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(310) 407-4000

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New Address Effective May 5, 2003:  
2121 Avenue of the Stars, 33rd Floor  
Los Angeles, California 90067-5061

Reorganization Counsel for  
Debtors and Debtors in Possession

Debtors' Mailing Address  
27442 Portola Parkway, Suite 200  
Foothill Ranch, CA 92610

**ENTERED**  
APR 24 2003  
CLERK U.S. BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
BY Deputy Clerk

**FILED**  
APR 23 2003  
CLERK U.S. BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
BY Deputy Clerk

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
LOS ANGELES DIVISION**

In re:

**FOUNTAIN VIEW, INC.**, a Delaware  
corporation, et al.

Debtors.

Case No.: LA 01-39678 BB through  
LA 01-39697 BB  
And LA 01-45516 BB;  
LA 01-45520 BB; and  
LA 01-45525 BB  
(Jointly Administered under Case No. LA  
01-39678 BB)

Chapter 11

**ORDER AUTHORIZING AND APPROVING:**  
**(A) ADEQUACY OF DEBTORS' DISCLOSURE**  
**STATEMENT; (B) FORM, SCOPE, AND**  
**NATURE OF SOLICITATION, BALLOTING,**  
**TABULATION, AND NOTICES WITH**  
**RESPECT THERETO; AND (C) RELATED**  
**CONFIRMATION PROCEDURES,**  
**DEADLINES, AND NOTICES**

**Disclosure Statement Hearing Held:**

DATE: April 15, 2003  
TIME: 2:00 p.m.

**Confirmation Hearing Set For:**

DATE: July 3, 2003  
TIME: 11:00 a.m.  
PLACE: Roybal Federal Building  
255 E. Temple St. Rm. 1475  
Los Angeles, CA 90012

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1 **IN THIS DISTRICT, AT LOS ANGELES, CALIFORNIA, ON THE DATE**  
2 **INDICATED BELOW:**

3 On April 15, 2003, the Court held a hearing (the "Hearing") to consider the  
4 Motion (the "Motion")<sup>1</sup> to approve the adequacy of the information contained in the *Debtors'*  
5 *Disclosure Statement Dated April 14, 2003* filed by Fountain View, Inc. and its 22 chapter 11  
6 affiliates, the debtors and debtors in possession in the above-captioned, jointly administered  
7 chapter 11 cases (collectively, the "Debtors"). Following the hearing, the Debtors submitted  
8 the *Debtors' Disclosure Statement Dated April 22, 2003* (the "Disclosure Statement") and the  
9 *Debtors' Joint Plan Of Reorganization Dated April 22, 2003* (the "Plan"), which  
10 incorporated, among other things, the Court's comments at the Hearing. Appearances at the  
11 Hearing are as reflected on the record of the Court.

12 In connection with the Hearing, the Court has reviewed and considered: (i) the  
13 Motion, the accompanying Memorandum of Points and Authorities, and the Declaration of  
14 Boyd Hendrickson in support of the Motion; (ii) the Disclosure Statement attached hereto as  
15 Exhibit A; (iii) the Plan attached hereto as Exhibit 1 to the Disclosure Statement; (iv) the  
16 submission of exhibits to the Motion; (v) the objection filed by Christina Embisan, Does  
17 Jaime, Fernando Reyes, Maria Fronda and Dhiya Reyes (collectively, "Embisan"); (vi) all  
18 other pleadings, exhibits, documents and other evidence submitted before or at the Hearing;  
19 (vii) the record in these cases; and (viii) the arguments and representations of counsel at the  
20 Hearing.

21 Based upon that review and consideration, the Court hereby finds that:

22 A. Notice of the Motion and Hearing constitutes notice that is appropriate  
23 under the particular circumstances and complies with the applicable provisions of the  
24 Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules, and no other notice need  
25 be given.

26 B. The Disclosure Statement contains adequate information within the  
27 meaning of Bankruptcy Code section 1125.

28 \_\_\_\_\_  
<sup>1</sup> All terms not defined herein shall the meaning ascribed to them in the Motion.

1 C. The solicitation, balloting, tabulation, and confirmation procedures; the  
2 form of notices attached hereto as Exhibits B; the form of ballots attached hereto as Exhibits  
3 C; and the deadlines and other relief requested by the Debtors in the Motion; are fair,  
4 reasonable, and appropriate, authorized by the applicable provisions of the Bankruptcy Code,  
5 the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules of this Court,  
6 and in the best interests of the estates.

7 **NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

8 1. The Motion and the relief requested therein are **GRANTED** as set forth  
9 in this Order.

10 2. Any objections to the Motion, to the extent not previously withdrawn or  
11 waived, are overruled.

12 3. The adequacy of the Disclosure Statement is approved and the Debtors  
13 are authorized to solicit votes and elections with respect to the Plan.

14 4. The scope of notice as set forth in the Motion, with respect to the  
15 distribution of the Plan and Disclosure Statement, related notices, and solicitation and  
16 election materials in these cases is approved.

17 5. The Debtors are authorized to disseminate the following materials (the  
18 "Solicitation Package") in accordance with the procedures set forth in the Motion:

19 a. This Order without the attached exhibits.

20 b. The Plan and Disclosure Statement.

21 c. *Notice of (I) Approval of (1) Adequacy Of Disclosure Statement,*  
22 *And (2) Related Procedures And Deadlines; And (II) Hearing On Confirmation Of*  
23 *Debtors' Joint Plan Of Reorganization Dated April 22, 2003*, in substantially the form  
24 of the proposed notice attached to hereto as Exhibit B1.

25 d. Cover letters in support of the Plan by (i) the Debtors, (ii) the  
26 Official Committee of Creditors Holding Unsecured Claims (the "Creditors'  
27 Committee"), in substantially the form of the letter attached hereto as Exhibit D, and  
28 (iii) the Official Noteholders' Committee, in substantially the form of the letter

1 attached hereto as Exhibit E.

2 e. With respect only to those entities that are entitled to vote on the  
3 Plan, an appropriate ballot or ballots for the applicable class, in substantially the form  
4 of the proposed ballots attached hereto as Exhibit C1 (Bank Midwest); Exhibit C2  
5 (Class 2 – Woodlands Place Nursing Center, L.P.), Exhibit C6 (Class 6 – Bergen),  
6 Exhibit C9 (Class 9 – 11¼% Notes Beneficial Holder Ballot), Exhibit C9-a (Class 9 –  
7 11¼% Notes Master Ballot), Exhibit C10 (Class 10 – General Unsecured Claims),  
8 Exhibit C12 (Class 12 – Insured Professional Liability Claims), Exhibit C13 (Class 13  
9 – Uninsured Punitive Damages Claims and Other Subordinated Claims), Exhibit C14  
10 (Class 14 – Existing Preferred Stock), Exhibit C15 (Class 15 – Existing Class A  
11 Common Stock), Exhibit C17 (Class 17 – Existing Class C Common Stock), and  
12 Exhibit C18 (Class 18 – Existing Warrants).

13 6. The Debtors are authorized to disseminate the Solicitation Package by  
14 serving the package on the parties set forth in the Motion and in accordance with the  
15 procedures set forth in the Motion. The Debtors will disseminate the Solicitation Package by  
16 first-class mail on or before April 30, 2003 (the "Service Date") by serving the package on:

17 a. All known creditors (1) that have filed a proof of claim in the  
18 Debtors' cases (other than claims that have been disallowed, waived, or withdrawn by  
19 order of the Court, stipulation, or otherwise), or (2) if no such proof of claim has been  
20 filed, on whose behalf the Debtors scheduled a claim in their respective "Schedules"  
21 (other than claims scheduled as disputed, contingent or unliquidated or in the amount  
22 of \$0);

23 b. All non-debtor parties to unexpired leases and executory contracts  
24 other than parties to the Resident Agreements<sup>2</sup>;

25 c. All parties who have requested special notice in these cases  
26

27 \_\_\_\_\_  
28 <sup>2</sup> Upon admission to one or more of the Debtors' long-term care facilities, each resident (or appropriate representative of such resident) executes a Resident Agreement establishing the terms and conditions of such resident's admission and residency in the Debtors' facility. These Resident Agreements will be automatically assumed pursuant to the terms of the Plan. Such parties will not receive the Solicitation Package.

1 (collectively, the "Special Notice Parties");

2 d. The Office of the United States Trustee and the governmental  
3 entities enumerated in Bankruptcy Rule 2002(j);

4 e. Counsel for the Creditors' Committee and the Official  
5 Noteholders' Committee; and

6 f. All known holders (the "Shareholders") of the Debtors' preferred  
7 stock, common stock, warrants, options, and other equity interests existing as of the  
8 petition date.

9 7. The Debtors are authorized to cause an abbreviated notice of the  
10 Confirmation Hearing Date, in substantially the form of the notice attached hereto as Exhibit  
11 B2 to be published on or before April 30, 2003 at the expense of the estates one time in the  
12 Wall Street Journal (national edition), Los Angeles Times, Orange County Register, Fresno  
13 Bee, Houston Chronicle, Dallas Morning News, Fort Worth Star-Telegram and Austin  
14 Statesman (the "Publication Notice").

15 8. The Debtors are authorized to post the Publication Notice in each of the  
16 Debtors' 48 long-term care facilities on or before April 30, 2003.

17 9. Except as otherwise specifically provided herein, the procedures and  
18 deadlines with respect to the solicitation of votes to accept or reject the Plan, the casting of  
19 such votes, and the tabulation of such votes, as set forth in the Motion, are hereby approved  
20 and made binding on all parties in interest.

21 10. The following procedures will apply with respect to the balloting and the  
22 tabulation of ballots for the Plan:

23 a. The amount of a claim or interest for the purposes of ballot  
24 tabulation will be:

25 i. *For a claim or interest identified in the Schedules as not*  
26 *contingent, not unliquidated, and not disputed, and that has not been*  
27 *disallowed, waived, or withdrawn by order of the Court, stipulation, or*  
28 *otherwise prior to the Confirmation Hearing, and for which no proof of claim*

1           *has been filed timely*, the claim or interest amount as identified in the Schedules  
2           (the "Scheduled Amount");

3                     ii.     *For a timely proof of claim or proof of interest that is filed*  
4                     *in a specified liquidated amount and that is not the subject of an objection filed*  
5                     *before the Confirmation Hearing, or is not listed on Exhibit 8 (Schedule of*  
6                     *Disputed Claims) to the Disclosure Statement, or that has not been disallowed,*  
7                     *waived, or withdrawn by order of the Court, stipulation, or otherwise prior to*  
8                     *the Confirmation Hearing, the specified liquidated amount in such proof of*  
9                     claim or proof of interest (the "Liquidated Amount");

10                    iii.    *For a claim or interest that is the subject of an objection in*  
11                    *whole or in part before the Confirmation Hearing or listed on Exhibit 8*  
12                    *(Schedule of Disputed Claims) to the Disclosure Statement, only the undisputed*  
13                    amount, if any, of such claim or interest, unless such claim or interest is  
14                    temporarily allowed in some other amount under Bankruptcy Rule 3018(a),  
15                    pursuant to the procedures set forth in this Order.

16                    b.     If an entity submits a ballot for a claim or interest (i) for which  
17                    there is no timely proof of claim or proof of interest filed and for which there is no  
18                    corresponding Scheduled Amount, or (ii) which is the subject of an unresolved  
19                    objection filed prior to the Confirmation Hearing or listed on Exhibit 8 (Schedule of  
20                    Disputed Claims) to the Disclosure Statement, such ballot will not be counted unless  
21                    otherwise ordered by the Court. Timely ballots cast by entities that are removed from  
22                    Exhibit 8 (Schedule of Disputed Claims) to the Disclosure Statement, as such schedule  
23                    may be amended on or before the Balloting Deadline, shall be counted.

24                    c.     Creditors that have claims and/or interests in more than one class  
25                    under the Plan must submit a separate ballot for voting their claims and/or interests in  
26                    each such class. Any creditor that requires additional copies of a ballot either may  
27                    photocopy the original ballot or obtain an additional ballot pursuant to the instructions  
28                    set forth in the Confirmation Hearing Notice and the proposed ballots. **If a creditor**

1           **uses one ballot to vote claims and/or interests in more than one class, such**  
2           **combined ballot will not be counted.**

3           d.       If an entity casts more than one eligible ballot with respect to the  
4 same claim or interest, the latest ballot received prior to the Balloting Deadline will be  
5 counted, by reference first to the date of the ballots, and if either ballot is undated, by  
6 reference to the postmark or other indicia of the date of transmission.

7           e.       If a ballot is not completed in its entirety so that all the required  
8 information and signatures are provided or is not received by the applicable deadline,  
9 the ballot will not be counted unless the Bankruptcy Court orders otherwise; provided,  
10 however, that any ballot that is signed but that does not indicate an acceptance or  
11 rejection of the Plan shall be deemed to be a ballot accepting the Plan.

12           f.       Shanda Ellingwood, a paralegal at Klee, Tuchin, Bogdanoff &  
13 Stern LLP, (the "Ballot Tabulator"), or such other person designated by the firm, shall  
14 tabulate the ballots and prepare the appropriate reports with respect thereto. After  
15 tabulation of the ballots, a Plan Ballot Summary, in substantially the form of Official  
16 Form F 3017, will be submitted.

17           g.       Except as otherwise provided in the Plan, the deadline for  
18 objecting to claims or interests is after the Confirmation Hearing Date. As a result,  
19 creditors and interest holders may not rely on the absence of an objection to their  
20 proofs of claim or proofs of interest in determining whether to vote to accept or reject  
21 the Plan or as any indication that the Debtors ultimately will not object to the amount,  
22 priority, security, or allowability of such claims or interests; provided, however, with  
23 respect to Class 10 Claims (General Unsecured Claims) and Class 11 Claims  
24 (Convenience Claims), the Debtors and the Reorganized Enterprise may only object to  
25 a claim if it is (i) listed on Exhibit 8 (Schedule of Disputed Claims) to the Disclosure  
26 Statement (as such exhibit may be subsequently amended through the date the Debtors  
27 serve the Disclosure Statement upon creditors and interest holders), (ii) not timely  
28 Filed, or (iii) duplicative of another Claim that is not objected to.

1           11.     June 6, 2003, at 5:00 p.m. Pacific Time (the "Balloting Deadline") is the  
2 deadline on or before which all ballots to accept or reject the Plan must be received by the  
3 Ballot Tabulator from the entities that are eligible to vote. All ballots (except Class 9 ballots)  
4 must be returned to, and actually received by, Klee, Tuchin, Bogdanoff & Stern LLP at the  
5 following address by first class mail, overnight delivery or facsimile on or before the  
6 Balloting Deadline in order to be counted. Any ballots received after the Balloting Deadline  
7 will not be counted.

8                   Klee, Tuchin, Bogdanoff & Stern LLP  
9                   Attn: Shanda D. Ellingwood  
10                  2121 Avenue of the Stars, 33rd Floor  
11                  Los Angeles, CA 90067  
12                  Facsimile: (310) 407-9090

13           12.     The Debtors are authorized to retain The Altman Group, Inc. as voting  
14 agent (the "Voting Agent") to oversee the distribution of the Solicitation Packages to the  
15 holders of the 11¼% Notes classified in Class 9 under the Plan. The Debtors are authorized  
16 to pay the actual, reasonable, and necessary expenses of the Voting Agent without further  
17 notice or order from the Court.

18           13.     April 15, 2003 shall be the Record Date on which the identity of the  
19 beneficial holders of the 11¼% Notes will be determined for the purpose of establishing an  
20 entitlement to receive the Solicitation Package and the election materials and vote on the  
21 Plan.

22           14.     The Voting Agent is authorized three (3) business days before the  
23 Service Date (i.e., April 30, 2003) to dispatch a written or electronic inquiry to the banks,  
24 brokers, dealers, and financial institutions known to be holders of record of the 11¼% Notes  
25 (or to their duly authorized agents, including ADP Proxy Service) (the "Institutional  
26 Nominees") based upon a list provided by the Depository Trust Company ("DTC") requesting  
27 that as of the Record Date (i.e., April 15, 2003), they: (i) confirm whether they were record  
28 holders of 11¼% Notes as of the Record Date; and (ii) advise the Voting Agent as to the  
number of Solicitation Packages that they would need to transmit to each beneficial holder of



1 11¼% Notes as of the Record Date. Based upon the responses to the Voting Agent's inquiry,  
2 the Voting Agent will develop a list of record holders of the 11¼% Notes as of the Record  
3 Date.

4 15. On or before the Service Date (i.e., April 30, 2003), the Voting Agent is  
5 authorized to disseminate to the Institutional Nominees the Solicitation Package including  
6 ballots to be completed by each beneficial holder of 11¼% Notes and returned to the  
7 Institutional Nominees (the "Beneficial Holder Ballots") as well as a ballot to be completed  
8 by the Institutional Nominees to summarize voting (the "Master Ballots") by overnight mail  
9 or personal delivery with instructions to distribute the Solicitation Packages to the beneficial  
10 holders of the 11¼% Notes on or before May 16, 2003.

11 16. June 4, 2003 is the deadline on or before which Class 9 Beneficial Holder  
12 Ballots must be returned to the Institutional Nominee from which each beneficial holder  
13 received that ballot and the Solicitation Package. All Beneficial Holder Ballots must be  
14 returned to, and actually received by, the Institutional Nominees on or before June 4, 2003 in  
15 order to be counted.

16 17. June 6, 2003, at 5:00 p.m. Pacific Time is the deadline on or before  
17 which each Institutional Nominee must summarize the votes received by the beneficial  
18 holders of the 11¼% Notes and return the Master Ballot to the Voting Agent. All Master  
19 Ballots must be returned to, and actually received by, the Voting Agent at the following  
20 address by overnight delivery or facsimile on or before the Balloting Deadline in order to be  
21 counted.

22 The Altman Group, Inc.  
23 Attn: Paul R. Schulman  
24 1275 Valley Brook Avenue  
25 Lyndhurst, NJ 07071  
26 Facsimile (201) 460-0050

27 18. The procedures and deadlines with respect to the distribution of the  
28 Solicitation Packages to the holders of the 11¼% Notes in paragraphs 12 through 17, above,  
are approved and made binding on all parties in interest.

1           19.     The Debtors are authorized, without further notice or order of the Court,  
2 to reimburse the Institutional Nominees for their actual, necessary, and reasonable expenses  
3 incurred in performing the above-noted services. The Debtors are not authorized to pay any  
4 fees, commissions, or other remuneration for the Institutional Nominees for such services.

5           20.     U.S. Bank, N.A., as successor indenture trustee of the 11¼% Notes, shall  
6 have no obligation (affirmative or otherwise) with respect to (i) the distribution of the  
7 Solicitation Packages, including the ballots, to the record and/or beneficial holders of the  
8 11¼% Notes, or any other person or entity, (ii) the completion of the Master Ballots or the  
9 tabulation of votes cast in connection with the Plan, or (iii) any other matter related to the  
10 solicitation of votes on the Plan from the beneficial holders of the 11¼% Notes.

11           21.     Any claim subject to a timely objection or listed as disputed, contingent  
12 or unliquidated or in the amount of \$0 on the Debtors' Schedules or listed on Exhibit 8  
13 (Schedule of Disputed Claims) to the Disclosure Statement shall not be entitled to vote on the  
14 Plan unless the claim has been allowed for voting purposes by an order of the Court entered  
15 on or before June 6, 2003. May 12, 2003 is the last day for a creditor to timely file a motion  
16 for an order allowing for voting purposes a claim subject to a pending objection or listed as  
17 disputed, contingent or unliquidated or in the amount of \$0 on the Debtors' Schedules, or  
18 listed on Exhibit 8 (Schedule of Disputed Claims) to the Disclosure Statement. May 23, 2003  
19 will be the last day for timely filing of a response to such a motion. Timely filed motions to  
20 allow a claim for voting purposes will be heard by the Court on or before June 5, 2003. To  
21 cast a timely vote, the claim holder must obtain an order from the Court allowing such claim  
22 for voting purposes on or before June 6, 2003, and submit a timely ballot such that it is  
23 received by the Ballot Tabulator by 5:00 p.m. Pacific Time on June 6, 2003.

24           22.     May 12, 2003 will be the last day for a creditor to file a motion for an  
25 order determining that a claim designated as unimpaired under the Plan is impaired. May 23,  
26 2003 will be the last day for timely filing of a response to such a motion. Timely filed  
27 motions for an order determining that a claim designated as unimpaired under the Plan is  
28 impaired will be heard by this Court on or before June 5, 2003. To cast a timely vote, the

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(310) 407-4000

1 holder of a claim designated as unimpaired under the Plan must obtain an order of the Court  
2 determining such claim to be impaired on or before June 6, 2003, and submit a timely ballot  
3 such that it is received by the Ballot Tabulator by 5:00 p.m. Pacific Time on June 6, 2003.

4 23. The "Plan Ballot Summary" will be submitted to the Court within three  
5 (3) Court days following the Balloting Deadline (i.e., June 11, 2003).

6 24. July 3, 2003, at 11:00 a.m. Pacific Time, or such later date and time as  
7 the Court may hereafter set (the "Confirmation Hearing Date"), will be the date and time for  
8 the Confirmation Hearing.

9 25. June 13, 2003 will be the last date to file and serve any initial  
10 memoranda and evidence in support of confirmation of the Plan, which memoranda and  
11 evidence must be served upon the (i) Fountain View, Inc., 27442 Portola Parkway, Suite 200,  
12 Foothill Ranch, CA 92610, Attn: Roland Rapp, Esq.; (ii) the Debtors' reorganization counsel  
13 – Klee, Tuchin, Bogdanoff & Stern LLP, 2121 Avenue of the Stars, 33rd Floor, Los Angeles,  
14 CA 90067, Attn: Brendt C. Butler, Esq.; (iii) the Office of the United States Trustee, Ernst &  
15 Young Plaza, 725 South Figueroa Street, 26th Floor, Los Angeles, California 90017, Attn:  
16 Joseph Caceres, Esq.; (iv) counsel to the Creditors' Committee – Sonnenschein, Nath &  
17 Rosenthal, 1221 Avenue of the Americas, New York, NY 10020-1089, Attn. Carole Neville,  
18 Esq.; (v) counsel to the Noteholders' Committee - Akin, Gump, Strauss, Hauer & Feld L.L.P.,  
19 590 Madison Avenue, New York, NY 10022, Attn: James R. Savin, Esq. And Michael  
20 Stamer, Esq.; (vi) and counsel to the Agent and Lenders - Chapman and Cutler, 111 West  
21 Monroe Street. Chicago, Illinois 60603, Attn: James Spiotto, Esq.

22 26. By June 13, 2003, the Debtors will file their Amended Schedule of  
23 Assumed or Assigned Agreements and Amended Schedule of Rejected Agreements, as  
24 defined in the Plan (collectively, the "Amended Contract Schedules"), and will serve the  
25 Amended Contract Schedules on the Special Notice Parties, the non-debtor parties to the  
26 executory contracts and unexpired leases identified in the Amended Contract Schedules  
27 whose treatment differs from that provided in the Exhibits attached to the Solicitation  
28 Package, and the parties in paragraph 25 above.

1           27.     Except as provided below, June 23, 2003 will be the last date to file and  
2 serve any objections and evidence in opposition to confirmation of the Plan, which must: (i)  
3 be served upon the parties set forth in paragraph 25, above; (ii) be in writing and  
4 accompanied by a memorandum of points and authorities; and (iii) set forth in detail the name  
5 and address of the party filing the objection, the grounds for the objection, any evidentiary  
6 support for the objection in the nature of declarations submitted under penalty of perjury, and  
7 the amount of the objector's claims or such other grounds that give the objector standing to  
8 assert the objection.

9           28.     The last date to file and serve any objections and evidence in opposition  
10 to assumption (including any objections to the proposed cure payments specified therein) or  
11 rejection of the agreements specified on the Schedule of Assumed and Assigned Agreements  
12 or Schedule of Rejected Agreements (together, the "Contract Schedules") served with the  
13 Solicitation Package shall be June 13, 2003. The last day to file and serve any objection and  
14 evidence in opposition to assumption or rejection of the agreements specified on the  
15 Amended Contract Schedules is the first business day that is the later of: (i) June 13, 2003; or  
16 (ii) ten (10) days after the Debtors file and serve any amendments to the Contract Schedules  
17 relating to agreements to which such objections pertain.

18           29.     The last day for the Debtors to file and serve all documents in the Plan  
19 Supplement shall be June 23, 2003.

20           30.     Any objection to confirmation of the Plan not timely filed and served will  
21 be deemed to be waived and to be consent to the Court's entry of an order confirming the  
22 Plan.

23           31.     Any evidence that is not timely filed and served will be stricken from the  
24 record and will not be considered in determining any contested matter at the Confirmation  
25 Hearing.

26           32.     All declarants must appear, without need for subpoena, for cross-  
27 examination at the Confirmation Hearing upon 48 hours written notice from the Debtors or  
28 any other party in interest. The testimony of any declarant required to appear who is not

1 present for cross-examination at the Confirmation Hearing will be stricken from the record  
2 and will not be considered in determining contested matters at the Confirmation Hearing.

3 33. Responses to any objections to confirmation of the Plan may be filed and  
4 served on or before June 30, 2003.

**Sheri Bluebond**

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6 DATED: APR 23 2003

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THE HONORABLE SHERI BLUEBOND  
UNITED STATES BANKRUPTCY JUDGE

Presented By:

*Brennott G. Pettit* For *Daniel J. Busel*  
DANIEL J. BUSSEL  
KLEE, TUCHIN, BOGDANOFF & STERN LLP  
Reorganization Counsel for  
Debtors and Debtors in Possession