

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

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

NOTICE OF BAR DATES FOR FILING OF PROOFS OF CLAIM

TO ALL KNOWN CREDITORS AND EQUITY INTEREST HOLDERS:

On August 17, 2005, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order in the above-captioned chapter 11 cases (the "Bar Date Order") establishing certain claims bar dates in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"). By the Bar Date Order, the Court fixed **October 21, 2005 at 5:00 p.m., prevailing Eastern Time**, as the general claims bar date (the "General Bar Date") Except as described below, the Bar Date Order requires all Entities that have or assert any prepetition Claims against the Debtors to file proofs of claim with Delaware Claims Agency, LLC ("DCA"), the claims and noticing agent in these cases, so that their proofs of claim are received by DCA **on or before the General Bar Date** Please note that the terms "Entity," "Governmental Unit" and "Claim" are defined below

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature and classification of your Claim(s), if any, listed in the Debtors' schedules of assets and liabilities filed in these cases (collectively, the "Schedules").

KEY DEFINITIONS

As used in this Notice, the term "**Entity**" has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), and includes all persons, estates, trusts, Governmental Units and the Office of the United States Trustee.

As used in this Notice, the term "**Governmental Unit**" has the meaning given to it in section 101(27) of the Bankruptcy Code and includes the United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments, agencies or instrumentalities of the foregoing (but not including the Office of the United States Trustee while serving as a trustee under the Bankruptcy Code).²

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

² Pursuant to the Bar Date Order, Governmental Units shall have until November 22, 2005 at 5:00 p.m. (prevailing Eastern Time) to file a proof of claim.

As used in this Notice, the term “**Claim**” shall mean, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured

WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

The Bar Dates

The Bar Date Order establishes the following bar dates for filing proofs of claim in these cases (collectively, the “Bar Dates”).

- (a) **The General Bar Date** Pursuant to the Bar Date Order, all Entities, other than Governmental Units, holding Claims against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose prior to May 26, 2005 are required to file proofs of claim by the General Bar Date
- (b) **The Rejection Bar Date**³ Any Entity whose Claims arise out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order of the Bankruptcy Court must file a proof of claim on or before the later of: (i) the General Bar Date and (ii) 30 days after the date of the order authorizing the Debtor’s rejection of the applicable contract or lease. The later of these dates is referred to in this Notice as the “Rejection Bar Date.”
- (c) **The Amended Schedule Bar Date** If, subsequent to the mailing and publication of this Notice, the Debtors amend their Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a Claim against a Debtor reflected therein, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim on or before the later of: (i) the General Bar Date and (ii) 30 days after the date that notice of the applicable amendment to the Schedules is served on the claimant. The later of these dates is referred to in this Notice as the “Amended Schedule Bar Date.”

Entities That Must File Proofs of Claims by the General Bar Date

Subject to terms described above for holders of Claims subject to the Rejection Bar Date and the Amended Schedule Bar Date, the following Entities must file proofs of claim on or before the General Bar Date:

³ Pursuant to the Bar Date Order, this Rejection Bar Date does not affect the Cure Objection Deadline set forth in the Order (WITH REVISIONS) (A) Establishing Bidding Procedures Relating to the Sale of the Debtors’ Assets, (B) Scheduling a Hearing to Consider the Proposed Sale and Approving the Form and Manner of Notice Thereof, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Including Notice of Proposed Cure Amounts, (D) Approving an Expense Reimbursement Provision, and (E) Granting Certain Related Relief [Docket No. 120] entered by the Court on June 29, 2005

- (a) any Entity whose prepetition Claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as "disputed," "contingent" or "unliquidated" and that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases; and
- (b) any Entity that believes its prepetition Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than that identified in the Schedules.

Entities Not Required to File Proofs of Claim by the General Bar Date

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date:

- (a) any Entity that already has properly filed a proof of claim against one or more of the Debtors in accordance with the procedures described in this Notice;
- (b) any Entity (i) whose Claim against a Debtor is not listed as "disputed," "contingent" or "unliquidated" in the Schedules and (ii) that agrees with the nature, classification and amount of its Claim as identified in the Schedules;
- (c) any Entity whose Claim against a Debtor previously has been allowed by, or paid pursuant to, an order of the Court; and
- (d) any Debtor or affiliated entity that holds a Claim against one or more of the Debtors.

No Requirement to File Proofs of Interest

Any Entity holding an interest in any Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability partnership or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to in this Notice as an "Interest"), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who wish to assert Claims against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest, including Claims arising out of or relating to the sale, issuance or distribution of the Interest, must file proofs of claim on or before the General Bar Date, unless another exception identified in this Notice applies. The Debtors have reserved the right to establish at a later date a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified of the Interest bar date at the appropriate time.

FILING PROOFS OF CLAIM AGAINST MULTIPLE DEBTORS: REQUIREMENT TO IDENTIFY DEBTOR

Any Entity asserting Claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any Entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its Claim is asserted.

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

Any Entity that is required to file a proof of claim, but that fails to do so by the applicable Bar Date described in this Notice, shall be forever barred, estopped and enjoined from the following:

- (a) asserting any Claim against the Debtors that the Entity has that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such Entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or a different classification than any Claim identified in the Schedules on behalf of such Entity (any such Claim being referred to in this Notice as an "Unscheduled Claim"); or
- (b) voting upon, or receiving distributions under, any plan or plans of reorganization in these chapter 11 cases in respect of an Unscheduled Claim

If it is unclear from the Schedules whether your Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date Any Entity that relies on the information in the Schedules bears responsibility for determining that its Claim is accurately listed therein.

PROCEDURE FOR FILING PROOFS OF CLAIM

A signed original of a completed proof of claim, together with any accompanying or supporting documentation, must be delivered to Delaware Claims Agency, LLC, 2 East 7th Street, 2nd Floor, P O Box 515, Wilmington, DE 19801, Attention: Comdial Claims Processing Department, so as to be received no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. Proofs of claim may be submitted in person or by courier service, hand delivery or mail addressed to DCA at the foregoing address. **Any proof of claim submitted by facsimile or e-mail will not be accepted and will not be deemed filed until the proof of claim is submitted by one of the methods described in the foregoing sentence** Proofs of claim will be deemed filed only when actually received by DCA. If you wish to receive acknowledgement of DCA's receipt of your proof of claim, you must also submit by the applicable Bar Date and concurrently with submitting your original proof of claim (a) a copy of your original proof of claim and (b) a self-addressed, stamped return envelope.

Proofs of claim must include all documentation required by Bankruptcy Rules 3001(c) and 3001(d), including an original or a copy of any written document that forms the basis of the Claim or, for secured Claims, evidence that the alleged security interest has been perfected

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim, you may contact the Comdial Claims Hotline at 1-800-838-6773. You also may contact DCA directly by writing to Delaware Claims Agency, LLC, 2 East 7th Street, 2nd Floor, P.O. Box 515, Wilmington, DE 19801, Attention: Comdial Claims Processing Department. The claims registers for the Debtors will be available for review during normal business hours in DCA's offices at the address identified above.

Dated: August 18, 2005
Wilmington, Delaware

BY ORDER OF THE COURT

John H. Knight (No. 3848)
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