

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
CATHOLIC DIOCESE OF WILMINGTON,	)	
INC., a Delaware Corporation, <sup>2</sup>	)	Case No. 09-13560 (CSS)
	)	
Debtor.	)	
	)	<b>Objection Deadline: July 29, 2010 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: August 30, 2010 at 2:00 p.m. (ET)</b>

**DEBTOR’S MOTION FOR ORDER FURTHER EXTENDING ITS EXCLUSIVE PERIODS TO FILE CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF PURSUANT TO SECTION 1121(d) OF THE BANKRUPTCY CODE**

The above-captioned debtor and debtor in possession (the “Debtor”) hereby moves (the “Motion”), pursuant to section 1121(d) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order extending the Debtor’s Exclusive Periods (as defined below) to file a chapter 11 plan and solicit acceptances of such plan through and including October 28, 2010, and December 30, 2010, respectively. In support of this Motion, the Debtor respectfully represents as follows:

**JURISDICTION**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The statutory and legal predicate for the relief sought herein is section 1121(d) of the Bankruptcy Code, as supplemented by Bankruptcy Rule 9006(b)(1).

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<sup>2</sup> The last four digits of the Debtor’s federal tax identification number are 5439. The Debtor’s mailing address is 1925 Delaware Avenue, P.O. Box 2030, Wilmington, Delaware 19899-2030.

## BACKGROUND

2. On October 18, 2009 (the "Petition Date"), the Debtor commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtor is authorized to continue to operate and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. As of the date hereof, no request for appointment of a chapter 11 trustee or examiner has been made. By order dated December 23, 2009 [D.I. 213], the Court directed the appointment of a fee examiner.

4. On November 5, 2009, the office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee") in this case [D.I. 82].

5. On May 3, 2010, the U.S. Trustee appointed an official committee of lay employees (the "Lay Employees' Committee") in this case [D.I. 461].

6. Information regarding the Debtor's history and operations, its capital structure, and the events leading up to the commencement of this chapter 11 case can be found in the *Declaration of the Reverend Monsignor J. Thomas Cini in Support of Chapter 11 Petition and First-Day Relief* [D.I. 9] (the "Cini Declaration").

### **A. Prior Extension of the Exclusive Periods**

7. On February 12, 2010, the Debtor filed the *Debtor's Motion for Order Extending its Exclusive Periods to File Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121(d) of the Bankruptcy Code* [D.I. 332] (the "First Extension Motion"), seeking entry of an order extending the Debtor's Exclusive Periods (as defined below) for approximately one-hundred eighty (180) days. On March 1, 2010, the Court entered an order

[D.I. 360] granting the First Extension Motion, extending the Debtor's Exclusive Filing Period (as defined below) through and including July 30, 2010, and extending the Debtor's Exclusive Solicitation Period (as defined below) through and including September 30, 2010, without prejudice to the Debtor's right to seek further extension(s) of the Exclusive Periods.

**B. Global Case Mediation**

8. On May 21, 2010, the Court entered an order [D.I. 502] (as amended by D.I. 514, the "Mediation Order") pursuant to Del. Bankr. L.R. 9019-3 assigning all issues relating to the bankruptcy case to mediation and appointing the Honorable Kevin Gross and former Judge Thomas Rutter (the "Mediators") as co-mediators.

9. At the direction of the Mediators, the Debtor, the Creditors' Committee, the Lay Employees' Committee, the Debtors' liability insurers, and certain other parties participated in mediation sessions June 25-27 and July 2-3, 2010, with the goal of negotiating a consensual chapter 11 plan. While these initial mediation sessions did not result in a negotiated plan, progress was made on several fronts, and the Mediators have decided to reconvene the mediation in late August or early September, date(s) and time(s) to be determined.

**C. Phase I PIA Trial**

10. On December 18, 2009, the Creditors' Committee commenced an adversary proceeding against the Debtor and certain non-debtor affiliates (the "PIA Adversary"). On January 28, 2010, the Court bifurcated the discovery and trial of the PIA Adversary into two phases, the first (the "Phase I Trial") to address the second and fourth counts of the Creditors' Committee's complaint regarding, respectively, the existence of a trust relationship with respect to, and the identification of trust funds within, the pooled investment account (the "PIA") maintained by the Debtor at the Bank of New York Mellon.

11. The Court held the Phase I Trial from June 2 to June 8, 2010. Thereafter, on June 28, 2010, the Court issued an opinion ruling (i) that the Debtor and the non-debtor defendants had established the existence of a trust relationship with respect to the PIA, and (ii) with one exception, the Debtor and the non-debtor defendants had failed to identify and trace the trust funds into the PIA, and (iii) that the non-debtor defendants' funds in the PIA (with one exception) were property of the Debtor's bankruptcy estate, but the non-debtor defendants have claims against the Debtor for their lost investments. The Court directed the Creditors' Committee to submit an order embodying the Court's ruling under certification of counsel. Counsel for the Creditors' Committee proposed a form of order on July 7, 2010. The Debtor and non-debtor defendants subsequently provided comments on the form of order. As of the date hereof, the order has not been submitted.

12. On June 29, 2010, the non-debtor defendants to the PIA Adversary, joined by the Debtor, filed a motion for reconsideration of the Court's June 28 opinion. The Creditors' Committee responded on July 13, 2010, and the defendants will reply and submit a Notice of Completion of Briefing and a request for oral argument in due course.

#### **RELIEF REQUESTED**

13. By this Motion, the Debtor respectfully requests, pursuant to section 1121(d) of the Bankruptcy Code, that: (a) the period in which the Debtor has the exclusive right to file a chapter 11 plan be further extended by ninety (90) days through and including October 28, 2010; and (b) the period in which the Debtor has the exclusive right to solicit acceptances of such plan be further extended approximately ninety (90) days through and including December 30, 2010. This is the Debtor's second request for an extension of these deadlines. The Debtor

also requests that such extensions be without prejudice to its rights to request further extensions or to seek other appropriate relief.

### **BASIS FOR RELIEF REQUESTED**

14. Section 1121(b) of the Bankruptcy Code provides for an initial period of 120 days after the commencement of a chapter 11 case during which a debtor has the exclusive right to file a plan (the “Exclusive Filing Period”). 11 U.S.C. § 1121(b). Section 1121(c)(3) of the Bankruptcy Code provides that, if a debtor files a plan within the Exclusive Filing Period, then it has an initial period of 180 days after the commencement of its chapter 11 case to solicit acceptances of such plan (the “Exclusive Solicitation Period” and, together with the Exclusive Filing Period, the “Exclusive Periods”). 11 U.S.C. § 1121(c)(3).

15. At present, the Debtor’s Exclusive Filing Period expires on July 30, 2010,<sup>3</sup> and the Debtor’s initial Exclusive Solicitation Period expires on September 30, 2010. Section 1121(d) permits the Court to extend the Exclusive Periods for “cause.” 11 U.S.C. § 1121(d). For the reasons set forth herein, the Debtor submits that “cause” exists to extend the Exclusive Periods.

#### **A. Section 1121(d) of the Bankruptcy Code Permits the Court to Extend Exclusive Periods for “Cause”**

16. The Exclusive Periods under section 1121(b) of the Bankruptcy Code are intended to afford the Debtor the opportunity to propose a chapter 11 plan and to solicit acceptances of such plan without the deterioration and disruption to the Debtor’s business operations that might be caused by the filing of competing plans by non-debtor parties. Section

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<sup>3</sup> Pursuant to Local Rule 9006-2, the Debtor’s Exclusive Filing Period “shall automatically be extended until the Court acts on the motion, without the necessity for the entry of a bridge order.” Del. Bankr. L.R. 9006-2.

1121(d) of the Bankruptcy Code allows the Court to extend the Debtor's Exclusive Periods for "cause." Specifically, section 1121(d) of the Bankruptcy Code provides:

- (1) Subject to paragraph (2), on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.
- (2) (A) The 120-day period specified in paragraph (1) may not be extended beyond a date that is 18 months after the date of the order for relief under this chapter.  
  
(B) The 180-day period specified in paragraph (1) may not be extended beyond a date that is 20 months after the date of the order for relief under this chapter.

11 U.S.C. § 1121(d).

17. It is well-settled that the decision to extend the Exclusive Periods is left to the sound discretion of the bankruptcy court and should be based upon the facts and circumstances of a particular case.<sup>4</sup> *First Am. Bank of N.Y. v. Sw. Gloves and Safety Equip., Inc.*, 64 B.R. 963, 965 (D. Del. 1986); *In re Mid-State Raceway, Inc.*, 323 B.R. 63, 68 (Bankr. N.D.N.Y. 2005); *In re Reetz*, 61 B.R. 412, 414 (Bankr. W.D. Wis. 1986). Although the Bankruptcy Code does not define "cause" for the purpose of an extension of the Exclusive Periods, courts have looked to the legislative history of section 1121(d) of the Bankruptcy Code for guidance. See *In re Gibson & Cushman Dredging Corp.*, 101 B.R. 405, 409 (E.D.N.Y. 1989); *In re Amko Plastics, Inc.*, 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996). In doing so, courts have found that Congress did not intend that the 120- and 180-day periods be a hard and fast

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<sup>4</sup> Although the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 ("BAPCPA") amended section 1121(d) by prohibiting extensions of the Exclusive Filing Period and Exclusive Solicitation Period beyond 18 and 20 months, respectively, of the Petition Date, there was no revision to the standards for obtaining interim extensions. Accordingly, pre-BAPCPA case law continues to apply and should be examined in the context of the instant case.

rule. *Amko Plastics*, 197 B.R. at 77 (noting that Congress intended courts to have flexibility in dealing with extensions of exclusivity); *Gaines v. Perkins (In re Perkins)*, 71 B.R. 294, 297 (W.D. Tenn. 1987) (“The hallmark of ... [section 1121(d)] is flexibility”). Rather, Congress intended that the Exclusive Periods be of an adequate length, given the circumstances, for a debtor to formulate, negotiate and draft a viable plan, which by definition means one supported by some or all of a debtor’s key constituents, without the disruption to its business that would occur with the filing of competing plans. See *Geriatrics Nursing Home v. First Fidelity Bank, N.A.*, 187 B.R. 128, 133 (D.N.J. 1995) (“The opportunity to negotiate its plan unimpaired by competition, the court held, is meant to allow the debtor time to satisfy all creditors and win support for its restructuring scheme and thus ensure its survival as a business.”). Indeed, Congress recognized that often a 120-day exclusivity period will not afford a debtor sufficient time to formulate and negotiate a plan:

The court is given the power, though, to increase . . . the 120-day period depending on the circumstances of the case. [T]he bill allows the flexibility for individual cases that is not available today. For example, if an unusually large company were to seek reorganization under chapter 11, the Court would probably need to extend the time in order to allow the debtor to reach an agreement.

H.R. Rep. No. 95-595, 95th Cong. 1st Sess. 232 (1977) (footnotes omitted).

18. When determining whether cause exists for an extension of the Exclusive Periods, courts have relied on a variety of factors, each of which may provide sufficient grounds for extending the Exclusive Periods. Factors considered by the courts in making such a determination have included: (a) the size and complexity of the case; (b) the necessity for sufficient time to permit the debtor to negotiate a plan of reorganization and prepare adequate information; (c) the existence of good faith progress toward reorganization; (d) the fact that the debtor is paying its bills as they become due; (e) whether the debtor has demonstrated reasonable

prospects for filing a viable plan; (f) whether the debtor has made progress in negotiating with creditors; (g) the amount of time which has elapsed in the case; (h) whether the debtor is seeking the extension to pressure creditors to submit to the debtor's reorganization demands; and (i) whether unresolved contingencies exist. *In re Adelpia Communications Corp.*, 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006); *In re Cent. Jersey Airport Servs., LLC*, 282 B.R. 176, 184 (Bankr. D.N.J. 2002); *In re Gibson & Cushman Dredging Corp.*, 101 B.R. 405, 409-10 (E.D.N.Y. 1989); *In re R.G. Pharmacy, Inc.*, 374 B.R. 484, 487 (Bankr. D. Conn. 2007). Not all factors are relevant to every case, and courts have relied on subsets of the above factors to hold that cause exists. *See, e.g., In re Pine Run Trust, Inc.*, 67 B.R. 432, 435 (Bankr. E.D. Pa. 1986) (finding cause existed based on two factors). The application of the relevant factors to the facts and circumstances of this case weigh heavily in favor of extension of the Exclusive Periods.

**B. Ample Cause Exists for an Extension of the Debtor's Exclusive Periods**

- (i) *An Extension of the Exclusive Periods is Warranted Because the Debtor's Case is Sufficiently Complex and Significant Unresolved Contingencies in Connection Therewith Remain.*

19. Several factors weigh in favor of granting an extension of the Exclusive Periods. First, as this Court and parties in interest are aware, in order to move forward with a plan of reorganization, certain complex issues must first be resolved, including, but not limited to, the determination as to the ownership of funds held in the PIA. The Court has aptly described the outcome of the PIA Adversary as a "gateway issue for the development of the case" (1/12/10 Hr'g Tr. 82:25-83:1-7), given its bearing on the scope of the property of the Debtor's bankruptcy estate that is available to fund a plan of reorganization and satisfy claims against the Debtor (including, but by no means limited to, tort claims relating to sexual abuse). While the Phase I trial is completed, its outcome is uncertain pending resolution of the motion for reconsideration

and such other proceedings as may be initiated after entry of the order on the Phase I Trial. Additionally, the second phase of the PIA Adversary, which is currently stayed pending further order of the Court, is addressed toward issues of monumental importance to the development of this chapter 11 case, namely, the consolidation of non-debtor entities into the Debtor under principles of corporate law (i.e., an “alter ego” theory) and/or bankruptcy law (i.e., substantive consolidation).

20. Irrespective of the ultimate result of the PIA Adversary, there are other significant unresolved contingencies that make it difficult, if not impossible, for the Debtor either to (i) formulate a unilateral plan of reorganization or (ii) negotiate with its creditors to formulate a consensual plan of reorganization, before expiration of the Exclusive Filing Period. First and foremost, the Debtor is in the midst of a Court-ordered mediation which will extend beyond the Exclusive Filing Period. Additionally, although the bar date passed April 15, 2010, thus circumscribing the universe of potential claims in this case, each and every one of the more than 150 tort claims was filed in an unliquidated amount, and more than 1,100 individual pensioners filed proofs of claim for their pension benefits. This presents potential issues for plan confirmation, insofar as an estimation of the tort claims and/or a determination of the “creditor” status of the individual pensioners<sup>5</sup> may, as a practical matter, be necessary prerequisites for solicitation of the plan and tabulation of votes.<sup>6</sup> The limited (and, at times, conflicting or vague) information regarding the tort claims contained in the proofs of claim also presents practical

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<sup>5</sup> The Creditors’ Committee filed a motion to disband the Lay Employees’ Committee on May 7, 2010 [D.I. 469], asserting, among other things, that the lay employees are not “creditors” having standing to assert pension claims against the Debtor. The motion to disband was stayed by operation of the Mediation Order and remains pending.

<sup>6</sup> The Debtor reserves all rights as to whether estimation of unliquidated tort claims and determination of the “creditor” status of pensioners are legally necessary prior to solicitation of a plan or tabulation of votes.

impediments to the Debtor's and the Creditors' Committee's discussions with the Debtor's liability insurers, who have generally requested more information about the tort claims in order to evaluate the advisability, and the amount, of any proposed settlement relating to the insurance coverage. While the Debtor, the Creditors' Committee, and the individual tort claimants, through their counsel, have worked with the Mediators to gather and provide this information to the Debtor's insurers, the process is ongoing and will likely require additional mediation, as recognized by the Mediators in deciding to continue the mediation into August and/or September.

21. In addition to the existence of material unresolved contingencies, the nature and complexity of the Debtor's chapter 11 case warrants extension of the Exclusive Periods as proposed herein. In the nine months that have elapsed since the Petition Date, the Debtor has been involved in various contested matters and adversary proceedings, requiring the Debtor to respond to numerous discovery requests, often on an expedited basis. Unfortunately, the unusually litigious nature of this case has, at least until entry of the Mediation Order staying the bankruptcy case, impeded real progress toward a plan of reorganization. The stay of the bankruptcy case brought about by the Mediation Order, and the ongoing mediation sessions, have created momentum and progress toward a negotiated resolution of this chapter 11 case. However, the mediation still needs time to work. Under these circumstances, the proposed extension of the Debtor's Exclusive Periods is both necessary and warranted.

(ii) ***The Debtor Has Made Good Faith Progress Toward Reorganization***

22. Since the inception of this case, the Debtor has progressed in good faith towards reorganization. For instance, in addition to responding to a multitude of expedited discovery requests and participating in the litigations referenced above, the Debtor has made

several other forward steps in this case; e.g., the Debtor has filed its Schedules of Assets and Liabilities and Statement of Financial Affairs, and, following negotiations with the Creditors' Committee, successfully moved to establish the Bar Date in this case. Additionally, the Debtor and the Creditors' Committee requested, and ultimately obtained, implementation of a global mediation process by this Court to facilitate a consensual resolution of this case. Toward this end, and in order to insure its focus on resolving the bankruptcy case for the benefit of all constituencies, the Debtor also sought and negotiated a consensual stay of all CVA litigation against parish co-defendants, which, by operation of the Mediation Order, expires on July 30, 2010, subject to further extension by agreement of the parties or order of the Court.<sup>7</sup> Counsel for the Debtor are also working actively with insurance counsel for the Creditors' Committee to facilitate their due diligence with respect to the Debtor's liability insurance and related issues.

23. In addition to working with the Creditors' Committee, the Debtor has been working with the Lay Employees' Committee to respond to informal discovery requests and otherwise facilitate their due diligence. The Debtor and the Lay Employees' Committee are also in active discussions, as part of the ongoing mediation, as to how pension obligations will be treated under a plan of reorganization. Indeed, the Lay Employees' Committee has indicated that it supports the Debtor's request for an extension of its Exclusive Periods as set forth herein.

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<sup>7</sup> The Debtor expressly reserves the right to seek a further stay of CVA litigation against parish co-defendants, the continuation of which litigation would be absolutely destructive to the ongoing mediation efforts. While the Debtor is hopeful the respective plaintiffs will ultimately consent to a further stay of pending CVA litigation, the Debtor is prepared to proceed on a contested basis if necessary, as the factual and legal bases for a stay of the CVA litigation are no less compelling now than they were at the outset of this chapter 11 case.

(iii) ***The Debtor Will Use The Extension to Negotiate in Good Faith With Stakeholders.***

24. The Debtor is not seeking an extension of the Exclusive Periods for purposes of delaying recoveries to creditors or forcing them to accede to the Debtor's demands. On the contrary, the Debtor will use this opportunity to focus on resolving key issues that will make formulating a plan of reorganization possible, while continuing to maintain an open dialogue with its creditor constituencies. The Debtor remains committed to the mediation process and is hopeful the process will result in a fully consensual chapter 11 plan. However, given the timing of the mediation, extension of the Exclusive Periods is necessary to ensure the Debtor can adequately document and solicit the resulting plan or, in the event the mediation fails, to go forward with an alternative plan.

(iv) ***The Debtor is Paying Its Debts as They Become Due.***

25. Since the Petition Date, the Debtor has been paying its debts as they have come due. The Debtor anticipates that this practice will continue, and thus, the requested extension of the Exclusive Periods will not prejudice the legitimate interests of creditors.

**CONCLUSION**

26. For the reasons set forth herein, the requested extension of the Exclusive Periods is warranted, necessary and appropriate. Further, termination of the Debtor's Exclusive Periods would adversely impact the interests of the Debtor's estate and the progress of this case at this critical juncture. Therefore, the Debtor respectfully submits that cause exists to extend the Debtor's Exclusive Periods pursuant to section 1121(d) of the Bankruptcy Code.

**NOTICE**

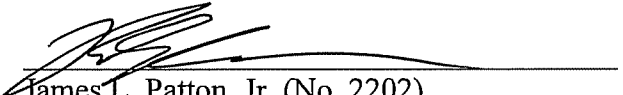
27. Notice of this Motion will be provided to (i) the U.S. Trustee; (ii) counsel to the Creditors' Committee; (iii) counsel for the Lay Employees' Committee; and (iv) all parties

entitled to notice under Del. Bankr. L.R. 2002-1(b). In light of the nature of the relief requested herein, the Debtor submits that no other or further notice is required.

WHEREFORE, the Debtor respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: Wilmington, Delaware  
July 15, 2010

Young Conaway Stargatt & Taylor, LLP



James L. Patton, Jr. (No. 2202)  
Robert S. Brady (No. 2847)  
Maris J. Finnegan (No. 5294)  
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*Counsel for Debtor and Debtor in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
CATHOLIC DIOCESE OF WILMINGTON,	)	
INC., a Delaware Corporation, <sup>1</sup>	)	Case No. 09-13560 (CSS)
	)	
Debtor.	)	
	)	Objection Deadline: July 29, 2010 at 4:00 p.m. (ET)
	)	Hearing Date: August 30, 2010 at 2:00 p.m. (ET)
	)	

**NOTICE OF MOTION**

TO: (I) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL FOR THE CREDITORS' COMMITTEE; (III) COUNSEL FOR THE LAY EMPLOYEES' COMMITTEE; AND (IV) THOSE PARTIES ENTITLED TO NOTICE PURSUANT TO BANKRUPTCY RULE 2002, IN ACCORDANCE WITH DEL. BANKR. L.R. 2002-1(b).

PLEASE TAKE NOTICE that the above-captioned debtor and debtor in possession (the "Debtor") has filed the *Debtor's Motion for Order Further Extending its Exclusive Periods to File Chapter 11 Plan and Solicit Acceptances Thereto Pursuant to Section 1121(d) of the Bankruptcy Code* (the "Motion").

PLEASE TAKE FURTHER NOTICE that objections to the attached Motion must be filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **4:00 p.m. (prevailing Eastern Time) on July 29, 2010**. At the same time, you must also serve a copy of the objection upon the undersigned counsel.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THIS MATTER WILL BE HELD ON **AUGUST 30, 2010 AT 2:00 P.M. (PREVAILING EASTERN TIME)** BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM #6, WILMINGTON, DELAWARE 19801.

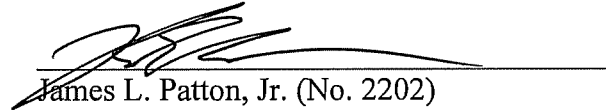
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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 5439. The Debtor's mailing address is 1925 Delaware Avenue, P.O. Box 2030, Wilmington, Delaware 19899-2030.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OF HEARING.

Dated: Wilmington, Delaware  
July 15, 2010

YOUNG CONAWAY STARGATT & TAYLOR, LLP



James L. Patton, Jr. (No. 2202)  
Robert S. Brady (No. 2847)  
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Wilmington, Delaware 19801  
(302) 571-6600

*Counsel to the Debtor and Debtor in Possession*

**EXHIBIT A**

**Proposed Order**



2. The Debtor's Exclusive Filing Period shall be extended through and including October 28, 2010.

3. The Debtor's Exclusive Solicitation Period shall be extended through and including December 30, 2010.

4. The entry of this Order shall be without prejudice to the rights of the Debtor to request further extensions of the Exclusive Periods or to seek other appropriate relief.

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

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2010

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THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE