

Exhibit I

New Money Equity Waterfall and Rollover Equity Waterfall (Consensual Plan)

The New Money Equity Waterfall and the Rollover Equity Waterfall will be entitled to distributions from net cash flow and/or capital events based on the respective equity ownership percentages for the New Money Equity Investment, which is approximately 61.9%, and the Rollover Equity, which is approximately 38.1%; provided, however, that any NewCo Common Interests that are issued upon the exercise of the New Warrants (which shall have an initial aggregate exercise price equal to 115% of 2.5% of the Plan reorganized equity value to be agreed upon by the Debtors, the Investor and each of the Sponsors, which shall increase by 20% per year) shall dilute, on a pari passu basis, the New Money Equity Investment and the Rollover Equity under both the New Money Equity Waterfall and the Rollover Equity Waterfall. Distributions among the Sub-Equity will follow a waterfall so that each Class of Sub-Equity gets paid the stated value of its contributed claim before a more junior Sub-Equity Class receives a distribution, consistent with the existing priority of payments.

New Money Equity Waterfall

Pursuant to the New Money Equity Waterfall, the New Money Equity Investment, SCG Incentive Comp and Sub-Equity shall be entitled to distributions from net cash flow and/or capital events (collectively, "NCF") as follows:

- *Tier 1*: 100% of NCF to New Money Equity Investment until New Money Equity Investment has received a 12% IRR on \$650 million;
- *Tier 2*: The balance, if any, of distributable funds remaining after the distributions pursuant to Tier 1 shall be made as follows, until aggregate distributions are made pursuant to Tier 1 and this Tier 2 in an amount equal to the total distributions required for New Money Equity Investment to receive a 12% IRR on \$765 million
 - (a) 90% to New Money Equity Investment
 - (b) 10% to SCG Incentive Comp
- *Tier 3*: The balance, if any, of distributable funds remaining after the distributions pursuant to Tier 1 through Tier 2 shall be distributed as follows, until SCG Incentive Comp has received distributions pursuant to this Tier 3, including distributions received pursuant to Tier 2 (b) above, in an amount equal to the difference between (i) ten percent (10%) of the sum of (x) all distributions made pursuant to Tier 1 through Tier 2 above and (y) all distributions made to this Tier 3, and (ii) ten percent (10%) of all capital contributions returned:
 - (c) 38% to New Money Equity Investment
 - (d) 57% to SCG Incentive Comp
 - (e) 5% to Sub-Equity

- *Tier 4:* 85% of NCF to New Money Equity Investment, 10% to SCG Incentive Comp and 5% to Sub-Equity, until New Money Equity Investment has received a 15% IRR on \$765 million;
- *Tier 5:* 75% of NCF to New Money Equity Investment, 10% to SCG Incentive Comp and 15% to Sub-Equity, until New Money Equity Investment has received a 20% IRR on \$765 million;
- *Tier 6:* 70% of NCF to New Money Equity Investment, 10% to SCG Incentive Comp and 20% to Sub-Equity, until New Money Equity Investment has received a 25% IRR on \$765 million;
- *Tier 7:* 60% of NCF to New Money Equity Investment, 10% to SCG Incentive Comp and 30% to Sub-Equity, until total distributions to the Sub-Equity equals the outstanding principal balance of Sub-Equity claims (excluding accrued and unpaid interest, costs, fees and expenses), and
- *Tier 8:* thereafter, 90% of NCF to New Money Equity Investment, and 10% to SCG Incentive Comp.

Rollover Equity Waterfall

Pursuant to the Rollover Equity Waterfall, Rollover Equity and Sub-Equity shall be entitled to distributions of NCF:

- *Tier 1:* 100% of NCF to Rollover Equity until Rollover Equity has received a 12% IRR (return of and on Rollover Equity of \$471 million);
- *Tier 2:* 95% of NCF to Rollover Equity, 5% to Sub-Equity, until Rollover Equity has received a 15% IRR;
- *Tier 3:* 85% of NCF to Rollover Equity, 15% to Sub-Equity, until Rollover Equity has received a 20% IRR;
- *Tier 4:* 80% of NCF to Rollover Equity, 20% to Sub-Equity, until Rollover Equity has received a 25% IRR;
- *Tier 5:* 70% of NCF to Rollover Equity, 30% to Sub-Equity, until total distributions to Sub-Equity equals the outstanding principal balance of Sub-Equity claims (excluding accrued and unpaid interest, costs, fees and expenses), and
- *Tier 6:* thereafter, 100% of NCF to Rollover Equity.

Exhibit J

New Money Equity Waterfall (Non-Consensual Plan)

The New Money Equity Waterfall will be entitled to distributions from net cash flow and/or capital events based on the 100% equity ownership for the New Money Equity Investment; provided, however, that any NewCo Common Interests that are issued upon the exercise of the New Warrants (which shall have an initial aggregate exercise price equal to 115% of 2.5% of the Plan reorganized equity value to be agreed upon by the Debtors, the Investor and each of the Sponsors, which shall increase by 20% per year) shall dilute, on a pari passu basis, the New Money Equity Investment under the New Money Equity Waterfall. Distributions among the Sub-Equity will follow a waterfall so that each Class of Sub-Equity gets paid the stated value of its contributed claim before a more junior Sub-Equity Class receives a distribution, consistent with the existing priority of payments.

Pursuant to the New Money Equity Waterfall, the New Money Equity Investment, SCG Incentive Comp and Sub-Equity shall be entitled to distributions from net cash flow and/or capital events (collectively, "NCF") as follows:

- *Tier 1*: 100% of NCF to New Money Equity Investment until New Money Equity Investment has received a 12% IRR (return of and on New Money Equity Investment of \$400 million plus any additional capital contributions made by the Sponsors from time to time);
- *Tier 2*: The balance, if any, of distributable funds remaining after the distributions pursuant to Tier 1 shall be made as follows, until aggregate distributions are made pursuant to Tier 1 and this Tier 2 in an amount equal to the total distributions required for New Money Equity Investment of \$400 million plus any additional capital contributions made by the Sponsors from time to time to receive a 15% IRR
 - (f) 90% to New Money Equity Investment
 - (g) 10% to SCG Incentive Comp
- *Tier 3*: The balance, if any, of distributable funds remaining after the distributions pursuant to Tier 1 through 2 shall be distributed as follows, until SCG Incentive Comp has received distributions pursuant to this Tier 3, including distribution received under Tier 2(b) above, in an amount equal to the difference between (i) ten percent (10%) of the sum of (x) all distributions made pursuant to Tier 1 through Tier 2 above and (y) all distributions made to this Tier 3, and (ii) ten percent (10%) of all capital contributions returned:
 - (a) 38% to New Money Equity Investment of \$400 million plus any additional capital contributions made by the Sponsors from time to time
 - (b) 57% to SCG Incentive Comp
 - (c) 5% to Sub-Equity

- *Tier 4:* 80% of NCF to New Money Equity Investment of \$400 million plus any additional capital contributions made by the Sponsors from time to time, 10% to SCG Incentive Comp and 10% to Sub-Equity, until New Money Equity Investment of \$400 million plus any additional capital contributions made by the Sponsors from time to time has received a 20% IRR;
- *Tier 5:* 77.5% of NCF to New Money Equity Investment of \$400 million plus any additional capital contributions made by the Sponsors from time to time, 10% to SCG Incentive Comp and 12.5% to Sub-Equity, until New Money Equity Investment of \$400 million plus any additional capital contributions made by the Sponsors from time to time has received a 25% IRR;
- *Tier 6:* 75% of NCF to New Money Equity Investment of \$400 million plus any additional capital contributions made by the Sponsors from time to time, 10% to SCG Incentive Comp and 15% to Sub-Equity, until total distributions to the Sub-Equity equals the outstanding principal balance of Sub-Equity claims (excluding accrued and unpaid interest, costs, fees and expenses), and
- *Tier 7:* thereafter, 90% of NCF to New Money Equity Investment of \$400 million plus any additional capital contributions made by the Sponsors from time to time, and 10% to SCG Incentive Comp.