

# The Depository Trust Company

# IMPORTANT

**B#:** 0371  
**DATE:** July 21, 2000  
**TO:** All Participants  
**CATEGORY:** Reorganization  
**FROM:** DTC Proxy Department  
**ATTENTION:** Proxy/Reorganization Manager  
**SUBJECT:** Cellnet Data Systems, Inc.

**Securities**

Cellnet Data Systems, Inc. Common  
Cellnet Data Systems, Inc. Warrants Expiring 09/15/07

**CUSIP #'s**

15115M 10 1  
15115M 13 5

The Depository Trust Company received materials, including the attached Order indicating that Cellnet Data Systems, Inc., is soliciting acceptances by creditors of its Amended and Restated Joint Plan of Reorganization, dated July 11, 2000 (the "Plan"). DTC has been advised by Counsel that holders of Cellnet Data Systems, Inc. securities listed above **have been deemed to reject the Plan /OR/ are unimpaired** and their votes are not being solicited on the Plan. A hearing on confirmation of the Plan is scheduled to be held on August 16, 2000. Any written objections to confirmation of the Plan must be filed no later than August 11, 2000. Participants may obtain copies of the materials for voting on the Plan by contacting:

The Altman Group at 212-681-9600

Karl Baker

Manager

Attachments

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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 In re : Chapter 11  
 :  
 CELLNET DATA SYSTEMS, INC., *et al.*, : Case No. 00-00844 (PJW)  
 :  
 Debtors. : (Jointly Administered)  
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**ORDER (i) APPROVING DEBTORS' DISCLOSURE STATEMENT,  
 (ii) APPROVING DEBTORS' BALLOTS AND SOLICITATION PROCEDURES,  
 (iii) FIXING VOTING AND OBJECTION DEADLINES AND DATE,  
 TIME AND PLACE OF HEARING ON CONFIRMATION, (iv) APPROVING  
 PROPOSED FORM OF NOTICE AND (v) EXTENDING EXCLUSIVE  
 PERIOD TO SOLICIT VOTES THROUGH CONFIRMATION HEARING**

A hearing having been held on July 11, 2000 (the "Hearing"), to consider the motion (the "Motion") of CellNet Data Systems, Inc. (the "Parent") and its remaining subsidiaries (collectively with the Parent, the "Debtors" or "CellNet") as debtors and debtors in possession for an Order (i) approving the Debtors' disclosure statement as filed on June 2, 2000, as it may have been amended prior to or at the hearing thereon (the "Disclosure Statement") pursuant to § 1125 of the Bankruptcy Code, (ii) approving the form of ballots for voting on the Joint Consolidated Liquidating Plan of Reorganization of CellNet Data Systems, Inc. And Its Subsidiaries Under Chapter 11 of the Bankruptcy Code as filed on June 2, 2000 (the "Plan") and the manner for voting and the procedures for soliciting and tabulating votes, (iii) fixing the date upon which acceptances and rejections of the Plan must be submitted and the deadline for objections to confirmation, as well as the date, time and place of the hearing on confirmation, (iv) approving the proposed form of notice of the hearing on confirmation of the Plan (the "Confirmation Hearing") and (v) extending the Debtors' exclusive period to solicit votes on the

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Plan through the conclusion of the Confirmation Hearing; and the Court finding that the Disclosure Statement, including the exhibits attached thereto, contains "adequate information" as defined in Bankruptcy Code § 1125(a)(1); that the proposed forms of General Notice and Confirmation Hearing Notice comply with Bankruptcy Rule 3017(d); that the proposed form of ballot complies with Bankruptcy Rule 3017(d); that the procedures for transmission of solicitation materials to holders of Claims and Interests are reasonable and adequate as required by Bankruptcy 3017(d); that the proposed methods of soliciting acceptances or rejections of the Plan and tabulating votes are reasonable; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157(b)(2) and 1334; and the consideration of the Motion, the relief requested therein and the responses thereto, if any, being a core proceeding in accordance with 28 U.S.C. § 157(b); and due notice of the Motion having been given, and it appearing that no other or further notice need be given; and the appearances of all interested parties and all responses or objections to the Motion, if any, having been duly noted in the record of the Hearing; and upon the record of the Hearing, the Motion, said responses or objections, if any; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion be, and hereby is, granted in all respects; and it is further

ORDERED that the Disclosure Statement is approved; and it is further

ORDERED that the form of the General Notice annexed as Exhibit "A" to the Motion, an amended copy of which is attached hereto as Exhibit "A", is approved in its entirety; and it is further

ORDERED that the form of the Confirmation Hearing Notice annexed as Exhibit "C" to the Motion, an amended copy of which is attached hereto as Exhibit "B", is approved in its entirety; and it is further

ORDERED that the form of ballot for voting on the Plan annexed as Exhibit "B" to the Motion and the instructions contained and the procedures set forth in the Motion and in the proposed form of ballot are approved in their entirety; and it is further

ORDERED that on or before July 17, 2000, the Debtors shall transmit copies of the Plan, Disclosure Statement, Confirmation Hearing Notice, this Order, and a ballot, only to holders of Claims<sup>1/</sup> in Class 3 that have Allowed Claims, the United States Trustee, the Securities and Exchange Commission, counsel for the Committee, counsel for the Agent and any party in interest who requests a Solicitation Packet in writing; and it is further

ORDERED that within three (3) business days of receipt of the Plan, Disclosure Statement, Confirmation Hearing Notice, this Order, and a ballot, each record owner of bonds shall re-mail the same to the appropriate beneficial owner of such bonds; and it is further

ORDERED that on or before July 17, 2000, the Debtors shall transmit copies of the General Notice to all holders of unimpaired Claims; and it is further

ORDERED that with respect to all holders of Class 4 Interests and Class 5 Interests as provided in the Motion and all Persons listed on the Debtors' mailing matrix that (1) have not filed proofs of claim or interest, (2) have not been Scheduled by the Debtors, or (3) if

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<sup>1/</sup>Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Scheduled, (i) were listed as disputed, contingent or unliquidated or (ii) were Scheduled at \$0.00, the Debtors shall transmit a copy of the General Notice only; and it is further

ORDERED that the Debtors shall cause the Confirmation Hearing Notice to be published once in the national edition of The Wall Street Journal at least twenty (20) days before the Confirmation Objection Deadline as defined below; and it is further

ORDERED that with respect to solicitation materials which the Debtors mail to the addresses listed in its database, no efforts need be undertaken to re-mail any materials that are returned as undeliverable; and it is further

ORDERED that the proposed procedures and standard assumptions for tabulating ballots described in § II.C. of the Motion hereby are approved in their entirety; and it is further

ORDERED that the Voting Record Date shall be July 5, 2000; and it is further

ORDERED that the hearing on confirmation of the Plan shall commence on August 16, 2000 at 2:00 p.m. before the undersigned United States Bankruptcy Judge at the United States Bankruptcy Court, 824 Market Street, 6<sup>th</sup> Floor Wilmington, Delaware, and such hearing may be continued from time to time by announcing such continuance in open Court or otherwise, all without further notice to parties in interest; and it is further

ORDERED that any objections to confirmation of the Plan pursuant to Bankruptcy Rule 3020(b) must conform with the Local Bankruptcy Rules and the procedures described in the Motion, and must be filed and served on or before 4:00 p.m. (Eastern Time) on August 11, 2000 (the "Confirmation Objection Deadline"); and it is further

ORDERED that the deadline for submitting ballots on the Plan shall be 2:00 p.m. Eastern Time on August 11, 2000; and it is further

ORDERED that no votes shall be accepted by facsimile; and it is further

ORDERED that all responses to objections to the Plan and the Debtors' memorandum in support of confirmation must be filed and served on or before 4:00 p.m. on August 15, 2000; and it is further

ORDERED that except as otherwise expressly provided herein, the deadlines and procedures for filing and serving documents and evidence relating to confirmation of the Plan as set forth in § II.D. of the Motion are approved in their entirety; and it is further

ORDERED that pursuant to Bankruptcy Code § 1121(d) the Debtors' exclusive period during which they may solicit acceptances for the Plan is extended through the conclusion of the Confirmation Hearing; and it is further

ORDERED that in the event of any inconsistency between the provisions of this Order, the Motion, any provision of the Disclosure Statement, the Plan, or any other document approved for transmittal as part of the Solicitation Package, this Order shall control.

Dated: Wilmington, Delaware  
July 11, 2000

  
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CHIEF UNITED STATES BANKRUPTCY JUDGE