

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

**In re:** : **Chapter 11**  
: :  
**CMDL CORPORATION,** : **Case No. 05-11492 (CSS)**  
**a Delaware corporation, et al.,<sup>1</sup>** : **(Jointly Administered)**  
: :  
**Debtors.** : **Objection Deadline: May 25, 2007 at 4:00 p.m.**  
: **Hearing Date: June 4, 2007 at 10:00 a.m.**

**NOTICE OF HEARING TO CONSIDER APPROVAL  
OF DISCLOSURE STATEMENT FOR DEBTORS' PLAN OF  
LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On April 27, 2007, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (i) the Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (as it may be amended, the "Plan") and (ii) the Disclosure Statement for Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (as it may be amended, the "Disclosure Statement") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

2. A hearing (the "Disclosure Statement Hearing") will be held before The Honorable Christopher S. Sontchi, United States Bankruptcy Judge, at the Bankruptcy Court on **June 4, 2007 at 10:00 a.m. (Prevailing Eastern Time)** to consider the entry of an order finding, among other things, that the Disclosure Statement contains "adequate information" within the meaning of section 1125 of the United States Bankruptcy Code and approving the Disclosure Statement.

3. In accordance with Rule 3017(a) of the Federal Rules of Bankruptcy Procedure, requests for copies of the Disclosure Statement and the Plan by parties in interest may be made in writing to Richards, Layton & Finger, P.A., Attn: Barbara Witters, One Rodney Square, P.O. Box 551, Wilmington, Delaware 19899 (electronic mail: [Witters@rlf.com](mailto:Witters@rlf.com); fax number: (302) 651-7701).

4. Responses and objections, if any, to the approval of the Disclosure Statement or the other relief sought by the Debtor in connection with approval of the Disclosure Statement, must: (a) be in writing; (b) state the name and address of the objecting party and the

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<sup>1</sup> The Debtors are the following nine entities: CMDL Corporation f/k/a 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.

nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response; and (d) be filed, together with proof of service, with the Bankruptcy Court and served **so as to be actually received on or before 4:00 p.m. (noon) (Prevailing Eastern Time) on May 25, 2007** 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.).

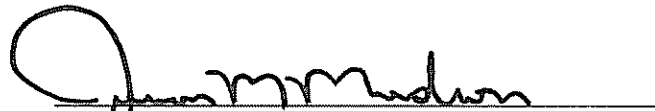
5. Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of claims against and equity interests in the Debtor who are entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

**6. THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE PROPOSED DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE COURT.**

7. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

Dated: April 27, 2007  
Wilmington, Delaware

Respectfully submitted,



John H. Knight (No. 3848)  
Michael J. Merchant (No. 3854)  
Paul N. Heath (No. 3704)  
Jason M. Madron (No. 4431)  
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One Rodney Square  
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Wilmington, Delaware 19801  
(302) 651-7700 (Telephone)  
(302) 651-7701 (Facsimile)

ATTORNEYS FOR DEBTORS AND DEBTORS  
IN POSSESSION