UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA

IN RE:	)	
	)	
PROCEDURES FOR	)	GENERAL ORDER NO. 03-11
PREPACKAGED CHAPTER 11 CASES	)	
	)	

1. Definition Of "Prepackaged Chapter 11 Case." A "prepackaged Chapter 11 case" shall be one in which the Debtor, substantially contemporaneously with the filing of its Chapter 11 petition, files a Confirmation Hearing Scheduling Motion For Prepackaged Plan satisfying the applicable criteria set forth below ("Prepack Scheduling Motion"), a plan, disclosure statement (or other solicitation document), and voting certification.

2. Criteria For Prepackaged Chapter 11 Case; Contents Of Prepack Scheduling Motion.

2.1 Contents Of Prepack Scheduling Motion. The Prepack Scheduling Motion shall represent:

2.1(a) that 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, and that no additional solicitation of votes on that plan is contemplated by the Debtor, or that 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 ¶ 2.3 below such that no additional solicitation will be required;

2.1(b) 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 ¶ 2.1(c) below; and

2.1(c) 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 §1126(g), represent that the Debtor is requesting confirmation under §1129(b); and

2.1(d) request entry of an order scheduling the hearing, on date that is not more than ninety days after the petition date, on confirmation of the plan and on whether the Debtor has satisfied the requirements of either 11 U.S.C. §1126(b)(1) or (b)(2).

2.2 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.

2.3 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 or interests whose vote is sought but before the deadline for casting acceptances or rejections of the Debtor's plan (the "Voting Deadline"):

2.3(a) the Debtor and other parties in interest shall be permitted to accept but not solicit ballots until the Voting Deadline; and

2.3(b) After notice and a hearing the Court shall determine the effect of any

and all such votes.

2.4 Applicability Of Guidelines To Cases Involving Cramdown Of Classes Of Claims And Interests 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:

2.4(a) cases in which the Debtor has satisfied the requirements of ¶ 2.1(a) above but intends to seek confirmation of the plan pursuant to 11 U.S.C. §1129(b) as to a class of (1) claims which is deemed not to have accepted the plan under 11 U.S.C. §1126(g); (2) claims or interests 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 (3) claims or interests 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

2.4(b) "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.

3. **Procedure Prior to Filing.**

3.1 Notice Of Proposed Filing To UST. At least two business days prior to the anticipated filing date of the prepackaged Chapter 11 case, the Debtor should notify the UST of the Debtor's intention to file a prepackaged Chapter 11 case and supply the UST with two copies of the Debtor's plan and disclosure statement (or other solicitation document).

3.2 Notice Of Proposed "Prepackaged First Day Orders". Paragraph 4.2 of the Court's General Order No.03-10, concerning procedures prior to filing of First Day Motions, applies to all Prepackaged First Day Motions (as defined in ¶ 3.3 below). In addition, counsel for the Debtor should advise the Courtroom Deputy for the Judge assigned to the case of any unique procedures which may be requested.

3.3 Prepackaged First Day Orders.

3.3(a) Motions For Request For Entry Of Immediate Orders. "Prepackaged First Day Motions" as defined in (b), shall comply with the requirements of ¶¶ 4 and 5 of the Court's General Order No. 03-10.

3.3(b) Typical Prepackaged First Day Motions. Prepackaged First Day Motions typically entertained by the Court on or within two business days of the later of the petition date or the date of filing of the Prepackaged First Day Motions include (but are not limited to) the First Day Motions listed in ¶ 4.6 of the Court's General Order No.03-10, and the following:

3.3(b)(i) Prepack Scheduling Motion, setting forth the information required in ¶ 2 above.[1]

[1] In the event solicitation has not been completed prior to the petition date, an alternative first day motion should be submitted consistent with sections 2(a)(i) and 2(c).

3.3(b)(ii) Motion for order authorizing Debtor to mail initial notices, including the notice of meeting of creditors under 11 U. S. C. §341(a).

3.3(b)(iii) Motion for order 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 or extending Debtor's time for filing schedules and statement of financial affairs to a specified date.

3.3(b)(iv) 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.

3.3(b)(v) Employment Applications, as defined in ¶ 6 of the Court's General Order No. 03-10;

3.3(b)(vi) 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.

3.3(b)(vii) Motion for order establishing procedures for compensation and reimbursement of expenses of professionals.

3.3(b)(viii) Motion for 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)(4) (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 provide the information required by ¶ 3.3(c).

3.3(b)(ix) 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 provide the information required by ¶ 3.3(c).

3.3(b)(x) 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 provide the information required by ¶ 3.3(c).

3.3(b)(xi) 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 provide the

information required by ¶ 3.3(c).

3.3(b)(xii) any Motion to Sell, as defined in ¶ 8 of the Court's General Order No. 03-10.

3.3(c). Motions Affecting Priority Claims. Any Motion under ¶ 3.3(b)(viii) through (ix) that proposes to pay a claim which is not a priority claim shall also explain why those claims should be afforded the treatment requested in the Motion.

3.4 Voting Period; Ballot; Multiple Votes; Notice Presumptions.

3.4(a) Voting Period Guidelines. 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:

3.4(a)(i) 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 business day voting period, measured from the date of commencement of mailing.

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

3.4(a)(iii) For all other claims and interests, a twenty business day

voting period, measured from the date of commencement of mailing.

3.4(b) Shorter Or Longer Voting Period. Nothing herein is intended to preclude a shorter voting period if it is justified in a particular case or any party in interest from demonstrating that the presumptions set forth above are not reasonable in a particular case.

3.4(c) Ballot. 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 votes relating to an exchange offer, consents to or votes with respect to benefits plans, and elections provided for in the plan (or exchange offer).

3.4(d) Multiple Votes. If the holder of a claim or interest changes its vote during the prepetition 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, Fed.R.Bankr.P. 3018(a) requires a showing of cause and Court approval.

3.4(e) Notice Guidelines. In determining whether the plan was transmitted to substantially all creditors and equity security holders of the same class, the Court will take into account whether (1) the Debtor transmitted the plan and disclosure statement (or other solicitation document) in substantial

compliance with applicable nonbankruptcy law, rules, or regulations and (2) 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."

3.5 Meeting of Creditors. 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 §9.8(b)(ii) below. The date set for the §341(a) meeting should be no more than forty days after the filing of the petition.

3.6 Last Date For Filing Proofs Of Claim Or Interest.

3.6(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.

3.6(b) 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 business days after the last date to file proofs of claim or interest.

3.7 Notice.

3.7(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 prepetition is required unless requested by a party-in-interest.

3.7(b) Hearing Notice.

3.7(b)(i) 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)(the "Hearing Notice"). The Hearing Notice must set forth (1) the date, time and place of the hearing to consider compliance with disclosure requirements and confirmation of the plan; (2) the date and time by which objections to the foregoing must be filed and served; (3) include a chart summarizing plan distributions; (4) 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 (5) 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.

3.7(b)(ii) Either the Hearing Notice or a separate notice must set forth the date, time and place of the §341(a) meeting and state that such

meeting will not be convened if (1) the plan is confirmed prior to the date set for the §341(a) meeting and (2) the order confirming the plan (or order entered substantially contemporaneously therewith) contains a provision waiving the convening of such a meeting.

3.7(c) Service.

3.7(c)(i) The Hearing Notice shall be served upon (1) 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, (2) record (registered) holders of all other claims and interests of any class (determined as of a record date that is not more than ten days prior to the date of the filing of the petition), (3) 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, (4) the UST, (5) all indenture trustees, (6) any committee(s) that may have been appointed in the case, and (7) the United States in accordance with Fed.R.Bankr.P. 2002.

3.7(c)(ii) 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.

3.7(d) Time Period. The Official Notice shall be mailed at least twenty days prior to the scheduled hearing date on confirmation of the plan and adequacy

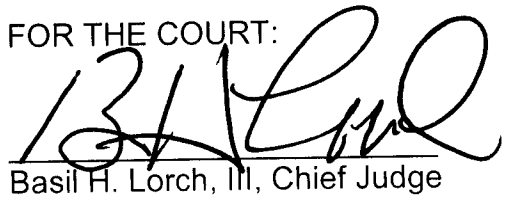
of disclosure unless the Court shortens such notice period.

3.8 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.

This order shall become effective on November 3, 2003.

SO ORDERED THIS 18th DAY OF Sept., 2003.

FOR THE COURT:



Basil H. Lorch, III, Chief Judge