

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

In re:	) Chapter 11
)
CB HOLDING CORP., <u>et al.</u> , ¹	) Case No. 10-13683 (MFW)
)
	) Jointly Administered
Debtors.	) Obj. Deadline: December 14, 2011 at 4:00 p.m. (EST)
	) Hearing Date: December 21, 2011 at 10:30 a.m. (EST)

**DEBTORS' FOURTH MOTION FOR ORDER FURTHER EXTENDING
EXCLUSIVE PERIODS DURING WHICH DEBTORS MAY FILE
AND SOLICIT ACCEPTANCES OF CHAPTER 11 PLAN**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), by and through their undersigned attorneys, hereby file this motion (the “Motion”) for entry of an order, pursuant to Bankruptcy Code § 1121(d), extending the periods within

¹ The other Debtors, and the last four digits of each of their tax identification numbers, are: 1820 Central Park Avenue Restaurant Corp. (5151); Bugaboo Creek Acquisition, LLC (4629); Bugaboo Creek Holdings, Inc. (0966); Bugaboo Creek of Seekonk, Inc. (1669); CB Holding Corp. (8640); CB VII, Inc. (9120); CB VIII, Inc. (1468); Charlie Brown North (6721); Charlie Brown’s Acquisition Corp. (8367); Charlie Brown’s at Clifton, Inc. (7309); Charlie Brown’s Mark Corp. (3569); Charlie Brown’s Montclair, Inc. (4223); Charlie Brown’s 1981, Inc. (7781); Charlie Brown’s of Allentown, L.L.C. (8420); Charlie Brown’s of Alpha, Inc. (9083); Charlie Brown’s of Berwyn, LLC (3347); Charlie Brown’s of Blackwood, L.L.C. (5698); Charlie Brown’s of Bloomsburg, LLC (3326); Charlie Brown’s of Brielle, Inc. (8115); Charlie Brown’s of Carlstadt, Inc. (6936); Charlie Brown’s of Chatham, Inc. (2452); Charlie Brown’s of Commack LLC (4851); Charlie Brown’s of Denville, Inc. (1422); Charlie Brown’s of East Windsor, LLC (2747); Charlie Brown’s of Edison, Inc. (8519); Charlie Brown’s of Egg Harbor Twp, LLC (none); Charlie Brown’s of Franklin, LLC (5232); Charlie Brown’s of Garden City, LLC (7440); Charlie Brown’s of Hackettstown, L.L.C. (7493); Charlie Brown’s of Harrisburg, LLC (1085); Charlie Brown’s of Hillsborough, Inc. (0344); Charlie Brown’s of Holtsville, LLC (0138); Charlie Brown’s of Jackson, LLC (3478); Charlie Brown’s of Lacey, L.L.C. (6282); Charlie Brown’s of Lakewood, Inc. (0156); Charlie Brown’s of Langhorne, LLC (3392); Charlie Brown’s of Lynbrook LLC (2772); Charlie Brown’s of Maple Shade, Inc. (0404); Charlie Brown’s of Matawan, Inc. (8337); Charlie Brown’s of Middletown LLC (7565); Charlie Brown’s of Oradell, Inc. (0348); Charlie Brown’s of Pennsylvania, Inc. (6918); Charlie Brown’s of Piscataway, LLC (8285); Charlie Brown’s of Reading, LLC (1214); Charlie Brown’s of Scranton, LLC (9817); Charlie Brown’s of Selinsgrove, LLC (6492); Charlie Brown’s of Springfield, LLC (9892); Charlie Brown’s of Staten Island, LLC (1936); Charlie Brown’s of Tinton Falls, Inc. (6981); Charlie Brown’s of Toms River, LLC (5492); Charlie Brown’s of Union Township, Inc. (8910); Charlie Brown’s of Trexlertown, LLC (6582); Charlie Brown’s of Wayne, Inc. (4757); Charlie Brown’s of West Windsor, Inc. (0159); Charlie Brown’s of Williamsport LLC (8218); Charlie Brown’s of Woodbury, Inc. (0601); Charlie Brown’s of York, LLC (0980); Charlie Brown’s of Yorktown, LLC (7855); Charlie Brown’s Restaurant Corp. (7782); Charlie Brown’s Steakhouse Fishkill, Inc. (9139); Charlie Brown’s Steakhouse Woodbridge, Inc. (1906); Charlie Brown’s, Inc. (4776); Jonathan Seagull Property Corp. (7248); Jonathan Seagull, Inc. (9160); The Office at Bridgewater, Inc. (3132); The Office at Cranford, Inc. (3131); The Office at Keyport, Inc. (1507); The Office at Montclair, Inc. (3128); The Office at Morristown, Inc. (3127); The Office at Ridgewood, Inc. (2949); The Office at Summit, Inc. (3126); and What’s Your Beef V, Inc. (4719). The Debtors’ address is 1450 Route 22 West, Mountainside, NJ 07092.

which only the Debtors may file and solicit acceptances of a Chapter 11 plan. In support of the relief requested in this Motion, the Debtors respectfully represent as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these cases and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicate for the relief requested herein is Bankruptcy Code § 1121(d).

INTRODUCTION

2. On November 17, 2010 (the "Petition Date"), the Debtors filed with this Court separate, voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On November 19, 2010, this Court entered an order directing the joint administration of the Debtors' separate Chapter 11 cases.

3. The Debtors continue to manage their properties and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108. No trustee or examiner has been appointed in these cases.

4. On December 1, 2010, the United States Trustee appointed an official committee of unsecured creditors (the "Committee") for these cases.

5. Prior to the Petition Date, and for some period of time thereafter, the Debtors owned and operated the restaurant brands known as *Charlie Brown's Steakhouse* ("Charlie Brown's"), *Bugaboo Creek Steak House* ("Bugaboo Creek"), and *The Office Beer Bar & Grill* ("The Office"). During these cases, the Debtors have marketed and sold substantially all of their assets.

6. Specifically, the sale of Bugaboo Creek closed on April 21, 2011, and the final closings for The Office and Charlie Brown's occurred on June 24, 2011, and July 28, 2011,

respectively. The Debtors continue to work with key parties-in-interest to wind down their estates and cases.

7. On August 1, 2011, the Debtors filed their *Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) [ECF No. 944] and accompanying disclosure statement (the “Disclosure Statement”) [ECF No. 945]. The hearing to consider approval of the Disclosure Statement is currently scheduled for December 21, 2011.

FACTUAL BACKGROUND

8. On January 20, 2011, the Debtors filed a motion [ECF No. 465] (the “First Extension Motion”) seeking to extend the exclusive periods within which to file and solicit acceptances of a Chapter 11 plan by 90 days.

9. On February 8, 2011, this Court approved the First Extension Motion and entered an order [ECF No. 510] extending the exclusive periods within which to file and solicit acceptances of a Chapter 11 plan through and including June 15, 2011, and August 12, 2011, respectively, without prejudice to the Debtors’ right to seek further extensions.

10. On May 26, 2011, the Debtors filed a second motion [ECF No. 802] (the “Second Extension Motion”) seeking to further extend the exclusive periods within which to file and solicit acceptances of a Chapter 11 plan by an additional 90 days.

11. On June 22, 2011, this Court approved the Second Extension Motion and entered an order [ECF No. 845] (the “Second Extension Order”) extending the exclusive periods within which to file and solicit acceptances of a Chapter 11 plan through and including September 13, 2011, and November 10, 2011, respectively, without prejudice to the Debtors’ right to seek further extensions.

12. On September 9, 2011, the Debtors filed a third motion [ECF No. 1019] (the “Third Extension Motion”) seeking to further extend the exclusive periods within which to

file and solicit acceptances of a Chapter 11 plan by an additional 90 days.

13. On October 17, 2011, this Court approved the Third Extension Motion and entered an order [ECF No. 1057] (the “Third Extension Order”) extending the exclusive periods within which to file and solicit acceptances of a Chapter 11 plan through and including December 12, 2011, and February 8, 2012, respectively, without prejudice to the Debtors’ right to seek further extensions.

RELIEF REQUESTED

14. By this Motion, the Debtors respectfully request entry of an order further extending the exclusive periods within which to file and solicit acceptances of a Chapter 11 plan (the “Exclusive Periods”) by an additional 90 days, from December 12, 2011, and February 8, 2012, respectively, through and including March 11, 2012, and May 8, 2012, respectively, without prejudice to the Debtors’ right to seek further extensions.

BASIS FOR RELIEF REQUESTED

15. In addition to the substantial efforts required to stabilize and operate their businesses since the Petition Date, during these cases, the Debtors have concentrated their efforts on the sales of their three restaurant brands and related assets.

16. Following entry of the Third Extension Order, the Debtors and their professionals also devoted significant time and energy to (i) closing certain liquor license sales, (ii) leading negotiations among interested parties regarding the Plan and the Disclosure Statement and revising both accordingly, and (iii) furthering the wind-down of these cases.

17. The Debtors request an extension of the Exclusive Periods to protect their ability to obtain creditor approval of the Plan, without the deterioration of value and inherent confusion and inefficiencies, as well as increased costs, that could result if competing plans were filed.

A. Bankruptcy Code § 1121(d) Permits the Court to Extend the Exclusive Periods for Cause

18. The principal goal of Chapter 11 is the successful rehabilitation of a debtor's business. NLRB v. Bildisco & Bildisco, 465 U.S. 513, 527 (1984); United States v. Whiting Pools, Inc., 462 U.S. 198, 203 (1983). A considered and consensual plan of reorganization is an integral component of this rehabilitation, and one which poses the added benefits of avoiding lengthy and costly litigation, reducing the bankruptcy court's administrative burden, and increasing the overall distribution to creditors and equity security. See Chaim Fortgang and Thomas Mayer, *Valuation in Bankruptcy*, 32 UCLA L. Rev. 1061, 1106-1107 (1985).

19. Under Bankruptcy Code § 1121(d), the Court may extend a debtor's exclusive periods for "cause". Specifically, Section 1121(d) provides:

(1) Subject to paragraph (2), on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

The decision of whether to grant a request to extend these exclusive periods lies within the sound discretion of the bankruptcy court. See First Am. Bank of New York v. Sw. Gloves & Safety Equip., Inc., 64 B.R. 963, 965 (D. Del. 1986); Continental Casualty Co. v. Burns & Roe Enters. (In re Burns & Roe Enters.), 2005 U.S. Dist. LEXIS 26247 at *10-11 (D.N.J. Nov. 2, 2005); In re AmKo Plastics, Inc., 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996); H.R. Rep. No. 95-595, at 231, 232 (1978), reprinted in 1978 U.S.C.C.A.N. 5963, 6191 ("[t]he court is given the power, though, to increase or reduce the 120-day period depending on the circumstances of the case").

20. Whether “cause”² exists in any situation is determined on a case-by-case basis, and the choice of pertinent factors depends largely upon the factual nature of the case before the court. The following factors have been considered by courts in determining whether cause exists to grant an extension of the exclusive periods:

- (i) the size and complexity of the debtor’s case;
- (ii) the necessity of sufficient time to negotiate and prepare adequate information;
- (iii) the existence of good faith progress toward reorganization;
- (iv) whether the debtor is paying its bills as they come due;
- (v) whether the debtor has demonstrated reasonable prospects for filing a viable plan;
- (vi) whether the debtor has made progress negotiating with creditors;
- (vii) the length of time a case has been pending;
- (viii) whether the debtor is seeking to extend exclusivity to pressure creditors “to accede to [the debtors’] reorganization demands;” and
- (ix) the existence of any unresolved contingencies.

See In re Cent. Jersey Airport Servs., 282 B.R. 176, 184 (Bankr. D.N.J. 2002); In re Adelphia Communications Corp., 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006); In re R.G. Pharm, Inc., 374 B.R. 484 (D. Conn. 2007).

21. Not all of the factors are relevant to every case, and courts have used a subset of the above factors to determine whether cause exists depending on the relevant facts of a particular case. See Bunch v. Hoffinger Indus., Inc. (In re Hoffinger Indus., Inc.), 292 B.R. 639, 643-44 (B.A.P. 8th Cir. 2003) (“As always, we emphasize that these are only factors, not all of which are relevant in every case ... [i]t is within the discretion of the bankruptcy court to decide

² The Bankruptcy Code does not define “cause” or establish criteria to be considered in ruling on a motion to extend exclusivity. However, Congress contemplated that bankruptcy courts would apply the exclusivity provisions flexibly, so as to promote the orderly, consensual, and successful reorganization of a debtor’s affairs. See H.R. Rep. No. 95-595, at 232 (1977).

which factors are relevant and give the appropriate weight to each”). Indeed, when determining whether cause exists, courts usually assess the totality of the circumstances. See In re McLean Indus., Inc., 87 B.R. 803, 834 (Bankr. S.D.N.Y. 1987).

22. As set forth in detail below, the Debtors submit that an extension of the Exclusive Periods is warranted under the facts and circumstances of these cases.

B. Cause Exists to Extend the Exclusive Periods

1. The Debtors Have Made Good-Faith Progress Toward a Liquidating Plan During These Cases

23. The culmination of the Debtors’ efforts during these cases is near. As set forth above, the Debtors have sold substantially all of their assets, and the Debtors have filed the Plan, which was drafted in consultation with the Debtors’ lenders and the Committee and would effectuate an orderly resolution of these cases and the prior settlement reached among such parties. Although the Debtors anticipate that the Plan will represent a largely consensual path for them to wind-down these cases, they may need to modify or amend the Plan if required by the Court or other stakeholders, and the Debtors would be well served not to have to do so with the potential for a competing plan if exclusivity were not extended.

24. Thus, their efforts and accomplishments in these cases, as detailed herein, justify permitting the Debtors more time exclusively to modify, amend, or formulate the Plan and solicit acceptances thereon.

2. These Cases Have Only Been Pending for a Year and Are Approaching Conclusion

25. The Debtors’ cases have been pending for just over 12 months, and as discussed above, the Debtors have accomplished a great deal in that time period and expect that completion of their wind-down under the Plan, if confirmed, is near. However, the Debtors may still require additional time to modify or amend the Plan, and they submit that the circumstances

of these cases justify permitting them to have additional time exclusively to do so.

3. The Debtors Have Paid Their Bills as They Become Due

26. The Debtors have paid their undisputed post-petition debts as they come due and operated their businesses within a Court- and lender-approved budget. As such, to the extent the Debtors have outstanding or go-forward obligations, parties with such claims would not be harmed or threatened by the requested extension.

27. Accordingly, for the reasons set forth above, the Debtors submit that the requested extension of the Exclusive Periods is justified and would be in the Debtors' best interests and the best interests of their estates, creditors, and other parties-in-interest.

NOTICE

28. Notice of this Motion has been given, in accordance with the Bankruptcy Rules and the Local Rules, via first-class United States mail, e-mail, facsimile and/or hand delivery, as appropriate, to the United States Trustee, counsel to the Committee, counsel to the Debtors' pre- and post-petition secured lenders, counsel to the holders of the Debtors' subordinated notes, the Debtors' equity sponsor, and all parties that have requested service of notice in these cases pursuant to Bankruptcy Rule 2002. Due to the nature of the relief requested, the Debtors submit that no other or further notice need be given.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit A, (i) extending the Exclusive Periods by an additional 90 days through and including March 11, 2012, and May 8, 2012, without prejudice to further extensions, and (ii) granting such other and further relief as is just and proper under the circumstances.

Dated: December 2, 2011
Wilmington, Delaware

Respectfully submitted,



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-and-

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*Attorneys for the Debtors and
Debtors-in-Possession*

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

In re:	)	Chapter 11
)	
CB HOLDING CORP., <u>et al.</u> , ¹	)	Case No. 10-13683 (MFW)
)	
Debtors.	)	Jointly Administered
)	
	)	Obj. Deadline: December 14, 2011 at 4:00 p.m. (EST)
	)	Hearing Date: December 21, 2011 at 10:30 a.m. (EST)

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that on December 2, 2011, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed the **Debtors’ Fourth Motion for Order Further Extending Exclusive Periods During Which Debtors May File and Solicit**

¹ The other Debtors, and the last four digits of each of their tax identification numbers, are: 1820 Central Park Avenue Restaurant Corp. (5151); Bugaboo Creek Acquisition, LLC (4629); Bugaboo Creek Holdings, Inc. (0966); Bugaboo Creek of Seekonk, Inc. (1669); CB Holding Corp. (8640); CB VII, Inc. (9120); CB VIII, Inc. (1468); Charlie Brown North (6721); Charlie Brown’s Acquisition Corp. (8367); Charlie Brown’s at Clifton, Inc. (7309); Charlie Brown’s Mark Corp. (3569); Charlie Brown’s Montclair, Inc. (4223); Charlie Brown’s 1981, Inc. (7781); Charlie Brown’s of Allentown, L.L.C. (8420); Charlie Brown’s of Alpha, Inc. (9083); Charlie Brown’s of Berwyn, LLC (3347); Charlie Brown’s of Blackwood, L.L.C. (5698); Charlie Brown’s of Bloomsburg, LLC (3326); Charlie Brown’s of Brielle, Inc. (8115); Charlie Brown’s of Carlstadt, Inc. (6936); Charlie Brown’s of Chatham, Inc. (2452); Charlie Brown’s of Commack LLC (4851); Charlie Brown’s of Denville, Inc. (1422); Charlie Brown’s of East Windsor, LLC (2747); Charlie Brown’s of Edison, Inc. (8519); Charlie Brown’s of Egg Harbor Twp, LLC (none); Charlie Brown’s of Franklin, LLC (5232); Charlie Brown’s of Garden City, LLC (7440); Charlie Brown’s of Hackettstown, L.L.C. (7493); Charlie Brown’s of Harrisburg, LLC (1085); Charlie Brown’s of Hillsborough, Inc. (0344); Charlie Brown’s of Holtsville, LLC (0138); Charlie Brown’s of Jackson, LLC (3478); Charlie Brown’s of Lacey, L.L.C. (6282); Charlie Brown’s of Lakewood, Inc. (0156); Charlie Brown’s of Langhorne, LLC (3392); Charlie Brown’s of Lynbrook LLC (2772); Charlie Brown’s of Maple Shade, Inc. (0404); Charlie Brown’s of Matawan, Inc. (8337); Charlie Brown’s of Middletown LLC (7565); Charlie Brown’s of Oradell, Inc. (0348); Charlie Brown’s of Pennsylvania, Inc. (6918); Charlie Brown’s of Piscataway, LLC (8285); Charlie Brown’s of Reading, LLC (1214); Charlie Brown’s of Scranton, LLC (9817); Charlie Brown’s of Selinsgrove, LLC (6492); Charlie Brown’s of Springfield, LLC (9892); Charlie Brown’s of Staten Island, LLC (1936); Charlie Brown’s of Tinton Falls, Inc. (6981); Charlie Brown’s of Toms River, LLC (5492); Charlie Brown’s of Union Township, Inc. (8910); Charlie Brown’s of Trexlertown, LLC (6582); Charlie Brown’s of Wayne, Inc. (4757); Charlie Brown’s of West Windsor, Inc. (0159); Charlie Brown’s of Williamsport LLC (8218); Charlie Brown’s of Woodbury, Inc. (0601); Charlie Brown’s of York, LLC (0980); Charlie Brown’s of Yorktown, LLC (7855); Charlie Brown’s Restaurant Corp. (7782); Charlie Brown’s Steakhouse Fishkill, Inc. (9139); Charlie Brown’s Steakhouse Woodbridge, Inc. (1906); Charlie Brown’s, Inc. (4776); Jonathan Seagull Property Corp. (7248); Jonathan Seagull, Inc. (9160); The Office at Bridgewater, Inc. (3132); The Office at Cranford, Inc. (3131); The Office at Keyport, Inc. (1507); The Office at Montclair, Inc. (3128); The Office at Morristown, Inc. (3127); The Office at Ridgewood, Inc. (2949); The Office at Summit, Inc. (3126); and What’s Your Beef V, Inc. (4719). The Debtors’ address is 1450 Route 22 West, Mountainside, NJ 07092.

Acceptances of Chapter 11 Plan (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned attorneys for the Debtors on or before **December 14, 2011 at 4:00 p.m. (Eastern Standard Time)**.

PLEASE TAKE FURTHER NOTICE that a hearing with respect to the Motion will be held on **December 21, 2011 at 10:30 a.m. (Eastern Standard Time)** before The Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware at the Court, 824 Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801.

IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 2, 2011
Wilmington, Delaware

Respectfully submitted,



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*Attorneys for the Debtors and
Debtors-in-Possession*

EXHIBIT A

Proposed Order

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

In re:	)	Chapter 11
)	
CB HOLDING CORP., <u>et al.</u> , ¹	)	Case No. 10-13683 (MFW)
)	
Debtors.	)	Jointly Administered
)	
	)	Re: Docket No. _____

**ORDER FURTHER EXTENDING EXCLUSIVE PERIODS DURING WHICH
DEBTORS MAY FILE AND SOLICIT ACCEPTANCES OF CHAPTER 11 PLAN**

Upon consideration of the Motion² of the Debtors for entry of an order, pursuant to Bankruptcy Code § 1121(d), further extending the Exclusive Periods within which only the Debtors may file and solicit acceptances of a Chapter 11 plan; and the Court finding that (i) the

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² Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), and (iii) notice of the Motion was sufficient under the circumstances and that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein in accordance with Bankruptcy Code § 1121(d); and the Court having twice prior extended the Exclusive Periods for cause; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, and creditors; and after due deliberation;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Pursuant to Bankruptcy Code § 1121(d), the Debtors' exclusive right to file a Chapter 11 plan in these Chapter 11 cases shall be extended through and including March 11, 2012.
3. Pursuant to Bankruptcy Code § 1121(d), the Debtors' exclusive right to solicit votes to accept a proposed Chapter 11 plan shall be extended through and including May 8, 2012.
4. The extension of the Exclusive Periods set forth herein shall be without prejudice to the Debtors' right to request further such extensions.
5. The Debtors are authorized and empowered to take all actions necessary to effectuate and implement the relief granted in this Order.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: December ___, 2011
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE