

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

In re:

SMURFIT-STONE CONTAINER  
CORPORATION, et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-10235 (BLS)

Jointly Administered

Ref. Docket No. 4151

**ORDER (I) APPROVING THE DISCLOSURE STATEMENT, (II) ESTABLISHING  
PROCEDURES FOR THE SOLICITATION AND TABULATION OF VOTES TO  
ACCEPT OR REJECT THE DEBTORS' JOINT PLAN OF REORGANIZATION, (III)  
SCHEDULING A HEARING TO CONSIDER CONFIRMATION OF THE DEBTORS'  
JOINT PLAN OF REORGANIZATION AND ESTABLISHING NOTICE AND  
OBJECTION PROCEDURES IN RESPECT THEREOF AND (IV) GRANTING  
RELATED RELIEF**

Upon the motion, dated January 14, 2009 (the "Motion"), of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), for entry of an order pursuant to sections 105, 1125, 1126 and 1128 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002, 3003, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), (i) approving the Disclosure Statement<sup>2</sup> as containing "adequate information," as such term is defined in section 1125(a)(i) of the Bankruptcy Code; (ii) establishing procedures for the

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Smurfit-Stone Container Corporation (1401), Smurfit-Stone Container Enterprises, Inc. (1256), Calpine Corrugated, LLC (0470), Cameo Container Corporation (5701), Lot 24D Redevelopment Corporation (6747), Atlanta & Saint Andrews Bay Railway Company (0093), Stone International Services Corporation (9630), Stone Global, Inc. (0806), Stone Connecticut Paperboard Properties, Inc. (8038), Smurfit-Stone Puerto Rico, Inc. (5984), Smurfit Newsprint Corporation (1650), SLP Finance I, Inc. (8169), SLP Finance II, Inc. (3935), SMBI Inc. (2567), Smurfit-Stone Container Canada Inc. (3988), Stone Container Finance Company of Canada II (1587), 3083527 Nova Scotia Company (8836), MBI Limited/Limitée (6565), Smurfit-MBI (1869), 639647 British Columbia Ltd. (7733), B.C. Shipper Supplies Ltd. (7418), Specialty Containers Inc. (6564), SLP Finance General Partnership (9525), Francobec Company (7735), and 605681 N.B. Inc. (1898). The Debtors' corporate headquarters are located at, and the mailing address for each Debtor is, 222 North LaSalle Street, Chicago, Illinois 60601.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

solicitation and tabulation of votes to accept or reject the Plan, including (a) fixing the voting record date for purposes of determining which Holders of Claims against the Debtors are entitled to vote on the Plan, (b) approving solicitation packages and procedures for distribution of the Disclosure Statement to Holders of Claims against the Debtors who are entitled to vote on the Plan, and (c) approving forms of Ballots and establishing procedures for the submission of votes on the Plan; (iii) scheduling the Confirmation Hearing and establishing certain notice and objection procedures in respect thereof; and (iv) granting related relief; and it appearing that adequate and sufficient notice of the Motion has been given under the circumstances; and the Court having jurisdiction over this matter; and it further appearing that adequate and sufficient notice, pursuant to Bankruptcy Rule 2002(b), of the hearing to approve the Disclosure Statement has been given; and after due deliberation and upon the Court's determination that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and other parties in interest, and sufficient cause appearing therefor,

THE COURT HEREBY FINDS AND DETERMINES THAT:

A. The Ballots and Master Ballots attached to this Order as Exhibits A and B, respectively, including the Ballots and Master Ballots for use by Holders of Claims against Canadian Debtors that are also Affected Creditors voting to accept or reject the CCAA Plan (the "Canadian Creditors") are sufficiently consistent with Official Form No. 14, adequately address the particular needs of the Chapter 11 Cases, and are appropriate for each Class of Claims entitled under the Plan to vote to accept or reject the Plan.

B. Ballots need not be provided to the Holders of Impaired Claims and Interests in Classes 1D, 1F, 1G, 4G, 6C through 14C, 15F, 15G, 16F, 17D, 18E, 20F, 21D, and 22C through 25C because the Plan provides that Holders in such Classes are Impaired under the

Plan and shall neither receive nor retain any property under the Plan on account of such Claims and Interests, and thus are deemed to have rejected the Plan and are not entitled to vote to accept or reject the Plan.

C. Ballots need not be provided to the Holders of Unimpaired Claims and Interests in Classes 1A, 1B, 2A, 2B, 2G, 3A, 3B, 3E, 4A, 4B, 5A, 5B, 5E, 6A through 14A, 6B through 14B, 6E through 14E, 15A, 16A, 17A, 17F, 18A, 18B, 19A, 19E, 20A, 21A, 21F, 22A through 25A, 22B through 25B, and 22E through 25E because the Plan provides that Holders in such Classes are unimpaired and deemed to have accepted the Plan and are therefore not entitled to vote to accept or reject the Plan.

D. Ballots need not be provided to Holders of Intercompany Claims in Classes 1E, 2F, 3D, 4F, 5D, 6D through 14D, 15E, 16E, 17E, 18D, 19D, 20E, 21E, and 22D through 25D because the Debtors, in their capacity as Holders and plan proponents, are deemed to have accepted the Plan.

E. The voting instructions and procedures attached to the Ballots and Master Ballots provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code and the applicable Bankruptcy Rules.

F. The procedures associated with the Ballots with respect to a party's right to voluntarily grant the releases contained in Section 10.2 of the Plan and the related injunction are fair and reasonable.

G. In accordance with Bankruptcy Rule 3017(c), the procedures set forth in the Motion for transmitting Solicitation Packages to Beneficial Owners of securities of the Debtors are adequate under the circumstances for creditors to make an informed decision to accept or reject the Plan.

H. The contents of the Solicitation Packages and Non-Voting Packages, as set forth in the Motion, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties including, without limitation, Holders of Claims against and Interests in the Debtors.

I. The combination of direct and published notice of the Plan and Confirmation Hearing, as set forth in the Motion, satisfies the requirements of due process with respect to all known and unknown creditors of the Debtors.

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

1. Disposition. The Motion is granted.
2. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code. Any objections that have not previously been withdrawn or resolved are hereby overruled.
3. Record Date. February 5, 2010, is established as the record date (the "Record Date") for purposes of determining the Holders of Claims in Voting Classes entitled to receive Solicitation Packages and vote to accept or reject the Plan, and the Holders of Claims and Interests in the Non-Voting Classes that shall receive a Non-Voting Package. In addition, the amount of each Holder's Claim shall be determined as of the Record Date.
4. Solicitation Packages. The Debtors are authorized and empowered to distribute or cause to be distributed, by the Solicitation Commencement Date, the Solicitation Packages, by first class mail, containing copies of:
  - a. a CD-Rom containing the Disclosure Statement together with the Plan and all other exhibits annexed thereto, and the Voting Procedures Order, excluding the exhibits annexed thereto;
  - b. the Confirmation Hearing Notice;

- c. a Ballot<sup>3</sup> with a return envelope;
- d. the Committee statement of support of the Plan; and
- e. such other materials as the Court may direct or approve, including any supplemental solicitation materials the Debtors may file with the Court.

5. Non-Voting Packages. The Debtors are authorized and empowered to distribute, or cause to be distributed, by the Solicitation Commencement Date, the Non-Voting Packages, by first class mail, containing copies of:

- a. the Confirmation Hearing Notice; and
- b. the appropriate Non-Voting Notice.

6. To the extent that the following parties have not otherwise received a Solicitation Package, as of the Solicitation Commencement Date, the Debtors are authorized and empowered to commence distribution of (a) the CD-ROM containing (i) the Disclosure Statement, together with the Plan and all other exhibits annexed thereto, and (ii) the Voting Procedures Order, excluding the exhibits annexed thereto, and (b) the Confirmation Hearing Notice to: (i) the U.S. Trustee; (ii) the United States Securities and Exchange Commission; (iii) the Office of the United States Attorney for the District of Delaware; (iv) the Internal Revenue Service; (v) counsel to the Committee; (vi) counsel to the agents for the Debtors' prepetition loan facilities; (vii) counsel to the agents for the Debtors' post-petition lenders; (viii) the indenture trustees for each series of the Debtors' pre-petition notes; and (ix) those parties entitled to receive notice pursuant to Bankruptcy Rule 2002, in accordance with Local Rule 2002-1(b).

7. A transferee of a scheduled or filed Claim shall be entitled to receive a Solicitation Package and cast a Ballot on account of the transferred Claim only if all actions

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<sup>3</sup> Consistent with securities industry practices in bankruptcy solicitations, Master Ballots will be distributed to Voting Nominees after the Solicitation Packages have been distributed to the Beneficial Owners.

necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date.

8. When a Claim is transferred after the transferor has executed and submitted a Ballot, the transferee of such Claim shall be bound by any vote (and the consequences thereof) made on the Ballot by the Holder of such transferred Claim as of the Record Date.

9. The Debtors are not required to mail Solicitation Packages or other solicitation materials to Holders of Claims that have already been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court. Further, the Debtors shall reduce the amount of a Holder's Claim for voting purposes to reflect any partial payments made to such Holder during these Chapter 11 Cases that were authorized to be paid in the ordinary course of business pursuant to an order previously entered by this Court.

10. Delivery of Non-Voting Packages to Holders of Unimpaired Claims and Unclassified Claims. The Notice of Unimpaired Class Non-Voting Status, substantially in the form attached hereto as Exhibit C, is hereby approved. The Debtors shall mail or cause to be mailed by the Solicitation Commencement Date by first class mail to all Holders of Claims or Interests in Classes 1A, 1B, 2A, 2B, 2G, 3A, 3B, 3E, 4A, 4B, 5A, 5B, 5E, 6A through 14A, 6B through 14B, 6E through 14E, 15A, 16A, 17A, 17F, 18A, 18B, 19A, 19E, 20A, 21A, 21F, 22A through 25A, 22B through 25B, and 22E through 25E and to all Holders of an Unclassified Claim a Non-Voting Package consisting of: (a) the Confirmation Hearing Notice and (b) a Notice of Unimpaired Class Non-Voting Status.

11. Delivery of Non-Voting Packages to Deemed Rejecting Classes. The Notice of Deemed Rejecting Class Non-Voting Status, substantially in the form attached hereto as Exhibit D, is hereby approved. The Notice of SSCC Common Interest Non-Voting Status, in substantially the form attached hereto as Exhibit G, is hereby approved. The Debtors shall mail or cause to be mailed by the Solicitation Commencement Date by first class mail to all Holders of Claims or Interests in Classes 1D, 1F, 1G, 4G, 6C through 14C, 15F, 15G, 16F, 17D, 18E, 20F, 21D, and 22C through 25C, a Non-Voting Package consisting of: (a) the Confirmation Hearing Notice; and (b) either a Notice of Deemed Rejecting Class Non-Voting Status or SSCC Common Interest Deemed Rejecting Class Non-Voting Status, as appropriate.

12. No Solicitation of Votes to Holders of Intercompany Claims. The Debtors shall not mail or cause to be mailed a Ballot or Confirmation Hearing Notice to Holders of Intercompany Claims in Classes 1E, 2F, 3D, 4F, 5D, 6D through 14D, 15E, 16E, 17E, 18D, 19D, 20E, 21E, and 22D through 25D because such Holders are Plan proponents and shall not be entitled to vote to accept or reject the Plan.

13. Classification of Claims Against Unidentified Debtors for Voting Purposes. The Debtors are permitted, strictly for the purposes of solicitation and voting on the Plan,<sup>4</sup> to transmit Ballots in the proper Voting Class (or, in the case of Claims in Non-Voting Classes, to send Non-Voting Packages) to the Holders of Claims that have filed Proofs of Claim that do not assert which Debtor their Claim is against, in accordance with the Debtors' books and records (a "Designated Claim"). In the event that a Holder of a Designated Claim disagrees with the Debtors' proposed classification of its Designated Claim, such Holder should follow the

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<sup>4</sup> The classification of a Claim for solicitation and voting purposes shall not be deemed an admission of liability with respect to any such Claim and the Debtors fully reserve their rights to object to any Claims so classified on any grounds, including that the Holder did not file a valid Proof of Claim pursuant to the Bar Date Order.

procedures relating to filing a motion pursuant to Bankruptcy Rule 3018, as set forth below in paragraphs 30 and 31.

14. Undeliverable or Returned Notices and Solicitation Packages. The Debtors are excused from distributing Solicitation Packages or Non-Voting Packages to entities to whom undeliverable Disclosure Statement Hearing Notices were distributed where the Debtors are unable to obtain accurate addresses for such entities before the Solicitation Commencement Date after having exercised good faith efforts to locate a more current address.

15. Further, if the Debtors send Solicitation Packages or Non-Voting Packages, which are deemed undeliverable and, in good faith, cannot obtain more current addresses, the Debtors are excused from attempting to re-deliver Solicitation Packages or Non-Voting Packages to such entities.

16. Approval of Ballots, Master Ballots and Procedures for Voting on the Plan. The Ballots and Master Ballot, substantially in the forms attached hereto as Exhibits A and B, respectively, are hereby approved.

17. Holders of Claims who have more than one non-duplicative Claim in a particular Voting Class shall receive only one Solicitation Package and one Ballot in the aggregate amount of all of its Claims within that Voting Class, as necessary.

18. Solicitation Packages shall be distributed to Holders of Claims as of the Record Date in the Voting Classes, which are: Classes 1C, 2C, 2D, 2E, 3C, 4C, 4D, 4E, 5C, 15B, 15C, 15D, 16B, 16C, 16D, 17B, 17C, 18C, 19B, 19C, 20B, 20C, 20D, 21B and 21C.

19. In the event that no Holder of a Claim in a particular Class votes to accept or reject the Plan by the Voting Deadline, such Class shall be deemed eliminated from the Plan



for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan pursuant to section 1129(a)(8) of the Bankruptcy Code.

20. With respect to the Solicitation Packages that will be sent to certain Holders of debt securities entitled to vote on the Plan, the Debtors propose to deliver Solicitation Packages to the Voting Nominees.<sup>5</sup> Each Voting Nominee will receive reasonably sufficient numbers of Solicitation Packages, including sufficient Beneficial Ballots, to distribute to the beneficial owners of the Claims for whom such Voting Nominee acts (collectively, the "Beneficial Owners"). In addition, upon written request with supporting back-up documentation, the Debtors shall reimburse each Voting Nominee's reasonable, actual, and necessary out-of-pocket expenses associated with the distribution of the Solicitation Packages to the Beneficial Owners of such Claims, the tabulation of the Ballots, and the completion of Master Ballots.

21. The Debtors are authorized to distribute or cause to be distributed Master Ballots to the Voting Nominees in accordance with customary procedures.

22. Each Voting Nominee is required to forward the Solicitation Packages to Beneficial Owners, receive returned Ballots from the Beneficial Owners, tabulate the results according to the instructions set forth in the Master Ballots, and (i) return such results in a Master Ballot to the Voting Agent so that it is actually received prior to the Voting Deadline,<sup>6</sup> and (ii) retain the underlying Ballots received from the Beneficial Owners for inspection for a period of one (1) year following the Voting Deadline.

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<sup>5</sup> Unless pre-validated, Beneficial Owners should return their executed Beneficial Ballots to the Voting Nominee in either the pre-addressed envelope provided by the Voting Nominee and/or by any other means proscribed by the Voting Nominee and should not mail their Beneficial Ballots to the Debtors, the Voting Agent, or the indenture trustee for their series of notes. Any Beneficial Ballot not timely received by the Voting Nominee shall not be counted for voting purposes.

<sup>6</sup> The Voting Nominees for Beneficial Owners that are Canadian Creditors have been instructed to send their Master Ballots to the CCAA Monitor.

23. In order to cast its vote, the Beneficial Owner should return its Beneficial Ballot to the Voting Nominee so that it is actually received by the date set by the Voting Nominee, so that the Voting Nominee has enough time to process the Ballots and summarize the results on the Master Ballot and submit the Master Ballot to the Voting Agent so that it is actually received by the Voting Agent (or the CCAA Monitor, as appropriate) on or before the Voting Deadline.

24. In order to aid this process, the Debtors propose that the Industrial Revenue Bond Indenture Trustees be required to request on behalf of the Debtors the security position listing for Industrial Revenue Bonds as of the Record Date from The Depository Trust Company ("DTC"). The Debtors shall provide a draft letter, and the Industrial Revenue Bond Indenture Trustees shall furnish the completed letter to DTC within two (2) business days of receipt of such request, with a copy to the Debtors, as directed in the request. The Debtors shall retain responsibility for making any payments to DTC that may be required in connection with the request.

25. The Solicitation Package and the manner of service of the Solicitation Packages satisfy the requirements of Bankruptcy Rule 3017(d).

26. Voting Deadline. March 29, 2010 at 4:00 p.m. (Eastern Time) is established as the deadline by which all Ballots and Master Ballots must be properly executed, completed, delivered to and actually received by the Voting Agent (or the CCAA Monitor, as appropriate) (the "Voting Deadline"); provided, however, that the Canadian Creditors may vote in person or by proxy at the CCAA Creditors' Meeting in accordance with the CCAA Meeting Order,<sup>7</sup> which votes, if any, will supersede those made on any earlier, validly-filed Ballots by those Canadian Creditors; provided, further, that if the CCAA Creditors' Meeting is adjourned,

the Voting Deadline for Canadian Creditors shall be extended until one (1) day prior to the amended date of the CCAA Creditors' Meeting, subject to the restrictions described in paragraph 43 below.

27. Epiq Bankruptcy Solutions, LLC, and CCAA Monitor as Voting Agent.

Epiq Bankruptcy Solutions, LLC (the "Voting Agent") is authorized to, among other things, perform all Balloting Services. With respect to the Canadian Creditors, the CCAA Monitor is authorized to, among other things, perform balloting services related to the collection and tabulation of Ballots from the Canadian Creditors.

28. Ballot Tabulation. Except as discussed below in paragraph 29, the Ballots and Master Ballots must be properly executed, completed and the original thereof shall be delivered to the Voting Agent so as to be actually received on or before the Voting Deadline by first class mail, personal delivery, or overnight courier, at Smurfit-Stone Ballot Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017.

29. The Ballots and Master Ballots relating to the Ballots of the Canadian Creditors must be properly executed, completed and the original thereof shall be delivered to the CCAA Monitor so as to be actually received on or before the Voting Deadline by first class mail, personal delivery, or overnight courier, at Deloitte & Touche Inc., CCAA Monitor of Smurfit-Stone Container Corporation Canada Inc. et al., 1 Concorde Gate, Suite 200, North York, Ontario M3C 4G4, Canada; provided, however, as discussed above in paragraph 26, such Canadian Creditors may choose to vote in person or by proxy at the CCAA Creditors' Meeting in accordance with the CCAA Meeting Order for purposes of both the Chapter 11 Cases and the

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<sup>7</sup> The Debtors plan to schedule the CCAA Creditors' Meeting for early April, prior to the Confirmation Hearing.

Canadian Proceedings, and if the CCAA Creditors' Meeting is adjourned, the Voting Deadline may be extended for Canadian Creditors.

30. Ballot Challenge. If any party wishes to have its Claim allowed for purposes of voting on the Plan in a manner that is inconsistent with the Ballot it received or the tabulation rules as set forth herein, such party must serve on the Debtors and file with the Bankruptcy Court, on or before March 29, 2010, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting (the "Rule 3018 Motion"). A Rule 3018 Motion must set forth with particularity the amount and classification that such party believes its Claim should be temporarily allowed for voting purposes and the evidentiary support for temporarily allowing such Claim for purposes of voting on the Plan; provided, that, Canadian Creditors will be able to file a similar response to any perceived Ballot issues pursuant to the CCAA Creditors' Meeting Order prior to the Voting Deadline.

31. In respect of any timely-filed Rule 3018 Motion, the Ballot in question shall be counted (a) in the amount established in an order entered by the Bankruptcy Court or (b) if such an order has not been entered by the Bankruptcy Court and unless the Debtors and you have come to an agreement as to the relief requested in the Rule 3018 Motion, in an amount equal to the preprinted amount on the Ballot, or in the event the moving party did not receive a Ballot, such party shall not have a Ballot counted at all. April 14, 2010 has been established as the date for a hearing to consider all Rule 3018 Motions.

32. Except as otherwise provided by the express terms of this Order, each Holder of a Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such Claim as of the Record Date.

33. If a Holder of Claims casts multiple Ballots or Master Ballots dated with the same date, but which are voted inconsistently, such Ballots or Master Ballots will not be counted, except in the case of a supplemental Master Ballot.

34. Creditors with multiple Claims within a particular Class under the Plan, must vote all of their Claims within each particular Class to either accept or reject the Plan and may not split their votes.

35. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code and the Convenience Claim Election, separate Claims held by a single creditor in a particular Class will be aggregated as if such creditor held one Claim against the Debtors in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan and any Convenience Claim Election shall apply to all of the Claims in the aggregate.

36. Any creditor who has filed or purchased duplicative Claims that are classified under the Plan in the same Class shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

37. A Holder of Claims in more than one Class under the Plan must execute a separate Ballot for each Class of Claims in which the claimant holds a Claim. In the case of debt securities, each Beneficial Owner must execute a separate Beneficial Ballot for each block of debt securities that it holds through any Voting Nominee and must return each such Beneficial Ballot to the appropriate Voting Nominee.

38. The following types of Ballots **will not be counted** in determining whether the Plan has been accepted or rejected:

- a. any Ballot or Master Ballot that is otherwise properly completed, executed and timely returned to the Voting Agent, but does not indicate an acceptance or rejection of the Plan;
- b. any Ballot or Master Ballot received after the Voting Deadline except in the Debtors' sole discretion and in consultation with the Committee;
- c. any Ballot or Master Ballot containing a vote that this Court determines, after notice and a hearing, was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code;
- d. any Ballot or Master Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- e. any Ballot that partially accepts and partially rejects the Plan;
- f. any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan;
- g. any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed or in an amount equal to zero dollars for which no Proof of Claim was timely filed and is not otherwise subject to a motion filed pursuant to a Rule 3018 Motion;
- h. any unsigned Ballot or a Ballot without an original signature, except in the Debtors' sole discretion; and
- i. any Ballot transmitted to the Voting Agent by facsimile or other electronic means, except in the Debtors' sole discretion.

39. In addition, the following voting procedures and standard assumptions will

be used in tabulating the Ballots:

- a. The method of delivery of Ballots to the Voting Agent is at the election and risk of each voting Holder, but such delivery will be deemed made only when the original, executed Ballot is actually received by the Voting Agent.
- b. If multiple Ballots are received from an individual voting Holder with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot timely received will be deemed to reflect such Holder's intent and shall supersede and revoke any prior dated Ballot; provided, that, the Debtors will provide, as part of the voting report prepared by the Voting Agent to be filed with the Bankruptcy Court, a list of all superseding Ballots received by the Voting Agent.

- c. If a Holder of Claim(s) casts multiple Ballots on account of the same Claim or Class of Claims, which are received by the Voting Agent on the same day, but which are voted inconsistently, such Ballots shall not be counted (except in the case of a supplemental Master Ballot).
- d. The Debtors, in their sole discretion, subject to contrary order of the Court, may waive any defect in any Ballot or Master Ballot at any time, including failure to timely file such Ballot, either before or after the close of voting, and without notice.
- e. After the Voting Deadline, no vote may be withdrawn without the prior consent of the Debtors.
- f. If the CCAA Monitor or Voting Agent validly receives a Ballot from a Canadian Creditor, and such Canadian Creditor subsequently delivers some other form of proxy, the valid Ballot shall be deemed the controlling vote/proxy election of such Canadian Creditor.
- g. If a Canadian Creditor votes in person at the CCAA Creditors' Meeting inconsistently with its timely received Ballot, the Ballot shall be deemed amended to conform to the vote cast in person at the CCAA Creditors' Meeting.
- h. Subject to any contrary order of the Court, the Debtors reserve the right to reject any and all Ballots or Master Ballots not proper in form.
- i. Subject to any contrary order of the Court, the Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot.
- j. Unless otherwise ordered by the Court, any defects or irregularities in connection with deliveries of Ballots or Master Ballots must be cured within such time as the Debtors (or the Court) determine, and delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.
- k. Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots or Master Ballots, nor will any such party incur any liability for failure to provide such notification. Ballots or Master Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will not be counted.
- l. Any Holder of a General Unsecured Claim (other than a Prepetition Note Claim, Industrial Revenue Bond Claim, or Hodge Industrial Revenue Bond Claim) against SSCE that opts for (i) the Convenience Claim Election or (ii) the Cash-Out Election shall make such election on its Class 2E Ballot. If such a Holder fails to make such an election on its Ballot or

otherwise does not comply with the applicable instructions on the Class 2E Ballot with respect to such elections, the Holder's Allowed Claim will be treated as a Class 2E General Unsecured Claim and receive a Pro Rata Share of the New SSCC Common Stock Pool in accordance with Section 3.3.5 of the Plan.

40. Holder of a Claim entitled to vote on the Plan will receive a Ballot with a pre-printed claim amount (excluding debt securities Claims). The Debtors further propose that each Claim within the Class of Claims entitled to vote to accept or reject the Plan will be temporarily allowed for purposes of voting on the Plan in accordance with the following:<sup>8</sup>

- a. a Claim will be temporarily allowed for voting purposes as listed in the Debtors' schedules of liabilities, provided that (i) such Claim is not scheduled as contingent, unliquidated, undetermined or disputed or in the amount of \$0.00, (ii) no Proof of Claim has been timely filed (or otherwise deemed timely filed under applicable law), or (iii) such Claim has not been satisfied by the Debtors;
- b. non-contingent, liquidated, determined or undisputed Claims will be temporarily allowed for voting purposes in the amount specified in a Proof of Claim timely filed with the Court or the Voting Agent or the CCAA Monitor in the case of a Canadian Debtor (or otherwise deemed timely filed under applicable law) to the extent the Proof of Claim is not the subject of an objection (or, if such Claim has been resolved pursuant to a stipulation or order entered by the Court in the amount set forth in such stipulation or order);
- c. unless a Proof of Claim has been filed for such a Claim, contingent, unliquidated or disputed Claims listed on the Debtors' schedules of liabilities will be temporarily allowed for voting purposes in the amount allowed by the Court, pursuant to Bankruptcy Rule 3018(a);
- d. except as provided in subsection (e) below, Ballots for timely filed Claims (or Claims that are deemed timely filed by the Court under applicable law) that are the subject of an objection filed on or before the Voting Deadline shall be provisionally allowed by the Court for voting purposes in the amount of \$1; provided, however, that if the Holder of any such Claim timely responds to the objection or files a Rule 3018 Motion, their vote will ultimately be allowed in the amount set by the Court after a hearing is held and order entered by the Court on the objection;

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<sup>8</sup> In the case of Canadian Creditors who have received a Notice of Revision or Disallowance issued by the CCAA Monitor in accordance with the CCAA Claims Determination Order, their Claim will be temporarily allowed for solicitation and voting purposes in accordance with the procedure set forth in the CCAA Creditors' Meeting Order.



- e. if the Debtors have requested that a Claim be reclassified and/or allowed in a fixed, reduced amount pursuant to a pending objection to such Claim filed on or before the Record Date, such Holder's Ballot shall include, and be counted in, the reduced amount requested and/or in the Class requested in the pending objection, subject to any Court order entered on the pending objection or pursuant to a timely filed motion filed by the Holder of the Claim under Bankruptcy Rule 3018;
- f. Ballots for timely filed Claims (i) that are listed as contingent, unliquidated and/or disputed on the face of the Claim, (ii) that are for unliquidated or contingent litigation claims or (iii) that the Debtors determine, on or before the Solicitation Commencement Date and after reasonable review of the Claim (including any supporting documentation contained therewith) is a contingent, unliquidated and/or disputed Claim shall be voted in the amount of \$1.00 unless allowed to vote some other amount by Court order after a timely filed Rule 3018 Motion filed by that Holder of the Claim, provided that the noncontingent, liquidated and/or nondisputed portion of the Claim shall be entitled to vote the face amount of the Claim;
- g. for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code and the Convenience Claim Election, separate Claims held by a single creditor in a particular Class will be aggregated as if such creditor held one Claim against the Debtors in such Class, and the votes related to such Claims will be treated as a single vote to accept or reject the Plan.

41. Master Ballot Tabulation. With respect to the tabulation of Master Ballots and Beneficial Ballots cast by Voting Nominees and Beneficial Owners, the amount that will be used to tabulate acceptance or rejection of the Plan will be the principal amount held by such Voting Nominees and Beneficial Owners as of the Record Date; provided, however, that any principal amounts may be adjusted by the Voting Agent or CCAA Monitor, as applicable, to reflect the amount of the Claim actually voted, including any prepetition interest.

42. The following additional rules apply to the tabulation of Master Ballots and Beneficial Ballots cast by Voting Nominees and Beneficial Owners:

- a. Votes cast by Beneficial Owners through a Voting Nominee will be applied against the positions held by such entities in the applicable debt security of the Debtors as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Voting Nominee pursuant to

a Master Ballot will not be counted in excess of the Record Amount of the applicable securities held by such Voting Nominee on the Record Date.

- b. To the extent that conflicting votes or "overvotes" are submitted by a Voting Nominee, the Voting Agent or CCAA Monitor, in good faith, will attempt to reconcile discrepancies with the applicable Voting Nominees.
- c. To the extent that overvotes on a Master Ballot are not reconcilable prior to the preparation of the vote certification, the Voting Agent or CCAA Monitor will apply the votes to accept and reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the Voting Nominee's position in the applicable security.
- d. Where a Beneficial Owner holds securities through more than one Voting Nominee, it must execute a separate Ballot for each block of debt securities it owns. However, such Holder must vote all of its Claims in each Class in the same manner, to either accept or reject the Plan. Accordingly, if such Holder returns more than one Ballot to more than one Voting Nominee voting different Claims within each Class under the Plan and the Ballots are not voted in the same manner, as reflected on such separate Master Ballots, such votes will not be counted.

43. Voting to Accept or Reject the CCAA Plan. If a Canadian Creditor votes in person or by proxy at the CCAA Creditors' Meeting in accordance with the CCAA Meeting Order to either accept or reject the CCAA Plan, that vote shall control with respect to the Plan in the Chapter 11 Cases, notwithstanding any previous, validly filed Ballot. In the event that Canadian Creditor returns a Ballot, and does not vote in person or by proxy at the CCAA Creditors' Meeting or any adjournment thereof in accordance with the CCAA Meeting Order, or if the CCAA Creditors' Meeting or any adjournment thereof does not take place before or sufficiently in advance of the Confirmation Hearing to allow such votes to be counted, its returned Ballot shall serve as its vote on the Plan in the Chapter 11 Cases.

44. Plan Confirmation. A hearing shall be held before this Court on April 14, 2010 at 10:00 a.m. (Eastern Time) (the "Confirmation Hearing"), to consider confirmation of the

Plan. The Confirmation Hearing may be continued from time to time (after consultation with the Committee) by the Court without further notice to creditors or other parties in interest.

45. Objection Deadline. Any objection to the confirmation of the Plan (including any supporting memoranda) must: (i) be made in writing; (ii) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (iii) state with particularity the legal and factual basis and nature of any objection to the Plan; and (iv) be filed with the Court, together with proof of service, and served so that they are received on or before March 29, 2009 at 4:00 p.m. (Eastern Time) (the "Objection Deadline") by the following parties:

Counsel for the Debtors

Sidley Austin LLP  
One South Dearborn Street  
Chicago, Illinois 60603  
Fax (312) 853-7036  
Attn: James F. Conlan  
Matthew A. Clemente  
Dennis M. Twomey  
Bojan Guzina

-and-

Young Conaway Stargatt & Taylor, LLP  
The Brandywine Building  
1000 West Street, 17th Floor  
P.O. Box 391  
Wilmington, Delaware 19899-0391  
Fax (302) 571-1253  
Attn: Robert S. Brady  
Edmon L. Morton

-and-

The United States Trustee

U.S. Trustee  
Office of the United States Trustee  
J. Caleb Boggs Federal Building  
844 King Street, Suite 2207  
Lock Box 35  
Wilmington, DE 19801  
Fax (302) 573-6497  
Attn: David M. Klauder

-and-

Counsel to the Official Committee of Unsecured Creditors

Pachulski Stang Ziehl & Jones LLP  
919 N. Market Street  
17th Floor  
Wilmington, DE 19801  
Fax : (302)-652-4400  
Attn: Curtis A. Hen  
Laura Davis Jones  
Timothy P. Cairns

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, New York 10036  
Fax: (212) 715-8000  
Attn: Thomas Moers Mayer, Esquire  
Robert T. Schmidt, Esquire

46. The Court shall consider only timely filed written objections. All objections not timely filed and served in accordance herewith by the Objection Deadline shall be deemed overruled.

47. The forms of mailed and published notice of the Confirmation Hearing, substantially in the form attached hereto as Exhibits E and F, respectively, are approved in all respects. The scope of mailed and published notice of the Confirmation Hearing is adequate and provides known and unknown claimants with good and sufficient notice of the Confirmation Hearing.

48. Service of the Solicitation Packages, Non-Voting Packages and other notices and documents described in the Motion is adequate and sufficient and no further notice is necessary.

49. The Debtors are authorized to make non-substantive changes to the Disclosure Statement, Plan, Ballots, Master Ballots, Confirmation Hearing Notice, Publication Notice, Notice of Deemed Rejecting Class Non-Voting Status, Notice of SSCC Common Interest Non-Voting Status, Notice of Unimpaired Class Non-Voting Status, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package and/or Non-Voting Packages prior to their distribution.

50. The Debtors and any party supporting the Plan are granted an opportunity to file a response to any objections to confirmation of the Plan by no later than 12:00 p.m. (Eastern Time) two (2) Business Days prior to the date of the Confirmation Hearing. At that time, the Debtors will also file their proposed findings of fact and conclusions of law and form of order confirming the Plan, and a memorandum of law in support of confirmation of the Plan.

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

52. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

Dated: Wilmington, Delaware  
January 29, 2010



BRENDAN L. SHANNON  
UNITED STATES BANKRUPTCY JUDGE