

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Adoption of Procedural Guidelines for
Prepackaged and Prenegotiated Chapter 11 Cases

Administrative Order No. 645

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UPON the resolution of the Board of Judges for the United States Bankruptcy court for the Eastern District of New York, it is hereby

ORDERED, that the annexed Procedural Guidelines for Prepackaged and Prenegotiated Chapter 11 Cases are adopted.

Dated: Brooklyn, NY
January 11, 2016

/s/Carla E. Craig
CARLA E. CRAIG
Chief United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

**PROCEDURAL GUIDELINES FOR PREPACKAGED AND
PRENEGOTIATED
CHAPTER 11 CASES IN THE
UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF NEW YORK**

I. STATEMENT OF PURPOSE.

The purpose of this document is to establish guidelines (the “Guidelines”) for commencing and administering Prepackaged Chapter 11 Cases, Partial Prepackaged Chapter 11 Cases, and Prenegotiated Chapter 11 Cases (as each such term is defined below), in the United States Bankruptcy Court for the Eastern District of New York (the “Court”).

These Guidelines, which were developed by the Court in conjunction with the Chapter 11 Lawyers’ Advisory Committee for the Eastern District of New York, are designed to help bankruptcy practitioners deal with practical matters which either are not addressed directly by statutes or rules or are addressed indirectly in a piecemeal fashion by statutes, general rules, and/or local rules that were not enacted specifically with Prepackaged Chapter 11 Cases and Prenegotiated Chapter 11 Cases in mind. Although each chapter 11 case is different, many issues are common to all Prepackaged Chapter 11 Cases and Prenegotiated Chapter 11 Cases, respectively. Judicial economy, as well as procedural predictability for debtors, creditors and other parties in interest, will be enhanced by the promulgation of these Guidelines in this Court.

These Guidelines are advisory only and the Court retains the authority to depart from these Guidelines. In the event there is a conflict between these Guidelines and any other Administrative Orders and General Orders of the Court concerning the subject matter of these Guidelines, such Administrative Orders or General Order of the Court shall govern and control.

II. DEFINITIONS OF PREPACKAGED CHAPTER 11 CASE, PARTIAL PREPACKAGED CHAPTER 11 CASE, AND PRENEGOTIATED CHAPTER 11 CASE.

For purposes of these Guidelines:

A. A "Prepackaged Chapter 11 Case" is one in which a debtor or potential debtor in a Chapter 11 Case ("Debtor") substantially contemporaneously with the filing of its chapter 11 petition, files a (i) Prepack Scheduling Motion (as defined below), (ii) plan, (iii) disclosure statement (or other solicitation document), and (iv) voting certification, in accordance with the requirements set forth in Part III below.

B. A "Partial Prepackaged Chapter 11 Case" is one in which acceptances of the Debtor's plan were solicited prior to the commencement of the chapter 11 case from some, but not all, classes of claims or interests whose solicitation is required to confirm the Debtor's plan; and

C. A "Prenegotiated Chapter 11 Case" is one in which the Debtor has not solicited any acceptances of the Debtor's plan prior to the commencement of the chapter 11 case from any classes of claims or interests whose solicitation is required to confirm the Debtor's plan, but rather the Debtor and all, or a portion, of the Debtor's key creditors or stakeholders ("Supporting Creditors") have entered into a Plan Support Agreement (as defined below).

III. CRITERIA FOR PREPACKAGED CHAPTER 11 CASE; CONTENTS OF PREPACK SCHEDULING MOTION.

A. Requirements of Prepackaged Chapter 11 Case.

A Prepackaged Chapter 11 Case is one in which a Debtor, substantially contemporaneously with the filing of its chapter 11 petition, files a (i) "**Scheduling Motion For Prepackaged Chapter 11 Case**" in substantially the form attached to these Guidelines as Exhibit A which satisfies the criteria set forth in Part III(B) below (the "Prepack Scheduling Motion"), (ii) plan, (iii) disclosure statement (or other solicitation document), and (iv) voting certification.

B. Content of Prepack Scheduling Motion.

A Prepack Scheduling Motion is a Motion filed with the Court that should:

1. Represent that (a) the solicitation of all votes to accept or reject the Debtor's plan required for confirmation of that plan was completed prior to the filing of the Debtor's chapter 11 petition or in accordance with 11 U.S.C. § 1125(g), and that no additional solicitation of votes on that plan is contemplated by the Debtor, or (b) the solicitation of all votes to accept or reject the Debtor's plan required for confirmation of that plan should be deemed adequate by the Court pursuant to Part III(D)(2) below such that no additional solicitation will be required;

2. Represent that the requisite acceptances of such plan have been obtained from each class of claims or interests as to which solicitation is required, except as provided in Part III(B)(3) below; and

3. With respect to any class of interests that has not accepted the plan, whether or not such class is deemed not to have accepted the plan under 11 U.S.C. § 1126(g), represent that the Debtor is requesting confirmation under 11 U.S.C. § 1129(b); and

4. Request entry of an order scheduling the hearing (a) on confirmation of the plan and (b) to determine whether the Debtor has satisfied the requirements of either 11 U.S.C. § 1126(b)(1) or 11 U.S.C. § 1126(b)(2), of the Bankruptcy Code, for a date that is not more than ninety (90) days following the petition date.

C. Confirmation Pursuant to 11 U.S.C. § 1129(b)(2)(C).

A chapter 11 case may constitute a Prepackaged Chapter 11 Case for purposes of these Guidelines notwithstanding the fact that the Debtor proposes to confirm the plan pursuant to 11 U.S.C. § 1129(b)(2)(C) as to a class of interests.

D. Filing of Petition after Solicitation Has Commenced but before Expiration of Voting Deadline.

Unless the Court orders otherwise, if a chapter 11 case is commenced by or against the Debtor, or if a chapter 7 case is commenced against the Debtor and converted to a chapter 11 case by the Debtor pursuant to 11 U.S.C. § 706(a), after the Debtor has transmitted all solicitation materials to holders of claims and interests whose vote is sought but before the deadline for casting acceptances or rejections of the Debtor's plan (the "Voting Deadline"):

1. The Debtor and parties in interest in its chapter 11 case should be permitted to accept but not solicit ballots until the Voting Deadline; and
2. After notice and a hearing, the Court may determine the effect of any and all such votes.

E. Applicability of Guidelines to Cases Involving Cramdown of Classes of Claims and Partial Prepackaged Chapter 11 Cases.

The Court may, upon request of the Debtor or a party in interest in an appropriate chapter 11 case, apply some or all of these Guidelines to:

1. Cases in which the Debtor has satisfied the requirements of Part III(B)(1) above but intends to seek confirmation of the plan pursuant to 11 U.S.C. § 1129(b) as to a class of claims (a) which is deemed not to have accepted the plan under 11 U.S.C. § 1126(g), (b) which is receiving or retaining property under or pursuant to the plan but whose members' votes were not solicited prepetition and whose rejection of the plan has been assumed by the Debtor for purposes of confirming the plan, or (c) which is receiving or retaining property under or pursuant to the plan and which voted prepetition to reject the plan, as long as no class junior to such rejecting class is receiving or retaining any property under or pursuant to the plan;
2. Partial Prepackaged Chapter 11 Cases; and

3. Prenegotiated Chapter 11 Cases, to the extent set forth in these Guidelines or as otherwise deemed appropriate by the Court; otherwise a Prenegotiated Chapter 11 Case should be subject to the Local Rules and all Administrative Orders and General Orders of the Court to the same extent a non-Prenegotiated Chapter 11 case is subject thereto.

IV. PREFILING NOTIFICATION TO UNITED STATES TRUSTEE AND CLERK OF THE COURT OF PREPACKAGED CHAPTER 11 CASE.

A. Notice of Proposed Filing to United States Trustee.

At least three (3) days prior to the anticipated filing date of the Prepackaged Chapter 11 Case, the Debtor should (i) notify the United States Trustee for the Eastern District of New York (the “United States Trustee”) of the Debtor's intention to file a Prepackaged Chapter 11 Case, and (ii) supply the United States Trustee with two (2) copies of the Debtor's plan and disclosure statement (or other solicitation document).

B. Notice of Proposed “First Day Orders” to United States Trustee.

At least three (3) days prior to the anticipated filing of the Prepackaged Chapter 11 Case the Debtor, if possible, should furnish to the United States Trustee drafts of all First Day Motions (as defined below), together with the proposed orders attached as exhibits.

C. Notice of Proposed Filing to Clerk of Court.

At least three (3) days prior to the anticipated filing date of the Prepackaged Chapter 11 Case, counsel for the Debtor, without disclosing the name of the Debtor, should contact the Clerk of the Court to discuss the anticipated filing, the amount of the Debtor’s assets, number and type of creditors, procedures for handling public inquiries (i.e., the names, addresses and telephone numbers of the persons to whom such inquiries should be directed), procedures for handling claims and proofs of claim or interest, whether the Debtor will request the Court to set a last date to file

proofs of claim or interest, the need for appointment of a claims' agent for the Court (at the Debtor's expense), and related matters.

V. FILING OF PREPACKAGED CHAPTER 11 CASE OR PRENEGOTIATED CHAPTER 11 CASE.

A. Electronic Case Filing.

Prepackaged Chapter 11 Cases and Prenegotiated Chapter 11 Cases, as with all cases filed with the Court, should be filed electronically in accordance with Administrative Order No. 476, "Mandatory Filing of Documents by Electronic Means", dated June 4, 2003, and General Order No. 559, "Electronic Means for Filing, Signing and Verification of Documents", dated April 23, 2010 (collectively, the "Electronic Filing Procedures"). In electronically filing a Prepackaged Chapter 11 Case or Prenegotiated Chapter 11 Case, the Debtor should file the petition(s) first, followed by the affidavit, motions and proposed orders. In order to expedite the filing process, the Debtor should file lengthy documents, such as the disclosure statement (or other solicitation materials) and plan, last.

B. Paper Copies Furnished to Assigned Judge.

As soon as practicable following the filing of a Prepackaged Chapter 11 Case or Prenegotiated Chapter 11 Case, the Debtor should furnish to the judge assigned to the chapter 11 case, two (2) paper copies of the plan, the disclosure statement (or other solicitation document), First Day Motions (as defined below) (with proposed orders attached as exhibits), any other filed motion and any order to show cause on which the Court's signature is requested. Proposed orders should be presented in electronic format in Word or WordPerfect or other Windows-based format. (See the Electronic Filing Procedures.) To the extent that documents filed by the Debtor at or following the commencement of the Debtor's Prepackaged Chapter 11 Case or Prenegotiated Chapter 11 Case differ in substance from the versions supplied to the United States Trustee under

Part IV(A) and/or Part IV(B) above, the Debtor should furnish to the judge assigned to the chapter 11 case and the United States Trustee two (2) paper copies of any such documents that have been modified, blacklined to show all changes.

VI. FIRST DAY ORDERS.

A. Motions for Request for Entry of Immediate Orders.

“First Day Orders” are orders which the Debtor seeks to have entered by the Court in a Prepackaged Chapter 11 Case, Prenegotiated Chapter 11 Case, or any other chapter 11 case filed in this Court, on or shortly after the filing of the petition.

The request for a First Day Order should be made by motion (a “First Day Motion”) and, except as otherwise set forth in these Guidelines, should be in accordance with Administrative Order No. 565, “Adoption of Guidelines for First Day Motions”, dated July 6, 2010 (the “Guidelines for First Day Motions”). A copy of the proposed First Day Order should be filed with and attached as an exhibit to the First Day Motion, in accordance with the Guidelines for First Day Motions.

Motions for related relief under First Day Orders need not be filed as separate motions. Refer to the Guidelines for First Day Motions for further information concerning the filing of separate and omnibus First Day Motions.

B. Purpose of First Day Orders.

Generally, the purpose of First Day Orders in a Prepackaged Chapter 11 Case or Prenegotiated Chapter 11 Case is to address administrative matters and facilitate the transition of the Debtor to debtor in possession status, and to ensure that the Debtor's business and operations are stabilized and conducted in a manner consistent with past practice and the proposed plan, pending consideration of confirmation of that plan. While the Court recognizes the necessity and appropriateness of entertaining appropriate First Day Motions, only those motions seeking and

appropriately requiring emergency relief will be heard on an expedited basis. The terms and conditions of First Day Orders necessarily will depend upon the facts and circumstances of the chapter 11 case, the terms of the plan, the notice given and other related factors, and will take into account the needs of the Debtor and the rights of other parties in interest.

C. Certain Requirements Concerning First Day Motions and Orders.

In addition to the requirements set forth in the Guidelines for First Day Motions and elsewhere herein, a Debtor should comply with the following:

1. *Application for an Order Setting the Last Date for Filing Proofs of Claim or Interest.* All such applications should be filed in accordance with Administrative Order No.556, “Adoption of Bar Date Order Guidelines”, dated March 29, 2010 (the “Bar Date Order Guidelines”); provided, however, that the Debtor in a Prepackaged Chapter 11 Case may disregard the suggested timing in Paragraph 1 thereof concerning when the application should be filed.

2. *Motion Under 11 U.S.C. § 363 for Interim Order Authorizing Debtor's Use of Cash Collateral on an Emergency Basis.* All such motions should be brought in accordance Administrative Order No. 558, “Adoption of Guidelines for Financing Motions”, dated April 15, 2010 (the “Guidelines for Financing Motions”).

3. *Motion Under 11 U.S.C. § 364 for Interim Order Authorizing Debtor to Obtain Post-Petition Financing on an Emergency Basis.* All such motions should be brought in accordance with the Guidelines for Financing Motions.

4. *Motion for Order Authorizing and Scheduling Auction and Approving Bidding and Auction Procedures.* All such motions should be filed in accordance with Administrative Order No. 557, “Adoption of Sale Guidelines”, dated March 29, 2010, subject to the Debtor seeking “Extraordinary Relief” in accordance with the Guidelines for First Day Motions.

VII. VOTING PERIOD; BALLOT; MULTIPLE VOTES; NOTICE PRESUMPTIONS FOR PREPACKAGED CHAPTER 11 CASES.

A. Voting Period Guidelines.

Fed.R.Bankr.P. 3018(b) requires the Court to consider whether "an unreasonably short" time was prescribed for creditors and equity security holders to accept or reject the plan. Under ordinary circumstances, in determining whether the time allowed for casting acceptances and rejections on the Debtor's plan satisfied Fed.R. Bankr. P. 3018(b), the Court will generally approve as reasonable:

1. For securities listed or admitted to trading on the New York Stock Exchange or American Stock Exchange or any international exchanges quoted on NASDAQ, and for securities publicly traded on any other national securities exchange ("Publicly Traded Securities"), a twenty-one (21) day voting period, measured from the date of commencement of mailing.

2. For securities which are not Publicly Traded Securities and for debt for borrowed money which is not evidenced by a Publicly Traded Security, a fourteen (14) day voting period, measured from the date of commencement of mailing.

3. For all other claims and interests, a twenty-one (21) day voting period, measured from the date of commencement of mailing.

B. Shorter or Longer Voting Period.

Nothing herein is intended to preclude (i) a shorter or longer voting period if it is justified in a particular case, or (ii) any party in interest from demonstrating that the presumptions set forth above were not reasonable in a particular case.

C. Ballot.

1. The Debtor may use a ballot substantially in the form of the "**Ballot for Accepting or Rejecting Prepackaged Plan of Reorganization of Debtor Under Chapter 11 of the**

Bankruptcy Code” attached to these Guidelines as Exhibit B in connection with a prepackaged plan solicitation.

2. The “**Master Ballot for Accepting or Rejecting Prepackaged Plan of Reorganization of Debtor to be Filed Under Chapter 11 of the Bankruptcy Code**”, attached to these Guidelines as Exhibit C, may be used to report voting by beneficial owners of claims and interests.

3. The ballot may include information in addition to that set forth in the various Official Ballot Forms attached to these Guidelines, and may request and provide space for the holder of a claim or interest to vote on matters in addition to the plan. By way of example, the ballot may seek and record (a) votes relating to an exchange offer, (b) consents to or votes with respect to benefits plans, and (c) elections provided for in the plan (or exchange offer).

D. Multiple Votes.

If the holder of a claim or interest changes its vote during the pre-petition voting period, only the last timely ballot cast by such holder should be counted in determining whether the plan has been accepted or rejected unless the disclosure statement (or other solicitation document) provides for some other procedure for determining votes on the plan. If a holder of a claim or interest wants to change a vote post-petition, Fed.R.Bankr. P. 3018(a) requires a showing of cause by the Debtor and Court approval.

E. Notice Guidelines.

Fed.R.Bankr. P. 3018(b) requires the Court to consider whether the plan was transmitted to substantially all creditors and equity security holders of the same class. In making that determination, the Court may take into account (i) whether the Debtor transmitted the plan and disclosure statement (or other solicitation document) in substantial compliance with applicable non-bankruptcy law, rules, or regulations and, (ii) the fact that creditors and equity security holders

who are not record holders of the securities upon which their claims or interests are based generally assume the risk associated with their decision to hold their securities in “street name.”

VIII. PLAN SUPPORT AGREEMENTS.

1. Subject to the discretion and approval of the Court, a Debtor may enter into a Plan Support Agreement (as defined below) with Supporting Creditors.

2. A “Plan Support Agreement” with respect to a Prepackaged Chapter 11 Case or Prenegotiated Chapter 11 Case is either a lock-up agreement, plan support agreement, restructuring support agreement, or similar type agreement, entered into prior to the commencement of the chapter 11 case, which may require:¹

- (i) the Debtor to (a) file the chapter 11 case and use commercially reasonable efforts to propose and seek confirmation of a plan containing agreed terms, usually according to an agreed timeline, as contemplated under the Plan Support Agreement, (b) take no action that is inconsistent with the Plan Support Agreement or plan, once filed, (c) take no action that would cause unreasonable delays or violate the agreed timeline, (d) not support any other plan or transaction, unless covered by the Debtor’s Fiduciary Out, (e) pay the reasonable fees and expenses of certain advisors to the Supporting Creditors, (f) in certain circumstances, pay a termination fee (to be treated as an administrative expense) to the Supporting Creditors in the event the Debtor exercises its Fiduciary Out or breaches the Plan Support Agreement, (g) take no action that would be reasonably expected to breach the Plan Support Agreement or interfere with the Debtor’s restructuring, and (h)

¹ The inclusion of any item in this list should not be viewed or cited as justification for, or approval of, the legality or appropriateness of any such relief and does not guarantee that any or all of such relief will be granted.

assume the Plan Support Agreement after the Debtor has filed its chapter 11 petition; and

- (ii) the Supporting Creditors to (a) support approval of the plan, disclosure statement, and the restructuring, (b) timely vote to accept the plan and not later withdraw or change their vote, (c) take no action in opposition to the plan or the solicitation of the plan, (d) waive and release any rights to exercise remedies against any collateral of the Debtor in connection with the applicable debt instruments or under any applicable non-bankruptcy law as of the effective date of the plan, and (e) take no action against the Debtor or any collateral that constitutes an enforcement action or remedy, as long as the Plan Support Agreement remains effective or after the effective date of the plan.

3. A Plan Support Agreement entered into by the Debtor and Supporting Creditors after the Debtor has filed its chapter 11 petition may be approved by the Court in certain circumstances and in the Court's discretion. However, to avoid violating 11 U.S.C. § 1125(b), such Plan Support Agreement, should, at a minimum, require voting on a plan only after the Court's approval of the disclosure statement and only if the plan proposed by the Debtor substantially conforms to the terms of the Plan Support Agreement.

4. A Plan Support Agreement should include a reasonable form of Fiduciary Out. A "Fiduciary Out" permits a Debtor who is a party to a Plan Support Agreement to receive, but not solicit, proposals or offers for alternative transactions to the one set forth in the Plan Support Agreement from other parties and to negotiate, provide due diligence, discuss, and/or analyze such alternative transactions received without breaching or terminating the Plan Support Agreement.

IX. ORGANIZATIONAL MEETING; CREDITORS' COMMITTEE.

1. Unless the Court finds that a meeting of creditors need not be convened pursuant to 11 U.S.C. § 341(e), after the filing of the chapter 11 petition, the Debtor should notify creditors of the date, time and place of the meeting of creditors pursuant to 11 U.S.C. § 341(a) (“Section 341 Meeting”), as well as the other information set forth in Part X(B)(2) below. The date set for the Section 341 Meeting should be no more than forty (40) days after the filing of the petition.

2. If a Section 341 Meeting has not yet been convened prior to the date upon which the plan is confirmed, no such meeting will be convened if the order confirming the plan (or an order entered substantially contemporaneously therewith) contains a provision waiving the convening of such a meeting.

3. Typically, no creditors’ committee will be appointed in a Prepackaged Chapter 11 Case, particularly where the unsecured creditors are unimpaired. However, where members of a pre-petition committee seek to serve as a member of an official creditors’ committee, they should demonstrate to the United States Trustee their compliance with Fed.R.Bankr.P. 2007(b).

X. NOTICE.

A. In General.

Notice of the filing of the plan and disclosure statement (or other solicitation document) in a Prepackaged Chapter 11 Case or Prenegotiated Chapter 11 Case and of the hearing to consider compliance with disclosure requirements and confirmation of the plan, should be given to all parties in interest in the chapter 11 case. Paper copy of a notice should be mailed; service of a notice of electronic filing will generally not suffice. With respect to a Prepackaged Chapter 11 Case, no further distribution of the plan and disclosure statement (or other solicitation document) beyond that which occurred pre-petition is required unless requested by a party in interest.

B. Hearing Notice.

1. Where the disclosure statement has not been approved by the Court prior to plan confirmation in a Prepackaged Chapter 11 Case or Prenegotiated Chapter 11 Case, the Debtor should prepare and mail paper copies to all parties in interest in its chapter 11 case of a “**Summary of Plan of Reorganization and Notice of Hearing to Consider (i) Debtor’s Compliance with Disclosure Requirements and (ii) Confirmation of Plan of Reorganization**” (or other solicitation documents) in substantially the form annexed hereto as Exhibit D (the “Hearing Notice”). The Hearing Notice should set forth:

- (i) the date, time and place of the hearing to consider compliance with disclosure requirements and confirmation of the plan, and (ii) the date and time by which objections to the foregoing must be filed and served;
- include a chart summarizing plan distributions;
- set forth the name, address and telephone number of the person from whom copies of the plan and disclosure statement (or other solicitation document) can be obtained (at the Debtor's expense); and
- state that the plan and disclosure statement (or other solicitation document) can be viewed electronically and explain briefly how electronic access to these documents may be obtained.

2. Either the Hearing Notice or a separate notice should set forth the date, time and place of the Section 341 Meeting and state that such meeting will not be convened if (a) the plan is confirmed prior to the date set for the Section 341 Meeting, and (b) the order confirming the plan (or an order entered substantially contemporaneously therewith) contains a provision waiving the convening of such a meeting.

C. Service.

1. The Hearing Notice should be served upon (a) record (registered) holders of debt and equity securities (determined as of the record date established in the disclosure statement or other solicitation document) that were entitled to vote on the plan, (b) record (registered) holders

of all other claims and interests of any class (determined as of a record date that is not more than fourteen (14) days prior to the date of the filing of the petition), (c) all other creditors of the Debtor, (d) the United States Trustee, (e) all indenture trustees, (f) any committee(s) that may have been appointed in the chapter 11 case, and (g) the United States in accordance with Fed.R.Bankr.P. 2002(j).

2. The Debtor should inform the Court of the proposed procedures for transmitting the Hearing Notice to beneficial holders of stock, bonds, debentures, notes, and other securities, and the Court may determine the adequacy of those procedures and enter such orders as it deems appropriate.

D. Time Period.

The Hearing Notice should be mailed at least twenty-eight (28) days prior to the scheduled hearing date on confirmation of the plan and adequacy of disclosure, unless the Court shortens such notice period for cause.

XI. COMBINED HEARINGS.

The hearings on the Debtor's compliance with either 11 U.S.C. § 1126(b)(1) or 11 U.S.C. § 1126(b)(2), as applicable, and on confirmation of the plan in a Prepackaged Chapter 11 Case should be combined whenever practicable.

EXHIBIT "A"

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

In re [NAME], Debtor.

Chapter 11 Case No.

_____ (____)

Tax ID No. _____

**SCHEDULING MOTION FOR
PREPACKAGED CHAPTER 11 CASE**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The **[NAME OF DEBTOR]**, as debtor and debtor in possession (the "Debtor"), respectfully represents:

Background

1. **[Brief background of the Debtor].**

Jurisdiction and Venue

2. This Court has jurisdiction to consider this application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this application is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

The Debtor's Business

3. **[Brief Description of the Debtor's business].**

The Proposed Plan of Reorganization

4. **[Brief description of the proposed plan of reorganization].**

Key Dates

5. **[Chart of all key dates or milestones Debtor is seeking Court to approve in Chapter 11 case, including dates related to plan, DIP financing, asset sales, etc.]**

This Court Should Schedule a Hearing
To Consider Confirmation of the Proposed Plan

6. Pursuant to section 1128(a) of the Bankruptcy Code, the Debtor requests that the Court set a hearing to consider confirmation of the Plan.

7. **[Summarize results of pre-petition solicitation].**

8. **[Indicate whether Debtor requests that confirmation hearing and disclosure hearing be combined]. [Indicate proposed date and time for confirmation/disclosure hearings].**

9. The Debtor proposes to publish notice of the Confirmation and Disclosure Compliance Hearing (the "Hearing Notice") **[insert where notice will be published]. [Indicate whether the proposed notice schedule complies with the minimum twenty-eight (28) days notice required under Rules 2002(b) and 3017(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").]**¹

10. In addition to the Hearing Notice, the Debtor will transmit, in accordance with Bankruptcy Rule 3017(d), via first class mail, postage prepaid, a copy of the Disclosure Statement and the Plan to all holders of claims against, or equity interests in, the Debtor other than **[insert parties who received such materials pursuant to the prepetition solicitation]**, which are the parties to whom the Disclosure Statement and Plan have already been transmitted pursuant to the prepetition solicitation.

¹A form of Hearing Notice, which includes a summary of the Plan, also is appended to the Guidelines.

Notice

11. Notice of this application has been given to **[insert names of persons to whom notice has been given, which should include the U.S. Trustee]**.

12. No previous application for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtor respectfully requests entry of an order granting the relief requested herein and granting the Debtor such other and further relief as is just.

Dated: _____, _____

By: _____

[signing attorney]
Attorneys for Debtor

EXHIBIT "B"

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

[NAME OF DEBTOR],

Debtor.

[DEBTOR'S ADDRESS]

Tax ID No. _____

**BALLOT FOR ACCEPTING OR REJECTING PREPACKAGED
PLAN OF REORGANIZATION OF [NAME OF DEBTOR]
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE BALLOT
FOR VOTING __% NOTES
(Class : __: __% NOTE CLAIMS)
[Insert Exact Name of Notes/Bonds, If Applicable]*
[Insert CUSIP #, If Applicable]**

If you are a beneficial owner of [NAME OF SECURITIES] (the ___% Notes") issued by [NAME OF DEBTOR], please use this Ballot to cast your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by [DEBTOR]. The Plan is Exhibit [] to the Disclosure Statement, dated _____, _____, (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. [If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.]

IMPORTANT

VOTING DEADLINE: _____: _____ .M., EASTERN TIME ON _____: _____.
REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.
[BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.]
DO NOT RETURN ANY SECURITIES WITH THIS BALLOT. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.

* This form ballot does not contemplate multiple securities within the same class.

[Ballot Code]

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or “prevalidated” by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO BE VOTED UNDER THE PLAN.
6. YOU MUST VOTE *ALL YOUR* ___ % NOTES *EITHER TO ACCEPT OR TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.*

Item 1. Principal Amount of % Notes Voted. The undersigned certifies that as of [the record date] the undersigned was either the beneficial owner, or the nominee of a beneficial owner, of % Notes in the following aggregate unpaid principal amount (insert amount in the box below). If your % Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately.

\$

Item 2. Vote. The beneficial owner of the % Notes identified in Item 1 votes as follows (check one box only—if you do not check a box your vote will not be counted):

0 to Accept the Plan. 0 to Reject the Plan.

Item 3. Identify All Other % Notes Voted. By returning this Ballot, the beneficial owner of the % Notes identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the % Notes owned by such beneficial owner, except for the % Notes identified in the following table, and (b) *all* Ballots for % Notes submitted by the beneficial owner indicate the same vote to accept or reject the Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

ONLY COMPLETE ITEM 3 IF YOU HAVE SUBMITTED OTHER BALLOTS

Account Number	Name of Holder*	Principal Amount of Other__% Notes Voted
		\$
		\$

* Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

Item 4. Authorization. By returning this Ballot, the beneficial owner of the ___% Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the ___% Notes listed in Item 1, (b) was the beneficial owner of the ___% Notes described in Item 1 on _____, _____, and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name: _____
 (Print or Type)
 Social Security or Federal Tax I.D. No.: _____
 (Optional)
 Signature: _____
 By: _____
 (If Appropriate)
 Title: _____
 (If Appropriate)
 Street Address: _____
 City, State, Zip Code: _____
 Telephone Number: () _____
 Date Completed: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY [DEBTOR or DEBTOR'S AGENT], BY : _____.M., EASTERN TIME, ON _____, _____, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT BEFORE THE VOTING DEADLINE.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL [DEBTOR or DEBTOR'S AGENT], AT _____.

EXHIBIT "C"

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

[NAME OF DEBTOR],

Debtor.

[DEBTOR'S ADDRESS]

Tax ID No. _____

MASTER BALLOT FOR ACCEPTING OR REJECTING
PREPACKAGED PLAN OF REORGANIZATION OF
[NAME OF DEBTOR]
TO BE FILED UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
MASTER BALLOT FOR VOTING % NOTES
(Class : % NOTE CLAIMS)
[Insert exact name of Notes/Bonds]*
[Insert CUSIP # If Applicable]

THE **VOTING DEADLINE** BY WHICH YOUR MASTER BALLOT MUST BE **RECEIVED** BY [DEBTOR or DEBTOR'S AGENT] IS ____ : ____ .M., EASTERN TIME ON _____, _____. IF YOUR MASTER BALLOT IS NOT RECEIVED ON OR BEFORE THE VOTING DEADLINE, THE VOTES REPRESENTED BY YOUR MASTER BALLOT WILL NOT BE COUNTED.

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of [NAME OF SECURITIES] (the ___% Notes") issued by [NAME OF DEBTOR], to transmit the votes of such holders in respect of their % Notes to accept or reject the chapter 11 plan of reorganization (the "Plan") described in, and attached as Exhibit "___" to the Disclosure Statement, dated _____, _____ (the "Disclosure Statement") provided to you. Before you transmit such votes, please review the Disclosure Statement carefully, including the voting procedures explained in Section ____.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the beneficial owners of % Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. [If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.]

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY [DEBTOR or DEBTOR'S AGENT] ON OR BEFORE THE VOTING DEADLINE OF ____ : ____ .M., EASTERN TIME, ON _____, _____. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

* This form ballot does not contemplate multiple securities within the same class.

[Master Ballot Code]

Item 1. Certification of Authority to Vote. The undersigned certifies that as of the _____, _____, record date, the undersigned (please check the applicable box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of ___% Notes listed in Item 2 below, and is the registered holder of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of % Notes listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of % Notes listed in Item 2 below, and,

accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the % Notes described in Item 2 below.

Item 2. Class ___ (___% Note Claims) Vote. The undersigned transmits the following votes of beneficial owners in respect of their ___% Notes, and certifies that the following beneficial owners of ___% Notes, as identified by their respective customer account numbers set forth below, are beneficial owners of such securities as of the _____, _____ record date and have delivered to the undersigned, as Nominee, Ballots casting such votes (Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note: Each beneficial owner must vote *all* his, her, or its Class ___ claims (___% Notes) *either* to accept or reject the Plan, and may *not* split such vote.):

Your Customer Account Number for Each Beneficial Owner of ___% Notes	Principal Amount of ___% Notes Voted to ACCEPT the Plan		Principal Amount of ___% Notes Voted to REJECT the Plan
1.	\$	OR	\$
2.	\$	OR	\$
3.	\$	OR	\$
4.	\$	OR	\$
5.	\$	OR	\$
6.	\$	OR	\$
7.	\$	OR	\$
8.	\$	OR	\$
9.	\$	OR	\$
10.	\$	OR	\$
TOTALS	\$		\$

Item 3. Certification As to Transcription of Information From Item 3 As to Other ___% Notes Voted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 3 of the ___% Note Ballots, identifying any other ___% Notes for which such beneficial owners have submitted other Ballots:

YOUR customer account number for each beneficial owner who completed Item 3 of the ___% Note Ballot	TRANSCRIBE FROM ITEM 3 OF []% NOTES BALLOT:		
	Account Number <i>(Transcribe from Item 3 ___ of % Note Ballot)</i>	Name Holder <i>(Transcribe from Item 3 ___ of % Note Ballot)</i>	Principal Amount of Other ___% Notes Voted <i>(Transcribe from Item 3 ___ of % Note Ballot)</i>
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

Item 4. Certification. By signing this Master Ballot, the undersigned certifies that each beneficial owner of ___% Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Broker,
Bank, or Other Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(If Applicable)

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number:() _____

Date Completed: _____

**THIS MASTER BALLOT MUST BE RECEIVED BY [DEBTOR or DEBTOR'S AGENT], BEFORE
_____: ____M., EASTERN TIME, ON _____, ____ OR THE VOTES TRANSMITTED HEREBY
WILL NOT BE COUNTED.**

**[PLEASE NOTE: BALLOTS AND MASTER BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE
TRANSMISSION.]**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING
PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS,
DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL [DEBTOR or
DEBTOR'S AGENT], AT _____.**

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE:

The Voting Deadline is ____:____.m., Eastern Time, on ____ , ____, unless extended by the Debtor. To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by [DEBTOR or DEBTOR'S AGENT], [ADDRESS], *on or before* the Voting Deadline.

HOW TO VOTE:

If you are both the registered owner *and* beneficial owner of any principal amount of ____% Notes and you wish to vote such % Notes, you may complete, execute, and return to [DEBTOR or DEBTOR'S AGENT] *either* a __% Note Ballot or a __% Note Master Ballot.

If you are transmitting the votes of any beneficial owners of __% Notes other than yourself,

you may *either*:

1. Complete and execute the __% Note Ballot (other than Items 2 and 3) and deliver to the beneficial owner such "prevalidated" __% Note Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to [DEBTOR or DEBTOR'S AGENT] so as to be received before the Voting Deadline;

OR

2. For any __% Note Ballots you do not "prevalidate":

Deliver the __% Note Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan, and (ii) return the complete, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to [DEBTOR or DEBTOR'S AGENT] before the Voting Deadline; and

With respect to all __% Note Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Plan in Item 2 of this Master Ballot, as transmitted to you by the beneficial owners of __% Notes. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL HIS, HER, OR ITS % NOTES EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT [DEBTOR or DEBTOR'S AGENT] IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner or which impermissibly attempts to split a vote will not be counted;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 3 of each completed __% Note Ballot relating to other __% Notes voted;

- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact **[DEBTOR or DEBTOR'S AGENT]** to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so that it is actually *received* by **[DEBTOR or DEBTOR'S AGENT]** on or before the Voting Deadline. For each completed, executed ___% Note Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to **[DEBTOR or DEBTOR'S AGENT]** or retain ___% Note Ballot in your files for one such year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. **[DEBTOR or DEBTOR'S AGENT]** will not accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted pursuant to a letter of transmittal which will be furnished to you by the Debtor following confirmation of the Plan by the United States Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. [We will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of ___% Notes held by you as a nominee or in a fiduciary capacity. We will also pay all transfer taxes, if any, applicable to the transfer and exchange of your securities pursuant to and following confirmation of the Plan.]

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTOR [OR THE DEBTOR'S AGENT], OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL [DEBTOR or DEBTOR'S AGENT], AT _____.

EXHIBIT “D”

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X	
In re	: Chapter 11 Case No.
	: _____(____)
[Name]	:
	:
Debtor.	: Tax Id No.
	: _____
[DEBTOR’S ADDRESS]	:
	:
-----X	

**SUMMARY OF PLAN OF REORGANIZATION AND NOTICE OF HEARING TO
CONSIDER (i) DEBTOR’S COMPLIANCE WITH DISCLOSURE
REQUIREMENTS AND (ii) CONFIRMATION OF PLAN OF REORGANIZATION**

NOTICE IS HEREBY GIVEN as follows:

1. On _____, _____ (the “Petition Date”), [NAME OF DEBTOR], the above-captioned debtor (the “Debtor”), filed with the United States Bankruptcy Court for the Eastern District of New York (the “Bankruptcy Court”) a proposed plan of reorganization (the “Plan”) and a proposed disclosure statement (the “Disclosure Statement”) pursuant to §§ 1125 and 1126(b) of title 11 of the United States Code (the “Bankruptcy Code”). Copies of the Plan and the Disclosure Statement may be obtained upon request of Debtor’s counsel at the address specified below and are on file with the Clerk of the Bankruptcy Court, [ADDRESS], where they are available for review between the hours of 9:00 a.m. – 4:30 p.m. The Plan and Disclosure Statement also are available for inspection on the Bankruptcy Court’s internet site at www.nyeb.uscourts.gov.

Summary of Plan of Reorganization

2. [Provide one paragraph general description of salient Plan provisions, including whether proponent requests confirmation pursuant to 11 U.S.C. § 1129(b).] Votes on the Plan were solicited prior to the Petition Date. The following chart summarizes the treatment provided by the Plan to each class of claims and interests and indicates the acceptance or rejection of the Plan by each class entitled to vote.

CLASS	CLASS DESCRIPTION	IMPAIRMENT/TREATMENT	ACCEPT/REJECT

Hearing to Consider Compliance with Disclosure Requirements

3. A hearing to consider compliance with the disclosure requirements, any objections to the Disclosure Statement, and any other matter that may properly come before the Bankruptcy Court will be held before the Honorable _____, United States Bankruptcy Judge, in Room ___ of the United States Bankruptcy Court, [ADDRESS], on _____ at ____: ____m. or as soon thereafter as counsel may be heard (the “Disclosure Compliance Hearing”). The Disclosure Compliance Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Disclosure Compliance Hearing or at an adjourned Disclosure Compliance Hearing and will be available on the electronic case filing docket.

4. Any objections to the Disclosure Statement shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, shall set forth the name of the objector, the nature and amount of any claims or interests held or asserted by the objector against the estate or property of the Debtor, the basis for the objection, and the specific grounds therefor, and shall be filed with the Bankruptcy Court at the address specified in the previous paragraph, with a copy delivered directly to Chambers, together with proof of service thereof, and served upon the following persons so as to be received on or before _____, _____ at 5:00 p.m. (Eastern Time):

- | | |
|---|--|
| (i) [NAME AND ADDRESS OF DEBTOR'S COUNSEL] | (ii) [NAME AND ADDRESS OF COMMITTEE COUNSEL] |
| (iii) [NAME AND ADDRESS OF BANK COUNSEL] | (iv) [NAME AND ADDRESS OF INDENTURE TRUSTEE] |
| (v) OFFICE OF THE UNITED STATES TRUSTEE
U.S. Federal Office Building
201 Varick Street, Suite 1006
New York, NY 10014
Attn: Carolyn S. Schwartz, Esq. | |

[AND IF APPLICABLE:]

- | | |
|---|---|
| (vi) OFFICE OF THE UNITED STATES ATTORNEY FOR THE EASTERN DISTRICT OF NEW YORK
271 Cadman Plaza East
Brooklyn, NY 11201 | (vii) SECURITIES AND EXCHANGE COMMISSION
200 Vesey Street, Suite 400
New York, NY 10281 |
|---|---|

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.

Hearing on Confirmation of the Plan

5. A hearing to consider confirmation of the Plan, any objections thereto, and any other matter that may properly come before the Bankruptcy Court shall be held before the Honorable _____, United States Bankruptcy Judge, in Room ____ of the United States Bankruptcy Court, [ADDRESS], immediately following the Disclosure Compliance Hearing referred to above or at such later time as determined by the Bankruptcy Court at the conclusion of the Disclosure Compliance Hearing (the "Confirmation Hearing"). The Confirmation Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Confirmation Hearing or at an adjourned Confirmation Hearing.

6. Objections to the Plan, if any, shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, shall set forth the name of the objector, the nature and amount of any claims or interests held or asserted by the objector against the estate or property of the Debtor, the basis for the objection, and the specific grounds therefor, and shall be filed with the Bankruptcy Court at the address specified in the previous paragraph, with a copy delivered directly to Chambers, together with proof of service thereof, and served upon the persons set forth in paragraph 4 above so as to be received on or before _____, _____, at 5:00 p.m. (Eastern Time). **UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.**

7. The times fixed for the Confirmation Hearing and objections to confirmation of the Plan may be rescheduled by the Bankruptcy Court in the event that the Bankruptcy Court does not find compliance with the disclosure requirements on, _____, _____. Notice of the rescheduled date or dates, if any, will be provided by

an announcement at the Disclosure Compliance Hearing or at an adjourned Disclosure Compliance Hearing and will be available on the electronic case filing docket.

Section 341(a) Meeting

8. A meeting pursuant to section 341(a) of the Bankruptcy Code (the “Section 341(a) Meeting”) will be held at the United States Bankruptcy Court, in room _____, [ADDRESS], on _____, _____ at : ____m. Such meeting will not be convened if (i) the Plan is confirmed prior to the date set forth above for the Section 341(a) Meeting and (ii) the order confirming the Plan (or order entered substantially contemporaneously therewith) contains a provision waiving the convening of a Section 341(a) Meeting.

Dated: _____, New York
_____, _____

BY ORDER OF THE COURT

United States Bankruptcy Judge

**[NAME, ADDRESS, AND
TELEPHONE NUMBER OF
DEBTOR’S COUNSEL]**