

“*Assumption Motion*”),² so that the Assumption Motion may be heard by this Court on December 30, 2009 at 1:00 p.m. (ET).

1. The Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) require twenty (21) days’ notice prior to the hearing date for motions involving the use or sale of estate property. *See* Fed. R. Bankr. P. 2002(a)(2). Likewise, Local Rule 9006-1(c) provides for a seventeen (17) day notice period (if service is by mail) for motions not otherwise governed by the Bankruptcy Rules or the Local Rules. Pursuant to Local Rule 9006-1(e), however, such periods may be shortened by Order of the Court upon written motion specifying the exigencies supporting shortened notice.

2. The Debtors commenced the present chapter 11 cases under substantial financial distress and with a need to quickly rationalize their balance sheets to remain viable during the current unprecedented economic downturn and to preserve and maximize the value of their assets. The competitive landscape demands that the Debtors, like their competitors, demonstrate an ability to survive this difficult period and quickly emerge from bankruptcy with a capital structure that is sufficient to support the reorganized Debtors’ business operations on a go-forward basis. The longer the Debtors remain in chapter 11, the greater effect these proceedings have on the Debtors’ business operations as the Debtors’ competitors continue in their efforts to siphon the Debtors’ employees and customers—luring them away with the promise of greater stability elsewhere.

3. Mindful of the debilitating effect these proceedings have on their business operations, the Debtors labored to develop a plan of reorganization that results in the greatest possible distribution to their creditors and which incorporates a capital structure that

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

will allow the Debtors' business operations to continue. To this end, on the Petition Date, the Debtors filed their proposed chapter 11 plan (the "*Plan*") and accompanying disclosure statement (the "*Disclosure Statement*"). Since that time, the Debtors filed several amended versions of the Plan and Disclosure Statement. The Court approved the Disclosure Statement by order entered on October 22, 2009 [Docket No 768], and on December 17, 2009, this Court entered an order [Docket No. 1182] confirming the Plan, which is anticipated to have an effective date in late 2009 or early 2010.

4. The Debtors submit that there is sufficient cause to justify shortening the notice period for the hearing on approval of the Assumption Motion as it relates to the relief sought therein. As set forth more fully in the Assumption Motion, on December 17, 2009, this Court entered the Sale and Wind Down Order, thereby approving, among other things, the wind down of the Debtors' business operations in the State of Illinois. Due to the significant time constraints facing the Debtors, including pursuing confirmation of the Plan, the Debtors did not seek authority to enter into the Assignment Agreements in connection with the Sale and Wind Down Motion because the agreements were not yet finalized.

5. Nevertheless, the Debtors believe, in their informed business judgment, that their entry into the Assignment Agreements significantly improves the terms of the Illinois Business Wind Down. If this Court approves the Assignment Agreements, the Debtors will, among other things, retain their rights (i) to payment under the Contracts as of the Assignment Agreements's respective Effective Dates and (ii) to receive any net amount owed by the Assignees to the Assignors, as well as receive the immediate tax benefits resulting from the Illinois Business Wind Down. However, the Debtors' window of opportunity to seize these additional benefits – much like their window of opportunity to successfully emerge from

chapter 11 and take advantage of the tax benefits of the 2009 Act – is short and must be consummated before the end of 2009 in connection with the Illinois Business Wind Down. If the Debtors are to meet this critical deadline, this Court’s consideration of the Assumption Motion cannot be delayed beyond the timeframe proposed herein.

6. The Debtors therefore believe that, as is the case with these chapter 11 cases generally, time is of the essence and it is imperative that their entry into the Assignment Agreements proceed on an expedited basis so that they can take advantage of the added benefits provided by these agreements. The Debtors therefore submit that it is critical for the relief sought in the Assumption Motion to be considered and approved no later than the December 30, 2009 hearing. Absent such relief, the Debtors efforts to consummate the Assignment Agreements on an expedited basis, and to receive a meaningful benefit therefrom, will be jeopardized. In light of this, the Debtors submit that consideration and approval of the Assumption Motion at the December 30th hearing is necessary and in the best interests of their estates and creditors so that the motion and the relief requested therein, which are inextricably tied to the Debtors’ efforts to preserve and maximize estate value, can be approved on an expedited basis.

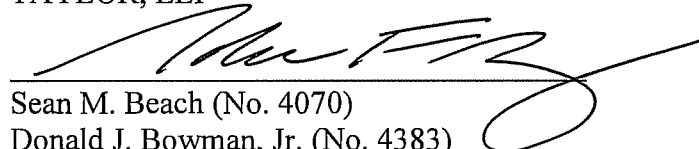
7. Because of the shortened notice period, the Debtors propose to give any party objecting to the Assumption Motion until December 28, 2009 at 10:00 a.m. (ET) to file and serve any objections to the motion, including, without limitation, to the assumption and assignment of the Contracts and the corresponding Cure Amounts, upon the undersigned counsel for the Debtors. This proposed objection deadline will allow the Debtors to file a complete hearing agenda prior to the deadline for doing so for the December 30th hearing. Given the shortened notice period, notice of the filing of the Assumption Motion will be

served by overnight and/or electronic or hand delivery on: (a) the U.S. Trustee; (b) counsel to Wells Fargo Bank, as agent under the Debtors' Prepetition Credit Agreement and DIP Facility (as defined in the Plan); (c) counsel to the Creditors' Committee; (d) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002; and (e) all non-Debtor parties to the Contract.

WHEREFORE, the Debtors respectfully request the Court to enter an order, substantially in the form attached hereto as *Exhibit A*, scheduling a hearing on the relief requested in the Assumption Motion for December 30, 2009 at 1:00 p.m. (ET) and requiring that any responses to such motion be filed and served upon the undersigned counsel so as to be received on or before December 28, 2009 at 10:00 a.m. (ET).

Dated: Wilmington, Delaware
December 21, 2009

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ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A
Proposed Order

Bankruptcy Court for the District of Delaware; and the Court having determined that granting the relief requested in the Motion to Shorten is in the best interests of the Debtors, their estates, and creditors and other parties in interest; and it appearing that due and adequate notice of the Motion to Shorten has been given under the circumstances, and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion to Shorten is granted.
2. Approval of the Assumption Motion shall be considered by this Court on December 30, 2009 at 1:00 p.m. (ET).
3. Any objections to the relief requested in the Assumption Motion, including, without limitation, the assumption and assignment of the Contracts and the corresponding Cure Amounts (each as defined in the Assumption Motion), shall be filed and served upon counsel to the Debtors no later than December 28, 2009 at 10:00 a.m. (ET).
4. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware
December ____, 2009

Kevin J. Carey
Chief United States Bankruptcy Judge