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The following constitutes the order of the Court.  
Signed: April 4, 2025

William J. Lafferty, III  
U.S. Bankruptcy Judge

*Counsel for the Debtor  
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION**

In re:  
  
THE ROMAN CATHOLIC BISHOP OF  
OAKLAND, a California corporation sole,  
  
Debtor.

Case No. 23-40523 WJL

Chapter 11

**ORDER (I) APPROVING THIRD  
AMENDED DISCLOSURE STATEMENT;  
(II) ESTABLISHING PROCEDURES FOR  
PLAN SOLICITATION, NOTICE, AND  
BALLOTING**

Judge: Hon. William J. Lafferty

Date: April 1, 2025

Time: 10:30 a.m.

Place: United States Bankruptcy Court  
1300 Clay Street  
Courtroom 220  
Oakland, CA 94612

1 This matter comes before the Court on the *Debtor's Motion for Order (I) Approving Disclosure*  
2 *Statement; and (II) Establishing Procedures for Plan Solicitation, Notice, and Balloting* [Docket No.  
3 1453] (the "Motion") filed by the Roman Catholic Bishop of Oakland, a California corporation sole, and  
4 the debtor and debtor in possession (the "Debtor" or "RCBO") in the above-captioned chapter 11  
5 bankruptcy case (the "Chapter 11 Case") and the *Third Amended Disclosure Statement for Debtor's Third*  
6 *Amended Plan of Reorganization* dated and filed on March 17, 2025 [Docket No. 1831] revised further as  
7 filed on April 3, 2025 [Docket No. 1874] (the "Disclosure Statement"). The Court has considered the  
8 Motion, the Disclosure Statement, the *Debtor's Third Amended Plan of Reorganization* dated and filed  
9 on March 17, 2025 [Docket No. 1830] (as it may be amended, modified, or supplemented, and including  
10 all exhibits thereto, the "Plan"),<sup>1</sup> the *Debtor's Notice of Filing Third Amended Disclosure Statement for*  
11 *Debtor's Third Amended Plan of Reorganization* [Docket No. 1832], the Debtor's Supplement to the  
12 Motion [Docket No. 1835], all other documents filed in support of or opposition to the Motion and  
13 Disclosure Statement, the record in this case, and the representations of counsel. An initial hearing having  
14 been held on December 18, 2024, further hearings having been held on January 16, 21, and 30, 2025, and  
15 a further continued hearing having been held at the date and time set forth above, to consider the relief  
16 requested in the Motion and the adequacy of the Debtor's Disclosure Statement (collectively, the  
17 "Hearing"); upon all of the proceedings before the Court; and the Court having determined that the legal  
18 and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing  
19 that the relief requested in the Motion is in the best interests of the Debtor, its estate and its creditors; and  
20 after due deliberation and sufficient cause appearing therefor;

21 **IT IS HEREBY FOUND AND DETERMINED THAT:**

22 A. This Court has jurisdiction to consider the Motion and the relief requested therein,  
23 including approval of the Disclosure Statement, in accordance with 28 U.S.C. §§ 157 and 1334. This  
24 matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

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26  
27 \_\_\_\_\_  
28 <sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion, Disclosure  
Statement, or the Plan, as applicable.

1 B. The Disclosure Statement contains adequate information about the Plan within the meaning  
2 of section 1125 of the Bankruptcy Code.

3 C. The Disclosure Statement (including all applicable exhibits thereto) provides sufficient  
4 notice of the injunction, exculpation, and release provisions contained in the Plan, in accordance with  
5 Bankruptcy Rule 3016(c).

6 D. Due and proper notice of the Disclosure Statement, the Motion, the Hearing, and the  
7 deadline for filing objections to the Disclosure Statement was provided and no further notice is necessary.

8 E. The forms of Ballots approved herein are consistent with Official Form No. 314, address  
9 the particular needs of this Chapter 11 Case, and are appropriate for the Holders of Class 3, Class 4, Class  
10 5, and Class 6 Claims entitled to vote to accept or reject the Plan. The voting instructions attached to the  
11 Ballots contain adequate information to instruct all members of the Voting Classes how to submit their  
12 vote.

13 F. Holders of Claims in Class 1 (RCC Secured Claim) are conclusively presumed to accept  
14 the Plan, Holders of Claims in Class 2 (Priority Unsecured Claims, other than non-classified claims set  
15 forth in Article III of the Plan) are conclusively presumed to accept the Plan, Holders of Claims in Class  
16 7A (Contribution Claims Related to Class 4 Claims) are deemed to reject the Plan, and Holders of Claims  
17 in Class 7B (Contribution Claims Related to Class 5 Claims) are deemed to reject the Plan (Class 1, Class  
18 2, Class 7A, and Class 7B Claims are collectively, the “Non-Voting Classes”). Accordingly, members of  
19 the Non-Voting Classes are not entitled to receive a Ballot or to vote to accept or reject the Plan.

20 G. The period, as set forth below, during which the Debtor may solicit acceptances to the Plan  
21 is a reasonable period of time for entities entitled to vote on the Plan to make an informed decision whether  
22 to accept or reject the Plan.

23 H. The procedures for the solicitation and tabulation of votes to accept or reject the Plan set  
24 forth herein provide for a fair and equitable voting process and are consistent with Section 1126 of the  
25 Bankruptcy Code.

26 I. The procedures proposed in the Motion for confirming creditors’ consent to the Plan’s  
27 releases of third parties and related injunctions, including without limitation a channeling injunction that  
28

1 permanently channels all Class 4 and Class 5 Claims against Contributing Non-Debtor Entities to the  
2 extent set forth in the Plan to a Survivors' Trust (as defined and further described in the Disclosure  
3 Statement) (collectively, the "Third-Party Releases") are fair and equitable. The materials to be contained  
4 in the Solicitation Packages will provide each creditor with sufficient notice and information to determine  
5 whether to consent to the Third-Party Releases.

6 **NOW, THEREFORE, IT IS ORDERED THAT:**

7 1. The Motion is GRANTED as set forth herein.

8 2. Any and all objections to the Motion, including without limitation any objections to the  
9 adequacy of the Disclosure Statement, not otherwise settled, withdrawn, or resolved by the terms of this  
10 Order are hereby overruled in their entirety.

11 **Approval of Documents**

12 3. The Disclosure Statement is hereby approved pursuant to 11 U.S.C. § 1125(b) and Fed. R.  
13 Bankr. P. 3017(b).

14 4. The Ballots are hereby approved for purposes of solicitation and voting on the Plan in  
15 substantially the following forms: for Class 3 Claims (General Unsecured Claims) attached **Exhibit 2** to  
16 the *Notice of Revised Forms of Plan Solicitation Documents* [Docket No. 1872] (the "Notice of Forms"),  
17 for Class 4 Claims (Abuse Claims) attached as **Exhibit 3** to the Notice of Forms, for Class 5 Claims  
18 (Unknown Abuse Claims) attached as **Exhibit 4**, to the Notice of Forms, for Class 6 Claims (Non-Abuse  
19 Litigation Claims) attached as **Exhibit 5** to the Notice of Forms.

20 5. The form of Confirmation Hearing Notice is approved in substantially the form attached  
21 as **Exhibit 6** to the Notice of Forms.

22 6. The form of Notice of Non-Voting Status is approved in substantially the form attached as  
23 **Exhibit 7** to the Notice of Forms.

24 **The Confirmation Hearing**

25 7. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") shall  
26 commence at **9:30 a.m. (prevailing Pacific time)** on **August 25, 2025**, and continue thereafter as  
27

28 ORDER APPROVING DISCLOSURE STATEMENT

1 necessary, as set forth in the Court’s Order setting certain dates and deadlines in connection with  
2 confirmation of the Debtor’s plan of reorganization (the “Scheduling Order”).

3 8. The Confirmation Hearing may be adjourned or continued from time to time by the Court  
4 or by the Debtor with the consent of the Committee, which consent shall not be unreasonably withheld,  
5 without further notice except for as announced in open court or as filed on the Court’s docket. The Plan  
6 may be modified pursuant to Section 1127 of the Bankruptcy Code.

7 9. Objections or responses to confirmation of the Plan, if any, must (a) be in writing; (b)  
8 conform to the Bankruptcy Rules and the Local Rules; (c) state the basis for the objection, and the specific  
9 grounds therefor; and (d) be filed with the Court and served so as to be actually received not later than  
10 **August 6, 2025**, by (i) counsel to the Debtor, Foley & Lardner LLP, 555 California Street, Ste. 1700, San  
11 Francisco, CA 94104, Attn: Ann Marie Uetz (auetz@foley.com), Matthew Lee (mdlee@foley.com), and  
12 Shane Moses (smoses@foley.com); (ii) the Office of the United States Trustee for the Northern District  
13 of California, Office of the United States Trustee, 450 Golden Gate Avenue, Room 05-0153, San  
14 Francisco, California 94102, Attn: Jason Blumberg (jason.blumberg@usdoj.gov), (iii) counsel to the  
15 Official Committee of Unsecured Creditors (the “Committee”), Keller Benvenuti Kim LLP, 425 Market  
16 Street, 26th Floor San Francisco, California 94105, Attn: Gabrielle L. Albert (galbert@kbkllp.com),  
17 Lowenstein Sandler LLP, One Lowenstein Drive Roseland, New Jersey 07068, Attn: Jeffrey D. Prol  
18 (jprol@lowenstein.com) and Brent Weisenberg (bweisenberg@lowenstein.com) and Burns Bair LLP, 10  
19 E. Doty Street, Suite 600, Madison, WI 53703-3392, Attn: Timothy Burns (tburns@burnsbair.com) and  
20 Jesse Bair (jbair@burnsbair.com); and (iv) those persons who have formally appeared and requested  
21 service in this case pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. All objections  
22 not timely filed and served in accordance with the provisions of this Order are hereby deemed waived and  
23 will not be considered by this Court.

24 10. The Debtor and any other party in interest supporting the Plan shall file any reply to any  
25 objections to confirmation no later than **August 18, 2025**.

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1 **Solicitation Procedures**

2 11. For the purposes of determining (a) upon whom service must be made following approval  
3 of the Disclosure Statement pursuant to Rule 3017(d), and (b) which Holders of Claims are entitled to  
4 vote on the Plan pursuant to Rule 3018(a), the Voting Record Date (the “Voting Record Date”) shall be  
5 April 1, 2025.

6 12. The Voting Record Date shall also be the record date for purposes of determining which  
7 Creditors are entitled to receive a Notice of Non-Voting Status.

8 13. No later than April 11, 2025 (the “Solicitation Mailing Date”), the Debtor shall complete  
9 the mailing of Solicitation Packages to Holders of Claims in Class 3 (General Unsecured Claims), Class  
10 4 (Abuse Claims), and Class 6 (Non-Abuse Litigation Claims), and to the Unknown Claims  
11 Representative on behalf of Holders of Claims in Class 5 (Unknown Abuse Claims) (collectively, the  
12 “Voting Classes”), entitled to vote on the Plan as of the Voting Record Date.

13 14. Solicitation Packages distributed to Holders of Claims in Voting Classes and to the  
14 Unknown Abuse Claims Representative shall contain a copy of (i) the Confirmation Hearing Notice; (ii)  
15 this Order; (iii) the appropriate Ballot to accept or reject the Plan, with detailed voting instructions and a  
16 pre-addressed, postage prepaid return envelope; (iv) the Disclosure Statement and Plan; and (v) the letter,  
17 in the form attached as **Exhibit 8** to the Notice of Forms, from the Committee to Holders of Class 4 Claims.  
18 The Debtor is authorized to make non-substantive changes to the Disclosure Statement, the Plan, and  
19 related documents without further order of the Court, including ministerial changes to correct typographical  
20 and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, and  
21 any other materials in the Solicitation Packages, before mailing the Solicitation Packages; provided,  
22 however, the Debtor shall provide the Committee no less than two (2) business days’ notice of any such  
23 changes.

24 15. Solicitation Packages shall be provided to all Holders of Claims in the Voting Classes  
25 appearing in the Debtor’s Schedule F (as amended, *see* Docket No. 161 at pp. 40-157) or who filed Proofs  
26 of Claim before the applicable Bar Date (or whose Claims were deemed timely by order of this Court)  
27 and whose Claims are not the subject of a pending objection as of the Voting Record Date.  
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1 Notwithstanding the foregoing or anything herein to the contrary, all persons who filed a Proof of Claim  
2 asserting an Abuse Claim shall receive a Solicitation Package containing a Ballot for voting on the Plan,  
3 regardless of the contingent, unliquidated, and disputed nature of such Claim, and notwithstanding any  
4 pending objections to their Claims.

5 16. Solicitation Packages for Holders of Claims in Classes 3 and 6 shall be sent to the names  
6 and addresses reflected in the Proofs of Claim filed by the claimants, or in the Debtor's schedules if no  
7 Proof of Claim was filed by the Voting Record Date.

8 17. Solicitation Packages for Holders of Class 4 Claims shall be served via the noticing address  
9 included on their Proof of Claim, if any, based on the information reflected on the claims register  
10 maintained by Verita as of the Voting Record Date. If such noticing address is the address of the Holder  
11 of such Class 4 Claim's attorney, such Holder shall be served the Solicitation Package through such  
12 attorney unless either the Holder or their attorney has notified the Debtor or Verita that the representation  
13 has terminated. The Debtor may serve such attorneys for Holders of Class 4 Claims with Solicitation  
14 Packages via email, and may serve attorneys who represent more than one Holder of a Class 4 Claim with  
15 only one copy of the Solicitation Package, provided the Debtor shall provide separate Ballots for each  
16 such Holder of a Class 4 Claim.

17 18. The Debtor shall provide the Unknown Abuse Claims Representative, appointed pursuant  
18 to this Court's Order entered on December 20, 2024 [Docket No. 1554], with a single Class 5 Ballot for  
19 purposes of voting to accept or reject the Plan in his capacity as representative for the Holders of Class 5  
20 Claims. Compliance with this paragraph shall constitute sufficient notice and service of the Solicitation  
21 Package with regard to Class 5 Claims. Notwithstanding anything herein to the contrary, the Committee  
22 reserves the right to object as to whether the Unknown Abuse Claims Representative may cast a ballot in  
23 this case on behalf of Class 5.

24 19. The Debtor may provide creditors who have more than one Claim with only one  
25 Solicitation Package and one Ballot for each Voting Class to which they belong.

26 20. The Debtor is not required to distribute a Solicitation Package to any person who holds a  
27 Claim as to which no Proof of Claim has been filed and that either (i) is scheduled as contingent,  
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1 unliquidated, or disputed, or (ii) is not scheduled in an amount greater than \$0, unless the Holder of such  
2 Claim files a motion for temporary allowance of a claim under Bankruptcy Rule 3018.

3 21. Not later than the Solicitation Mailing Date, the Debtor shall serve Holders of Claims in  
4 Classes 1, 2, 7A, and 7B (the “Non-Voting Classes”) with (i) the Confirmation Hearing Notice, and (ii)  
5 the Notice of Non-Voting Status.

6 22. Not later than the Solicitation Mailing Date, the Debtor shall distribute copies of the  
7 Confirmation Hearing Notice, this Order, and the Disclosure Statement and Plan to: (a) the United States  
8 Trustee; (b) counsel for the Committee; (c) the United States Attorney for the Northern District of  
9 California; and (d) all other persons that have filed notices of appearances and requests for documents in  
10 the Chapter 11 Case, to the extent such persons are not separately receiving a Solicitation Package or  
11 Notice of Non-Voting Status.

12 23. Not later than the Solicitation Mailing Date, the Debtor shall distribute a copy of the  
13 Confirmation Hearing Notice to any other persons listed on the master mailing matrix maintained for the  
14 Chapter 11 Case, to the extent such persons are not previously identified herein to received notice.

15 24. The Debtor is not required to distribute copies of the Plan, Disclosure Statement, or this  
16 Order to any Holder of a Claim in a Non-Voting Class, or any Holder of an Unclassified Claim, unless  
17 such party makes a request for copies of such documents by (a) calling the Debtor’s toll-free restructuring  
18 hotline at (888)-733-1425 (U.S./Canada) or (310)-751-2631 (International), or (b) e-mailing  
19 [RCBOInfo@veritaglobal.com](mailto:RCBOInfo@veritaglobal.com).

20 25. Any party-in-interest may obtain free of charge an electronic or paper copy of the Plan,  
21 Disclosure Statement, this Order, or related documents by (a) calling the Debtor’s toll-free restructuring  
22 hotline at (888)-733-1425 (U.S./Canada) or (310)-751-2631 (International), or (b) e-mailing  
23 [RCBOInfo@veritaglobal.com](mailto:RCBOInfo@veritaglobal.com).

24 26. The Ballots, the Notice of Non-Voting Status, and the Confirmation Hearing Notice shall  
25 be distributed in paper format unless otherwise provided herein; however, because the Plan and Disclosure  
26 Statement may be cumbersome and costly to print and mail, the Debtor is authorized to distribute, or cause  
27 to be distributed, the Plan, Disclosure Statement, and this Order via USB flash drive, at its discretion.  
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1           27. Verita shall serve the Solicitation Package, the Notice of Non-Voting Status, and notices  
2 regarding the Confirmation Hearing, as set forth above. Should any mailing of Solicitation Packages,  
3 Notice of Non-Voting Status, and Confirmation Hearing Notices be returned by the United States Postal  
4 Service or courier, the Debtor and Verita need not resend those documents to the same address(es). The  
5 Debtor and Verita are further relieved of any obligation to attempt to locate the correct address and resend  
6 the Solicitation Packages, Notice of Non-Voting Status, and Confirmation Hearing Notices that are  
7 returned as undeliverable, unless and until the Debtor is provided with accurate addresses for such persons.  
8 The Debtor's failure to ensure receipt by mail of Solicitation Packages or any other materials related to  
9 voting or confirmation of the Plan by such persons (a) shall not constitute inadequate notice of the  
10 Confirmation Hearing or Voting Deadline and (b) shall not constitute a violation of Bankruptcy Rule  
11 3017(d).

12           28. Service of the Confirmation Hearing Notice in accordance with this Order is hereby found  
13 to be adequate and reasonably calculated under the circumstances to comply with the due process rights  
14 of all creditors and parties in interest, including without limitation, all Holders of Claims that may be  
15 subject to the Third-Party Releases provided for under the Plan, and no other or further notice of the  
16 Confirmation Hearing is necessary or shall be required.

### Voting and Tabulation

17  
18           29. To be counted as a vote to accept or reject the Plan, all Ballots must be properly completed,  
19 signed, dated and returned by only one of the following return methods: (a) first-class mail (whether in  
20 the return envelope provided with each Ballot or otherwise); (b) overnight courier; (c) hand delivery; or  
21 (d) electronic, online transmission, through a customized online balloting portal (the "E-Balloting Portal")  
22 on the Bankruptcy Case website maintained by Verita. Any parties entitled to vote on the Plan may cast  
23 an electronic Ballot which allows the claimant to electronically sign and submit a Ballot instantly by using  
24 the E-Balloting Portal. In order to be counted, Ballots must be **actually received** no later than **5:00 p.m.**  
25 **Pacific Time on May 30, 2025** (the "Voting Deadline"). The Debtor may extend the Voting Deadline  
26 with the consent of the Committee, which consent shall not be unreasonably withheld, as to any individual  
27 Claim or Claims or as to all Claims. Consistent with the form of Class 4 Ballot, the E-Balloting Portal  
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1 will include a requirement for any person submitting a Ballot on behalf of a Class 4 claimant to certify  
2 that that he or she has consulted the claimant on whose behalf the Ballot is being submitted regarding the  
3 decisions reflected therein.

4 30. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the  
5 allowance of, or distribution on account of, any Claim, and without prejudice to the rights of any party in  
6 interest in any other context, each Holder of a Class 3, or Class 6 Claim entitled to vote on the Plan is  
7 entitled to vote the amount of such Claim as provided: (a) in a timely filed Proof of Claim or, if no Proof  
8 of Claim was filed, the amount of such Claim as provided in, the Debtor's Schedules of Assets and  
9 Liabilities (as amended, the "Schedules"), or (b) an agreement with the Debtor fixing the allowed amount  
10 of such Claim for voting purposes, subject to the following exceptions and specific procedures:

- 11 a) if a Claim is deemed Allowed under the Plan, such Claim is Allowed for voting purposes  
12 in the deemed Allowed amount set forth in the Plan;
- 13 b) if a Claim for which a Proof of Claim has been timely filed is contingent, unliquidated,  
14 or disputed, and such Claim has not been Allowed, such Claim will be temporarily  
15 Allowed, for voting purposes only, in the non-contingent and fully liquidated amount  
16 listed on the Proof of Claim (disregarding any unliquidated or contingent amounts); and  
17 if such filed Proof of Claim does not clearly and expressly state a non-contingent and  
18 liquidated amount, then a vote on account of such Claim shall be counted as \$1, unless  
19 such Claim is objected to as set forth in paragraph (f) below;
- 20 c) if a Claim has been estimated or otherwise Allowed for voting purposes by order of the  
21 Court, such Claim is temporarily allowed in the amount so estimated or allowed by the  
22 Court for voting purposes only, and not for purposes of allowance or distribution;
- 23 d) a Claim shall be disallowed for voting purposes if the Claim is listed in the Schedules as  
24 contingent, unliquidated, or disputed and a Proof of Claim for such Claim was not (i)  
25 filed by the applicable bar date for the filing of Proofs of Claim established by the Court  
26 or (ii) deemed timely filed by an order of the Court before the Voting Deadline;
- 27 e) if a party has served an objection or request for estimation as to a Claim at least fourteen  
28 (14) days before the Voting Deadline, such Claim is temporarily disallowed for voting  
purposes only and not for purposes of allowance or distribution, except as ordered by the  
Court before the Voting Deadline;
- f) Proofs of Claim filed for \$0.00 or which do not specify a claim amount are not entitled  
to vote, other than Claims in Class 4 or Class 5 which are treated as set forth below;
- g) for purposes of voting, classification and treatment, under the Plan, each person that  
holds or has filed more than one Claim shall be treated as if such person has only one

ORDER APPROVING DISCLOSURE STATEMENT

1 Claim in each applicable Class in the amount of the total of the aggregated Claims of  
2 such entity in such Class;

3 h) any person that filed duplicate Claims in the same Class shall be provided with only one  
4 Solicitation Package and one Ballot for voting a single Claim in such Class, regardless  
5 of whether the Debtor has objected to such duplicate Claims;

6 i) if a Proof of Claim has been amended by a later Proof of Claim filed on or before the  
7 Voting Record Date, the last Proof of Claim filed shall govern, and the earlier filed Claim  
8 shall be disallowed for voting purposes, regardless of whether the Debtor has objected to  
9 such amended Claim; and

10 j) except as otherwise ordered by the Court, any amendments to a Proof of Claim after the  
11 Voting Record Date shall not be considered for purposes of these tabulation rules.

12 31. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the  
13 allowance of, or distribution on account of, any Claim, and without prejudice to the rights of any party in  
14 interest in any other context, each Holder of a Class 4 Claim who has filed a Proof of Claim shall have  
15 their Claim temporarily allowed in the Amount of \$1.00, notwithstanding the contingent, unliquidated,  
16 and disputed nature of such Claim, or any objections that may be pending with respect to such Claim. The  
17 foregoing general procedure will be subject to the following exceptions and specific procedures:

18 a) for purposes of voting, classification and treatment, under the Plan, each Holder of a Class  
19 4 Claim that holds or has filed more than one Claim shall be treated as if they have only  
20 one Class 4 Claim;

21 b) any Holder of a Class 4 Claim that filed duplicate Class 4 Claims shall be provided with  
22 only one Solicitation Package and one Ballot for voting a single Class 4 Claim, regardless  
23 of whether any party in interest has objected to such duplicate Claims; and

24 c) any Person scheduled as having a contingent, unliquidated or disputed Class 4 Claim who  
25 has not filed a Proof of Claim shall have their claim disallowed for voting purposes  
26 unless they file a Rule 3018 Motion in accordance with the procedures below.

27 32. Subject to the Committee's reservation of rights herein, the Unknown Abuse Claims  
28 Representative shall be entitled to vote a single Class 5 Claim on behalf of Holders of Class 5 Claims,  
which shall be Allowed for voting purposes only in the amount of \$1.00.

33. The following procedures shall apply for tabulating votes:

a) Verita shall date-stamp all Ballots when received, with any Ballots received on the  
Voting Deadline date *and* time-stamped;

- 1           b) any Ballot that is otherwise properly completed, executed, and timely returned but does  
2           not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance  
3           and rejection of the Plan, will not be counted;
- 4           c) if a Creditor casts more than one Ballot voting the same Claim before the Voting  
5           Deadline, the last dated, validly executed Ballot received before the Voting Deadline  
6           shall be deemed to reflect the voter's intent and thus to supersede any prior Ballots;
- 7           d) Creditors must vote all of their Claims within a particular Class to either accept or reject  
8           the Plan, and may not split their votes within the Voting Class and thus a Ballot (or group  
9           of Ballots) within the Voting Class that partially accepts and partially rejects the Plan  
10          shall not be counted;
- 11          e) notwithstanding anything contained herein to the contrary, the Debtor with the consent  
12          of the Committee, which consent shall not be unreasonably withheld, may waive any  
13          defects in a Ballot, or enter into a stipulation to settle or resolve any dispute in relation  
14          thereto, with a Holder of a Claim that has completed a Ballot;
- 15          f) notwithstanding anything contained herein to the contrary, Verita, with the Debtor's and  
16          Committee's consent, which consent by the Committee shall not be unreasonably  
17          withheld, may contact entities entitled to vote to cure any defects in their Ballots;  
18          provided, however, that Verita shall contact counsel of record for any such Holder of a  
19          Class 4 Claim represented by counsel; and
- 20          g) except as otherwise provided in this Order, for purposes of determining whether the  
21          numerosity and Claim amount requirements of Sections 1126(c) and 1126(d) of the  
22          Bankruptcy Code have been satisfied, Verita will tabulate only those Ballots received on  
23          or before the Voting Deadline.

24           34.     The following Ballots will not be counted or considered for any purpose in determining  
25           whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline unless the  
26           Debtor with the consent of the Committee, which consent shall not be unreasonably withheld, grants an  
27           extension of the Voting Deadline with respect to such Ballot in writing; (ii) any Ballot that is illegible or  
28           contains insufficient information to permit the identification of the voter; (iii) any Ballot cast by a person  
          or entity that does not hold a Claim in a Class entitled to vote to accept or reject the Plan; (iv) any unsigned  
          Ballot; and (v) any Ballot submitted by email, facsimile, or any other means of electronic submission other  
          than utilization of the E-Balloting Portal, unless the Debtor with the consent of the Committee, which  
          consent shall not be unreasonably withheld, specifically consents in writing to receipt of such Ballot by  
          such means.

1 35. If any creditor seeks to challenge the allowance or disallowance of its Claim for voting  
2 purposes in accordance with the above procedures, such creditor shall serve a motion for an order pursuant  
3 to Bankruptcy Rule 3018(a) (a "Rule 3018 Motion") temporarily allowing such Claim for purposes of  
4 voting to accept or reject the Plan on or before the 10th day after the later of (i) service of the Confirmation  
5 Hearing Notice, and (ii) service of notice of an objection or request for estimation, if any, as to such Claim.

6 36. Any Rule 3018 Motion shall (i) be made in writing, (ii) comply with the Bankruptcy Code,  
7 the Bankruptcy Rules, and the Local Rules, (iii) set forth the name of the party asserting the Rule 3018  
8 Motion, and (iv) state with particularity the legal and factual bases for the Rule 3018 Motion. In the event  
9 a Rule 3018 Motion is filed, the Debtor shall provide such creditor with a provisional Ballot, to be counted  
10 only in accordance with the terms of any order adjudicating such Rule 3018 Motion entered by the Court  
11 prior to the Voting Deadline.

12 37. Upon the expiration of the Voting Deadline, the Debtor shall file a certification provided  
13 by Verita in writing (the "Tabulation Certification") of the amount and number (as applicable) of Allowed  
14 Claims in the Voting Classes that voted to accept or reject the Plan. The Debtor shall file the Tabulation  
15 Certification and copies of all voting ballots not later than five (5) business after the Voting Deadline.

### 16 Third-Party Release Procedures

17 38. The following procedures regarding the Third-Party Releases (as defined in the Plan) are  
18 hereby approved:

- 19 a) any Holder of a Class 4 Claim or the Unknown Claims Representative on behalf of Class  
20 5 Claims may indicate that they do not consent to, and opt out of, the Third-Party  
21 Releases by returning the appropriate Class 4 or Class 5 Ballot with the box checked in  
22 Item 4 of each such Ballot to indicated their opt out (such Ballot, an "Opt-Out Ballot"),  
23 (a) by first-class mail (whether in the return envelope provided with each Ballot or  
24 otherwise); (b) by overnight courier; (c) by hand delivery; or (d) via Verita's E-Balloting  
25 Portal so it is actually received by Verita no later than the Voting Deadline;
- 26 b) in order to be effective to opt out of the Third-Party Releases, an Opt-Out Ballot must  
27 be actually received no later than the Voting Deadline, and the opt out election on any  
28 Ballot received after the Voting Deadline shall be disregarded, and shall have no effect;  
and,
- c) any Holder of a Class 4 Claim, or the Unknown Claims Representative on behalf of all  
Holders of Class 5 Claims, who returns a Ballot and does not affirmatively opt out of the  
Third Party Releases as provided in paragraph a) above or by filing a timely objection to

ORDER APPROVING DISCLOSURE STATEMENT

1 the Plan indicating that they are withholding their consent to the releases and injunctions  
2 provided for in the Plan, will be deemed to have consented to the Third-Party Releases.

3 **Other Matters**

4 39. The Debtor and Verita are authorized and empowered to take such steps, expend such  
5 monies, and perform such acts as may be reasonably necessary to implement and effectuate the terms of  
6 this Order.

7 40. The terms and conditions of this Order shall be immediately effective and enforceable upon  
8 its entry.

9 41. This Court retains jurisdiction over any and all matters arising out of or related to the  
10 interpretation or implementation of this Order.

11 \*\*\* END OF ORDER \*\*\*

12 **APPROVED AS TO FORM:**

13 LOWENSTEIN SANDLER LLP

14 By: /s/ Brent Weisenberg  
15 Brent Weisenberg  
16 Jeffrey D. Prol

17 *Attorneys for the Official Committee of Unsecured Creditors*

**COURT SERVICE LIST**

All ECF Recipients

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