

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

In re:)	
)	Chapter 11
)	
LEAR CORPORATION, <u>et al.</u> , ¹)	Case No. 09-14326 (ALG)
)	
Debtors.)	Jointly Administered
)	

**ORDER: (A) APPROVING THE DISCLOSURE STATEMENT;
(B) APPROVING CERTAIN DATES RELATED TO CONFIRMATION
OF THE PLAN; (C) APPROVING CERTAIN VOTING PROCEDURES
AND THE FORM OF CERTAIN DOCUMENTS TO BE DISTRIBUTED IN
CONNECTION WITH THE SOLICITATION OF THE PLAN; AND (D) APPROVING
PROPOSED VOTING AND GENERAL TABULATION PROCEDURES**

Upon the motion (the “Motion”) of the above-captioned debtors (collectively, the “Debtors”) for the entry of an order (this “Order”): (a) approving the *Disclosure Statement for Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as amended from time to time, the “Disclosure Statement”); (b) approving certain dates related to confirmation of the *Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as amended from time to time, the “Plan”);² (c) approving certain

¹ The Debtors in these chapter 11 cases, along with the last four digits of each U.S. Debtors’ federal tax identification number (if any), include: Lear Corporation (6776); Lear #50 Holdings, LLC (N/A); Lear Argentine Holdings Corporation #2 (7832); Lear Automotive Dearborn, Inc. (4976); Lear Automotive Manufacturing, LLC (3451); Lear Canada (5059); Lear Canada Investments Ltd. (a non-U.S. Debtor that does not maintain a U.S. Federal tax identification number); Lear Corporation (Germany) Ltd. (6716); Lear Corporation Canada Ltd. (a non-U.S. Debtor that does not maintain a U.S. Federal tax identification number); Lear Corporation EEDS and Interiors (6360); Lear Corporation Global Development, Inc. (3121); Lear EEDS Holdings, LLC (4474); Lear European Operations Corporation (8411); Lear Holdings, LLC (4476); Lear Investments Company, LLC (8771); Lear Mexican Holdings Corporation (7829); Lear Mexican Holdings, LLC (4476); Lear Mexican Seating Corporation (4599); Lear Operations Corporation (5872); Lear Seating Holdings Corp. #50 (9055); Lear South Africa Limited (a non-U.S. Debtor that does not maintain a U.S. Federal tax identification number); Lear South American Holdings Corporation (1365); Lear Trim L.P. (8386); and Renosol Seating, LLC (4745). The location of the Debtors’ corporate headquarters and the service address for all of the Debtors is: 21557 Telegraph Road, Southfield, Michigan 48033.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion, the Disclosure Statement or the Plan, as applicable.



voting procedures and the form of certain documents to be distributed in connection with the solicitation of the Plan; and (d) approving proposed voting and general tabulation procedures [Docket No. 368] and the *Notice of Revised Proposed Disclosure Statement Order and Related Exhibits* [Docket No. 598] (the “Notice”); it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; the Bankruptcy Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157 (b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.
2. The Plan Confirmation Schedule is approved as set forth herein.
3. The form of the Disclosure Statement Hearing notice, substantially in the form attached to the Motion as Exhibit J, **as amended on the record of the hearing on September 18, 2009**, is hereby approved.
4. The Debtors have provided adequate notice of the time fixed for filing objections and the hearing to consider approval of the Disclosure Statement in accordance with Bankruptcy Rules 2002 and 3017 and Local Bankruptcy Rules 2002-1 and 3017-1(a).
5. Any objections to approval of the Disclosure Statement that were not withdrawn or resolved at or prior to the hearing to consider approval of the Disclosure Statement are overruled.

6. The Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and is hereby approved as containing adequate information (as defined by section 1125(a) of the Bankruptcy Code).

7. September 14, 2009, 5:00 p.m. prevailing Eastern Time, shall be the Voting Record Date for determining: (a) the Holders of Claims and Interests (including “holders of bonds, debentures, notes and other securities”) that are entitled to receive the Solicitation Package pursuant to the Solicitation Procedures; (b) the Holders of Claims and Interests entitled to vote to accept the Plan; and (c) whether Claims and Interests have been properly transferred or assigned to an assignee, including the requirements that: (i) the transfer or assignment has been fully effectuated pursuant to the procedures dictated by Bankruptcy Rule 3001(e); and (ii) such transfer is reflected on the Claims Register on or before the Voting Record Date.

8. The Disclosure Statement, the Plan and the Ballots and Master Ballot provide Holders of Claims and Interests and other parties in interest with sufficient notice regarding the release, exculpation, and injunction provisions contained in the Plan in compliance with Bankruptcy Rule 3016(c).

9. The Solicitation Procedures attached hereto as Exhibit 1 and incorporated by reference herein, are hereby approved in their entirety, provided that the Debtors reserve the right to amend or supplement the Solicitation Procedures to better facilitate the solicitation process.

10. The procedures for distribution of the Solicitation Packages set forth in the Motion (and including any revisions made thereto, as reflected in the Notice) and the Solicitation Procedures satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules, and the Debtors shall distribute or cause to be distributed Solicitation Packages to all Entities entitled to vote to accept or reject the Plan.

11. The form of the Confirmation Hearing Notice, substantially in the form attached to the Motion as Exhibit B (and including any revisions made thereto, as reflected in the Notice), complies with the requirements of Bankruptcy Rules 2002(b), 2002(d) and 3017(d) and is hereby approved.

12. The Debtors shall publish the Confirmation Hearing Notice (in a format modified for publication) in the *Wall Street Journal*, *USA Today*, *Globe and Mail (National Edition)* and the *Detroit Free Press* on a date no fewer than 15 calendar days prior to the Voting Deadline.

13. The Debtors' letter to the Voting Classes, substantially in the form attached to the Motion as Exhibit C (and including any revisions made thereto, as reflected in the Notice), is hereby approved.

14. The Ballots and Master Ballot, substantially in the forms attached to the Motion as Exhibit D and Exhibit E (and including any revisions made thereto, as reflected in the Notice), respectively, are hereby approved.

15. The form of the voting instructions, substantially in the form attached to the Ballots and the Master Ballot on Exhibits D and Exhibit E to the Motion (and including any revisions made thereto, as reflected in the Notice), respectively, are hereby approved.

16. All votes to accept or reject the Plan must be cast by using the appropriate Ballot or the Master Ballot.

17. All Ballots and Master Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first class mail, in the return envelope provided with each Ballot or Master Ballot; (b) overnight courier; or (c) personal delivery, so that the Ballots and Master Ballots are actually received by the Notice, Claims and

Solicitation Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot or Master Ballot.

18. The Non-Voting Status Notice-Deemed to Accept, substantially in the form attached to the Motion as Exhibit F (and including any revisions made thereto, as reflected in the Notice), is hereby approved.

19. The Non-Voting Status Notice-Deemed to Reject, substantially in the form attached to the Motion as Exhibit G (and including any revisions made thereto, as reflected in the Notice), is hereby approved.

20. The form of the Notice to Contract and Lease Counterparties, substantially in the form attached to the Motion as Exhibit H (and including any revisions made thereto, as reflected in the Notice), is hereby approved.

21. Ballots and/or Master Ballots and copies of the Plan and Disclosure Statement need not be provided to the Holders of Claims who are in Unimpaired Classes or who are unclassified under the Plan and are, therefore, deemed to accept the Plan.

22. The form of the Disputed Claim Notice, substantially in the form attached to the Motion as Exhibit I (and including any revisions made thereto, as reflected in the Notice), is hereby approved.

23. The Debtors shall be excused from mailing Solicitation Packages to those Entities to whom the Debtors mailed a notice regarding the Disclosure Statement Hearing and received a notice from the United States Postal Service or other carrier that such notice was undeliverable unless such Entity provides the Debtors, through the Notice, Claims and Solicitation Agent, an accurate address not less than ten calendar days prior to the Solicitation Date. If an Entity has

changed its mailing address after the Petition Date, the burden is on such Entity, not the Debtors, to advise the Debtors and the Notice, Claims and Solicitation Agent of the new address.

24. In the event that substantive consolidation is not authorized, the Debtors shall not be required to resolicit votes with respect to the Plan.

25. The Voting Deadline shall be 5:00 p.m. prevailing Eastern Time on October 26, 2009.

26. The Plan Objection Deadline shall be 4:00 p.m. prevailing Eastern Time on October 26, 2009.

27. Any objections to the Plan must be filed by the Plan Objection Deadline and must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity; (d) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed, contemporaneously with a proof of service, with the Court and served so that it is actually received by the notice parties identified in the Confirmation Hearing Notice no later than the Plan Objection Deadline.

28. The Confirmation Hearing shall commence on November 5, 2009 at 10:00 a.m. prevailing Eastern Time, which hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served on (a) all entities that have filed a request for service of filings in the chapter 11 cases pursuant to Bankruptcy Rule 2002 and (b) other parties entitled to notice.

29. The terms of this Order shall be binding upon the Debtors, all Holders of Claims and Interests, and any trustees appointed under chapter 7 or chapter 11 of the Bankruptcy Code relating to the Debtors and all other parties in interest.

30. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

31. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

32. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

New York, New York
Dated: September 18, 2009

/s/ Allan L. Gropper
United States Bankruptcy Judge

EXHIBIT 1

Revised Solicitation Procedures

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

In re:)
LEAR CORPORATION, et al.,¹) Chapter 11
Debtors.) Case No. 09-14326 (ALG)
) Jointly Administered
)

SOLICITATION PROCEDURES

On September __, 2009, Lear Corporation and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (the “Debtors”) filed: (a) the *Disclosure Statement for Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”); (b) the *Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as amended from time to time, the “Plan”); and (c) the *Debtors’ Motion for Entry of an Order: (a) Approving the Disclosure Statement; (b) Approving Certain Dates Related to Confirmation of the Plan; (c) Approving Certain Voting Procedures and the Form of Certain Documents to be Distributed in Connection with Solicitation of the Plan; and (d) Approving Proposed Voting and General Tabulation Procedures* [Docket No. 368 (the “Motion”). On the date of the order to which these Solicitation Procedures are attached, the Bankruptcy Court entered an order approving the Motion and the Solicitation Procedures set forth herein (the “Disclosure Statement Order”).²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each U.S. Debtors’ federal tax identification number (if any), include: Lear Corporation (6776); Lear #50 Holdings, LLC (N/A); Lear Argentine Holdings Corporation #2 (7832); Lear Automotive Dearborn, Inc. (4976); Lear Automotive Manufacturing, LLC (3451); Lear Canada (5059); Lear Canada Investments Ltd. (a non-U.S. Debtor that does not maintain a U.S. Federal tax identification number); Lear Corporation (Germany) Ltd. (6716); Lear Corporation Canada Ltd. (a non-U.S. Debtor that does not maintain a U.S. Federal tax identification number); Lear Corporation EEDS and Interiors (6360); Lear Corporation Global Development, Inc. (3121); Lear EEDS Holdings, LLC (4474); Lear European Operations Corporation (8411); Lear Holdings, LLC (4476); Lear Investments Company, LLC (8771); Lear Mexican Holdings Corporation (7829); Lear Mexican Holdings, LLC (4476); Lear Mexican Seating Corporation (4599); Lear Operations Corporation (5872); Lear Seating Holdings Corp. #50 (9055); Lear South Africa Limited (a non-U.S. Debtor that does not maintain a U.S. Federal tax identification number); Lear South American Holdings Corporation (1365); Lear Trim L.P. (8386); and Renosol Seating, LLC (4745). The location of the Debtors’ corporate headquarters and the service address for all of the Debtors is: 21557 Telegraph Road, Southfield, Michigan 48033.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion, the Plan or the Disclosure Statement, as applicable. A copy of the Motion, the Disclosure Statement, and the Plan may be obtained: (a) from the Notice, Claims and Solicitation Agent (i) free of charge at its website at www.kcellc.net/lear, (ii) by writing to Kurtzman Carson Consultants LLC, Attn: Lear Corporation Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, (iii) by calling (866) 927-7093 within the U.S. or Canada or, outside of the U.S. or Canada, calling (310) 751-2659 or (iv) by emailing KCC_Lear@kcellc.com; or (b) for a fee via PACER at <https://ecf.nysb.uscourts.gov>.

Definitions

- a. **“Ballot”** means the ballots accompanying the Disclosure Statement upon which certain Holders of Impaired Claims entitled to vote shall, among other things, indicate their acceptance or rejection of the Plan in accordance with the Plan and the procedures governing the solicitation process, and which must be actually received on or before the Voting Deadline.
- b. **“Bankruptcy Court”** means the United States Bankruptcy Court for the Southern District of New York having jurisdiction over the chapter 11 cases.
- c. **“Beneficial Holder”** means a beneficial owner of publicly-traded Securities whose Claims have not been satisfied prior to the Voting Record Date pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees holding through the DTC or other relevant security depository and/or the applicable indenture trustee, as of the Voting Record Date.
- d. **“Confirmation Hearing”** means the hearing conducted by the Bankruptcy Court pursuant to section 1128(a) of the Bankruptcy Code to consider confirmation of the Plan, as such hearing may be adjourned or continued from time to time and which currently is scheduled for November 5, 2009 at 10:00 a.m. (prevailing Eastern Time).
- e. **“Confirmation Hearing Notice”** means that certain notice of the Confirmation Hearing approved by the Bankruptcy Court in the Disclosure Statement Order.
- f. **“Disclosure Statement”** means the Debtors’ Disclosure Statement approved by the Bankruptcy Court in the Disclosure Statement Order.
- g. **“Disclosure Statement Order”** means the Order: (a) Approving the Disclosure Statement; (b) Approving Certain Dates Related to Confirmation of the Plan; (c) Approving Certain Voting Procedures and the Form of Certain Documents to be Distributed in Connection with Solicitation of the Plan; and (d) Approving Proposed Voting and General Tabulation Procedures.
- h. **“General Tabulation Procedures”** means the Procedures set forth herein for the purposes of tabulating votes to accept or reject the Plan.
- i. **“Master Ballot”** means the master ballots accompanying the Disclosure Statement upon which certain Holders of Impaired Claims entitled to vote shall, among other things, indicate their acceptance or rejection of the Plan in accordance with the Plan and the procedures governing the solicitation process, and which must be actually received on or before the Voting Deadline.

- j. **“Nominee”** means a bank, broker or other nominee in whose name Securities are transferred by agreement between such nominee and the Beneficial Holder.
- k. **“Non-Voting Status Notice-Deemed to Accept”** means the notice of non-voting status that the Holders of Claims in Classes 1A, 2A, 4A, 8A-2, 1B, 2B, 3B and 4B who are deemed to accept the Plan will receive in lieu of a Ballot or Master Ballot.
- l. **“Non-Voting Status Notice-Deemed to Reject”** means the notice the Holders of Claims or Interests in Classes 7A and 8A-1 who are deemed to reject the Plan will receive in lieu of a Ballot or Master Ballot.
- m. **“Notice, Claims and Solicitation Agent”** means Kurtzman Carson Consultants LLC, retained as the Debtors’ notice, claims and solicitation agent.
- n. **“Plan”** means the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, as may be amended from time to time.
- o. **“Plan Objection Deadline”** means **October 26, 2009 at 4:00 p.m. (prevailing Eastern Time)**, the date set by the Bankruptcy Court as the deadline to file and serve objections to the Plan.
- p. **“Prepetition Administrative Agent”** means JPMorgan Chase Bank, N.A. in its capacity as administrative agent and collateral agent under the Prepetition Credit Agreement.
- q. **“Prepetition Credit Agreement Lenders”** means the lenders under the Prepetition Credit Agreement, including holders of Swap Claims
- r. **“Resolution Event”** has the meaning set forth in section D.6. of the Solicitation Procedures.
- s. **“Solicitation Package”** consists of the documents set forth in section C.1. of the Solicitation Procedures.
- t. **“Solicitation Procedures”** means the procedures set forth herein.
- u. **“Unsecured Notes”** means, collectively, the 2013 and 2016 Notes, the 2014 Notes and the Zero-Coupon Notes.
- v. **“Voting Deadline”** means **October 26, 2009 at 5:00 p.m. (prevailing Eastern Time)**, the date set by the Bankruptcy Court as the deadline for receipt of Ballots and Master Ballots by the Notice, Claims and Solicitation Agent.
- w. **“Voting Record Date”** has the meaning set forth in section A of the Solicitation Procedures.

Solicitation Procedures

A. The Voting Record Date

The Bankruptcy Court has approved September 14, 2009, as the record date (the “Voting Record Date”) for purposes of determining, among other things, which Holders of Claims or Interests are entitled to vote on the Plan.

B. The Voting Deadline

The Bankruptcy Court has approved October 26, 2009 at 5:00 p.m. (prevailing Eastern Time) as the deadline for the delivery of Ballots and Master Ballots voting to accept or reject the Plan (the “Voting Deadline”). To be counted as votes to accept or reject the Plan, all Ballots and Master Ballots, as applicable, must be properly executed, completed, and delivered by using the return envelope provided or by delivery by: (a) first class mail; (b) overnight courier; or (c) personal delivery, so that they are actually received no later than the Voting Deadline by the Notice, Claims and Solicitation Agent. The Ballots and Master Ballots will clearly indicate the appropriate return address (or, in the case of the Beneficial Holders of the Debtors’ Unsecured Notes who hold their position through a Nominee, such Beneficial Holders will be instructed to comply with the return instructions provided by the Nominee). Ballots returnable to the Notice, Claims and Solicitation Agent should be sent to: Kurtzman Carson Consultants LLC, Attn: Lear Corporation Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245.

C. Solicitation Procedures

1. **The Solicitation Package:** The Solicitation Package shall contain copies of the following:

- a. either (i) the Disclosure Statement Order (with the Solicitation Procedures, which shall be attached as Exhibit 1 thereto) and the approved form of the Disclosure Statement (together with the Plan) in paper format with an appropriate form of Ballot and/or Master Ballot and voting instructions with respect thereto, if applicable (with a pre-addressed, postage prepaid return envelope); or (ii) a Non-Voting Status Notice;
- b. to the extent a Holder of any Claim or Interest receives the materials set forth in clause (a)(i) above, such Holder also shall receive (i) a letter from the Debtors, substantially in the form attached as Exhibit C hereto, urging the Holders in each Class, entitled to vote on the Plan to vote to accept the Plan, (ii) a letter from the official committee of unsecured creditors in support of the Plan and (iii) if applicable, a letter in form and substance, acceptable to the Debtors in their discretion, from the Debtors’ other significant constituents urging the Holders in each class entitled to vote on the Plan to vote to accept the Plan;
- c. the Confirmation Hearing Notice; and

- d. such other materials as the Bankruptcy Court may direct.

2. **Distribution of the Solicitation Packages:** The Solicitation Package shall be served on the following Entities:

- a. Holders of Claims or Interests for which a Proof of Claim or Interest has been timely-Filed, as reflected on the Claims Register as of the Voting Record Date; provided, however, that Holders of Claims and Interests to which an objection is pending at least 15 days prior to the Confirmation Hearing shall not be entitled to vote unless such Holders become eligible to vote through a Resolution Event in accordance with section D.6 herein;
- b. All Entities listed in the Debtors' Schedules³ shall receive a Solicitation Package with the exception of those Claims and Interests that are scheduled as contingent, unliquidated, disputed, or any combination thereof (excluding such scheduled Claims and Interests that have been superseded by a timely-Filed Proof of Claim); provided, however, that Holders of Claims and Interests that are scheduled as contingent, unliquidated or disputed for which the applicable claims bar date for such Holder or Beneficial Holder has not passed shall receive Solicitation Packages;
- c. Holders whose Claims or Interests arise pursuant to an agreement or settlement with the Debtors, as reflected in a document Filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim or Interest has been Filed;
- d. Prepetition Credit Agreement Lenders who are Holders of Class 3A Prepetition Credit Agreement Secured Claims and/or Class 5A Other General Unsecured Claims as of the Voting Record Date, based upon the records of the Prepetition Administrative Agent, as provided to the Notice, Claims and Solicitation Agent; and
- e. with respect to any Beneficial Holder who holds its position through a Nominee, to the applicable Nominee, as reflected in the relevant records as of the Voting Record Date.

³ “Schedules” are, collectively, the schedules of assets and liabilities, schedules of executory contracts and unexpired leases and statements of financial affairs filed by the Debtors pursuant to section 521 of the Bankruptcy Code and in substantial conformance with the official bankruptcy forms, as the same may have been amended, modified or supplemented from time to time.

The Debtors shall make every reasonable effort to ensure that Holders and/or Beneficial Holders of more than one Claim in a single Voting Class receive no more than one Solicitation Package on account of such Claims.

3. **Distribution of Materials:** The following Entities shall be served the Disclosure Statement Order, the Disclosure Statement and all exhibits to the Disclosure Statement, including the Plan: (a) the Office of the United States Trustee for the Southern District of New York; (b) counsel to the official committee of unsecured creditors appointed in the chapter 11 cases; (c) counsel to the agent for the Debtors' prepetition senior lenders and proposed postpetition secured lenders; (d) each trustee for each of the Debtors' notes; (e) counsel to the ad hoc committee of the Debtors' unsecured noteholders; (f) the Internal Revenue Service; (g) the Securities and Exchange Commission; (h) the attorneys general for each of the States in which the Debtors conduct their operations; (i) the Environmental Protection Agency; (j) the Pension Benefit Guaranty Corporation; and (k) all those persons and entities that have formally requested notice, pursuant to Bankruptcy Rule 2002 and the Local Bankruptcy Rules.

4. **Publication of Confirmation Hearing Notice:** The Debtors shall, following the Disclosure Statement Hearing, publish the Solicitation Notice, which will contain, among other things, the Plan Objection Deadline, the Voting Deadline and the date that the Confirmation Hearing is first scheduled, in the *Wall Street Journal*, *USA Today*, *Globe and Mail (National Edition)* and the *Detroit Free Press* to provide notification to those Entities that may not receive notice by mail, on a date no fewer than 15 calendar days prior to the Voting Deadline.

D. Voting and General Tabulation Procedures

1. **Who May Vote:** Only the following Holders of Claims in Voting Classes are entitled to vote:

- a. Holders of Claims for which Proofs of Claim or Interest have been timely-Filed, as reflected on the Claims Register as of the Voting Record Date; provided, however, that certain Holders of Claims subject to a pending objection shall not be entitled to vote unless they become eligible to vote through a Resolution Event, as set forth in more detail in section D.6. herein;
- b. Holders of Claims that are listed in the Debtors' Schedules, with the exception of those Claims that are scheduled as contingent, unliquidated or disputed (excluding such scheduled Claims and Interests that have been superseded by a timely-Filed Proof of Claim or Interest); provided, however, that Holders of Claims and Interests that are scheduled as contingent, unliquidated, or disputed for which the applicable claims bar date has not passed may vote;
- c. Holders whose Claims arise pursuant to an agreement or settlement with the Debtors, as reflected in a document Filed with the Bankruptcy Court, in an order of the Bankruptcy Court, or in a document executed by the

Debtors pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim or Interest has been Filed;

- d. The assignee of any transferred or assigned Claim or Interest, only if: (i) transfer or assignment has been fully effectuated pursuant to the procedures dictated by Bankruptcy Rule 3001(e); and (ii) such transfer is reflected on the Claims Register on or before the Voting Record Date;
- e. Prepetition Credit Agreement Lenders who are Holders of Class 3A Prepetition Credit Agreement Secured Claims and/or Class 5A Other General Unsecured Claims as of the Voting Record Date, based upon the records of the Prepetition Administrative Agent, as provided to the Notice, Claims and Solicitation Agent pursuant to the Solicitation Procedures; and
- f. the applicable Nominee, as reflected in the relevant records as of the Voting Record Date.

2. **Establishing Claim and Interest Amounts:** In tabulating votes, the following hierarchy will be used to determine the amount of the Claim or Interest associated with each vote:

- a. the amount of the Claim settled and/or agreed upon by the Debtors, as reflected in a court pleading, stipulation, agreement or other document Filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court;
- b. the amount of the Claim Allowed (temporarily or otherwise) pursuant to a Resolution Event in accordance with the Solicitation Procedures;
- c. the amount of the Claim contained in a Proof of Claim that has been timely Filed by the applicable claims bar date (or deemed timely Filed by the Bankruptcy Court under applicable law) except for any amounts in such Proofs of Claim asserted on account of any interest accrued after the Petition Date; provided that Ballots cast by Holders whose Claims are not listed in the Schedules, but that timely File a Proof of Claim in an unliquidated or unknown amount that are not the subject of an objection, will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code; provided, further, that to the extent the amount of the Claim contained in the Proof of Claim is different from the amount of the Claim set forth in a document Filed with the Bankruptcy Court as referenced in the Solicitation Procedures, the amount of the Claim in the document Filed with the Bankruptcy Court will supersede the amount of the Claim set forth on the respective Proof of Claim;

- d. the amount of the Claim listed in the Schedules; provided, that such Claim is not listed in the Schedules as contingent, unliquidated or disputed, or any combination thereof, and has not been paid; and
- e. in the absence of any of the foregoing, zero.

The amount of the Claim established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim or Interest. Moreover, any amounts filled in on Ballots by the Debtors through the Notice, Claims and Solicitation Agent are not binding for any purpose, including for purposes of voting and distribution.

3. **General Ballot Tabulation:** The following voting procedures and standard assumptions will be used in tabulating Ballots and Master Ballots:

- a. except as otherwise provided herein or unless waived by the Debtors or permitted by order of the Bankruptcy Court, unless the Ballot or Master Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors shall reject such Ballot or Master Ballot as invalid and, therefore, decline to count it in connection with Confirmation;
- b. the Notice, Claims and Solicitation Agent will date and time-stamp all Ballots and Master Ballots when received. The Notice, Claims and Solicitation Agent shall retain all original Ballots and Master Ballots and an electronic copy of the same for a period of six years after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court;
- c. an original executed Ballot or Master Ballot is required to be submitted by the Entity submitting such Ballot or Master Ballot. Delivery of a Ballot or Master Ballot to the Notice, Claims and Solicitation Agent by facsimile, email or any other electronic means shall not be valid;
- d. pursuant to Local Bankruptcy Rule 3018-1(a), the Debtors shall File the Voting Report with the Bankruptcy Court no later than five calendar days prior to the Confirmation Hearing. The Voting Report shall, among other things, delineate every irregular Ballot and Master Ballot including, without limitation, those Ballots and Master Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, received via facsimile or electronic mail, or damaged. The Voting Report shall indicate the Debtors' intentions with regard to such irregular Ballots and Master Ballots;
- e. the method of delivery of Ballots or Master Ballots to the Notice, Claims and Solicitation Agent is at the election and risk of each Holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims and Solicitation Agent actually receives the originally executed Ballot or Master Ballot;

- f. no Ballot or Master Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Notice, Claims and Solicitation Agent), any indenture trustee (unless specifically instructed to do so), or the Debtors' financial or legal advisors and if so sent will not be counted;
- g. if multiple Ballots or Master Ballots are received from the same Holder of a Claim or Interest with respect to the same Claim or Interest prior to the Voting Deadline, the latest-dated valid Ballot or Master Ballot received prior to the Voting Deadline will supersede and revoke any prior dated Ballot or Master Ballot;
- h. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any such votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a Holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;
- i. a person signing a Ballot or a Master Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested by the applicable Nominee or its agent, the Notice, Claims and Solicitation Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder or Beneficial Holder;
- j. the Debtors, subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Ballot or Master Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report;
- k. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots and Master Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- l. unless waived by the Debtors, subject to contrary order of the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots and Master Ballots must be cured prior to the Voting Deadline or such Ballots and Master Ballots will not be counted;
- m. in the event a designation for lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim or Interest will be counted for purposes of

determining whether the Plan has been accepted and/or rejected by such Claim or Interest;

- n. subject to any contrary order of the Bankruptcy Court, the Debtors reserve the right to reject any and all Ballots and Master Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided, however, that any such rejections shall be documented in the Voting Report;
- o. if a Claim or Interest has been estimated or otherwise Allowed for voting purposes by an order of the Bankruptcy Court pursuant to Bankruptcy Rule 3018(a), such Claim or Interest shall be temporarily Allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only and not for purposes of allowance or distribution;
- p. if an objection to a Claim is Filed, such Claim shall be treated in accordance with the procedures set forth herein; and
- q. the following Ballots and Master Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot or Master Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim; (b) any Ballot or Master Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot or Master Ballot; (d) any Ballot or Master Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; or (e) any Ballot or Master Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.

4. **The Master Ballot Voting Procedures:** The following additional procedures, as well as the procedures set forth in section D.3. herein, shall apply to Claims of Beneficial Holders who hold their position through a Nominee:

- a. September 14, 2009, is the Voting Record Date for determining the identity of Beneficial Holders eligible to vote on the Plan;
- b. the Notice, Claims and Solicitation Agent shall distribute or cause to be distributed the appropriate number of copies of Ballots to each Beneficial Holder holding a Claim as of the Voting Record Date, including Nominees identified by the Notice, Claims and Solicitation Agent as Entities through which Beneficial Holders hold their Claims relating to Securities;
- c. any Nominee that is a Holder of record with respect to Unsecured Notes shall vote on behalf of Beneficial Holders of such Unsecured Notes by: (i) immediately distributing the Solicitation Package, including Ballots, it receives from the Notice, Claims and Solicitation Agent to all such Beneficial Holders; (ii) providing such Beneficial Holders with a return

address to send Ballots; (iii) promptly collecting Ballots from such Beneficial Holders that cast votes on the Plan; (iv) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (v) transmitting the Master Ballot to the Notice, Claims and Solicitation Agent by the Voting Deadline;

- d. any Beneficial Holder holding Unsecured Notes as a record Holder in its own name shall vote on the Plan by completing and signing a Ballot and returning it directly to the Notice, Claims and Solicitation Agent on or before the Voting Deadline;
- e. any indenture trustee (unless otherwise empowered to do so) will not be entitled to vote on behalf of Beneficial Holders; rather, each such Beneficial Holder must submit his or her own Ballot in accordance with the Beneficial Holder voting procedures;
- f. any Beneficial Holder holding Unsecured Notes in “street name” through a Nominee must vote on the Plan through such Nominee by completing and signing the Ballot and returning such Ballot to the appropriate Nominee as promptly as possible and in sufficient time to allow such Nominee to process the Ballot and return the Master Ballot to the Notice, Claims and Solicitation Agent prior to the Voting Deadline. Any Beneficial Holder holding Unsecured Notes in “street name” that submits a Ballot to the Debtors, the Debtors’ agents, or the Debtors’ financial or legal advisors will not have such Ballot counted for purposes of accepting or rejecting the Plan;
- g. any Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Notice, Claims and Solicitation Agent a Master Ballot that reflects the vote of such Beneficial Holders by the Voting Deadline or otherwise validates the Ballot in a manner acceptable to the Notice, Claims and Solicitation Agent. Nominees shall retain all Ballots returned by Beneficial Holders for a period of one year after the Effective Date of the Plan;
- h. if a Beneficial Holder holds Unsecured Notes through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Ballot and each such Beneficial Holder should execute a separate Ballot for each block of Senior Notes that it holds through any Nominee and must return each such Ballot to the appropriate Nominee; and
- i. if a Beneficial Holder holds a portion of its Unsecured Notes through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures described in section D.3. herein to vote the portion held in its own name and the

procedures described in the rest of this section D.4. to vote the portion held by the Nominee(s).

5. **The Master Ballot Tabulation Procedures:** These rules will apply with respect to the tabulation of Master Ballots and Ballots cast by Nominees and Beneficial Holders:

- a. votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Class 5A, as of the Voting Record Date, as evidenced by the applicable records. Votes submitted by a Nominee, whether pursuant to a Master Ballot or prevalidated Ballot, will not be counted in excess of the amount of such Securities held by such Nominee as of the Voting Record Date;
- b. if conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or prevalidated Ballot, the Debtors will use reasonable efforts to reconcile discrepancies with the Nominees;
- c. if over-votes on a Master Ballot or prevalidated Ballot are not reconciled prior to the preparation of the vote certification, the Debtors shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot or prevalidated Ballot that contained the overvote, but only to the extent of the Nominee’s position in Class 5A;
- d. for purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the principal amount of its Claims in Class 5A, although any principal amounts may be adjusted by the Notice, Claims and Solicitation Agent to reflect the amount of the Claim actually voted, including prepetition interest; and
- e. a single Nominee may complete and deliver to the Notice, Claims and Solicitation Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last-dated valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior dated Master Ballot.

6. **Temporary Allowance of Claims for Voting Purposes:** If a Holder or Beneficial Holder of a Claim is subject to a pending objection on or after the Voting Record Date, the Holder or Beneficial Holder of such Claim cannot vote unless one or more of the following events have taken place within a reasonable time prior to the Confirmation Hearing (each, a “Resolution Event”):

- a. an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;

- b. a motion is filed with the Bankruptcy Court requesting that such Claim be temporarily allowed for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
- c. a stipulation or other agreement is executed between the Holder or Beneficial Holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount;
- d. a stipulation or other agreement is executed between the Holder or Beneficial Holder of such Claim and the Debtors temporarily allowing the Holder or Beneficial Holder of such Claim to vote its Claim in an agreed upon amount; or
- e. the pending objection to such Claim is voluntarily withdrawn by the Debtors.

No later than two business days after a Resolution Event, the Notice, Claims and Solicitation Agent shall distribute a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder or Beneficial Holder of such temporarily allowed Claim that has been allowed for voting purposes only (or for other purposes as set forth in an applicable order of the Bankruptcy Court) by such Resolution Event, which must be returned according to the instructions on the Ballot by no later than the Voting Deadline.

If the Holder of a Claim receives a Solicitation Package and the Debtors object to such Claim after the Voting Record Date, but at least 15 days prior to the Confirmation Hearing, the Debtors' notice of objection will inform such Holder of the rules applicable to Claims and Interests subject to a pending objection and the procedures for temporary allowance for voting purposes. Furthermore, if the Holder of a Claim receives a Solicitation Package and the Debtors object to such Claim less than 15 days prior to the Confirmation Hearing, the Holder's Claim shall be deemed temporarily allowed for voting purposes only without further action by the Holder of such Claim and without further order of the Bankruptcy Court.

7. Forms of Notices to Unimpaired Classes: Certain Holders of Claims that are not entitled to vote because they are unimpaired or are otherwise deemed to accept the Plan under section 1126(f) of the Bankruptcy Code, will receive only the Confirmation Hearing Notice and the Non-Voting Status Notice–Deemed to Accept. The Non-Voting Status Notice–Deemed to Accept, substantially in the form attached to the Motion as Exhibit F, will instruct the Holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots and Master Ballots).

8. Forms of Notices to Impaired Classes: Certain Holders of Interests that are not entitled to vote because they are Impaired, or are otherwise deemed to reject the Plan under section 1126(g) of the Bankruptcy Code, will receive only the Confirmation Hearing Notice and the Non-Voting Status Notice–Deemed to Reject. The Non-Voting Status Notice–Deemed to Reject, substantially in the form attached to the Motion as Exhibit G, will instruct the Holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots and Master Ballots).

E. Release, Exculpation and Injunction Language in the Plan

THE RELEASE, EXCULPATION, AND INJUNCTION LANGUAGE IN ARTICLE IX OF THE PLAN WILL BE INCLUDED IN THE DISCLOSURE STATEMENT AND FURTHER NOTICE IS PROVIDED WITH RESPECT TO SUCH PROVISIONS IN THE CONFIRMATION HEARING NOTICE.

F. Amendments to the Plan and the Solicitation Procedures

THE DEBTORS EXPRESSLY RESERVE THE RIGHT TO AMEND FROM TIME TO TIME THE TERMS OF THE PLAN IN ACCORDANCE WITH THE TERMS THEREOF (SUBJECT TO COMPLIANCE WITH THE REQUIREMENTS OF SECTION 1127 OF THE BANKRUPTCY CODE AND THE TERMS OF THE PLAN REGARDING MODIFICATION).

THE DEBTORS EXPRESSLY RESERVE THE RIGHT TO AMEND OR SUPPLEMENT THE SOLICITATION PROCEDURES TO BETTER FACILITATE THE SOLICITATION PROCESS.