

The Depository Trust Company

IMPORTANT

B#: 0370

DATE: July 21, 2000

TO: All Participants

CATEGORY: Reorganization

FROM: DTC Proxy Department

ATTENTION: Proxy/Reorganization Manager

SUBJECT: Cellnet Data Systems, Inc.
14% Sr. Notes Due 10/01/07
CUSIP #15115M AL 5

Cellnet Data Systems, Inc., is soliciting acceptances of its Amended and Restated Joint Plan of Reorganization, dated July 11, 2000 (the "Plan"). Holders of Cellnet Data Systems, Inc. 14% Sr. Notes Due 10/01/07 of record on July 5, 2000, are eligible to vote by ballot to accept or reject the Plan.

Accompanying the Amended and Restated Joint Disclosure Statement dated July 11, 2000 and other materials for voting on the Plan is the attached Order, which refers to a hearing on confirmation of the Plan, which is scheduled to be held on August 16, 2000. DTC also received the attached Ballots. Participants may obtain copies of the materials for voting on the Plan by contacting:

The Altman Group
At: 212-681-9600

DTC will provide Cellnet Data Systems, Inc. with a listing of the Participants which had Cellnet Data Systems, Inc. 14% Sr. Notes Due 10/01/07 on deposit with DTC at the close of business on July 5, 2000, so that Participants may vote on the Plan.

Participants are referred to the Amended and Restated Joint Disclosure Statement dated July 11, 2000, for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by the Ballot Agent no later than August 11, 2000. Executed ballots should be returned to:

Cellnet Data Systems, Inc.
c/o The Altman Group, Inc.
60 East 42nd Street
Suite 1241
New York, NY 10164-3125

Cellnet Data Systems, Inc. 14% Sr. Notes Due 10/01/07 will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 93 and LENP for details of the Plan.

Karl Baker

Manager

Attachments

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
 In re : Chapter 11
 :
 CELLNET DATA SYSTEMS, INC., *et al.*, : Case No. 00-00844 (PJW)
 :
 Debtors. : (Jointly Administered)
 ----- X

**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

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^{1/} 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

^{1/}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, 6th 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 14, 2000


CHIEF UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- x
 In re : Chapter 11
 :
 CELLNET DATA SYSTEMS, INC., *et al.*, : Case No. 00-00844 (PJW)
 :
 Debtors. : (Jointly Administered)
 ----- x

CLASS 3 BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION

CellNet Data Systems, Inc. (the "Parent") and its subsidiaries (collectively with the Parent, the "Debtors" or "CellNet") as debtors and debtors in possession have filed an Amended and Restated Joint Liquidating Plan of Reorganization of CellNet Data Systems, Inc. *et al.* Under Chapter 11 of the Bankruptcy Code dated July 11, 2000 (the "Plan"). The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from: The Altman Group, Inc., 60 East 42nd Street, Suite 1241, New York, New York 10165, Phone: 212-681-9600, Fax: 212-681-1383.

Your claim has been placed in Class 3 under the Plan. Class 3 is the only class entitled to vote on the Plan. If you are a beneficial owner of 14% Senior Discount Notes due 2007 (the "Senior Discount Notes") issued by Parent please use this Ballot to cast your vote to accept or reject the Plan. 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.

IMPORTANT

THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE RECEIVED BY THE BALLOT AGENT IS 2:00 P.M. EASTERN TIME ON AUGUST 11, 2000, OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR A DESCRIPTION OF THE PLAN.

BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.

DO NOT RETURN ANY SECURITIES WITH THIS BALLOT. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2, AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. SIGN THE BALLOT (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in sufficient time to submit it to the Ballot Agent before the voting deadline).
5. YOU MUST VOTE *ALL* SENIOR DISCOUNT NOTES THAT YOU BENEFICIALLY OWN *EITHER TO ACCEPT OR TO REJECT THE PLAN, AND MAY NOT SPLIT YOUR VOTE.*

Item 1. Principal Amount of Senior Discount Notes Voted. The undersigned certifies that as of July 5, 2000, the undersigned was either the beneficial owner, or the nominee of a beneficial owner, of Senior Discount Notes in the following aggregate unpaid principal amount (insert amount in the box below). If your Senior Discount Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately.

\$

Item 2. Vote.

The beneficial owner of the Senior Discount Notes identified in Item 1 (the "Beneficial Owner") votes as follows (**check one box only — if you do NOT check a box your vote will be counted as a vote to Accept**):

- to **Accept** the Plan. to **Reject** the Plan.

Item 3. Identify All Other Senior Discount Notes Voted. By returning this Ballot, the Beneficial Owner certifies that (a) this Ballot is the only Ballot submitted for the Senior Discount Notes owned by such Beneficial Owner, except for the Senior Discount Notes identified in the following table, and (b) *all* Ballots for Senior Discount Notes submitted by the Beneficial Owner indicate the same vote to accept or reject the Plan, that the Beneficial Owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

Account Number	Name of Registered Holder or Nominee	Principal Amount of Other Senior Discount Notes
		\$
		\$

Item 4. Authorization. By returning this Ballot, the Beneficial Owner certifies that it (a) has full power and authority to vote to accept or reject the Plan, with respect to the Senior Discount Notes listed in Item 1, (b) was the beneficial owner of the Senior Discount Notes described in Item 1 on July 5, 2000, and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Facsimile Number: () _____

Date Completed: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

VOTING DEADLINE

YOUR VOTE MUST BE FORWARDED TO YOUR NOMINEE OR TO THE BALLOT AGENT, AS APPLICABLE, IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED PRIOR TO THE VOTING DEADLINE, WHICH IS 2:00 P.M., EASTERN TIME, ON AUGUST 11, 2000, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOT AGENT, THE ALTMAN GROUP, INC., AT (212) 681-9600.