan, and for such other and further relief as may be just or proper. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing or on the applicable hearing agenda. The Plan may be modified in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Plan and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing. If the Court enters an order confirming the Plan, section 1141 of the Bankruptcy Code shall become applicable with respect to the Plan and the Plan shall be binding on all parties to the fullest extent permitted by the Bankruptcy Code.

Deadline for Objections to the Disclosure Statement and Confirmation of Plan.

Objections, if any, to final approval of the Disclosure Statement and confirmation of the Plan, must (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the legal and factual basis and nature of any objection or response; and (d) be filed with the Bankruptcy Court and served on the following parties so as to be actually received before **4:00 p.m. (ET) on March 23, 2017**: (A) the Debtors c/o Great Lakes Comnet, Inc. & Comlink L.L.C, Attn: John Summersett, P.O Box 368, 109 E Main Street, Westphalia, MI 48894; (B) Debtors' counsel, Miller, Canfield, Paddock and Stone, PLC, Attn: Jonathan S. Green, Esq. and Stephen S. LaPlante, Esq., 150 West Jefferson, Suite 2500, Detroit, MI 48226, E-mail: greenj@millercanfield.com and laplante@millercanfield.com; (C) co-counsel to the Committee, Cooley LLP, Attn: Cathy Hershcopf, Esq., Seth Van Aalten, Esq., and Max Schlan, Esq., 1114 Avenue of the Americas, New York, NY 10036, Email: chershcopf@cooley.com, svanaalten@cooley.com, and mschlan@cooley.com; and (D) co-counsel to the Committee, Jaffe Raitt Hauer & Weiss, P.C., Attn: Judith Greenstone Miller, Esq. and Jay L. Welford, Esq., 27777 Franklin Road, Suite 2500, Southfield, Michigan 48034, Email: jmiller@jaffelaw.com and jwelford@jaffelaw.com.

This Notice issued with authorization from the Bankruptcy Court.

Dated: February 8, 2017.

Respectfully submitted,

**MILLER, CANFIELD, PADDOCK AND
STONE, P.L.C.**

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