

- a. Any entity (as such term is defined in section 101(15) of the Bankruptcy Code, which includes a person or individual) that currently is or becomes a Substantial Shareholder (as defined herein) must file with the Court, and serve upon counsel to the Debtors, a declaration of such status, substantially in the form of Exhibit 1 annexed to Exhibit A attached hereto, on or before the later of (i) 10 days after the date of the Notice of Order (as defined herein) and (ii) 10 days after becoming a Substantial Shareholder.

- b. Prior to effectuating any transfer of SSCC Stock that would result in an increase in the amount of SSCC Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity becoming a Substantial Shareholder, such Substantial Shareholder or entity must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of SSCC Stock in the form of Exhibit 2 annexed to Exhibit A attached hereto (each, a “Declaration of Intent to Purchase, Acquire or Otherwise Accumulate SSCC Stock”). Debtors shall provide a copy of each Declaration of Intent to Purchase, Acquire or Otherwise Accumulate SSCC Stock received to counsel to the Committee.

- c. Prior to effectuating any transfer of SSCC Stock that would result in a decrease in the amount of SSCC Stock of which a Substantial Shareholder has Beneficial Ownership or would result in a Substantial Shareholder

ceasing to be a Substantial Shareholder, such Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of SSCC Stock in the form of Exhibit 3 annexed to Exhibit A attached hereto (each, a “Declaration of Intent to Sell, Trade, or Otherwise Transfer SSCC Stock” and with a Declaration of Intent to Purchase, Acquire or Accumulate SSCC Stock, each, a “Declaration of Proposed Transfer”). Debtors shall provide a copy of each Declaration of Intent to Sell, Trade, or Otherwise Transfer SSCC Stock received to counsel to the Committee.

- d. The Debtors shall have 15 calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed transfer of SSCC Stock described in the Declaration of Proposed Transfer on the grounds that such transfer might result in a Pre-Effective Date Ownership Change. If the Debtors file such an objection, such transaction would not be effective unless such objection is withdrawn by the Debtors or such transaction is approved by a final order of the Court that becomes nonappealable. If the Debtors do not object within such 15-day period, such transaction may proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the Procedures for Trading in SSCC Stock, with an additional 15-day waiting period for each Declaration of Proposed Transfer.
- e. For purposes of the Procedures for Trading in SSCC Stock: (i) a “Substantial Shareholder” is any entity (as such term is defined in section 101(15) of the Bankruptcy Code, which includes a person or individual) that has Beneficial Ownership of (a) at least 11,570,000 shares of SSCC Common Stock (representing approximately 4.5% of all issued SSCC Common Stock), (b) at least 207,000 shares of SSCC Preferred Stock (representing approximately 4.5% of all issued SSCC Preferred Stock),³ or (c) SSCC Common Stock and SSCC Preferred Stock having a value equal to at least 4.5% of the combined value of the SSCC Stock; (ii) “Beneficial Ownership” of SSCC Stock shall be determined in accordance with applicable rules under section 382 of the IRC, Treasury Regulations promulgated thereunder, and rulings issued by the Internal Revenue Service, and thus shall include, but not be limited to, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by members of a person’s family, (C) ownership by entities acting in concert with other entities, and (D) holding an Option to acquire SSCC stock; and (iii) an “Option” to acquire SSCC Stock means any contingent purchase, warrant, convertible debt, put, SSCC Stock subject to

risk of forfeiture, contract to acquire SSCC Stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.