

Objection Deadline: June 29, 2009 at 4:00 p.m. (prevailing Eastern Time)
Hearing Date (if necessary): July 29, 2009 at 10:00 a.m. (prevailing Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
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: **Chapter 11 Case No.**
:
STAR TRIBUNE HOLDINGS :
CORPORATION, et al., : **09-10244 (RDD)**
:
: **(Jointly Administered)**
Debtors.¹ :
:
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**MOTION FOR ENTRY OF AN ORDER ESTABLISHING
PROCEDURES FOR CLAIMS OBJECTIONS**

Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The
Star Tribune Company (“**Star Tribune**” and, together with Star Tribune Holdings, the
“**Debtors**”) respectfully represent:

¹ The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

Background

1. On January 15, 2009 (the “**Petition Date**”), each Debtor commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases are being jointly administered pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

2. Additional information about the Debtors’ businesses and the events leading up to the Petition Date can be found in the Affidavit of David W. Montgomery [Docket No. 14], which is incorporated herein by reference.

Jurisdiction

3. The Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and may be determined by the Bankruptcy Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this motion (the “**Motion**”), the Debtors seek entry of an order (the “**Order**”) in the form attached hereto as Exhibit A, establishing, pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 3007, procedures for objections by the Debtors to proofs of claim (the “**Objection Procedures**”) filed in these chapter 11 cases and granting related relief.

Basis for Relief

5. Through the Objection Procedures, the Debtors seek to establish uniform procedures for filing, prosecuting and resolving claim objections that will minimize the administrative burdens on the Debtors' estates and this Court while protecting the due process rights of all parties in interest.

6. On April 14, 2009, this Court entered an order (the "**Bar Date Order**") [Docket No. 210] providing that, with limited exceptions, any person (other than a governmental unit)² asserting a claim against the Debtors that arose before the Petition Date was required to file a proof of claim on or before May 27, 2009 (the "**Bar Date**").

7. The Debtors believe that the Objection Procedures will facilitate an expeditious and efficient claims resolution process. The Debtors are also hopeful that the Objection Procedures will help facilitate settlement of a substantial number of otherwise disputed claims. The Debtors request authority to adopt the following Objection Procedures.

The Objection Procedures

8. The Debtors will periodically file omnibus objections (the "**Omnibus Objections**") to proofs of claim. As is entirely typical in chapter 11 cases, more than one proof of claim may be addressed in an objection, and the assertion of a particular ground for objecting to a claim will not preclude the Debtors from asserting additional appropriate grounds for objection, either in the same or subsequent objections. Each Omnibus Objection will either specify the date of the hearing thereon or state that no hearing has yet been scheduled.

² The Bar Date for a governmental unit is July 14, 2009.

9. The Debtors will supplement each Omnibus Objection with customized notices of objection (“**Customized Notices**”) to the persons identified on the first page of each relevant proof of claim (as such addresses or numbers may have been supplemented or amended pursuant to Bankruptcy Rule 2002(g)). For claims that have been transferred, a Customized Notice will be provided only to the person or persons listed as being the owner of such claim on the Debtors’ claims register as of the date the objection is filed.

10. Each Customized Notice will include a copy of the Omnibus Objection but not the exhibits thereto listing all claims subject to the objection thereby. Each Customized Notice will instead identify the particular claim or claims filed by the claimant that are the subject of the Omnibus Objection (but will not include a copy of the relevant proof of claim, which shall be made available on the Debtors’ case information website located at *www.startribunereorg.com*), state the basis of the objection with respect to each such claim and notify such claimant of the steps that must be taken to contest the objection.

11. The deadline for filing any response to an objection will be 4:00 p.m. (prevailing Eastern Time) on the date that is twenty calendar days from the date the objection is filed (the “**Response Deadline**”). A response will be considered timely only if, prior to the Response Deadline, it is properly filed in accordance with the Court’s Order Establishing Certain Notice, Case Management and Administrative Procedures entered January 16, 2009 (the “**Case Management Order**”) and served so as to be actually received by the following parties: (a) the attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S.

Huebner and Timothy E. Graulich, (b) the attorneys to the agent for the Debtors' first lien pre-petition lenders, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022, Attn: Mark A. Broude and (c) the attorneys for the statutory committee of unsecured creditors (the "**Creditors' Committee**"), Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: Sharon L. Levine and Scott Cargill.

12. Responses should include: (a) an appropriate caption, including the title and date of the objection to which the response is directed, (b) the name of the claimant, the reference number of the proof of claim (as identified on the claims register maintained on the Debtors' case information website (located at www.startribunereorg.com)) and a description of the basis for the amount of the proof of claim, (c) a concise statement setting forth the reasons why the Court should not sustain the objection, including, but not limited to, the specific factual and legal bases upon which the claimant relies in opposing the objection, (d) copies of any documentation and other evidence upon which the claimant will rely in opposing the objection at a hearing³ and (e) the name, address, telephone number and facsimile number of a person authorized to reconcile, settle or otherwise resolve the claim on the claimant's behalf.

13. As soon as practicable after the Response Deadline, the Debtors will submit to the Court, by electronic mail, first class mail or hand delivery, a letter enclosing a proposed order sustaining the objections to each claim for which a written response was

³ If the claimant cannot timely provide such documentation and other evidence, it should explain in the response why it was not possible to timely provide such documentation and other evidence.

not timely filed and served as set forth above. The Debtors propose that such order may be entered by the Court without further notice or a hearing.

14. Each contested claim as to which the claimant timely and properly responds to an objection will constitute a separate contested matter, as provided by Bankruptcy Rule 9014. The Debtors may, in their discretion and in accordance with other orders of this Court or the provisions of the Bankruptcy Code and Bankruptcy Rules, seek to settle the priority, amount and validity of such contested claims. The Debtors may also, in their discretion and in consultation with the Court, schedule such claim(s) for a hearing by mailing or otherwise transmitting notice by first-class mail, electronic mail or facsimile at least 14 calendar days before the hearing date, in each case to the attorneys for the Creditors' Committee, to the attorneys for the First Lien Agent and to the address or number identified in the response.⁴

15. For each claim as to which a hearing is scheduled, the Debtors will be required to file any reply by noon (prevailing Eastern Time) on the day that is two calendar days before the date of the applicable hearing. The filing of a response with respect to a given claim shall not delay the entry of an order sustaining objections to claims for which written responses were not timely filed and served.

Bankruptcy Rule 3007

16. Bankruptcy Rule 3007(c) provides that “[u]nless otherwise ordered by the court or permitted by subdivision (d), objections to more than one claim shall not be

⁴ If no such address or number was identified, then notice will be mailed or otherwise transmitted to the address or number identified on the first page of the relevant proof of claim (as such address or number may have been supplemented or amended pursuant to Bankruptcy Rule 2002(g)). The Debtors' right to schedule such claim(s) for a hearing will be without prejudice to any rights of any claimant to seek to set a hearing on such claim(s) consistent with the Bankruptcy Code, the Bankruptcy Rules and orders of the Court.

joined into a single objection.” Bankruptcy Rule 3007(d) allows for the filing of an Omnibus Objection if “all of the claims were filed by the same entity, or the objections are based solely on the grounds that the claims should be disallowed, in whole or in part, because: (1) they duplicate other claims; (2) they have been filed in the wrong case; (3) they have been amended by subsequently filed proofs of claim; (4) they were not timely filed; (5) they have been satisfied or released during the case in accordance with the [Bankruptcy] Code, applicable rules, or a court order; (6) they were presented in a form that does not comply with the applicable rules, and the objection states that the objector is unable to determine the validity of the claim because of noncompliance; (7) they are interests, rather than claims; or (8) they assert priority in an amount that exceeds the maximum amount under [section] 507 of the [Bankruptcy] Code.”

Additionally, Bankruptcy Rule 3007(e), among other things, limits the number of objections that can be filed in an Omnibus Objection to 100 claims.

17. The Debtors’ use of Omnibus Claims Objections to consolidate multiple objections to groups of claims into single pleadings will save the Debtors’ estates a substantial amount of money, maximizing the returns to all creditors, and will increase the efficiency with which the claims process is administered. To further these objectives, in addition to the grounds provided in Bankruptcy Rule 3007(d), the Debtors request that they be permitted to include in Omnibus Objections those claims that the Debtors believe should be disallowed, in whole or in part, because: (a) the amount claimed contradicts the Debtors’ books and records; (b) the claims do not include sufficient documentation to ascertain the validity of the claim; (c) the claims were incorrectly filed as secured, administrative or priority claims; and (d) the claims seek recovery of amounts for which

the Debtors are not liable. Especially in light of the Customized Notices each claimant will receive, the Debtors also request that they be permitted to file Omnibus Objections that contain more than 100 claims.

18. Granting the relief sought herein will not prejudice creditors. By serving Customized Notices, the Debtors will be providing each claimant with individual notice specifically enumerating the basis of the individual objection and notifying the claimant of the steps that must be taken to contest the objection. Accordingly, the Objection Procedures will save the Debtors a substantial amount of money, conferring a significant benefit to all of the estates' creditors, while preserving the due process rights of all individual claimants.

Applicable Authority

19. Section 502(a) of the Bankruptcy Code provides that "a claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects." *See Hartford Underwriters Ins. Co. v. Union Planters Bank, N.A.*, 530 U.S. 1, 7 (2000); *Porges v. Gruntal & Co. (In re Porges)*, 44 F.3d 159, 163 (2d Cir. 1995). Bankruptcy Rule 3001 provides that a timely-filed proof of claim constitutes prima facie evidence of the validity and amount of the claim.

20. A debtor may rebut a proof of claim by filing an objection in accordance with Bankruptcy Rule 3007. *See Liddle v. Drexel Burnham Lambert Group, Inc. (In re Drexel Burnham Lambert Group, Inc.)*, 159 B.R. 420, 424 (Bankr. S.D.N.Y. 1993); *In re Chateaugay Corp.*, 104 B.R. 622, 625 (Bankr. S.D.N.Y. 1989). Once a debtor has rebutted the proof of claim, the burden shifts to the claimant to satisfy the ultimate burden of persuasion with respect to the validity of the claim. *See In re Jorczak*, 314 B.R. 474,

481 (Bankr. D. Conn. 2004); *In re Rockefeller Ctr. Props. & RCP Assocs.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000); *In re St. Johnsbury Trucking Co.*, 206 B.R. 318, 323 (Bankr. S.D.N.Y. 1997).⁵

21. The Court has authority to approve the Objection Procedures pursuant to section 105(a) of the Bankruptcy Code. Section 105(a) provides, in pertinent part, that a bankruptcy court may “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” Under section 105(a) of the Bankruptcy Code, the Court has expansive equitable power to fashion any order or decree that is in the interest of preserving or protecting the value of the debtor’s assets. *See In re Keene Corp.*, 168 B.R. 285, 292 (Bankr. S.D.N.Y. 1994) (“Under 11 U.S.C. § 105(a), the Court can ‘use its equitable powers to assure the orderly conduct of the reorganization proceedings.’” (quoting *In re Neuman*, 71 B.R. 567, 571 (Bankr. S.D.N.Y. 1987))); *Chinichian v. Campolongo (In re Chinichian)*, 784 F.2d 1440, 1443 (9th Cir. 1986) (“Section 105 sets out the power of the bankruptcy court to fashion orders as necessary pursuant to the purposes of the Bankruptcy Code.”) (citation omitted).

22. The Local Bankruptcy Rules for the Southern District of New York do not set forth any particular guidelines related to omnibus objections to proofs of claim. Thus, it is appropriate for the Court, pursuant to section 105(a) of the Bankruptcy Code, to establish procedures in these cases due to the significant volume of claims that will need to be reconciled. Similar relief is frequently granted in large chapter 11 reorganizations.

⁵ The Debtors note, however, that to the extent a timely-filed proof of claim fails to set forth the facts or elements necessary to establish the claim, such proof of claim would not be prima facie valid. *See In re Baker*, 49 B.R. 240, 242 (Bankr. E.D. Pa. 1985) (Bankruptcy Rule 3001(f) “has no effect when the creditor submitting the proof of claim has failed to meet or establish any necessary conditions precedent to the granting of the claim . . . ”); *see also In re Svendsen*, 34 B.R. 341, 342 (Bankr. D.R.I. 1983) (proof of claim failing to set forth all necessary facts to establish claim was not prima facie valid).

See, e.g., In re Frontier Airlines Holdings, Inc., No. 08-11298 (Bankr. S.D.N.Y. Jan. 5, 2009) (Drain, J.) (authorizing omnibus objection procedures substantially similar to those proposed here); *In re Ziff Davis Media Inc.*, No. 08-10768 (Bankr. S.D.N.Y. Nov. 13, 2008) (authorizing omnibus objection procedures); *In re Delphi Corp.*, No. 05-44481 (Bankr. S.D.N.Y. Dec. 6, 2006) (Drain, J.) (same); *In re Dana Corp.*, No. 06-10354 (Bankr. S.D.N.Y. Nov. 9, 2006) (same); *In re Delta Air Lines, Inc.*, No. 05-17923 (Bankr. S.D.N.Y. October 12, 2006) (same); *In re Northwest Airlines Corp.*, No. 05-17930 (Bankr. S.D.N.Y. Sept. 13, 2006) (same); *In re Metromedia Fiber Network, Inc.*, No. 02-22736 (Bankr. S.D.N.Y. June 12, 2003) (same). The Debtors believe that it is in the best interests of their estates, their creditors and all other parties in interest to establish the Objection Procedures. The Objection Procedures are designed to ensure that each proof of claim is carefully reviewed and that all claimants receive appropriate due process protection, while at the same time facilitating the rapid, efficient and economic resolution of the Debtors' objections. Further, the Objection Procedures are designed to forego hearings on many claims, instead allowing the Debtors and claimants to enter into meaningful negotiations after the filing of an omnibus objection and a response.

23. As discussed *supra* ¶ 16, the Objection Procedures may not be wholly consistent with the technical requirements of Bankruptcy Rule 3007. However, Bankruptcy Rule 3007 itself allows the Court to implement alternative procedures. Specifically, Bankruptcy Rule 3007(c) provides that “*unless otherwise ordered by the court or permitted by subdivision (d), objections to more than one claim shall not be joined in a single objection.*” (emphasis added).

24. The requested relief is necessary in these cases because, as explained herein, the likely size of the claims pool will prevent the Debtors from filing individualized objections as contemplated by Rule 3007. Omnibus Objections will render the claims process more efficient from the perspective of both the Debtors and the Court, without sacrificing the rights of any individual claimants. Inasmuch as some anticipated claims are of the variety that Rule 3007(c) would otherwise subject to an individualized objection, *see supra* ¶ 15, the Objection Procedures set forth herein provide a sufficient alternative because the holder of each such claim will receive a Customized Notice, thereby preserving such holder's due process rights.

25. The Debtors believe that the Objection Procedures are consistent with the protections granted to claimants under the Bankruptcy Code and the Bankruptcy Rules. The Debtors therefore request, pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 3007, entry of an Order authorizing the Objection Procedures and granting such other and further relief as may be appropriate.

26. The Objection Procedures described herein are without prejudice to the right of the Debtors to seek an order of this Court approving additional or different procedures with respect to specific claims or categories of claims.

Notice

27. Pursuant to the Order Establishing Certain Notice, Case Management and Administrative Procedures entered by the Court on January 16, 2009 (the "**Case Management Order**"), the Debtors will serve notice of this Motion on each of (a) the Core Parties (as defined in the Case Management Order) and (b) the Non-ECF Service Parties (as defined in the Case Management Order). In light of the relief requested, the

Debtors submit that no further notice is necessary. This Motion is procedural in nature, and the relief requested herein does not purport to alter any creditor's substantive rights. Moreover, the expense of serving each creditor with a copy of this Motion would be prohibitive, and a copy of this Motion and any Order approving it will be made available on the Debtors' case information website (located at www.startribunereorg.com).

28. Pursuant to the Case Management Order, the relief requested herein may be granted without a hearing if no objections are timely filed and served in accordance with the Case Management Order.

WHEREFORE the Debtors respectfully request the Court grant the Debtors the relief requested herein and such other and further relief as is just and proper.

Dated: New York, New York
June 19, 2009

By: /s/ Timothy E. Graulich
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Marshall S. Huebner
Timothy E. Graulich
Lynn I. Poss

*Counsel to the Debtors
and Debtors in Possession*

Exhibit A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
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: **Chapter 11 Case No.**
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STAR TRIBUNE HOLDINGS :
CORPORATION, et al., : **09-10244 (RDD)**
:
: **(Jointly Administered)**
Debtors.¹ :
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ORDER ESTABLISHING PROCEDURES FOR CLAIMS OBJECTIONS

Upon the motion (the “**Motion**”)² of Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (together with Star Tribune Holdings, the “**Debtors**”), for entry of an order establishing, pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 3007, procedures for objections by the Debtors to proofs of claim (the “**Objection Procedures**”), as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C.

¹ The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Motion.

§§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the Court’s Order Establishing Certain Notice, Case Management and Administrative Procedures entered January 16, 2009 (the “**Case Management Order**”); and it appearing that no other or further notice need be provided; [and there being no objections to the Motion;] and the Court having reviewed the Motion [and having held a hearing with appearances of parties in interest noted in the transcript thereof (the “**Hearing**”)]; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; and the Court having determined that the legal and factual bases set forth in the Motion [and at the Hearing] establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is granted.
2. The Debtors are authorized to file objections to claims in accordance with the following procedures:

(a) Multiple proofs of claim may be addressed in a single objection (an “**Omnibus Objection**”). Each claim to which the Debtors object, as well as the grounds for objection, shall be identified within the text of the objection or within exhibits annexed thereto.

(b) Each Omnibus Objection shall either (i) specify the date of the hearing thereon or (ii) state that no hearing has yet been scheduled.

(c) A customized notice of objection (a “**Customized Notice**”) shall be delivered by first-class mail, electronic mail or facsimile, in each case to the

persons identified on the first page of each relevant proof of claim (as such addresses or numbers may have been supplemented or amended pursuant to Bankruptcy Rule 2002(g)). However, if a claim has been transferred, the Customized Notice shall be given only to the person or persons identified as being the owner of such claim on the claims register maintained by the Debtors' claims agent as of the date the objection is filed.

(d) Each Customized Notice shall include a copy of the Omnibus Objection but not the exhibits thereto listing all claims subject to the objection thereby. Each Customized Notice shall instead identify the particular claim or claims filed by the claimant that are the subject of the Omnibus Objection (but shall not include a copy of the relevant proof of claim, which shall be made available on the Debtors' case information website located at www.startribunereorg.com), state the basis of the objection with respect to each such claim and notify such claimant of the steps that must be taken to contest the objection.

(e) The assertion of a particular ground for objecting to a claim shall not preclude the Debtors from asserting additional appropriate grounds for objecting to that claim, either in the same or subsequent objections.

3. In addition to the grounds provided in Bankruptcy Rule 3007(d), the Debtors may include in Omnibus Objections those claims that the Debtors believe should be disallowed, in whole or in part, because: (a) the amount claimed contradicts the Debtors' books and records; (b) the claims do not include sufficient documentation to ascertain the validity of the claim; (c) the claims were incorrectly filed as secured,

administrative or priority claims; and (d) the claims seek recovery of amounts for which the Debtors are not liable.

4. The Debtors may file Omnibus Objections that contain more than 100 claims.

5. The deadline to file a response to an objection (the “**Response Deadline**”) shall be 4:00 p.m. (prevailing Eastern Time) on the date that is 20 calendar days from the date that the objection is filed. A response will be considered timely only if, prior to the Response Deadline, it is properly filed in accordance with the Case Management Order and served so as to be actually received by the following parties: (a) the attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Timothy E. Graulich, (b) the attorneys to the agent for the Debtors’ first lien pre-petition lenders, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mark A. Broude and (c) the attorneys for the statutory committee of unsecured creditors (the “**Creditors’ Committee**”), Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: Sharon L. Levine and Scott Cargill.

6. No response shall be accepted or considered by the Court unless it includes, among other things, the following:

(a) an appropriate caption, including the title and date of the objection to which the response is directed;

(b) the name of the claimant, the reference number of the proof of claim (as identified on the claims register maintained on the Debtors’ case

information website (located at *www.startribunereorg.com*)) and a description of the basis for the amount of the proof of claim;

(c) a concise statement setting forth the reasons why the Court should not sustain the objection, including, but not limited to, the specific factual and legal bases upon which the claimant relies in opposing the objection;

(d) copies of any documentation and other evidence upon which the claimant will rely in opposing the objection at a hearing;³ and

(e) the name, address, telephone number and facsimile number of a person authorized to reconcile, settle or otherwise resolve the claim on the claimant's behalf.

7. As to those claims for which a proper and timely response is not filed and served in compliance with the foregoing procedures, the Debtors will submit to the Court, by electronic mail, first class mail or hand delivery, a letter enclosing a proposed order sustaining the objections to each claim for which a written response was not timely filed and served as set forth above, which the Court shall enter without further notice or a hearing. A failure by a claimant to file a proper and timely response in compliance with the procedures specified herein shall be deemed a waiver by such claimant of all rights to respond to such objection, and consent by such claimant to the relief requested in the objection with respect to such claimant's proof of claim.

8. To the extent that a response is filed with respect to any claim to which the Debtors have objected, each such claim shall constitute a separate contested matter as

³ If the claimant cannot timely provide such documentation and other evidence, the claimant shall explain in the response why it was not possible to timely provide such documentation and other evidence.

contemplated by Bankruptcy Rule 9014. Any order entered by the Court with respect to an objection shall be deemed a separate order with respect to each proof of claim. The filing of a response with respect to a given claim shall not delay the entry of an order sustaining the objections to each claim for which a proper response has not timely been filed and served.

9. If a claimant files a timely response that conforms with all of the requirements of this Order, the Debtors may:

(a) in their discretion, and in accordance with other orders of this Court or the provisions of the Bankruptcy Code and Bankruptcy Rules, seek to settle with the relevant claimants the priority, amount and validity of such contested claim;

(b) in their discretion, but in consultation with the Court, schedule such claim for a hearing and adjourn any hearing previously scheduled.⁴ The Debtors shall mail or otherwise transmit written notice of the scheduling of any such hearing at least fourteen calendar days before the date of such hearing to (i) each respondent whose response will be considered at such hearing, (ii) the attorneys for the First Lien Agent and (iii) the attorneys for the Creditors' Committee. Notice may be by first-class mail, electronic mail or facsimile, in each case (i) to an address or number identified in the response or (ii) if no such address or number was identified, then to an address or number identified on the

⁴ The Debtors' right to schedule such claim(s) for a hearing shall be without prejudice to any rights of any claimant to seek to set a hearing on such claim(s) consistent with the Bankruptcy Code, the Bankruptcy Rules and orders of the Court.

first page of the relevant proof of claim (as such address or number may have been supplemented or amended pursuant to Bankruptcy Rule 2002(g)); and

(c) for each claim as to which a hearing is scheduled, file a reply with the Court by noon (prevailing Eastern Time) on the day that is at least four calendar days before the date of the applicable hearing.

10. The notice procedures set forth herein are hereby decreed adequate and sufficient under the Bankruptcy Code and Bankruptcy Rules.

11. The procedures set forth herein are without prejudice to the right of the Debtors to seek an order of this Court approving additional or different procedures with respect to specific claims or categories of claims.

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

13. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: New York, New York
_____, 2009

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE