

**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 Nos. 946 & 1151

**ORDER (I) APPROVING DISCLOSURE STATEMENT, (II)
SCHEDULING HEARING TO CONSIDER PLAN CONFIRMATION,
(III) ESTABLISHING DEADLINE FOR OBJECTING TO PLAN, (IV) APPROVING
FORM OF BALLOTS AND OTHER SOLICITATION FORMS, (V) APPROVING VOTING
DEADLINE, SOLICITATION PROCEDURES, AND TABULATION PROCEDURES, AND
(VI) APPROVING FORM AND MANNER OF RELATED NOTICES**

Upon the motion (the "Motion")² of the Debtors for an order (i) approving the

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. (3131); The Office at Keyport, Inc. (1507); The Office at Bridgewater, Inc. (3132); The Office at Cranford, Inc. (3128); The Office at Montclair, Inc. (3128); The Office at Summit, Inc. (3126); 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.

Disclosure Statement (as the same has been amended, supplemented, or modified from time to time) submitted in support of the Debtors' *Modified First Amended Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code*, dated January 4, 2012 (as the same may be amended, supplemented, or modified from time to time, the "Plan") (ECF No. 1157), (ii) scheduling the Confirmation Hearing, (iii) establishing the deadline for objecting to the Plan, (iv) approving the form of Ballots and the other solicitation forms, (v) approving the Voting Deadline, the Tabulation Procedures, and the Solicitation Procedures, and (vi) approving the form and manner of notices; and upon review of the Disclosure Statement; and the Bankruptcy Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and prior versions of the Plan and the Disclosure Statement having been filed on August 1, 2011 (ECF Nos. 944 and 945, respectively), and December 29, 2011 (ECF No. 1149); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the circumstances, and it appearing that no other or further notice need be provided; and the Bankruptcy Court having found that the Disclosure Statement contains adequate information in accordance with Bankruptcy Code § 1125; and the Bankruptcy Court having determined that all procedures, as described in the Motion are fair and reasonable and will provide good, sufficient, and proper notice to all creditors of the voting and solicitation procedures in these Chapter 11 cases; and the relief requested in the Motion found to be appropriate in the context of these Chapter 11 cases and in the best interests of the Debtors and their respective estates, creditors, and all other parties-in-interest; and upon all of the proceedings

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

had before this Bankruptcy Court, including any hearings held to consider the Motion, and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein. The following dates and deadlines are approved, as set forth in detail below:

Plan Service Deadline:	January <u>13</u> , 2012
Plan Supplement Deadline:	February <u>10</u> , 2012
Voting Deadline:	February <u>14</u> , 2012
Plan Objection Deadline:	February 13 ¹⁷ , 2012
Confirmation Hearing:	February <u>23</u> , 2012

2. Pursuant to Bankruptcy Rule 3017(b), the Disclosure Statement is approved as containing adequate information regarding the Plan, within the meaning of Bankruptcy Code § 1125(a), and to the extent not withdrawn, settled or otherwise resolved, all objections to the Disclosure Statement are overruled.

3. The Confirmation Hearing shall be held before the Honorable Mary F. Walrath, United States Bankruptcy Judge, United States Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801-4908 on **February 23, 2012, at 2:00 p.m. (prevailing Eastern Time)**. The Confirmation Hearing may be adjourned from time to time without further notice to creditors or parties-in-interest other than an announcement of the adjourned date or dates at the Confirmation Hearing or at an adjourned hearing.

4. The Plan Objection Deadline shall be **February ~~13~~¹⁷, 2012 at 4:00 p.m. (prevailing Eastern Time)**.

5. Any Plan Objections, in order to be properly and timely submitted, shall (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) set forth the name of the objector and the nature and amount of claims or interests held or asserted by the objector against the particular Debtor or Debtors, the basis for the objection and the specific grounds therefor, and (iv) be filed with the Bankruptcy Court and served together with proof of service, upon: the Debtors, CB Holding Corp., 1450 Route 22 West, Mountainside, New Jersey 07092, Attn: Gary Lembo, CRO, with a copy to (a) counsel to the Debtors, Cahill Gordon & Reindel LLP, 80 Pine Street, New York, New York 10005, Attn: Joel H. Levitin, Esq., Stephen J. Gordon, Esq., Richard A. Stieglitz Jr., Esq., and Maya Pelég, Esq., and Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn: Mark D. Collins, Esq., Christopher M. Samis, Esq., and Tyler D. Semmelman, Esq.; (b) the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801, Attn: Juliet Sarkessian, Esq.; (c) counsel to the Creditors Committee, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 11th Floor, Los Angeles, California 90067, Attn: Jeffrey N. Pomerantz, Esq., and 919 North Market Street, 17th Floor, Wilmington, Delaware 19899-8705, Attn: Bradford J. Sandler, Esq.; and (d) counsel to the Administrative Agent, Vedder Price P.C., 222 N. LaSalle Street, Suite 2600, Chicago, Illinois 60601, Attn: Douglas J. Lipke, Esq., and Jonathan E. Aberman, Esq., so as to be **ACTUALLY RECEIVED** no later than the Plan Objection Deadline, **February 17, 2012 at 4:00 p.m. (prevailing Eastern Time)**. *Only objections that are timely and properly filed and served, pursuant to the procedures described in the Motion and approved herein shall be considered, and any party that does not file and serve a Plan Objection strictly as prescribed*

in the Motion and herein, shall be barred from objecting to confirmation of the Plan and shall be precluded from being heard at the Confirmation Hearing.

6. The Debtors are hereby authorized to file and serve the Plan Supplement, including the Liquidating Trust Agreement, by no later than February 10, 2012. The deadline to object to the Plan Supplement shall be the Plan Objection Deadline, **February 17, 2012 at 4:00 p.m. (prevailing Eastern Time).**

7. The Voting Record Date for the purposes of determining which creditors are entitled to vote on the Plan and to receive solicitation and other related forms shall be the date of this Order; provided however, that with respect to transfers of Claims filed pursuant to Bankruptcy Rule 3001, the Holder of a Claim as of the Voting Record Date shall be the transferor of such Claim unless the documentation evidencing such transfer was docketed by the Bankruptcy Court at least 21 days before the Voting Record Date, and no timely objection with respect to such transfer was filed by the transferor.

8. The Ballots (including the instructions thereto), substantially in the forms filed with the Court on December 29, 2011 (ECF No. 1150) and available at www.cbhinfo.com (including the instructions thereto), are adequate, address the particular needs of these Cases, and are approved. The Ballot for Holders of Claims in Class 2 is approved, substantially in the form attached hereto as Exhibit 1.

9. The forms (and the related manner of service thereof) of the Notice of Non-Voting Status and the Notice of Deemed Rejection filed with the Court on December 29, 2011 (ECF No. 1150) and available at www.cbhinfo.com (each as may be modified in the Debtors' discretion) are adequate, address the particular needs of these Cases, and are approved.

10. The Solicitation Procedures and the Tabulation Procedures, each as described in the Motion and detailed in the Disclosure Statement, provide for a fair and equitable process for voting on the Plan, consistent with Bankruptcy Code § 1126, and are hereby approved, with any modifications set forth herein (and to the extent of any discrepancies between this Order and the Solicitation Procedures and the Tabulation Procedures set forth in the approved version of the Disclosure Statement, this Order shall govern); provided, however, that the Debtors' rights to modify, amend, and/or supplement the Solicitation Procedures and/or Tabulation Procedures are reserved.

11. The Claims Agent shall be authorized, empowered, and directed to distribute the Solicitation Packages.

12. Notwithstanding anything to the contrary set forth herein, in the Disclosure Statement, or in the Motion, if any of the Solicitation Packages or other notices are returned to the Debtors as undeliverable, the Debtors shall not be obligated to re-serve such notices or Solicitation Packages, unless a forwarding address provided by the U.S. Postal Service appears on the mailing envelope of any returned Solicitation Package.

13. All of the Ballots, either accepting or rejecting the Plan, must be received by the Claims Agent by **February 14, 2012 at 4:00 p.m. (prevailing Eastern Time)** (the "Voting Deadline"), at either of the following addresses:

if by mail:
GCG, Inc.
Attn: CB Holding Corp. Ballot Processing
PO Box 9587
Dublin, OH 43017-4887

if by hand delivery or overnight courier:
GCG, Inc.
Attn: CB Holding Corp. Ballot Processing
5151 Blazer Parkway, Suite A
Dublin, OH 43017

14. Solely for purposes of voting to accept or to reject the Plan, and not for the purpose of distribution on account of any Claim, each Claim in Class 2 or Class 4 that is

not a Disputed Claim or otherwise disallowed for voting purposes shall be temporarily allowed in an amount equal to the liquidated and non-contingent amount of such Claim indicated on a timely and properly-completed proof of claim, filed prior to the applicable deadline for filing claims (or otherwise deemed timely filed by the Bankruptcy Court), or if no proof of claim has been filed, the known unliquidated, undisputed, and non-contingent amount of such claim as listed in the Schedules, and with respect to each Claim in Classes 1, in the amounts provided by the Administrative Agent (as applicable, an "Authorized Voting Amount") and *any Claim for which the Authorized Voting Amount is equal to \$0.00 shall not be counted.*

15. The following procedures shall be utilized in tabulating the specific

Ballots:

- a. any party holding or acquiring multiple Claims within the same Voting Class shall be deemed to be casting a single vote on account of all such Claims in the aggregate amount thereof for purposes of Bankruptcy Code § 1126(c) and shall not be deemed to be casting a separate vote on account of each such Claim, and to the extent that any party entitled to vote on the Plan has filed duplicate Claims (meaning that the purported Claims are in the same amount, with the same classification under the Plan, and asserting the same basis for the Claim) to be voted in a Class, such creditor shall, to the extent practicable and possible, be provided only one Ballot that reflects the vote of only one Claim
- b. any Ballot cast by a Person or Entity that does not hold a Claim in a Voting Class shall not be counted;
- c. all votes must be cast either to accept or to reject the Plan, and votes shall not be split;
- d. to the extent that a creditor has filed a proof of claim that is for an amount that is unliquidated or contingent, the applicable creditor shall be deemed to be voting such claim for the amount equal to \$1.00 for all purposes with respect to the Plan or the Confirmation Hearing;
- e. any Ballot that partially rejects and partially accepts the Plan shall not be counted;

- f. any otherwise properly-completed Ballot that either fails to indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and a rejection of the Plan, shall not be counted;
- g. except as the Debtors may otherwise agree, a Ballot received by facsimile, e-mail, or any other electronic means shall not be counted;
- h. except as the Debtors may otherwise agree, only Ballots properly completed and timely received by the Claims Agent shall be counted;
- i. the Debtors may waive any defect in any Ballot at any time, whether before or after the Voting Deadline; provided, however, that the voting report would list all such waivers;
- j. the Debtors right either to reject any Ballots not in proper form or otherwise to attempt to cure all defective Ballots is reserved;
- k. any Ballot that is illegible or contains insufficient information to permit identification of the claimant shall not be counted;
- l. except as the Debtors may otherwise agree in their absolute discretion, only Ballots bearing an original signature on the line adjacent to the "Signature:" label in the authorization section therein shall be counted; provided, however, that the voting report would list all such Ballots that are not counted;
- m. whenever a claimant casts more than one Ballot voting the same claim(s) prior to the Voting Deadline, only the last properly-completed Ballot received by the Claims Agent on or prior to the Voting Deadline shall be counted; and
- n. if the Debtors have scheduled any Claim on its Schedules and Statements as disputed, for which no proof of claim in a liquidated and non-contingent amount has been filed, the applicable Claimant's vote would not be counted for any purpose with respect to the Plan or the Confirmation Hearing unless and until such claimant obtains an order from the Bankruptcy Court providing otherwise;
- o. if, prior to the Voting Deadline, the Debtors have (i) filed an objection to fully disallow or expunge any Proof of Claim or (ii) scheduled any Claim on its Schedules and Statements as disputed, , for which no Proof of Claim in a liquidated and non-contingent amount has been Filed, the applicable Claimant's vote would not be counted for any purpose with respect to the Plan or the Confirmation Hearing unless and until such claimant obtains an order from the Bankruptcy Court providing otherwise; and
- p. if, prior to the Voting Deadline, the Debtors have filed an objection seeking to disallow or expunge partially any Proof of Claim that has been

filed, the applicable claimant's vote will be counted for all purposes with respect to the Plan or the Confirmation Hearing solely to the extent of the undisputed portion of such claim, unless and until such claimant obtains an order from the Bankruptcy Court providing otherwise..

16. Any voter that has delivered a valid Ballot may withdraw its vote by delivering a written notice of withdrawal to the Claims Agent before the Voting Deadline. To be valid, the notice of withdrawal must be (a) signed by the party that signed the Ballot to be revoked and (b) received by the Claims Agent before the Voting Deadline. The Debtors reserve the right to contest the validity of any such withdrawals.

17. *The disclosures set forth in the Ballots and other solicitation forms concerning the releases, exculpation, and injunctions contained in the Plan are hereby approved as being adequate under the circumstances to provide notice of such requested relief.* Nothing in this Order shall be deemed a ruling regarding the specific releases, exculpation, and injunction provisions of the Plan, which will be considered at the Confirmation Hearing.

18. Notice of the Confirmation Hearing shall be deemed adequate and sufficient if the Confirmation Hearing Notice, which is hereby approved, is served on or prior to January 13, 2012, by first-class United States mail, email, or by hand delivery, as applicable and appropriate, to (a) the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801, Attn: Juliet Sarkessian, Esq.; (b) counsel to the Creditors Committee, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 11th Floor, Los Angeles, California 90067, Attn: Jeffrey N. Pomerantz, Esq., and 919 North Market Street, 17th Floor, Wilmington, Delaware 19899-8705, Attn: Bradford J. Sandler, Esq.; (c) counsel to the Administrative Agent, Vedder Price P.C., 222 N. LaSalle Street, Suite 2600, Chicago, Illinois 60601, Attn: Douglas J. Lipke, Esq., and Jonathan E. Aberman, Esq., (d) the Internal Revenue Services; (e) all relevant taxing

authorities in jurisdictions in which the Debtors operate; (f) all persons or entities that have (prior to service of the Confirmation Hearing Notice) served and filed notices of appearance in these Chapter 11 cases pursuant to Bankruptcy Rule 2002; and (g) all creditors, interest holders, and other parties that have filed proofs of claims or are listed in the creditors database maintained by the Claims Agent, by first-class United States mail, email, or by hand delivery; provided, however, that, notwithstanding anything to the contrary in this Order, the Disclosure Statement, or the Motion, the Debtors are not obligated to service notice of the Confirmation Hearing and/or any other portion of the Solicitation Package on any party for which notice of the hearing to consider approval of the Disclosure Statement was returned as undeliverable without a forwarding address.

19. The Disclosure Statement and the Plan shall be on file with the Clerk of the Bankruptcy Court and may be examined by interested parties at the office of the Clerk at the United States Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801-4908, during regular business hours, or copies may be obtained by visiting the website of the Debtors' claims agent at <http://www.cbhinfo.com/> free of charge or the Bankruptcy Court's website at <http://www.deb.USCOURTS.gov/>, which is a fee-for-service website requiring a PACER-issued password.

20. The Debtors are authorized to make non-substantive and conforming changes to the Plan, the Disclosure Statement, and related solicitation documents and forms prior to solicitation.

21. The Debtors are authorized and empowered to take such steps, incur and pay such costs and expenses, and to do such things as may be reasonably necessary to fulfill the notice and other requirements established by this Order.

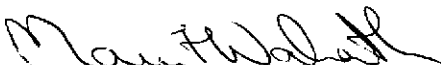
22. The Debtors and the Claims Agent are authorized and empowered to provide all other notices set forth in the Motion, the Plan, and the Disclosure Statement.

23. To the extent it may be necessary, the requirements of Bankruptcy Rule 2002 are waived to the extent they conflict with the type and manner of service of the notice provided for by this Order, which is deemed appropriate and sufficient under the circumstances of these cases.

24. The terms and conditions of this Order shall be immediately enforceable and effective upon its entry.

25. This Bankruptcy Court shall retain jurisdiction with respect to any matters or disputes arising from or related to the Motion or the implementation of this Order.

Dated: Jan. 5, 2012
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Class 2 Ballot

requirements of Bankruptcy Code § 1129(b). Either way, if the Bankruptcy Court confirms the Plan, it will be binding upon you.

This Ballot Does Not Constitute A Claim. This Ballot does not constitute, nor will it be deemed to be, a proof of claim or an amendment to a proof of claim or an assertion of a Claim or a waiver of any bar date or deadline to file a proof of claim.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

IMPORTANT

VOTING DEADLINE: ____:____M (PREVAILING EASTERN TIME) ON _____, 2012.

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT AND THE PLAN. ONLY BALLOTS BEARING ORIGINAL SIGNATURES WILL BE COUNTED. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE OR ELECTRONIC TRANSMISSION.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES FOR VOTING, OR WISH TO RECEIVE A COPY OF THE PLAN, THE DISCLOSURE STATEMENT, THE ORDER APPROVING THE DISCLOSURE STATEMENT, OR RELATED MATERIALS, FREE OF CHARGE, PLEASE CONTACT THE DEBTORS' CLAIMS AGENT, GCG, INC., AT (888) 215-9315 OR VISIT [HTTP://WWW.CBHINFO.COM](http://www.cbhinfo.com). THE CLAIMS AGENT IS NOT AUTHORIZED TO AND WILL NOT PROVIDE LEGAL ADVICE. THE PLAN, THE DISCLOSURE STATEMENT, AND RELATED MATERIALS, ARE ALSO ON FILE WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE AND MAY BE REVIEWED DURING THE BANKRUPTCY COURT'S REGULAR BUSINESS HOURS OR ONLINE, FOR A FEE, AT [HTTP://WWW.DEB.USCOURTS.GOV/](http://www.deb.uscourts.gov/) (REGISTERED USERS) AND AT [HTTP://PACER.PSC.USCOURTS.GOV](http://pacer.psc.uscourts.gov) (UNREGISTERED USERS).

HOW TO VOTE

1. COMPLETE ITEMS 1 AND 2.
2. CAREFULLY REVIEW AND COMPLETE THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. SIGN THE BALLOT.
4. RETURN THE ORIGINAL BALLOT IN THE PRE-ADDRESSED, POSTAGE-PAID ENVELOPE.
5. IF YOU VOTE, YOU MUST VOTE ALL OF YOUR ALLOWED OTHER SECURED CLAIMS *EITHER* TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.

Item 1. Aggregate Total of Other Secured Claims Voted. The undersigned certifies that they hold Other Secured Claims in the aggregate amount of \$ _____ as of _____, 2012:

Item 2. Vote. The undersigned holder of Other Secured Claims in the aggregate amount identified in Item 1 votes as follows (**check one box only - if you do not check a box, or if you check both boxes, your vote will not be counted**):

to Accept the Plan.

to

Reject the Plan

IMPORTANT NOTE: The Plan contains releases and exculpation, including releases of certain non-debtor entities, contained in Article X. As set forth further in Article X of the Plan, any creditor or other non-debtor party that votes to accept the Plan, if the Plan is confirmed, will be deemed to release certain debtor and non-debtor parties including but not limited to (a) the Pre-Petition Lenders and the DIP Facility Lender, solely in their respective capacities as such; (b) the Administrative Agent, solely in its capacity as such; (c) the Creditors Committee and the members thereof, solely in their respective capacities as such; (d) the Second Lien Noteholders; (e) with respect to each of the foregoing Persons, and except as otherwise set forth in the Plan, such Person's predecessors, successors, and assigns, and current and former directors, officers, employees, stockholders, members, subsidiaries, affiliates, principals, agents, advisors, financial advisors, attorneys, accountants, investment bankers, consultants, underwriters, appraisers, representatives, and other professionals, in each case in their respective capacities as such; and (f) any Person claimed to be liable derivatively through any Person referred to in clauses (a), (b), (c), (d), or (e) above.

The injunctions in the Plan include a permanent injunction of the commencement or prosecution by any entity, whether directly, derivatively, or otherwise, of any claims, obligations, suits, judgment, damages, demands, debts, rights, causes of action, or liabilities that are released pursuant to the Plan.

Item 3. Authorization. By returning this Ballot, the Holder of the aggregate amount of Other Secured Claims identified in Item 1 certifies that it (a) has full power and authority to vote to accept or to reject the Plan with respect to Other Secured Claims identified in Item 1 and (b) has received a copy of the Disclosure Statement and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name: _____
 (Print or Type)
 Social Security or Federal Tax I.D. No.: _____
 (Optional)
 Signature: _____
 By: _____
 (If Appropriate)
 Title: _____
 (If Appropriate)
 Street Address: _____
 City, State, Zip Code: _____
 Telephone Number: _____
 Date Completed: _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

*future notice mailings; **AND/OR***

distribution payments.

YOU MUST SUBMIT YOUR BALLOT CORRECTLY IN ORDER TO HAVE YOUR VOTES COUNTED. PLEASE READ THE FOLLOWING TO DETERMINE HOW YOUR BALLOTS SHOULD BE SUBMITTED.

You must return your completed and signed Ballot to the Claims Agent, so that it is actually received by the Claims Agent on or prior to ___:___ M (prevailing Eastern Time) on _____, 2012. The addresses for the Claims Agent are:

if by mail:
GCG, Inc.
Attn: CB Holding Corp. Ballot Processing
PO Box 9587
Dublin, OH 43017-4887

if by hand delivery or overnight courier:
GCG, Inc.
Attn: CB Holding Corp. Ballot Processing
5151 Blazer Parkway, Suite A
Dublin, OH 43017

**YOUR VOTE MUST ACTUALLY BE RECEIVED BY THE CLAIMS AGENT BY ___:___ M
(PREVAILING EASTERN TIME) ON _____, 2012.**