

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : **Chapter 11**
: :
COMDIAL CORPORATION, : **Case No. 05-11492 (CSS)**
a Delaware corporation, et al.,¹ : **(Jointly Administered)**
: :
Debtors. : :

**NOTICE OF (A) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT
PROPOSED LIQUIDATING PLAN OF REORGANIZATION, (B) HEARING TO
CONSIDER CONFIRMATION OF PROPOSED LIQUIDATING PLAN OF
REORGANIZATION AND (C) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On April 27, 2007, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (as amended on May 30, 2007, the “Plan”) and the Disclosure Statement for Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, dated April 27, 2007 (as amended on May 30, 2007, the “Disclosure Statement”).

2. Pursuant to an order of the Court dated on or about June 4, 2007 (the “Disclosure Statement Order”), the Disclosure Statement and certain related materials (collectively, the “Solicitation Materials”) have been approved for solicitation of votes to accept or reject the Plan.

3. A hearing to consider the confirmation of the Plan (the “Confirmation Hearing”) will be held before The Honorable Christopher S. Sontchi, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th

¹ The Debtors are the following nine entities: Comdial Corporation, Array Telecom Corporation, Aurora Systems, Inc., Comdial Business Communications Corporation, Comdial Enterprise Systems, Inc., Comdial Real Estate Co., Inc., Comdial Telecommunications International, Inc., Key Voice Technologies, Inc. and Comdial Acquisition Corporation.

Floor, Courtroom 6, Wilmington Delaware 19801 on August 7, 2007 at 12:00 p.m. (noon) (Prevailing Eastern Time).

4. Pursuant to the Disclosure Statement Order, the Court approved certain procedures for tabulation of votes to accept or reject the Plan. If you are the holder of a claim against or beneficial interest in the Debtors as of June 4, 2007 (the Record Date as established in the Disclosure Statement Order) in a class entitled to vote on the Plan, you have received with this Notice a ballot form (a "Ballot") and voting instructions appropriate for your claim or interest. The following procedures apply with respect to voting your claim or interest:

a. Except as provided in subparagraph (b) below, for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m., prevailing Eastern Time, on July 12, 2007 (the "Voting Deadline"). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote.

b. Your claim or beneficial interest has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with the following tabulation rules approved by the Court in the Disclosure Statement Order (the "Tabulation Rules"):

- a. Unless otherwise provided in the Tabulation Rules described below, a claim or interest will be deemed temporarily allowed for voting purposes in an amount equal to (i) the amount of such claim or interest as set forth in a timely filed proof of claim or proof of interest or (ii) if no proof of claim or interest has been timely filed, the amount of such claim or interest as set forth in the respective Debtors' Schedules of Assets and Liabilities, dated July 11, 2005 (collectively, the "Schedules") if such claim is listed in the Schedules or as set forth in the Debtors' books and records;
- b. If a claim or interest is deemed allowed in accordance with the Plan, such

claim or interest will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan;

- c. If a claim for which a proof of claim has been timely filed is marked as contingent, unliquidated or disputed on its face it will be temporarily allowed for voting purposes only in the amount of \$1.00;
- d. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court;
- e. If the Debtors have filed and served an objection to a claim or interest at least ten (10) days before the Voting Deadline, such claim or interest will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection;
- f. If a claim holder or interest holder identifies a claim amount or interest percentage on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the claim or interest will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot; and
- g. Any Ballot received from a holder of a claim listed as contingent, disputed, or unliquidated in the Debtors' Schedules will not be counted unless the holder of such claim filed a proof of claim on or before October 21, 2005 (November 22, 2005 for any "governmental unit" only as such term is defined in the Bankruptcy Code).

c. The temporary allowance of your claim or interest for voting purposes does not constitute an allowance of your claim or interest for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtors in any other context, including the right to contest the amount or validity of any claim or interest for purposes of allowance and distribution under the Plan. If you wish to challenge the temporary allowance of your claim or interest for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim or interest in a different amount, percentage or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received not more than 10 days from the later of (a) the date of service of the Confirmation Hearing Notice and

(b) the date of service of a notice of objection, if any, to your claim or interest. Unless the Court orders otherwise, your claim or interest will not be counted for voting purposes in excess of the amount as determined in accordance with the Tabulation Rules.

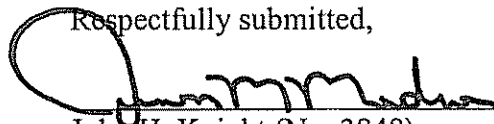
5. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with the Court and served so as to be received by (i) the Debtors, CMDL Corporation f/k/a Comdial Corporation, 106 Cattlemen Road, Sarasota, Florida 34232 (Attn: Kenneth M. Clinebell); (ii) counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, P.O. Box 551, Wilmington, Delaware 19899 (Attn: John H. Knight, Esq.); (iii) the Official Committee of Unsecured Creditors, Platzer, Swergold, Karlin, Levine, Goldberg & Jaslow, LLP, 1065 Avenue of the Americas, New York, New York 10018 (Attn: Henry G. Swergold, Esq.) and Jaspan, Schlesinger Hoffman, LLP, 913 North Market Street, 12th Floor, Wilmington, Delaware 19801 (Attn: Laurie Pollack, Esq.); and (iv) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801 (Attn: David L. Buchbinder, Esq.), no later than 4:00 p.m., prevailing Eastern Time, on July 12, 2007. For purposes of filing pleadings in this case, the address of the Court is 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

6. Requests for additional copies of the Disclosure Statement and the Plan by parties in interest may be made in writing to Comdial Claims Processing Center, c/o Delaware Claims Agency, LLC, 230 North Market Street, 2nd Floor, P.O. Box 515, Wilmington, DE 19899 (Messenger/Overnight Courier 19801), Attn: Joseph King. Copies of the Disclosure Statement and the Plan (with all exhibits filed with the Court) are available for review at the office of the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware

19801, and may be reviewed by any party in interest during normal business hours. In addition, copies of the Disclosure Statement and the Plan (with all exhibits filed with the Court) are available through Delaware Document Retrieval at (302) 658-9971.

7. The Confirmation Hearing may be continued from time to time without further notice except for (i) an announcement made at the Confirmation Hearing or any adjourned confirmation hearing or (ii) a written notice filed with the Bankruptcy Court and served on to all parties who have filed objections to confirmation of the Debtors' Plan and all parties entitled to receive notice in these chapter 11 case pursuant to Bankruptcy Rule 2002.

Dated: June 4, 2007
Wilmington, Delaware

Respectfully submitted,


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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION