

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

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In re: : Chapter 11
 :
TLG Liquidation Corp., et al.,¹ : Case No. 10-10206 (MFW)
 :
Debtors. : Jointly Administered
 :
 : **Ref. Docket Nos. 275 & 314**
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**CERTIFICATION OF COUNSEL REQUESTING
ENTRY OF ORDER DISMISSING CHAPTER 11 CASES**

On April 30, 2010, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) filed the *Motion for an Order Pursuant to Sections 105(a), 305, 349, 363 and 1112(b) of the Bankruptcy Code and Bankruptcy Rule 9019(a) (I) Approving Settlement Agreement By and Among Debtors, Bank of New York Mellon, as Administrative Agent and Collateral Agent, Certain Prepetition Secured Lenders, and the Official Committee of Unsecured Creditors; (II) Approving Procedures for (A) the Distribution of Certain Funds to Holders of Allowed General Unsecured Claims, and (B) the Dismissal of the Debtors’ Chapter 11 Cases; and (III) Granting Related Relief* [Docket No. 275] (the “Motion”).² By the Motion, the Debtors requested the entry of an order approving (i) the Settlement Agreement by and among the Debtors, the Committee, the Agent, the Lenders and the other signatories to the Secured Credit Agreements, and (ii) certain procedures for (a) the distribution of funds to holders of unpaid prepetition unsecured claims in accordance with the terms of the Settlement Agreement, and (b) the dismissal of the Debtors’ chapter 11 cases, upon the filing of the

¹ The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) e-Cycle, LLC (1582) and (ii) TLG Liquidation Corp. (f/k/a Telocity, LLC) (1530).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Certification of Counsel and Request for Dismissal, pursuant to the proposed form of order attached to the Motion as Exhibit B (the “Dismissal Order”).

On May 20, 2010, the Court entered an order [Docket No. 314] (the “Approval Order”) approving the Motion. Pursuant to the Approval Order, the Debtors’ chapter 11 cases are to be dismissed through the Court’s entry of the Dismissal Order promptly upon the Debtors submission a Certification of Counsel and Request for Dismissal that each of the following events have occurred: (i) the distribution of the funds in the Unsecured Creditors’ Escrow; (ii) the funding of the Professional Fees Escrow; and (iii) the payment of any then accrued and unpaid UST Fees. The Approval Order also, among other things, approved a claims resolution process (the “Claims Resolution Process”). At the completion of the Claims Resolution Process, all disputes regarding the Allowed Unsecured Claims were resolved as set forth below.

Accordingly, on August 31, 2010, the Debtors made distributions to the holders of Allowed Unsecured Claims in accordance with the Approval Order.

In accordance with the Approval Order, the Debtors hereby file this Certification of Counsel and Request for Dismissal, requesting the Court to enter the Dismissal Order. In doing so, the Debtors verify that all Claim Objections³ have been resolved, as the Debtors have agreed to the claim and distribution amounts asserted by the claimants in each of the objections. Also, the Debtors hereby confirm that the Professional Fees Escrow has been funded, accrued UST Fees have been paid, and all Cash Collateral not used to fund the Budget or used to pay Professionals in the Professional Fee Escrow shall be turned over to the Agent for benefit of and

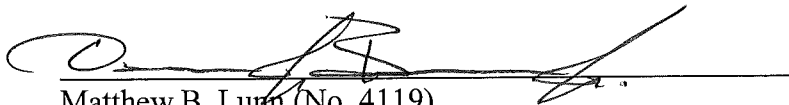
³ The Debtors received the following objections and responses to the Allowed Claim Notice: Informal Response of Mary Ann Bloomberg; Informal Response of City of Portland; Informal Response of Angela Pei-Fong Chien; Informal Response of Janey K. C. Lee; Informal Response of Whipple Road Holdings, LLC, SFP Crossroads, LLC, Woodstock Bowers, LLC; Informal Response of Grace P. Wu; Objection of Travis County to Notice of Proposed Allowed Claims to Receive Distributions and Procedures for Dismissal of the Debtors’ Cases [Docket No. 371]; and Objection of Microlease PLC to Notice of Proposed Allowed Claims to Receive Distributions and Procedures for Dismissal of the Debtors’ Case [Docket No. 374].

distribution to the Lenders. Finally, attached hereto as Exhibit 1 is a list identifying the holders, claim amounts and distribution amounts for all Allowed Unsecured Claims.

The Debtors submit that the Dismissal Order is appropriate and consistent with the Motion and the Approval Order, and that entry of the Dismissal Order is in the best interests of the Debtors, their estates and creditors. Accordingly, at the Court's earliest convenience, the Debtors respectfully request the Court to enter the Dismissal Order, attached hereto as Exhibit 2, which approves the dismissal of the Debtors' chapter 11 cases.

Dated: Wilmington, Delaware
September 22, 2010

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*Co-Counsel for Debtors and
Debtors in Possession*

EXHIBIT 1

Holders, Claim Amounts and Distribution Amounts for All Allowed Unsecured Claims

Client Name/Address	Fax ID	Approved Credit Amount	Distribution
ARACIS PRODUCTS, INC. 23155 KIDDER ST HAYWARD, CA 94545	94-3211240	\$3,876.90	\$515.85
ADVANCED TEST EQUIPMENT CORP. 10401 ROSELLE STREET SAN DIEGO, CA 92121	33-0075394	\$610.87	\$81.28
AGILENT TECHNOLOGIES FILE 73738 PO BOX 60000 SAN FRANCISCO, CA 94160-3738	77-0518772	\$86,679.45	\$11,533.34
ALLTEST INSTRUMENTS 1310 ROLLER ROAD ATTN: NATHAN NELSON OCEAN, NJ 07712	562-32-4920	\$4,100.00	\$545.54
AMERICAN EXPRESS TRAVEL RELATED SERVICES CO, INC. CORPORATE CARD C/O BECKET & LEE LLP P.O. BOX 3001 MALVERN, PA 19355-0701	13-3133497	\$58,133.13	\$7,735.04
AMETEK PROGRAMMABLE POWER P.O. BOX 79686 CITY OF INDUSTRY, CA 91716-9686	20-8204395	\$1,970.00	\$262.12
ARAMARK UNIFORM SERVICES P.O. BOX 5034 HAYWARD, CA 94540-5034	95-3082883	\$553.30	\$73.62
ASSOCIATED SERVICES CO. 600A MCCORMICK ST. SAN LEANDRO, CA 94577-1110	94-2294219	\$16.35	\$2.18
AT&T PO BOX 5019 CAROL STREAM, IL 60197-5019	22-3323406	\$1,141.87	\$151.93
AT&T PO BOX 5019 CAROL STREAM, IL 60197-5019	22-3323406	\$2,558.45	\$340.42
AT&T LONG DISTANCE P.O. BOX 5017 CAROL STREAM, IL 60197-5017	22-3323406	\$7.99	\$1.06
AT&T MOBILITY P.O. BOX 60017 LOS ANGELES, CA 90060-0017	20-4160978	\$85.74	\$11.41
AXIOM TEST EQUIPMENT 1704 ORD WAY OCEANSIDE, CA 92056	20-0244588	\$2,250.00	\$299.38
BIG JOE LEASING LLC 25932 EDEN LANDING ROAD HAYWARD, CA 94545		\$480.00	\$63.87
BLOOMBERG, MARIANNE 38835 GODFREY PLACE	569-17-9159	\$38,400.00	\$5,109.40

Claimant and Address	Tax ID	Allowed Claim Amount	Distribution
FREMONT, CA 94536			
BOWNE OF NEW YORK CITY PO BOX 6081 CHURCH STREET STATION NEW YORK, NY 10277-2706	13-4966770	\$239.97	\$31.93
BRANDT, MARK 16620 OAK VIEW CIRCLE MORGAN HILL, CA 95037	560-08-3612	\$235,414.00	\$31,323.57
CCI 1622 GRIFFITH AVENUE TERRELL, TX 75160	75-2331066	\$107.25	\$14.27
CDW CORPORATION C/O RMS BANKRUPTCY RECOVERY SERVICES PO BOX 5126 TIMONIUM, MD 21094	36-4530079	\$1,375.11	\$182.97
CHIEN, ANGELA PEI-FONG 3904 ORINDA DRIVE SAN MATEO, CA 94403	575-94-2166	\$2,430.00	\$323.33
CHOICE INSTRUMENTS, INC. 1049 EL MONTE AVE., UNIT C, #38 MOUNTAIN VIEW, CA 94040	562-55-7286	\$950.00	\$126.40
COMMUNICATIONS SUPPLY CORP. 3462 SOLUTION CENTER DR. CHICAGO, IL 60677-3004	06-0961848	\$17,235.56	\$2,293.32
COMPUTER XTRAS XPRESS 401 ALDO AVE., SANTA CLARA, CA 95054	77-0430861	\$87.29	\$11.61
CONTINENTAL RESOURCES INC PO BOX 4196 BOSTON, MA 02211-2176	04-2297141	\$1,775.00	\$236.18
CONTRA COSTA COUNTY TREASURER-TAX COLLECTOR ATTN: ERIC MOE P.O. BOX 967 MARTINEZ, CA 94553	94-2778704	\$328.51	\$43.71
CT LIEN SOLUTIONS PO BOX 200824 HOUSTON, TX 77216-0824	51-00065522	\$47.00	\$6.25
DOBLE ENGINEERING COMPANY P.O. BOX 843730 KANSAS CITY, MO 64184-3730	04-1250160	\$303.00	\$40.32
ERNST & YOUNG LLP DEPT. 6793 LOS ANGELES, CA 90084-6793	34-6565596	\$3,940.00	\$524.25
ETS-LINDGREN, L.P. P.O. BOX 841147 KANSAS CITY, MO 64184-1147	74-2759590	\$7,420.00	\$987.29

Client and Address	Tax ID	Allowed Claim Amount	Distribution
FAIRPOINT COMMUNICATIONS, INC. PO BOX 11021 LEWISTON, ME 04243-9472	13-3725229	\$192.09	\$25.56
FLIR SYSTEM, INC. 25 ESQUIRE ROAD N. BILLERICA, MA 01862	93-0708501	\$1,250.00	\$166.32
FLUKE ELECTRONICS 7272 COLLECTION CENTER DR VPA# 060208TEL MINIMUM \$25.0 CHICAGO, IL 60693	91-2171817	\$624.00	\$83.03
FOLGER GRAPHICS 2339 DAVIS AVENUE HAYWARD, CA 94545-1111	94-2697798	\$15,611.70	\$2,077.25
FRG LEASING, INC. P.O. BOX 6858 NAPA, CA 94581	68-0461484	\$377.54	\$50.23
FRG WASTE RESOURCES, INC. P.O. BOX 10858 NAPA, CA 94581	94-3310703	\$500.00	\$66.53
GENESIS BUILDING SERVICES P.O. BOX 25360 SAN MATEO, CA 94402	94-3407494	\$150.00	\$19.96
GILLIS & LANE INC P.O. BOX 5366 REDWOOD CITY, CA 94063	94-1144711	\$6,324.63	\$841.54
GLOBAL TEST EQUIPMENT 1424 CENTRE CIRCLE, ATTN: HERB CRIPPEN DOWNERS GROVE, IL 60515	36-4132647	\$125.00	\$16.63
HALL, LYNDA, TAX COLLECTOR MADISON COUNTY COURTHOUSE 100 NORTHSIDE SQUARE HUNTSVILLE, AL 35801		\$938.44	\$124.87
HARRIS COUNTY, ET AL. JOHN P. DILLMAN LINEBARGER GOGGAN BLAIR & SAMPSON, LLP P.O. BOX 3064 HOUSTON, TX 77253	23-7147610	\$1,748.13	\$232.60
HIPOTRONICS, INC. P.O. BOX 930609 ATLANTA, GA 31193-0609	14-1463891	\$975.00	\$129.73
IKON OFFICE SOLUTIONS P.O. BOX 31001-0850 PASADENA, CA 91110-0850	23-0334400	\$170.03	\$22.62
INNER CITY EXPRESS 2574 SEABOARD AVENUE SAN JOSE, CA 95131	77-0444981	\$58.60	\$7.80

Claimant and Address	Tax ID	Allowed Claim Amount	Distribution
IRIS POWER LP - ADWEL 3110 AMERICAN DRIVE MISSISSAUGA, ON L4V 1T2		\$300.00	\$39.92
JACOBSON, STEVEN P.O. BOX 1087 EL GRANADA, CA 94018	518-62-7427	\$207,339	\$27,587.99
JSI 1535-B ROLLINS ROAD BURLINGAME, CA 94010	94-3058163	\$844.03	\$112.30
KATY ISD JOHN P. DILLMAN LINEBARGER GOGGAN BLAIR & SAMPSON, LLP P.O. BOX 3064 HOUSTON, TX 77253	76-0514197	\$24.65	\$3.28
LEE, JANEY K.C. 967 VASCO DA GAMA LANE FOSTER CITY, CA 94404	575-08-8563	\$2,830.47	\$376.61
MARICOPA COUNTY BARBARA LEE CALDWELL AIKEN SCHENK HAWKINS & RICCIARDI P.C. 4742 NORTH 24TH STREET, SUITE 10 PHOENIX, AZ 85016	86-6000472	\$2,685.58	\$357.34
MEASUREMENT ASSURANCE TECHNOLOGY LP 2109 LUNA ROAD, SUITE 240 CARROLLTON, TX 75006	20-0495429	\$1,500.00	\$199.59
MEGGER P.O. BOX 841400 DALLAS, TX 75284-1400	75-1615916	\$4,163.50	\$553.98
MEGOWN TEST & MEASUREMENT 1010 WINDING CREEK STE. 100 ATTN: TOM O'BRIEN ROSEVILLE, CA 95678	20-1479614	\$5,975.00	\$795.02
METRIC EQUIPMENT SALES INC 3486 INVESTMENT BOULEVARD HAYWARD, CA 94545	94-3166569	\$1,051.67	\$139.93
MICROLEASE, PLC C/O SEITZ, VAN OGTROP & GREEN, P.A. ATTN: ROBERT KARL HILL 222 DELAWARE AVENUE, SUITE 1500 P.O. BOX 68 WILMINGTON, DE 19899	56-2240477	\$167,059.61	\$22,228.52
NAPTECH 11270 CLAYTON CREEK ROAD ATTN: ROGER BRIGGSLOWER LAKE, CA 95457	68-0276084	\$100.00	\$13.31
NATIONAL CREDITORS CONNECTION, INC.	33-0543588	\$140.00	\$18.63

Claimant and Address	Tax ID	Allowed Claim Amount	Distribution
14 ORCHARD ROAD, SUITE 200, 2ND FLOOR LAKE FOREST, CA 92630			
NATIONAL TEST EQUIPMENT 1935 PLAZA REAL OCEANSIDE, CA 92056	33-0792076	\$700.00	\$93.14
NBN SPORTS INC. 550 PARROTT STREET, SUITE 10 SAN JOSE, CA 95112	77-0476164	\$1,267.68	\$168.67
NEWARK 4801 N RAVENSWOOD AVE. CHICAGO, IL 60640-4496	35-1167154	\$204.22	\$27.17
NORTH STAR HIGH VOLTAGE CORPORATION C/O KAREN L. ADLER 12604 N NEW REFLECTION DRIVE MARANA, AZ 85658	16-1644849	\$4,673.00	\$621.78
NUBICOM INC. US BRANCH 915 HIGHLAND POINTE DR. SUITE 250 ROSEVILLE, CA 95678	20-2019175	\$383.88	\$51.08
ORANGE COUNTY TREASURER-TAX COLLECTOR ATTN: BANKRUPTCY UNIT P.O. BOX 1438 SANTA ANA, CA 92702		\$4,782.56	\$636.35
ORBIT BUILDING MAINTENANCE, INC. 254 KINNEY DRIVE SAN JOSE, CA 95112	27-0658114	\$1,844.48	\$245.42
PAPPAS PIPING SERVICE, INC. MICHAEL P. PAPPAS 2109 O'TOOLE AVE., SUITE P SAN JOSE, CA 95131	20-1582143	\$697.00	\$92.74
PEASE, STEVEN 38835 GODFREY PLACE FREMONT, CA 94536	567-80-3755	\$437,698	\$58,238.95
PHILLIPS, GARY 2193 CANOSA COURT PLEASANTON, CA 94556	414-88-9432	\$317,072	\$42,188.77
PROFIT RECOVERY PARTNER, LLC 18231 WEST MCDURMOTT, SUITE 150 IRVINE, CA 92614	33-0785531	\$1,500.00	\$199.59
ROHDE AND SCHWARZ, INC. P.O. BOX 5120 CAROL STREAM, IL 60197-5120	11-2485528	\$15,571.10	\$2,071.85
ROSCOE TURNER 17213 CELTIC STREET GRANADA HILLS, CA 91344	95-4776946	\$3,000.00	\$399.17
ROUND ROCK ISD	74-2488709	\$13,715.25	\$1,824.92

Claimant and Address	Tax ID	Allowed Claim Amount	Distribution
C/O LINEBARGER GOGGAN BLAIR & SAMPSON LLP THE TERRACE II 2700 VIA FORTUNA DRIVE SUITE 400, P.O. BOX 17428 AUSTIN, TX 78760			
SACRAMENTO COUNTY TAX COLLECTOR ATTN: BANKRUPTCY 700 H STREET, ROOM 171 SACRAMENTO, CA 95814	68-0049947	\$7,703.91	\$1,025.06
SAN JOSE NETWORKS 780 MONTAGUE EXPWY, SUITE 701 SAN JOSE, CA 95131	561-11-7699	\$162.00	\$21.56
SE LABORATORIES, INC 1065 COMSTOCK STREET SANTA CLARA, CA 95054	94-2763545	\$275.00	\$36.59
STANLEY CONVERGENT SECURITY SOLUTIONS DEPT CH 10651 PALATINE, IL 60055-0651	20-1044950	\$444.00	\$59.08
STAPLES, INC. ATTN: BRYAN MANNLEIN 555 W 112TH AVE NORTH GLENN, CO 80234	04-3390816	\$731.82	\$97.37
TEKTRONIX, INC. P.O. BOX 60000 SAN FRANCISCO, CA 94160-3511	93-0343990	\$2,516.03	\$334.78
TESEQ, INC. 52 MAYFIELD AVENUE EDISON, NJ 08837	45-0544373	\$1,025.00	\$136.38
TOP DOG TEST 27732 INDUSTRIAL BLVD. ATTN: RICHARD VOLPI HAYWARD, CA 94545	20-2161494	\$3,000.00	\$399.17
TRAVIS COUNTY C/O KARON Y. WRIGHT P.O. BOX 1748 AUSTIN, TX 78767	74-6000192	\$13,649.63	\$1,816.18
TREK EQUIPMENT CORP. 4000 BRIDGEWAY BLVD., SUITE 205 SAUSALITO, CA 94965	94-2844633	\$11,200.00	\$1,490.24
TRS-RENTELCO P.O. BOX 45075 SAN FRANCISCO, CA 94145-0075	94-2579843	\$300.00	\$39.92
U.S. CUSTOMS AND BORDER PROTECTION P. O. BOX 70946 CHARLOTTE, NC 28272	72-0408780	\$150.08	\$19.97

Claimant and Address	Tax ID	Allowed Claim Amount	Distribution
VALUETRONICS INTERNATIONAL INC. 1675 CAMBRIDGE DRIVE ELGIN, IL 60123	36-3846247	\$5,800.00	\$771.73
VASKEN GUIRAGOSSIAN 1800 BAY LAUREL DRIVE MENLO PARK, CA 94025	545-73-3855	\$3,020.00	\$401.83
VERIZON P.O. BOX 28000 LEHIGH VALLEY, PA 18002-8000	33-0011260	\$111.88	\$14.89
VERIZON WIRELESS P.O. BOX 9622 MISSION HILLS, CA 91346-9622	33-0011260	\$602.29	\$80.14
WHIPPLE ROAD HOLDINGS, LLC, ET AL. C/O REED SMITH, LLP ATTN: MOLLY J. BAIER, ESQ. 101 SECOND STREET, 18TH FLOOR SAN FRANCISCO, CA 94105	94-3409052	\$477,777.10	\$63,571.77
WU, GRACE P. 37816 APPLETREE COURT FREMONT, CA 94536	576-76-5096	\$8,723.96	\$1,160.79
	TOTAL:	\$2,235,877.28	\$297,500.00

EXHIBIT 2

Dismissal Order

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

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In re: : Chapter 11
: :
TLG Liquidation Corp., et al.,¹ : Case No. 10-10206 (MFW)
: :
Debtors. : Jointly Administered
: :
: Ref. Docket Nos.: 275, 314 & _____
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ORDER DISMISSING CHAPTER 11 CASES

Upon consideration of the (i) the *Debtors' Motion for an Order Pursuant to Sections 105(a), 305, 349, 363 and 1112(b) of the Bankruptcy Code and Bankruptcy Rule 9019(a): (I) Approving Settlement Agreement By and Among Debtors, Bank of New York Mellon, as Administrative Agent and Collateral Agent, Certain Prepetition Secured Lenders, and the Official Committee of Unsecured Creditors, (II) Approving Procedures for (A) the Distribution of Certain Funds to Holders of Allowed General Unsecured Claims, and (B) the Dismissal of the Debtors' Chapter 11 Cases; and (III) Granting Related Relief*, filed on April 30, 2010 (the "Motion") [Docket No. 275] , (ii) the Order granting the Motion, entered on May 20, 2010 [Docket No. 14], and (iii) that Certification of Counsel and Request for Entry of an Order Dismissing Chapter 11 Cases, filed on September 1, 2010, it is hereby:

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to section 1112(b) and 305(a) of the Bankruptcy Code, the Debtors' chapter 11 cases are hereby dismissed.

¹ The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) e-Cycle, LLC (1582) and (ii) TLG Liquidation Corp. (f/k/a Telogy, LLC) (1530).

2. Notwithstanding section 349 of the Bankruptcy Code, all orders of the Court entered in these chapter 11 cases shall survive the dismissal of these chapter 11 cases.

3. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or relating to the implementation of any order of this Court entered in these chapter 11 cases.

4. Notwithstanding dismissal of these cases, the Court shall retain jurisdiction to rule on the allowance of the interim and final compensation for professionals retained in these chapter 11 cases.

5. All professionals retained by the Debtors and Committees shall file their final fee application on or before **October 8, 2010**. The Court will conduct a hearing to consider such applications on **October 29, 2010 at 9:30 a.m. (ET)**. Objections to the final fee applications shall be filed on or before **October 22, 2010 at 4:00 p.m. (ET)**.

6. All Cash Collateral not used to fund the Budget or used to pay Professionals in the Professional Fee Escrow shall be turned over to the Agent for benefit of and distribution to the Lenders.

7. The Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: September ____, 2010
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE