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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case No. 04-12203 (SMB)
ORION TELECOMMUNICATIONS CORP., :
: Debtor. :
: :
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**ORDER CONVERTING THE DEBTOR'S
CHAPTER 11 CASE TO ONE UNDER CHAPTER 7**

Upon the Order of this Court, dated February 4, 2005 authorizing the sale of substantially all of the Debtor's assets (the "Sale"); and a closing on the Sale having occurred on March 4, 2005; and the Official Committee of Unsecured Creditors (the "Committee") having filed a motion dated December 16, 2004 (the "Motion"), by its attorneys, Lowenstein Sandler PC, for an order pursuant to 11 U.S.C. § 1112(b) converting the Debtor's chapter 11 case to a case under chapter 7 of the Bankruptcy Code; and the Motion having been adjourned pending approval and consummation of the Sale; and the adjourned hearing on the Motion having been held on March 10, 2005 (the "Hearing"); and counsel for the Debtor having advised the Court that the Debtor wishes to voluntarily convert the chapter 11 case now that the Sale has been consummated; and upon the record of the Hearing; and after due deliberation and no further notice being required, it is

~~**ORDERED**, that the Motion be, and hereby is, granted; and it is further~~

ORDERED, that the Chapter 11 case of the Debtor shall be converted to a case under Chapter 7 of the Bankruptcy Code ~~effective March 11, 2005 at 5:00 P.M. (EST);~~

[SMB] 3/14/2005 and it is further

ORDERED, that the Debtor shall file (i) a schedule of unpaid debts incurred after commencement of the Chapter 11 case within 15 days of the date of this Order, and (ii) a final report within 30 days of the date of this Order, pursuant to Fed. R. Bankr. P. 1019(5).

Dated: New York, New York
March 14, 2005

/s/ Stuart M. Bernstein
HONORABLE STUART M. BERNSTEIN
CHIEF BANKRUPTCY JUDGE