

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

| | | |
|-------------------------------|---|------------------------------|
| In re: |) | Chapter 11 |
| |) | Case No. 01 B 14424 |
| XPEDIOR INCORPORATED, et al., |) | (Substantively Consolidated) |
| |) | Hon. Jack B. Schmetterer |
| Debtors. |) | |

**FINAL ORDER AND DECREE PROVIDING FOR CLOSING
OF CHAPTER 11 CASES AND GRANTING RELATED RELIEF**

THIS CASE COMING TO BE HEARD upon the Confirmed Plan Trustee's Application for Entry of a Final Order and Decrees Closing Chapter 11 Cases, dated June 30, 2006 (the "Application");¹ the Court's Memorandum Opinion of October 23, 2006 having found that due and proper notice of the Application has been given and that no other or further notice is necessary; that it has jurisdiction over the Application and that the Application constitutes a core proceeding pursuant to 28 U.S.C. § 157(b); that the relief requested in the Application is in the best interests of the estate and all parties-in-interest and is a proper exercise of this Court's jurisdiction and also its authority under the cy pres doctrine over surplus property of the estate that is not due and owing to any creditor, person, firm, corporation or governmental entity; therefore, upon the Application and all of the proceedings had before the Court and after due deliberation, and sufficient cause appearing therefore; and upon consideration of final fee applications by Trustee and her counsel, and recommendations by Amicus Curiae Jerrold Solovy as to disposition of said surplus, and also by agreement of Trustee and her counsel,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is granted as set forth herein.

¹ Capitalized items not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. The Amended Termination Budget ("Budget"), which is attached hereto as Exhibit A, is approved. To extent pending fee Applications for approval of fees and expenses filed by DLA Piper US LLP, Katsky Korins LLP, and Reese Partners LLC for a period June 1, 2006 through November 30, 2006 pertain to work done in furtherance of Application to approve cy pres disbursements to charities those Applications are approved. To extent such pending Applications pertain to work and expenses applicable to the work of Trustee and counsel to carry out the Confirmed Plan and final administrative duties with respect thereto, the Confirmed Plan gave them absolute discretion with respect thereto and the Court lacks authority to review those parts of the Applications.

3. Within 10 days hereof, pursuant to this Court's cy pres authority the Trustee under Trust Agreement and Plan is authorized and ordered to make the following donations out of the Surplus Funds shown on the Budget:

| | | |
|----|---|-----------|
| A. | Make-A-Wish Foundation of Illinois, for unrestricted use in its program | \$200,000 |
| B. | Chicago Bar Foundation of Chicago, Illinois for use restricted as follows: <ul style="list-style-type: none"> <li data-bbox="397 1312 1242 1501">– To develop updated educational materials in print and online, with Spanish translations, to help people understand their rights and responsibilities on consumer debt issues, and also learn when bankruptcy may be an appropriate option to consider. <li data-bbox="397 1543 1242 1690">– To provide grant funding for at least two years to expand the Bankruptcy Assistance Desk ("Help Desk") so that it is open every weekday and operates under the auspices of an established legal aid organization; and <li data-bbox="397 1732 1242 1837">– To use the remaining funds to fund pro bono and legal aid programs representing low-income residents in debt collection, bankruptcy and related matters. | \$200,000 |

| | | |
|----|---|------------------|
| C. | Pro Bono Center for Disability and Elder Law of Illinois, restricted to help fund its Bankruptcy Partnership Initiative | \$150,000 |
| D. | The YWCA of White Plains and Central Westchester for use at its discretion restricted to one or more of its following programs: <ul style="list-style-type: none"> – Children's Center at Westchester County Courthouse – Child Care Center – School Based Adolescent Parenting Program – GEMS Program for young girls | \$ 50,000 |
| E. | Cabrini Green Legal Aid Clinic of Chicago, Illinois for general non-restricted use in its programs | \$107,000 |
| | TOTAL CHARITABLE CONTRIBUTIONS | \$707,000 |

To the extent any funds remain in the estate, net of the Surplus Funds and foregoing Charitable Contributions, after the Trustee has completed all her duties under the Trust Agreement and the Plan (collectively, the "Residual Funds"), the Trustee is authorized and ordered to distribute such Residual Funds to the Cabrini Green Legal Aid Clinic of Chicago, Illinois.

4. Except for the Charitable Contributions and treatment of Residual Funds described in paragraph 3 of this Order, the Trustee shall have sole discretion to pay and distribute any funds remaining in the estate in any manner she deems appropriate to fully and finally close the Debtors' estate and complete her duties as Trustee under the Trust Agreement and the Confirmed Plan, provided that such use is not materially inconsistent with the Termination Budget. The Trustee is expressly authorized to pay any remaining obligations associated with her duties under the Trust Agreement and the Plan consistent with the Termination Budget.

5. The Trustee is authorized, but not directed, to abandon the Debtors' claim in the bankruptcy case titled "HA2003, INC., formerly known as HA-LO Industries, Inc., et al.,"

pending as Case No. 02 B 12059 in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division.

6. The Trustee is authorized, but not directed, to abandon and destroy, in the Trustee's sole discretion, all the Debtors' books and records currently in the Trustee's possession and pay all necessary and reasonable costs associated therewith, without further notice to any person or order of Court.

7. The Debtors are deemed dissolved without any further action required on the part of the Trustee.

8. The following cases will by separate orders be closed and terminated: Xpedior Incorporated (No. 01 B 14424), NDC Group, Inc. (No. 01 B 14426), Xpedior America Incorporated (No. 01 B 14427), Xpedior K Incorporated (No. 01 B 14428), Xpedior M Incorporated (No. 01 B 14429), Xpedior S Incorporated (No. 01 B 14430), Xpedior V Incorporated (No. 01 B 14431), and Xpedior W Incorporated (No. 01 B 14432).

9. The Application will stand as Trustee's accounting for income and expenses to the date thereof. The Trustee will file on or before December 27, 2006, her Supplemental Final Account for income and expenses through the latter date ("Final Account").

10. As of latter date that the Trustee distributes the final funds from the Trust and files her Final Account (such date being the "Closing Date"):

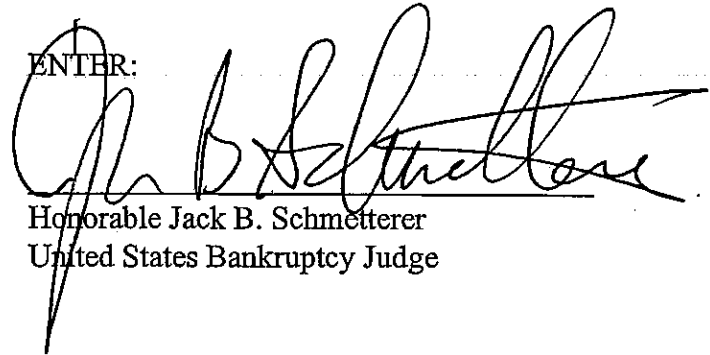
- (a) The Trustee, the Special Litigation Trustee and the Post-Confirmation Committee are discharged and the Trust is terminated, all without further act of any kind or any notice to any person; and
- (b) The Trustee, the Special Litigation Trustee, the Bankruptcy Professionals, the SLT Professionals and the Post-Confirmation Committee and their respective directors, officers, employees, partners, members, agents, professionals and representatives are hereby released from any and all claims, causes of action, damages, liabilities, contentions, controversies,

suits, demands and disputes of every kind and nature whatsoever, from the beginning of time to the Closing Date, arising from or in any way relating to the Plan and/or the Trust and/or any duties carried out and/or acts taken or not taken pursuant to or in connection with the Plan and/or the Trust. Accordingly, as of the Closing Date, neither the Trustee nor the Special Litigation Trustee shall have any further responsibilities or liabilities on behalf of the Debtors, their estates, or the Trust.

11. This Order is a final Order and is effective immediately, but the Court reserves jurisdiction to reopen these cases and enforce or modify this Order for good cause shown. These consolidated cases are set on **December 28, 2006 at 10:30 a.m.** for Trustee to demonstrate payments of all charitable donations, final distribution and payment of all remaining funds, and filing of Final Account.

Dated: December th 13, 2006

ENTER:



Honorable Jack B. Schmetterer
United States Bankruptcy Judge

ENTERED
DEC 13 2006
JACK B. SCHMETTERER BANKRUPTCY JUDGE
UNITED STATES BANKRUPTCY COURT

| Amended Xpedior Creditor Trust Termination Budget | | | |
|--|-------------|---------------|-----------------|
| Assumed final distribution date - 12/31/06 | | | |
| Cash and investment balances @ 12/08/06 | | | \$ 812,957 |
| Potential Receipts: | | | |
| Investment Interest | | | 420 |
| Other - HALO Claim Distribution (A) | | | - |
| SUBTOTAL - Estimated Available Cash and Receivables | | | 813,378 |
| Estimated Professional Fees Through Estate Termination | | | |
| | Unpaid Fees | Post December | |
| Financial Consultants | (B) | 1 Fees (C) | |
| Attorneys | (7,978) | (25,000) | (32,978) |
| U.S. Trustee | (13,977) | (10,000) | (23,977) |
| | (750) | - | (750) |
| SUBTOTAL - Estimated Professional Fees Through Estate Termination | | | (57,705) |
| Estimated Third Party Other Costs Through Estate Termination | | | |
| Record retention, storage and destruction | | | (28,500) |
| Tax preparations (including 1099's) and responses | | | (15,000) |
| File network back-up and shutdown | | | (2,500) |
| Miscellaneous | | | (2,000) |
| SUBTOTAL - Estimated Other Costs Through Estate Termination | | | (48,000) |
| Estimated Funds to be Remitted to Prescribed Charities ("Surplus Funds") | | | 707,673 |
| ASSUMPTION: THIS BUDGET EXPRESSLY ASSUMES THAT ALL STEPS NECESSARY TO WIND-DOWN THE TRUST, AND DISTRIBUTE ALL FUNDS WILL BE COMPLETED BY 12/31/06. IN THE EVENT SUCH ITEMS DO NOT OCCUR BY THIS DATE, THE TRUSTEE WILL BE REQUIRED TO PREPARE AN INCOME TAX RETURN FOR 2007, AMONG OTHER ADDITIONAL WORK, AND WILL INCUR SIGNIFICANT ATTENDANT EXPENSES NOT REFLECTED IN THE ABOVE BUDGET. | | | |
| Footnotes | | | |
| (A) The Debtor has an approximate \$160,000 unsecured claim in the Halo bankruptcy case. As of the current date, no additional distribution has been made on the claim, and it is unknown when such future distribution may be received. In order to wind-down the Trust, the Trustee will be required to sell the claim, and it is uncertain what amount, if any, would be received for such claim. | | | |
| (B) Represents actual fees and expenses for October and November services that have been invoiced, but not paid. | | | |
| (C) Reflects estimated fees for future services to be rendered to the Trustee in the wind-down of the Trust. | | | |

CERTIFICATE OF SERVICE

I, Dorothy Clay certify that on December 13, 2006, I caused to be mailed by United States first class mail copies of the foregoing Order to the persons named.

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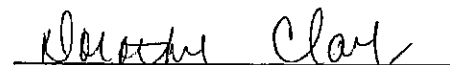
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Make-A-Wish Foundation of Illinois
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The Chicago Bar Foundation
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Pro Bono Center for Disability and Elder Law
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710 North Lake Shore Drive
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515 North Street
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Secretary/Deputy Clerk