


Order Confirming Joint Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications) [Docket No. 1182] and any provisions of title 11 of the United States Code, including, without limitation, section 365(d)(2), to the contrary.

Attached hereto as Exhibit A is a proposed form of order (the "Proposed Order") rejecting the APA. The Reorganized Debtors submit that the Proposed Order is appropriate and consistent with their discussions with the Selling Parties, and that entry of the order is in the best interests of the Reorganized Debtors, their estates and creditors. Counsel for the Selling Parties has consented to the entry of the Proposed Order.

Accordingly, the Reorganized Debtors respectfully request the Court to enter the Proposed Order at its earliest convenience without further notice or a hearing.

Dated: Wilmington, Delaware
February 1, 2010

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ATTORNEYS FOR THE REORGANIZED DEBTORS

EXHIBIT A

Proposed Order

notwithstanding this Court's entry of that certain *Order Confirming Joint Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications)* [Docket No. 1182] and any provisions of title 11 of the United States Code (the "**Bankruptcy Code**"), including, without limitation, section 365(d)(2), to the contrary; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. Pursuant to section 365(a) of the Bankruptcy Code, the Debtors are authorized to reject the APA and the APA is hereby rejected effective as of the date of entry of this Order.

2. In accordance with (i) that certain *Order Pursuant to Sections 501, 502, and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rule 2002-1(e) Establishing Bar Dates for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 248] and (ii) numbered paragraph 14 of that certain January 25, 2010 *Order Sustaining Debtors' Ninth Omnibus (Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy rules 3003 and 3007 and Local Rule 3007-1* [Docket No. 1361], any claim for damages allegedly arising from the rejection of the APA (a "**Rejection Damages Claim**") must be filed on or before the date which is thirty (30) days after the date of the entry of this Order (the "**Rejection Bar Date**"). Any claim not filed as specified within such time will be automatically disallowed, forever barred from assertion, and shall not be enforceable against the Debtors or the Reorganized Debtors, their estates, or their property without the need for any objection by the Reorganized Debtors or further notice to, or action, order, or approval of the Bankruptcy Court.

3. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Date: Wilmington, Delaware
February __, 2010

Kevin J. Carey
Chief United States Bankruptcy Judge