



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: August 18, 2015.

**H. CHRISTOPHER MOTT
UNITED STATES BANKRUPTCY JUDGE**

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:	§	(CHAPTER 11)
	§	
DUNE ENERGY, INC.	§	CASE NUMBER 15-10336
DUNE OPERATING COMPANY	§	CASE NUMBER 15-10337
DUNE PROPERTIES, INC.	§	CASE NUMBER 15-10338
	§	
DEBTORS.	§	(JOINTLY ADMINISTERED UNDER
	§	CASE NUMBER 15-10336)

ORDER (I) COMBINING THE HEARING ON THE CHAPTER 11 PLAN OF THE DEBTORS AND DISCLOSURE STATEMENT; (II) ESTABLISHING VOTING RECORD DATE; (III) APPROVING SOLICITATION PACKAGES AND DISTRIBUTION PROCEDURES; (IV) APPROVING AND ESTABLISHING PROCEDURES FOR VOTING ON THE CHAPTER 11 PLAN OF THE DEBTORS; (V) APPROVING FORMS OF NOTICES TO NON-VOTING CLASSES UNDER PLAN; (VI) ESTABLISHING VOTING DEADLINE TO ACCEPT OR REJECT PLAN; (VII) APPROVING PROCEDURES FOR VOTE TABULATIONS; AND (VIII) GRANTING RELATED RELIEF

On August 17, 2015 the Court conducted a hearing (the "Hearing") to consider the motion, (the "Solicitation Procedures Motion")¹ of Dune Energy, Inc. ("Dune Energy"), Dune

¹ All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Solicitation Procedures Motion.

Operating Company ("Dune Operating"), and Dune Properties, Inc. ("Dune Properties"), debtors-in-possession in the above-referenced chapter 11 cases (collectively, the "Debtors") for entry of an order, pursuant to sections 105, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), Rules 2002, 3003, 3017, 3018, 3020, and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 3017 and 3018 of the Local Court Rules of the United States Bankruptcy Court for the Western District of Texas (the "Local Bankruptcy Rules"): (i) combining and scheduling the hearings on the Chapter 11 Plan of the Debtors and Disclosure Statement; (ii) establishing a voting record date; (iii) approving solicitation packages and distribution procedures; (iv) approving and establishing procedures for voting on the Chapter 11 Plan of the Debtors; (v) approving forms of notices to non-voting classes under the Chapter 11 Plan of the Debtors; (vi) establishing a voting deadline to accept or reject the Chapter 11 Plan of the Debtors; (vii) approving procedures for vote tabulations; and (viii) granting related relief, all as more fully set forth in the Solicitation Procedures Motion; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that notice of the Solicitation Procedures Motion has been given as set forth in the Solicitation Procedures Motion and that such notice is adequate and no other or further notice need be given; and the Court having reviewed the Solicitation Procedures Motion and determined that the legal and factual bases set forth in the Solicitation Procedures Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Solicitation Procedures Motion is in the

best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

FOUND AND DETERMINED THAT:

A. The Debtors have filed their Disclosure Statement Under 11 U.S.C. §1125 in Support of the Chapter 11 Plan of the Debtors (together with all exhibits, and as it may be further amended, the “Disclosure Statement”) and Chapter 11 Plan of the Debtors (as it may be further amended, the “Plan”).

B. Notice of the Solicitation Procedures Motion was properly provided and such notice was due and proper to all interested parties and no further notice is necessary.

C. The Motion requests approval of Solicitation Packages to be used for soliciting votes from creditors on the Plan. On August 14, 2015, the Debtors filed their Notice of Amended Solicitation Packages reflecting redlined modifications to the materials in the Solicitation Packages and the addition of a Master Owner Ballot and Beneficial Owner Ballot for use in soliciting votes from the holders of the Debtors’ Second Lien Notes. Accordingly, the Solicitation Packages, as modified and supplemented by the Notice of Amended Solicitation Packages, are composed of:

- Exhibit 1 – Combined Hearing Notice
- Exhibit 2 – Ballot Instructions for Electronic Ballots
- Exhibit 3 – Notice of Unimpaired Non-Voting Status
- Exhibit 4 – Notice of Impaired Non-Voting Status
- Exhibit 5 – Master Owner Ballot for Class 3.3 – Second Lien Loan Claims
- Exhibit 6 – Beneficial Owner Ballot for Class 3.3 – Second Lien Loan Claims

The Solicitation Packages address the particular needs of these Chapter 11 Cases, and are appropriate for each class of claims entitled to vote to accept or reject the Plan. The voting instructions contain adequate information to instruct all members of the Voting Classes how to vote.

D. The Debtors have advised the Court that they shall file their Plan and Disclosure Statement on or before August 20, 2015.

E. Holders of claims in Class 1.1 (Allowed Priority Employee Claims), Class 1.2 (Allowed Priority Non-Tax Claims), Class 5 (Allowed Subordinated Claims), and holders of interests in Class 6 (Allowed Equity Interests) (collectively, the “Non-Voting Classes”), are conclusively presumed to accept or deemed to reject the Plan, as the case may be. Accordingly, holders of claims and interests in the Non-Voting Classes are not entitled to vote or receive a Ballot.

F. The period, as set forth below, during which the Debtors may solicit acceptances of the Plan is a reasonable period of time for entities entitled to vote on the Plan to make an informed decision regarding whether to accept or reject the Plan.

G. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Solicitation Procedures Motion and below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

H. The notice procedures set forth below provide due, proper, and adequate notice of the Combined Hearing, and procedures for filing objections or responses to the Disclosure Statement and Plan.

I. The proposed timeline for the Combined Hearing complies with the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules and will enable the Debtors to pursue confirmation of the Plan in a timely fashion.

J. The Debtors have the right to seek modifications or extensions of the matters governed by this Order.

K. The relief requested in the Solicitation Procedures Motion is in the best interests of the Debtors, their estates, and all parties in interest.

L. The legal and factual bases set forth in the Solicitation Procedures Motion and at the hearing on the Solicitation Procedures Motion establish just cause for the relief granted herein.

NOW, THEREFOR, IT IS ORDERED THAT:

1. The Solicitation Procedures Motion is GRANTED as set forth herein.
2. Any and all objections to the Solicitation Procedures Motion not otherwise settled or withdrawn are hereby overruled.
3. A combined hearing shall be held before the Honorable H. Christopher Mott, United States Bankruptcy Judge, in Courtroom No. 2 of the Homer J. Thornberry Federal Judicial Bldg., 903 San Jacinto Blvd., Austin, Texas 78701, on **September 17, 2015, at 10:00 a.m. (Central Time)** (the “Combined Hearing”) to consider entry of an order, among other things, determining that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of the Bankruptcy Code, approving the Disclosure Statement, and to consider the confirmation of the Plan.
4. The Solicitation Packages attached to the Notice of Amended Solicitation Packages are approved, including any modifications announced at the hearing, and the Debtors

are authorized to use such materials to solicit votes on the Plan and to otherwise provide notice of the Combined Hearing and related deadlines as established by this Order.

5. Debtors are authorized to accept Ballots via electronic, online transmission through a customized “E-Ballot” section on the Debtors’ case website located at <https://cases.primeclerk.com/duneenergy>. Parties entitled to vote may cast an electronic Ballot and electronically sign and submit the Ballot solely by utilizing Prime Clerk’s E-Ballot platform; provided, however, parties who do not wish to vote by E-Ballot may request a paper ballot in writing by contacting Dune Energy, Inc. Ballot Processing, c/o Prime Clerk, LLC, 830 3rd Avenue, 3rd Floor, New York, NY 10022, by telephone at (855) 410-7360, or by email at duneenergyballots@primeclerk.com. In such case, Debtors are authorized to provide a paper ballot substantially in the form of Official Form 14.

6. For the purpose of determining creditors entitled to vote on the Plan, the record date for purposes of voting shall be **August 17, 2015** with respect to holders of claims in Class 2 (Allowed Secured Tax Claims), Class 3.1 (Allowed First Lien Lender Claims), Class 3.2 (Allowed Other Secured Claims, and Class 4 (Allowed General Unsecured Claims), and with respect to Class 3.3 (Allowed Second Lien Loan Claims) (collectively, the “Voting Classes”), the record date for purposes of voting shall be **August 11, 2015** (collectively, the “Voting Record Date”).

7. The Voting Record Date shall be the date fixed for determining which creditors and equity interest holders in the Non-Voting Classes are entitled to receive an appropriate Notice of Non-Voting Status.

8. The Debtors shall complete the mailing of Solicitation Packages by no later than August 20, 2015 (the “Solicitation Date”).

9. Solicitation Packages distributed to creditors in the Voting Classes (except as otherwise provided below for the Class 3.3 Second Lien Notes) shall contain a copy of (i) the Combined Hearing Notice; (ii) the Ballot Instructions (which shall include a unique electronic authorization identification code for submitting E-Ballots) for voting to accept or reject the Plan; (iii) any letter of support from the Committee and/or First Lien Agent; and (iv) such other materials as the Court may direct. Notwithstanding anything to the contrary contained in this Order, any creditor who has filed or purchased duplicate claims (as determined on the face of such claims or after a reasonable review of the supporting documentation by the Voting Agent) within the same Voting Class shall be provided with only one Solicitation Package and one E-Ballot ID# for voting a single claim in such Class, regardless of whether the Debtors have objected to such duplicate claims.

10. With respect to soliciting votes from the holders of the Second Lien Notes, the Debtors are authorized to use the participant list dated August 11, 2015 provided by the Second Lien Trustee, indicating the record holders of the Second Lien Notes, including without limitation, brokers, banks, dealers, or other agents or nominees (the "Record Holders"). Solicitation Packages distributed to the Record Holders of the Second Lien Notes shall contain a copy of (i) the Combined Hearing Notice; (ii) the Master Owner Ballot for Class 3.3; (iii) the Beneficial Holder Ballot for Class 3.3; and (iii) any letter of support from the Committee and/or First Lien Agent. Solicitation Packages may be distributed to each Record Holder by electronic transmission. Each Record Holder shall promptly forward the Solicitation Package to each of its beneficial holders of the Second Lien Notes (the "Beneficial Holder") and cooperate with Prime Clerk to accomplish such distribution, in any case, no later than three (3) business days after receipt of the Solicitation Packages by the Record Holder. Record Holders shall obtain the votes

of Beneficial Holders by forwarding the Solicitation Package to each Beneficial Holder for whom it acts for voting so that the Beneficial Holder may return its vote directly to its Record Holder. The Record Holders may distribute the Solicitation Packages to Beneficial Holders in paper format or via electronic transmission in accordance with their customary practice. Record Holders shall summarize on the Master Owner Ballot the individual votes of their Beneficial Holders cast on the Beneficial Owner Ballots and then deliver the Master Owner Ballot to Prime Clerk at Dune Energy, Inc. Ballot Processing, c/o Prime Clerk, LLC, 830 3rd Avenue, 3rd Floor, New York, NY 10022, or by email duneenergyballots@primeclerk.com.

11. Solicitation Packages distributed to holders of claims and interests in Non-Voting Classes shall not include Ballot Instructions, but shall include a copy of (i) the Combined Hearing Notice and (ii) the appropriate Notice of Non-Voting Status.

12. With respect to any transferred Claim, if the transferor of such Claim is entitled to vote to accept or reject the Plan, the transferee shall be entitled to receive a Solicitation Package and vote to accept or reject the Plan on account of the transferred Claim only if: (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date; or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer.

13. By the Solicitation Date, the Debtors shall distribute, or cause to be distributed, this Order and the Combined Hearing Notice to all parties on the master service list maintained in these Chapter 11 Cases.

14. The Debtors are not required to distribute paper copies of the Plan or Disclosure Statement unless a holder of a claim or interest make a specific written request for copies of such

documents at least three (3) business days before the Voting Deadline in writing to the Debtors' voting agent, Prime Clerk LLC (the "Voting Agent") at Dune Energy, Inc. Ballot Processing, c/o Prime Clerk, LLC, 830 3rd Avenue, 3rd Floor, New York, NY 10022, by telephone at (855) 410-7360 , or by email duneenergyballots@primeclerk.com.

15. The Debtors shall make the Plan and Disclosure Statement, and Combined Hearing Notice available in electronic format on-line at <http://cases.primeclerk.com/duneenergy>.

16. The Debtors shall not be required to send Solicitation Packages to creditors holding claims that have already been paid in full; *provided, however*, that if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of such claim having been paid by the Debtors, then such creditor shall be sent a Solicitation Package in accordance with the procedures set forth above.

17. The Debtors shall be excused from mailing Solicitation Packages and any other materials related to voting or confirmation of the Plan to those entities to which certain notices mailed during the course of these Chapter 11 Cases have been returned as undeliverable by the United States Postal Service, unless and until the Debtors are provided with accurate addresses for such entities before the Solicitation Date. The Debtors' failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities (a) shall not constitute inadequate notice of the Combined Hearing or Voting Deadline and (b) shall not constitute a violation of Bankruptcy Rule 3017(d).

18. The Debtors shall not be required to distribute copies of the Ballot Instructions (including an E-Ballot ID#) to any party not entitled to vote on the Plan pursuant to this Order, unless such party files a motion for temporary allowance of a claim under Bankruptcy Rule 3018 on or before September 3, 2015.

19. The Debtors are authorized to make non-substantive modifications to the Disclosure Statement, Plan, Combined Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballot Instructions, and related documents without further order of the Court, including modifications to correct typographical and grammatical errors, if any, before distribution.

20. To be counted as a vote to accept or reject the Plan, all Ballots must be properly executed, completed, and cast so as to be actually received by no later than **4:00 p.m. (Central Time) on September 10, 2015** (the "Voting Deadline").

21. Solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance of, or distribution on account of, any claim, and without prejudice to the rights of the Debtors in any other context, each claim within a class of claims entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such claim as set forth in the Schedules, provided that:

- (a) if a claim is allowed under the Plan or by order of the Court, such claim is allowed for voting purposes in the allowed amount set forth in the Plan or the order;
- (b) if a claim for which a proof of claim has been timely filed is for unknown or undetermined amounts, or is wholly unliquidated or contingent (as determined on the face of the claim or after a reasonable review of the supporting documentation by the Voting Agent) and such claim has not been allowed, such claim will be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution and accorded one vote and valued at an amount equal to one dollar (\$1.00), unless such claim is disputed as set forth in paragraph (h) below;
- (c) if a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (d) if a proof of claim was timely filed in an amount that is liquidated and matured, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (h) below;

- (e) if a claim is listed in the Schedules as contingent, unliquidated, or disputed or for \$0.00 and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claims established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, the Debtors propose that such claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);
 - (f) if a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, matured, and undisputed for voting purposes only, and not for purposes of allowance or distribution;
 - (g) if a creditor has filed proofs of claim against multiple Debtors, such creditor's claim shall only be counted once for voting purposes;
 - (h) if the Debtors have served an objection or request for estimation as to a claim at least fourteen (14) calendar days before the Voting Deadline, such claim is temporarily disallowed for voting purposes unless a motion for temporary allowance is filed and approved by the Court; provided, however, that if such objection is an objection to reduce the amount of the claim and no motion for temporary allowance is filed, the claim shall be allowed to be voted in the reduced amount;
 - (i) claims scheduled in the Debtors' Schedules or filed in the amount \$0.00 are not entitled to vote; and
 - (j) if a proof of claim has been amended by a later-filed proof of claim, the earlier-filed claim will not be entitled to vote, regardless of whether the Debtors have objected to such earlier-filed claim.
22. The following procedures shall apply for tabulating votes:
- (a) any Ballot that is otherwise timely completed, executed, and properly cast to the Voting Agent but does not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and rejection of the Plan, shall not be counted; if no votes to accept or reject the Plan are received with respect to a particular class that is entitled to vote on the Plan, such class shall be deemed to have voted to accept the Plan;
 - (b) if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last properly cast Ballot received before the Voting Deadline shall be deemed to reflect the voter's intent and thus supersede any prior Ballots;

- (c) creditors must vote all of their claims within a particular class to either accept or reject the Plan, and may not split their votes within a particular class and thus a Ballot (or group of Ballots) within a particular class that partially accepts and partially rejects the Plan shall not be counted;
- (d) a creditor who votes an amount related to a claim that has been paid or otherwise satisfied in full or in part shall only be counted for the amount that remains unpaid or not satisfied, and if such claim has been fully paid or otherwise satisfied, such vote will not be counted for purposes of amount or number; and
- (e) except as otherwise provided in this Motion, for purposes of determining whether the numerosity and amount requirements of sections 1126(c) and 1126(d) of the Bankruptcy Code have been satisfied, the Debtors will tabulate only those Ballots received by the Voting Deadline. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one claim against the Debtor in such Class, and the votes related to such claims shall be treated as a single vote to accept or reject the Plan.

23. The following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (a) any Ballot received after the Voting Deadline, unless the Debtors, in their discretion, grant an extension of the Voting Deadline with respect to such Ballot;
- (b) any Ballot that is illegible or contains insufficient information to permit identification of the voter;
- (c) any Ballot cast by a person or entity that does not hold a claim or interest in a class that is entitled to vote to accept or reject the Plan;
- (d) any unsigned Ballot or does not contain an original signature; and
- (e) any Ballot transmitted to the Voting Agent by email or facsimile unless the Debtors in their discretion permit such method of delivery

24. To the extent applicable, if a Ballot is submitted by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations, or others acting in a fiduciary or representative capacity, such Persons must indicate their capacity when submitting

the Ballot and, at the Debtors' request, must submit proper evidence satisfactory to the Debtors of their authority to so act. For purposes of voting tabulation, a Ballot submitted by a representative shall account for the total number of represented parties with respect to the numerosity requirement set forth in Section 1126 of the Bankruptcy Code.

25. Unless otherwise directed by the Court, all questions concerning the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots will be determined by the Debtors in their sole discretion, whose determination will be final and binding. The Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, be unlawful. The Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot. Unless waived, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Debtors (or the Court) determine. Neither the Debtors nor any other Person will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots, nor will any of them incur any liability for failure to provide such notification; *provided, however*, that the Debtors will indicate on the ballot summary the Ballots, if any, that were not counted, and will provide copies of such Ballots with the ballot summary to be submitted at the Combined Hearing. Unless otherwise directed by the Court, delivery of such Ballots will not be deemed to have been made until any irregularities have been cured or waived. Unless otherwise directed by the Court, Ballots previously furnished, and as to which any irregularities have not subsequently been cured or waived, will be invalidated.

26. The Debtors may allow any claimant who submits a properly completed Ballot to supersede or withdraw such Ballot on or before the Voting Deadline. In the event the Debtors do

permit such supersession or withdrawal, the claimant, for cause, may change or withdraw its acceptance or rejection of the Plan in accordance with Bankruptcy Rule 3018(a).

27. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, such creditor shall serve on the Debtors, and file with the Court, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before the seventh (7th) calendar day before the Voting Deadline. In accordance with Bankruptcy Rule 3018, as to any creditor filing such a motion, such creditor's Ballot shall not be counted unless temporarily allowed by an order entered by the Court at or before the Combined Hearing.

28. Objections or responses to the adequacy of the Disclosure Statement and/or to confirmation of the Plan, if any, shall (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received by: (i) counsel for the Debtors, Kourtney P. Lyda, Haynes and Boone LLP, 1221 McKinney, Suite 2100, Houston, TX 77010, kourtney.lyda@haynesboone.com; (ii) counsel for the Agent: Mayer Brown LLP, 700 Louisiana Street, Suite 3400, Houston, TX 77002, Attn: Charles Kelley; (iii) counsel to the Committee, Basil A. Umari, McKool Smith P.C., 600 Travis Street, Suite 7000, Houston, Texas 77002, bumari@mckoolsmith.com; and (iv) Office of the United States Trustee for the Western District of Texas, Homer J. Thornberry Judicial Building, 903 San Jacinto Blvd, Austin, TX 78701, so as to be actually received no later than **4:00 p.m. (Central Time), on September 10, 2015.**

29. Objections to the Disclosure Statement and/or to the confirmation of the Plan that are not timely filed, served, and actually received in the manner set forth above shall not be considered and shall be deemed overruled.

30. The Debtors are authorized to file their witness and exhibit lists on or before 12:00 p.m. on the date that is two (2) business days prior to the date of the Combined Hearing and exchange such exhibits by posting copies on the Debtors' website at <http://cases.primeclerk.com/duneenergy>. Additionally, the Debtors shall file a memorandum addressing any objections to the Disclosure Statement and/or to the confirmation of the Plan two (2) business days prior to the date of the Combined Hearing.

31. The Debtors are authorized to submit their written ballot summary as required by Local Rule 3018 on the date that is two (2) days prior to the Combined Hearing. The Voting Agent will make copies of Ballots available to the Committee two (2) days prior to the Combined Hearing, including anything reasonably interpreted to be intended to be a Ballot or purported Ballot or other attempt to vote on the Plan. The Committee reserves the right to challenge the Voting Agent's Ballot tabulation at the Combined Hearing.

32. The Debtors are authorized to submit their proposed Findings of Fact and Conclusions of Law to be filed with the Court on the date that is two (2) days prior to the Combined Hearing.

33. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

34. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

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Submitted by:

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