

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Amending General Order M-387

Amended Procedural Guidelines for
Prepackaged Chapter 11 Cases

M-454

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By resolution of the Board of Judges of the United States Bankruptcy Court for the Southern District of New York, in an attempt to provide bankruptcy practitioners with guidelines in dealing with practical matters when filing a prepackaged chapter 11 case, including filing all documents on the Court's Electronic Case Filing System, this Court entered General Order M-387 adopting Prepackaged Chapter 11 Case Guidelines, as amended, effective December 1, 2009, and providing that the Guidelines may be revised from time to time,

NOW, THEREFORE, IT IS

ORDERED that the revised Procedural Guidelines for Prepackaged Chapter 11 Cases in the United States Bankruptcy Court for the Southern District of New York (the "Guidelines"), annexed hereto, are adopted, effective August 1, 2013, and shall be available in the Clerk's Office and on the Court's web site; and it is further

ORDERED, that the Court may modify the Guidelines from time to time by duly adopted General Order, making the revised Guidelines available in the Clerk's Office and on the Court's website no less than fourteen (14) days before the effective date.

Dated: Poughkeepsie, New York
June 28, 2013

/s/ Cecelia G. Morris
Chief United States Bankruptcy Judge

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

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

I. GOALS.

The purpose of this document is to establish uniform guidelines for commencing and administering "Prepackaged Chapter 11 cases" in the United States Bankruptcy Court for the Southern District of New York (the "Court").

Specifically, this document defines "Prepackaged Chapter 11 case" and attempts to provide bankruptcy practitioners with help in dealing with practical matters which either is not addressed at all by statute 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 in mind. Although each case is different, many issues are common to all prepackaged cases. Judicial economy, as well as procedural predictability for debtors and creditors, will be enhanced by promulgation of uniform guidelines to deal with these common issues. The guidelines are advisory only; the Court retains the power to depart from them.

In order to ease the burden on practitioners and the Court, Chief Judge Tina L. Brozman convened a Committee of Judges, Attorneys, Clerk's Office Staff and the United States Trustee to assist in developing a uniform set of procedures

applicable to Prepackaged Chapter 11 cases filed in the Southern District of New York. Those meetings resulted in a General Order adopted by the Court on February 2, 1999, after a vote of the Board of Judges, which established the following procedural guidelines for Prepackaged Chapter 11 cases.

II. DEFINITION OF PREPACKAGED CHAPTER 11 CASE.

For purposes of these guidelines, a "Prepackaged Chapter 11 case" is one in which the Debtor, substantially contemporaneously with the filing of its chapter 11 petition, files a Confirmation Hearing Scheduling Motion For Prepackaged Plan in substantially the form annexed hereto as Exhibit A and satisfying the criteria set forth in Part III(A) below ("Prepack Scheduling Motion"), plan, disclosure statement (or other solicitation document), and voting certification.

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

A. Content of Prepack Scheduling Motion.

The Prepack Scheduling Motion shall:

(i) Represent that (x) the solicitation of all votes to accept or reject the Debtor's plan required for confirmation of that plan was completed prior to commencement of the Debtor's chapter 11 case or in accordance with section 1125(g), and that no additional solicitation of votes on that plan is contemplated by the Debtor, or (y) the solicitation of all votes to accept or reject the Debtor's plan required for confirmation of that plan has been deemed adequate by the Court pursuant to Part III(C)(ii) below such that no additional solicitation will be

required;

(ii) 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(A)(iii) below; and

(iii) With respect to any class of interests that has not accepted the plan whether or not it is deemed not to have accepted the plan under section 1126(g), represent that the Debtor is requesting confirmation under section 1129(b); and

(iv) Request entry of an order scheduling the hearing (x) on confirmation of the plan and (y) 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), for a date that is not more than ninety (90) days following the petition date.

B. 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.

C. 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"),

- (i) The Debtor and other parties in interest shall be permitted to accept but not solicit ballots until the Voting Deadline; and
- (ii) After notice and a hearing, the Court shall determine the effect of any and all such votes.

D. 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 other party in interest in an appropriate case, apply some or all of these guidelines to

- (i) Cases in which the Debtor has satisfied the requirements of Part III(A)(i) 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; and

- (ii) "Partial Prepackaged Chapter 11 Cases" -- i.e., cases in which acceptances of the Debtor's plan were solicited prior to the commencement of the case

from some, but not all, classes of claims or interests whose solicitation is required to confirm the Debtor's plan.

IV. PREFILING NOTIFICATION TO UNITED STATES TRUSTEE AND CLERK OF THE COURT.

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 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.

If possible, drafts of all First Day Motions (as defined in Part VI.A. below), with the proposed orders attached as exhibits, should be furnished to the United States Trustee at least three (3) days in advance of the filing of the petition or as soon as practicable after the filing of an involuntary petition.

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, and related matters. On request, the Clerk of the Court will reserve a last date to file proofs of claim or interest for the Debtor. The Clerk of the Court will not assign the case to or discuss the case with a judge until the petition is filed.

V. FILING OF PREPACKAGED CHAPTER 11 CASE.

A. Electronic Case Filing Via the Internet.

The Court has established and requires electronic filing of all chapter 11 cases on the Internet. Information on electronic filing procedures is available on the Court's website at: <http://www.nysb.uscourts.gov>. In electronically filing a Prepackaged Chapter 11 case, the Debtor should file the petition(s) first, followed by the affidavit pursuant to Local Rule 1007-2 and the motions and proposed orders, and should file lengthy documents, such as the disclosure statement (or other solicitation materials) and plan, last. Electronically filing lengthy documents last will expedite the filing process.

B. Proposed Orders as Exhibits to Electronically Filed Motions.

All "First Day Motions" (as defined in Part VI(A) below) shall have attached as an exhibit, a copy of the proposed order sought to be signed.

C. Paper Copies Furnished to Assigned Judge.

As soon as practicable, following filing of a Prepackaged Chapter 11 case, the Debtor shall furnish to the judge assigned to the case, a paper copy of the Plan, the Disclosure Statement (or other solicitation document), "First Day Motions" (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 Electronic Filing Procedures). To the extent that documents filed by the Debtor at or following the commencement of the Debtor's chapter 11 case differ in substance from the versions supplied to the United States Trustee under Parts VI(A) and IV(B) above, the Debtor shall furnish to the United States Trustee two (2) paper copies of any such documents that have been modified, preferably blacklined to show changes.

D. Abeyance of Local Rule 1007-2(e).

Notwithstanding Local Rule 1007-2(e), a proposed case conference order need not be submitted to the Court unless the confirmation hearing is delayed until a date that is more than ninety (90) days following the petition date.

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 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") in accordance with Local Rule 9013-1, and a copy of the proposed First Day Order should be filed with and attached as an exhibit to the First Day Motion.

B. Purpose of First Day Orders.

Generally, the purpose of First Day Orders is to deal with administrative matters ("Administrative Orders") 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 ("Operational Orders").

While the Court recognizes the necessity and desirability of entertaining appropriate First Day Motions, the terms and conditions of First Day Orders (particularly Operational Orders) necessarily will depend upon the facts and circumstances of the case, the terms of the plan, the notice given, and related factors, and will take into account the needs of the Debtor and the rights of other parties in interest.

C. Typical First Day Motions and Orders.

First Day Orders typically entertained by the Court on or within one (1) day of the later of the petition date or the date of filing of the First Day Motions include (but are not limited to) the following:

1. Prepack Scheduling Motion, setting forth the information required in Part III above.¹

2. Motion for Order Directing Joint Administration of Debtors' Cases if more than one case is commenced.

3. Motion for Order Authorizing Debtor to Mail Initial Notices, including the Notice of Meeting of Creditors under 11 U.S.C. § 341(a).

4. Motion for Order (i) Dispensing with the Requirement of Filing any or all Schedules and Statement of Financial Affairs in the Event the

Debtor is not seeking to bar and subsequently discharge all or certain categories of debt (ii) extending Debtor's time for filing schedules and statement of financial affairs to a specified date.

5. Motion for an Order Setting the Last Date for Filing Proofs of Claim or interest if the Debtor has determined that a deadline should be set.

6. Applications to Employ Appropriate Professionals, which may include:

- attorneys
- accountants
- financial advisors.

¹In the event solicitation has not been completed prior to the petition date, an alternative first day motion should be submitted consistent with sections III(A)(i) and III(C).

If accountants, investment advisors, vote tabulators, solicitation agents or similar non-legal professionals were retained pre-petition and are not seeking any payment in connection with the plan or the case in addition to payments that they received prior to the filing of the petition ("Additional Post-Petition Payments"), such professionals need not be retained pursuant to 11 U.S.C. § 327 and may continue to provide services to the Debtor with respect to the plan and the case (e.g., testifying at the confirmation/disclosure adequacy hearing); provided, however, that the post-petition services provided by accountants and financial advisors who have not been retained pursuant to 11 U.S.C. § 327 shall not include any work of a substantive nature, such as, for example, the preparation of new financial data, even if such accountants and financial advisors are not seeking any Additional Post-Petition Payments.

7. Motion for Order Authorizing Employment and Payment without Fee Applications of Professionals used in ordinary course of business, not to exceed a specified individual and aggregate amount.

8. Motion for Order Establishing Procedures for Compensation and Reimbursement of Expenses of Professionals.

9. Motion for Order Authorizing Debtor to Maintain Existing Bank Accounts and Cash Management System, and to continue using existing business forms (including checks) without "debtor-in-possession" designation. Any motion should describe the proposed cash management system and, in cases where money will be transferred between Debtors or from a Debtor to a non-debtor affiliate, represent why such transfers are desirable from the Debtor's

perspective that the Debtor(s) will maintain records of all post-petition intercompany transfers of funds and describe what repayment terms exist.

10. Motion Under 11 U.S.C. § 363 for Interim Order

Authorizing Debtor's Use of Cash Collateral on an Emergency Basis, pending a hearing, and providing adequate protection.

11. Motion Under 11 U.S.C. § 364 for Interim Order Authorizing Debtor to Obtain Post-Petition Financing on an Emergency Basis, pending a hearing.

12. Motion Under 11 U.S.C. § 345(b) for Order Authorizing Debtor to Deviate from Enumerated Permitted Investments set forth in 11 U.S.C. § 345. Motion should disclose the amount of funds which the Debtor proposes to invest outside the statute's enumerated permitted investments and the proposed types of investments to be made. If the Debtor proposes to invest or deposit money in or with an entity that has not satisfied the requirement of 11 U.S.C. § 345 (b) (a "Non-Qualified Entity") the First Day Motion should demonstrate and explain why such an investment or deposit is necessary and, to the extent known, why the Non-Qualified Entity cannot or has not satisfied the requirements of 11 U.S.C. § 345(b).

13. Motion for an Order Authorizing Debtor to Pay (i) Pre-Petition Wages, Salaries and Commissions (including vacation, severance and sick leave pay) Earned by an Individual in an amount not to exceed specified per employee and aggregate amounts, which amounts shall be set forth in the Motion. If the Motion requests authority to pay amounts in excess of the amount set forth in 11 U.S.C. § 104(b) per employee, then a list of the names and position/job titles of all employees

as to whom those payments will be made shall be attached. However, the propriety of those requests shall be considered on a case by case basis. The Motion also shall state whether, and the extent to which, the claims proposed to be paid constitute priority claims under 11U.S.C. § 507 ("Priority Claims") and, if such claims are not Priority Claims, the Motion should explain why those claims should be afforded the treatment requested in the Motion. The Motion may also ask the Court to direct banks to honor prepetition checks for such amounts and authorize the Debtor to replace prepetition checks that have been dishonored.

14. Motion for an Order Authorizing Debtor to Pay Claims for Contribution to Employee Benefit Plans in an amount not to exceed a specified amount, which amount shall be set forth in the Motion. If the Motion requests authority to pay amounts in excess of the amounts set forth in 11 U.S.C. § 507(a)(5) (as modified by 11 U.S.C. § 104(b)), then a list of the names and position/job titles of all employees as to whom those payments will be made shall be attached. However, the propriety of those requests shall be considered on a case by case basis. The Motion also shall state whether, and the extent to which, the claims proposed to be paid constitute Priority Claims and, if such claims are not Priority Claims, the Motion should explain why those claims should be afforded the treatment requested in the Motion.

15. Motion for an Order Authorizing Debtor to Reimburse Employee Business Expenses in an amount not to exceed a specified amount per employee and not to exceed a specified aggregate amount, which amounts shall be

set forth in the Motion. The Motion also shall state whether, and the extent to which, the claims proposed to be paid constitute Priority Claims and, if such claims are not Priority Claims, the Motion should explain why those claims should be afforded the treatment requested in the Motion.

16. Motion for an Order Authorizing Debtor to Pay Creditors whose prepetition claims will be paid in full in cash on consummation under the Debtor's plan, not to exceed a specified aggregate amount, which amount shall be set forth in the Motion. The Motion should disclose the types of claims that the Debtor proposes to pay (e.g., trade creditors supplying goods; trade creditors supplying services; professionals involved in the routine, day-to-day operations and business of the Debtor). The Motion also shall state whether, and the extent to which, the claims proposed to be paid constitute Priority Claims and, if such claims are not Priority Claims; the Motion should explain why those should be afforded the treatment requested in the Motion.

17. Motion for an Order Authorizing Debtor to Honor Pre-Petition Customer Claims (e.g., refund of deposits, lay-a-way plans) and Warranties, not to exceed specified aggregate and per claimant amounts, which amounts shall be set forth in the Motion. The Motion also shall state whether, and the extent to which, the claims proposed to be paid constitute Priority Claims and, if such claims are not Priority Claims, the Motion should explain why those claims should be afforded the treatment requested in the Motion.

18. Motion for an Order Authorizing Continued Performance without Assumption under Key Executory Contracts, including payment of prepetition amounts due and owing thereunder in an amount not to exceed specified aggregate and per claimant amounts. The Motion shall list and state all contracts subject to the motion and whether, and the extent to which, the claims proposed to be paid are believed to be Priority Claims and, if such claims are not Priority Claims, the Motion should explain why those claims should be afforded the treatment requested in the Motion.

19. Motion for Interim Order Prohibiting Utilities from Altering, Refusing or Discontinuing Service on Account of Pre-Petition Claims and Establishing Procedures for Determining Requests for Additional Adequate Assurance.

20. In a case involving a sale of any or all of the Debtor's assets, Motion for Order Authorizing and Scheduling Auction at which the Debtor may sell its assets free and clear of claims and interests and approving auction procedures and related matters

D. Request for Related Relief Need Not be Filed in Separate Motions.

Motions for related relief under First Day Orders referred to above need not be filed as separate motions. For example, in a given case it may be appropriate to combine cash collateral and financing motions, or deal with all employee-related matters in a single motion.

VII. VOTING PERIOD; BALLOT; MULTIPLE VOTES; NOTICE PRESUMPTIONS.

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 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 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, but shall not be required to, use a ballot substantially in the form of the Official Form of Ballot For Accepting or Rejecting A Plan (the "Prepackaged Chapter 11 Case Ballot Form attached as Exhibit 'B'") in connection with a prepackaged plan solicitation.

2. Prepackaged Chapter 11 Master Ballot Form attached 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 on the Official Ballot Form, 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 (i) votes relating to an exchange offer, (ii) consents to or votes with respect to benefits plans, and (iii) 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 shall be counted in determining whether the Plan has been accepted or rejected unless the Disclosure Statement (or other solicitation document) clearly provides for some

other procedure for determining votes on the prepackaged plan. If a holder of a claim or interest wants to change a vote post-petition, Rule 3018(a) requires a showing of cause 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 will 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. ORGANIZATIONAL MEETING; CREDITORS' COMMITTEE.

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

B. If a meeting of creditors pursuant to 11 U.S.C. § 341(a) 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 Order entered substantially contemporaneously therewith contains a provision waiving the convening of such a meeting.

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

IX. LAST DATE FOR FILING PROOFS OF CLAIM OR INTEREST.

A. A last date to file proofs of claim or interest will not be set unless the Debtor seeks an order fixing such a deadline for filing proofs of claim or proofs of interest.

B. As provided in Part IV(C) above, the Debtor should consult with the Clerk of the Court in advance of the filing of the case to discuss whether a last date to file proofs of claim or interest will be sought, the need for appointment of a Claims' Agent for the Court (at the Debtor's expense), and related matters.

C. If a Claims' Agent is appointed, such agent shall docket all proofs of claim and proofs of interest and deliver to the Debtor complete copies of the proofs of claim and interest, along with a complete claims and interest docket, not later than five (5) days after the last date to file proofs of claim or interest.

D. Fed.R.Bankr.P. 2002(a)(7) requires at least twenty-one (21) days' notice by mail of the last day to file proofs of claim or interest. Unless the Court orders

otherwise, creditors whose mailing addresses are outside the United States shall be given at least thirty (30) days notice of the last day to file proofs of claim or interest as required by Fed.R.Bankr.P. 2002(p)(2).

E. Paper copies of the notice of the last date to file proofs of claim or interest must be mailed as required under Fed.R.Bankr.P. 2002(a)(7).

X. NOTICE.

A. In General.

Notice of the filing of the Plan and Disclosure Statement (or other solicitation document) and of the hearing to consider compliance with disclosure requirements and confirmation of the Plan must be given to all parties-in-interest. Paper copy of a notice must be mailed; service of a notice of electronic filing will not suffice. 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 confirmation, the Debtor shall prepare and mail paper copies to all parties-in-interest of a Notice of Confirmation Hearing and Approval of Disclosure Statement (or other solicitation documents) in substantially the form annexed hereto as Exhibit "D" (the "Hearing Notice"). The Hearing Notice must 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 must:
- set forth the date, time and place of the section 341(a) meeting and state that such meeting will not be convened if (i) the Plan is confirmed prior to the date set 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 such a meeting.

C. Service.

1. The Hearing Notice shall be served upon (i) 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, (ii) 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), (iii) all other creditors listed in the Debtor's schedules, unless Debtor is not seeking to bar and subsequently discharge claims, in which case schedules may not be required to be filed, (iv) the United States Trustee, (v) all indenture trustees, (vi) any committee(s) that may have been appointed in the case, and (vii) the United States in accordance with Fed.R.Bankr.P. 2002(j).

2. The Debtor shall 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 shall determine the adequacy of those procedures and enter such orders as it deems appropriate.

D. Time Period.

The Official Notice shall 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.

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 shall be combined whenever practicable.

EXHIBIT "A"**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: [NAME], Debtor.	Chapter 11 Case No. _____(____) Tax ID No. _____
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**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].

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

5. Pursuant to section 1128(a) of the Bankruptcy Code, the Debtor requests that the Court set a hearing to consider confirmation of the Plan. Section 1128(a) of the Bankruptcy Code provides that “[after notice, the Court shall hold a hearing on confirmation of a plan].”

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

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

8. 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

9. 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.

Notice

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

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

11. 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:

to Accept the Plan. 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 <u> </u> % Note Ballot	TRANSCRIBE FROM ITEM 3 OF []% NOTES BALLOT:		
	Account Number <i>(Transcribe from Item 3 of <u> </u>% Note Ballot)</i>	Name Holder <i>(Transcribe from Item 3 of <u> </u>% Note Ballot)</i>	Principal Amount of Other <u> </u> % Notes Voted <i>(Transcribe from Item 3 of <u> </u>% 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
SOUTHERN DISTRICT OF NEW YORK**

-----X

In re : Chapter 11 Case No.
[NAME], : _____(____)

Debtor. : _____

[DEBTOR'S ADDRESS] : Tax ID No.
-----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 Southern 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.nysb.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 33 Whitehall Street, 21st Floor New York, NY 10004 Attn: Carolyn S. Schwartz, Esq.	

[AND IF APPLICABLE:]

(vi) OFFICE OF THE UNITED STATES ATTORNEY FOR THE SOUTHERN DISTRICT OF NEW YORK One St. Andrew's Plaza New York, NY 10007 Attn: Mary Jo White, Esq.	(vii) SECURITIES AND EXCHANGE COMMISSION 7 World Trade Center New York, NY 10048 Attn: Nathan M. Fuchs, Esq.
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**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”) shall 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, New York

_____, _____

BY ORDER OF THE COURT

United States Bankruptcy Judge

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

