




**SO ORDERED.**

**SIGNED this 12 day of December, 2005.**

  
LEIF M. CLARK  
UNITED STATES BANKRUPTCY JUDGE

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

<b>IN RE:</b>	§	
<b>SI RESTRUCTURING, INC.</b>	§	<b>CASE NO. 04-54504</b>
<b>SR RESTRUCTURING, INC.</b>	§	<b>CASE NO. 04-54506</b>
<b>SRE RESTRUCTURING, INC.</b>	§	<b>CASE NO. 04-54507</b>
<b>SF RESTRUCTURING, LLC</b>	§	<b>CASE NO. 04-54508</b>
<b>SFOPS RESTRUCTURING, LLC</b>	§	<b>CASE NO. 04-54509</b>
<b>SBPROD RESTRUCTURING, LLC</b>	§	<b>CASE NO. 04-54510</b>
<b>DFW RESTAURANT TRANSFER CORP.</b>	§	<b>CASE NO. 04-54511</b>
<b>56<sup>TH</sup> AND 6<sup>TH</sup>, INC.</b>	§	<b>CASE NO. 04-54512</b>
<b>RAD ACQUISITION CORP.</b>	§	<b>CASE NO. 04-54513</b>
<b>SAN FELIPE, LLC,</b>	§	<b>CASE NO. 04-54514</b>
<b>Debtors.</b>	§	<b>CHAPTER 11</b>
	§	<b>(Jointly Administered under Case No. 04-54504)</b>

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**ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) SETTING HEARING ON CONFIRMATION OF PLAN; (III) APPROVING SOLICITATION AND BALLOTING PROCEDURES; AND (IV) SETTING VARIOUS DEADLINES**

The court conducted a hearing on December 7, 2005 to consider approval of the Disclosure Statement under 11 U.S.C. § 1125 in Support of Joint Plan of Liquidation of SI Restructuring, Inc. and Its Affiliated Debtors, Dated October 11, 2005 (as amended to address comments and objections of parties in interest and presented to the Court, the “Final Disclosure Statement”) filed by SI Restructuring, Inc. (“SI”), SR Restructuring, Inc. (“Restaurants”), SRE Restructuring, Inc. (“Real Estate”), SF Restructuring, LLC (“Franchisor”), SFOPS Restructuring, LLC (“Franchise Operations”), SFPROD Restructuring, LLC (“Brand Products”), DFW Restaurant Transfer Corp. (“DFW”), 56<sup>th</sup> and 6<sup>th</sup>, Inc. (“56<sup>th</sup> and 6<sup>th</sup>”), RAD Acquisition Corp. (“RAD”) and San Felipe, LLC (“San Felipe”) (collectively, the “Debtors”) in support of the Amended Joint Plan of Liquidation of SI Restructuring, Inc. and its Affiliated Debtors dated October 11, 2005 (the “Plan”).<sup>1</sup> All objections to the Disclosure Statement were addressed by amendments to the Disclosure Statement or Plan, resolved by the Debtors’ agreement to make additional changes to the Disclosure Statement or Plan, or not urged by the objecting party. The Court finds that the Final Disclosure Statement contains “adequate information” regarding the Plan in accordance with 11 U.S.C. § 1125(a). Therefore, pursuant to 11 U.S.C. § 1125(b) and Bankruptcy Rule 3017(b), the Disclosure Statement is approved.

This Order approves certain solicitation and balloting procedures with respect to the Plan, and sets forth the deadlines and requirements relating to confirmation as requested by the Plan Proponents, and as provided in the Bankruptcy Code, Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and local rules of this Court .

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<sup>1</sup> Capitalized terms that are not otherwise defined herein shall have the same meaning as such terms are given in the Plan and/or Disclosure Statement.

**1. HEARING TO CONSIDER CONFIRMATION OF PLAN**

The hearing to consider confirmation of the Plan (the “Confirmation Hearing”) shall be commenced on **January 23, 2006 at 9:30 a.m.** in the United States Bankruptcy Court, 615 E. Houston Street, Suite 383, San Antonio, TX. The Confirmation Hearing may be adjourned and continued to a future date by notice given in open court at the Confirmation Hearing.

**2. DEADLINE FOR OBJECTIONS TO CONFIRMATION**

The last day for filing and serving objections to confirmation of the Plan is **January 13, 2006 at 5:00 p.m. Central time.** Objections to confirmation shall be filed with the Court and served on (i) counsel for the Debtors, Haynes and Boone, LLP, 600 Congress Avenue, Suite 1300, Austin, Texas 78701-3285, attn: Sarah Foster; (ii) counsel for the Official Committee of Unsecured Creditors (the “Committee”), Winstead Sechrest & Minick, 401 Congress Avenue, Suite 2100, Austin, Texas 78701, attn: Berry Spears; and (iii) the United States Trustee, 615 E. Houston Street, Suite 533, San Antonio, Texas 78205, attn: Kevin Epstein. **Any objections to confirmation must be served so that they will be received by the parties identified above by the January 13, 2006 deadline.**

**3. DEADLINE FOR FILING BALLOTS ACCEPTING OR REJECTING PLAN**

The last day for filing a ballot accepting or rejecting the Plan (the “Voting Deadline”) is **January 13, 2006 at 5:00 p.m. Central time.** All parties entitled to vote should receive a ballot from the Plan Proponent by mail pursuant to paragraph 6(A) of this order.

**4. DEADLINE FOR EXCHANGING EXHIBITS PRIOR TO CONFIRMATION HEARING**

The last day for the Debtors and parties objecting to confirmation of the Plan to exchange exhibits for the Confirmation Hearing shall be January 19, 2006.

## **5. DEBTORS' OBLIGATIONS**

(A) On or before December 19, 2005, the Debtors shall serve a Solicitation Package (as that term is defined below) on all scheduled creditors entitled to vote on the Plan, all creditors entitled to vote that have a filed a proof of claim, whether scheduled or not, all parties in interest who have filed a special notice requesting a copy of the Disclosure Statement or Plan, and all other parties in interest, as required by the Bankruptcy Rules (including those entities as described in Bankruptcy Rule 3017(f)).

(B) On or before 5:00 p.m. on January 19, 2006, the Debtors shall make available upon request a copy of the ballot summary to any party objecting to the confirmation of the Plan pursuant to Local Rule 3018(b). At the Confirmation Hearing, the original ballot summary and one copy will be submitted to the Court for filing in accordance with Local Rule 3018(b).

## **6. SOLICITATION PROCEDURES**

Solicitation Package. Pursuant to Bankruptcy Rule 3017(d), the Debtors are hereby authorized to distribute the following materials (the "Solicitation Package") to all parties set forth in paragraph 6(A) above on or before December 19, 2005 (the "Solicitation Mailing Date"), subject to the limitations contained herein, by United States mail, first-class postage prepaid, or by hand or by overnight courier:

- (i) a copy of the Notice of Confirmation Hearing and Related Deadlines in the form of Exhibit A to this Order;
- (ii) the Disclosure Statement;
- (iii) the Plan;
- (iv) solicitation letter, if any, from the Committee; and
- (v) to the extent applicable, a ballot, in substantially the form attached to this Order as Exhibit B to this Order.

Plan Supplement. The Debtors will file the Plan Supplement (as defined in the Plan) with the Court on or before ten (10) days before the Voting Deadline (the “Supplement Filing Date”). After the Supplement Filing Date, copies of exhibits to the Plan Supplement will be available for printing at [www.haynesboone.com/schlotzskys](http://www.haynesboone.com/schlotzskys) or by written request to Dian Gwinnup, 901 Main Street, Suite 3100, Dallas, Texas 75202-3789.

Alternative Disclosure to Equity Holders and Interest holders Who Are Deemed to Reject the Plan. Pursuant to 11 U.S.C. § 1126(g), classes that do not retain or receive any property under a plan of reorganization are deemed to reject the plan. Under the Plan, the holders of all Equity Interests, including Interests in Old Schlotzsky’s Common Stock and Old Warrants and Stock Options (collectively, the “Equity Holders”), do not retain or receive any property under the Plan, and are deemed to reject it. The Debtors are not required to send the Solicitation Package to Equity Holders. Instead, the Debtors, however, are authorized and directed to send the Equity Holders a notice, substantially in the form of Exhibit B attached to this Order (the “Notice to Shareholders”), informing such holders (i) of their treatment under the Plan, (ii) that they are not entitled to vote on the Plan and are deemed to have voted to reject the Plan, (iii) of their right to object to confirmation of the Plan and the deadline for filing an objection, and (iv) of the date and time of the Confirmation Hearing. Such notice shall constitute compliance with the requirements of Bankruptcy Rule 3017(d) with respect to the holders of Equity Interests.

Availability of Plan, Disclosure Statement, and Plan Supplement. The Debtor shall make copies of the Plan and Disclosure Statements and, after the Supplement Filing Date, the Plan Supplement, publicly available at [www.haynesboone.com/schlotzskys](http://www.haynesboone.com/schlotzskys). In addition, copies of the Plan, Disclosure Statement and Plan Supplement may also be obtained, at the requesting

parties' expense, upon written request, from the Debtors' bankruptcy counsel, Haynes and Boone, LLP, 901 Main Street, Suite 3100, Dallas, Texas, 75202-3789, Attn: Dian Gwinnup.

## **7. BALLOTING PROCEDURES AND TABULATION**

The Court hereby approves the form of ballot attached hereto as Exhibit C, and authorizes the Debtors to use such ballot, or a ballot in substantially the same form and containing substantially similar content, for soliciting votes of creditors entitled to vote on the Plan. The Court hereby also approves the following ballot tabulation procedures:

- (a) If no Proof of Claim has been timely filed, the voted amount of a Claim shall be equal to the amount listed for the particular Claim in the Schedules of Assets and Liabilities, as and if amended, to the extent such Claim is not listed as contingent, unliquidated, or disputed, and the Claim shall be placed in the appropriate Class, based on the Debtors' records, and consistent with the Schedules of Assets and Liabilities and the Claims registry of the Clerk of the Bankruptcy Court (the "Clerk");
- (b) If a Proof of Claim has been timely filed, and has not been objected to before the expiration of the Voting Deadline, the voted amount of that Claim shall be as specified in the Proof of Claim filed with the Clerk;
- (c) Subject to subparagraph (d) below, a Claim that is the subject of an objection filed before the Voting Deadline shall be disallowed for voting purposes, except to the extent and in the manner that the Debtors indicate in their objection that the Claim should be allowed for voting or other purposes;
- (d) If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, the voted amount and classification shall be that set by the Bankruptcy Court;
- (e) If a Claimholder or its authorized representative did not use the Ballot or Master Ballot form, as applicable, provided by the Debtors; the Official Ballot Form authorized under the Federal Rules of Bankruptcy Procedure; or a substantially similar form of ballot, such Ballot will not be counted;
- (f) If the Ballot is not received by Debtors on or before the Voting Deadline at the place fixed by the Bankruptcy Court, the Ballot will not be counted;
- (g) If the Ballot is not signed by the Claimholder or its authorized representative, the Ballot will not be counted;

(h) If the individual or institution casting the Ballot (whether directly or as a representative) was not the holder of a Claim on the Voting Record Date (as that term is defined below), the Ballot will not be counted;

(i) If the Claimholder or its authorized representative did not check one of the boxes indicating acceptance or rejection of the Plan, or checked both such boxes, the Ballot will not be counted;

(j) Whenever a Claimholder (or its authorized representative) submits more than one Ballot voting the same Claim(s) before the applicable deadline for submission of Ballots, except as otherwise directed by the Bankruptcy Court after notice and a hearing, the last such Ballot shall be deemed to reflect the voter's intent and shall supersede any prior Ballots.

Changes to Ballots. Any Claimholder (or its authorized representative) who has previously submitted a properly completed Ballot to counsel for Debtors before the Voting Deadline may revoke such Ballot and change its vote by submitting to counsel for Debtors before the Voting Deadline a subsequent, properly completed Ballot for acceptance or rejection of the Plan.

Execution of Ballots by Representatives. If a Ballot is signed 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 signing and, at the Debtors' request, must submit proper evidence satisfactory to the Debtors of their authority to so act.

Waivers of Defects and Other Irregularities Regarding Ballots. Unless otherwise directed or ordered 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 may 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 may also 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 this Court) determines. 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 the original of such ballots with the original of the ballot summary at the Confirmation 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.

Withdrawal of Votes. Except as otherwise directed by the Court after notice and a hearing, any holder of a Claim (or its authorized representative) in an Impaired Class who has delivered a valid ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by delivering a written notice of withdrawal to Debtors' counsel at any time before the Voting Deadline. In order to be valid, a notice of withdrawal must:

- (i) contain the description of the Claims to which it relates and the aggregate principal amount or number of shares represented by such Claims;
- (ii) be signed by the Claimholder (or its authorized representative) in the same manner as the ballot; and
- (iii) be received by Debtors' counsel in a timely manner at the address specified in the Ballot Instructions for the submission of ballots.

The Debtors may contest the validity of any such withdrawals of ballots. Unless otherwise directed by the Court, a purported notice of withdrawal of ballots that is not received in a timely manner by Debtors' counsel will not be effective to withdraw a previously furnished ballot. If a

holder of a claim submits a valid notice of withdrawal prior to the Voting Deadline, such holder may submit a new ballot, and such ballot will be counted so long as it is received prior to the Voting Deadline and is otherwise submitted in accordance with this Order.

## **8. GENERAL PROVISIONS**

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.

Objections to confirmation of the Plan not timely filed and served in the manner set forth in this Order shall not be considered by the Court and shall be overruled.

The Debtors are authorized to make nonsubstantive changes to the Plan, Disclosure Statement, Ballot, Notice to Shareholders and Confirmation Hearing Notice, with consent from the Committee, without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Plan, Disclosure Statement and any other materials contained in the Solicitation Package prior to their distribution.

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# **EXHIBIT “A”**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

<b>IN RE:</b>	§	
	§	
<b>SI RESTRUCTURING, INC., <u>et al.</u></b>	§	<b>CHAPTER 11</b>
	§	
<b>Debtors.</b>	§	<b>Case No. 04-54504 (lmc)</b>
	§	<b>Jointly Administered</b>

**NOTICE OF CONFIRMATION HEARING, DEADLINE FOR SUBMITTING BALLOTS AND  
DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION**

By Order dated December \_\_\_, 2005, the Honorable Leif Clark approved the Final Disclosure Statement under 11 U.S.C. §1125 in Support of Amended Joint Plan of Liquidation of SI Restructuring, Inc. and its Affiliated Debtors (the “Final Disclosure Statement”) and established certain deadlines related to voting on confirmation of the Amended Joint Plan of Liquidation of SI Restructuring, Inc. and its Affiliated Debtors (the “Plan”). Enclosed in this packet is the Final Disclosure Statement to which the Plan is attached as an Exhibit.

**CONFIRMATION HEARING DATE**

**The hearing to consider confirmation of the Plan (the “Confirmation Hearing”) shall be commenced on January 23, 2006 at 9:30 a.m.** in the United States Bankruptcy Court, 615 E. Houston Street, Suite 338, San Antonio, TX. The Confirmation Hearing may be adjourned and continued to a future date by notice given in open court at the Confirmation Hearing.

**DEADLINE FOR OBJECTIONS TO CONFIRMATION**

**The last day for filing and serving objections to confirmation of the Plan is January 13, 2006 at 5:00 p.m. Central time.** Objections to confirmation shall be filed with the Court and served on (i) counsel for the Debtors, Haynes and Boone, LLP, 600 Congress Avenue, Suite 1300, Austin, Texas 78701-3285, attn: Sarah Foster; (ii) counsel for the Official Committee of Unsecured Creditors (the “Committee”), Winstead Sechrest & Minick, 401 Congress Avenue, Suite 2100, Austin, Texas 78701, attn: Berry Spears; and (iii) the United States Trustee, 615 E. Houston Street, Suite 533, San Antonio, Texas 78205, attn: Kevin Epstein. **Any objections to confirmation must be served so that they will be received by the parties identified above by the January 13, 2006 deadline.**

**DEADLINE FOR FILING BALLOTS ACCEPTING OR REJECTING PLAN**

**The last day for filing a ballot accepting or rejecting the Plan (the “Voting Deadline”) is January 23, 2006 at 5:00 p.m. Central time.** All parties entitled to vote should receive a ballot from the Plan Proponent by mail pursuant to paragraph 6(A) of this order.

Questions regarding confirmation of the Plan and voting procedures may be directed to Autumn Smith at 214-651-5000.

# **EXHIBIT “B”**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

<b>IN RE:</b>	§	
	§	
<b>SI RESTRUCTURING, INC., <u>et al.</u></b>	§	<b>CHAPTER 11</b>
	§	
<b>Debtors.</b>	§	<b>Case No. 04-54504 (lmc)</b>
	§	<b>Jointly Administered</b>

**NOTICE TO SHAREHOLDERS OF SI RESTRUCTURING, INC. (FORMERLY  
KNOWN AS SCHLOTZSKY'S, INC.) REGARDING AMENDED JOINT PLAN OF  
LIQUIDATION OF SI RESTRUCTURING, INC. AND ITS AFFILIATED DEBTORS**

On December \_\_\_, 2005, the Bankruptcy Court approved the Final Disclosure Statement Under 11 U.S.C. §1125 in Support of Amended Joint Plan of Liquidation of SI Restructuring, Inc. and its Affiliated Debtors. As a result, SI Restructuring, Inc. ("SI") was authorized to solicit acceptances of its Amended Joint Plan of Liquidation (the "Plan"). Shareholders are not being asked to vote on the Plan. Shareholders are deemed to have rejected the Plan because they will not receive any money or consideration under the Plan. A copy of the Plan and the Disclosure Statement which describes the Plan and provides information related to likely distributions under the Plan may be reviewed at [www.haynesboone.com/schlotzskys](http://www.haynesboone.com/schlotzskys) or may be requested in writing from Dian Gwinnup, Haynes and Boone, LLP, 901 Main St., Suite 3100, Dallas, TX. 75202-3789.

Although shareholders are not entitled to vote on the Plan, shareholders are entitled to object to confirmation of the Plan and to participate in the hearing on confirmation of the Plan.

**The hearing to consider confirmation of the Plan is scheduled for January 23, 2006 at 9:30 a.m.**, prevailing Central Time, before the Honorable Leif Clark, United States Bankruptcy Court for the Western District of Texas, Room 383, 615 Houston St., San Antonio, TX.

**The last day for filing and serving objections to confirmation of the Plan is January 13, 2006.** Copies of any objections must be filed with (1) the U.S. Bankruptcy Court, 615 E. Houston St. Room, P.O. Box 1439, San Antonio, Texas 78295-1439 and served on (2) counsel for the Debtors, Haynes and Boone, LLP, Attn. Dian Gwinnup, 901 Main St., Suite 3100, Dallas, Texas 75202-3789, (3) counsel for the Creditors' Committee, Winstead Sechrest & Minick, Attn. Lois Howard, 401 Congress Ave., Suite 2100, Austin, TX 78701-3619 and (iv) United States Trustee, 615 E. Houston St., Suite 533, San Antonio, TX 78205, Attn. Kevin Epstein so as to be **received** by the deadline.

During the bankruptcy case, SI sold substantially all of its assets to the Bobby Cox Companies. You should have received notice of that sale. Additionally, SI and its affiliates sold certain undeveloped real estate to various parties. The proceeds of these sales were used largely to pay the claims of creditors with liens on the assets sold. Portions of the proceeds were also used to pay the post-petition operational costs of the Debtors and the costs of the bankruptcy. Very little

money is left to pay creditor claims. There are a few remaining assets in the estates, including litigation claims, that are hoped to generate sufficient funds so that there will be some distribution to unsecured creditors, although it is possible that there will be no distribution to unsecured creditors other than those who have claims entitled by law to a higher priority of payment than general unsecured claims. Shareholders are not entitled to payment in a bankruptcy case unless all unsecured and secured creditors are paid in full. Since all creditor claims will not be paid in full, you, as a shareholder, are not entitled to receive a distribution.

Any questions regarding this notice should be directed to one of the following attorneys with Haynes and Boone, LLP:

Frances Smith, telephone no. 214.651.5995  
Autumn Smith, telephone no. 214.651.5135

**NOTICE: IF YOU HOLD EQUITY SECURITIES OF SI RESTRUCTURING, INC. (FORMERLY KNOWN AS SCHLOTZSKY'S, INC. ) AS NOMINEE OR RECORD HOLDER FOR THE BENEFIT OF ANOTHER PARTY, YOU SHOULD DELIVER A COPY OF THIS NOTICE TO ALL BENEFICIAL HOLDERS OF SUCH EQUITY SECURITIES REGISTERED UNDER YOUR NAME.**

# **EXHIBIT “C”**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION

IN RE: §  
§  
SI RESTRUCTURING, INC. § Chapter 11  
SR RESTRUCTURING, INC. §  
SRE RESTRUCTURING, INC. § CASE NO. 04-54504  
SF RESTRUCTURING, LLC §  
SFOPS RESTRUCTURING, LLC § Jointly Administered  
SBPROD RESTRUCTURING, LLC §  
DFW RESTAURANT TRANSFER CORP. §  
56<sup>TH</sup> AND 6<sup>TH</sup>, INC. §  
RAD ACQUISITION CORP. §  
SAN FELIPE, LLC, §  
Debtors. §

BALLOT FOR ACCEPTING OR REJECTING AMENDED JOINT PLAN OF LIQUIDATION SI  
RESTRUCTURING, INC. AND ITS AFFILIATED DEBTORS DATED OCTOBER 11, 2005

**This Ballot is intended for Claimants who hold Secured Claims (Class 1 Claims) and General Unsecured Claims (Class 3 Claims). The holders of all other Allowed Claims will be treated in accordance with the requirements in the Bankruptcy Code and therefore, are not required to vote.**

**Instructions:**

The Amended Joint Plan of Liquidation SI Restructuring, Inc. and Its Affiliated Debtors dated October 11, 2005 (the "Plan") has been proposed by the Debtors in consultation with the Creditors' Committee. The Plan is attached to, and summarized in, the Final Disclosure Statement under 11 U.S.C. §1125 In Support of Joint Plan of Liquidation of SI Restructuring, Inc. and Its Affiliated Debtors (the "Disclosure Statement") which was approved by the United States Bankruptcy Court and is enclosed in the Solicitation Package provided to you. Ballots are being transmitted to impaired creditors so that they may vote to accept or reject the Plan. Such impaired creditors are urged to read the Plan and Disclosure Statement prior to completing the ballot.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each impaired class voting on the Plan. In the event the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if the Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b).

To have your vote count, you must fully complete and return this ballot in the reply envelope enclosed for this purpose, or, alternatively, your fully executed ballot must be returned, either by United States mail, delivery, or facsimile to:

Haynes and Boone, LLP (Attn: Ms. Dian Gwinnup)  
901 Main Street, Suite 3100  
Dallas, Texas 75202  
Telephone (214) 651-5000, Telecopy (214) 651-5940

**ALL BALLOTS MUST BE ACTUALLY RECEIVED ON OR BEFORE 5:00 P.M., CENTRAL STANDARD TIME ON JANUARY 13, 2006 TO BE COUNTED.** Creditors must vote all of their claims within any Class either for acceptance or rejection of the Plan.

Any questions regarding the procedures for voting should be addressed to Haynes and Boone, LLP Inc. (Attn: Ms. Autumn Smith), 901 Main Street, Suite 3100, Dallas, Texas 75202, Telephone (214) 651-5000, Telecopy (214) 651-5940.

THIS BALLOT IS FOR VOTING PURPOSES ONLY AND DOES NOT CONSTITUTE AND SHALL NOT BE DEEMED A PROOF OF CLAIM OR AN ADMISSION BY THE DEBTOR OF THE VALIDITY OF A CLAIM.

**VOTE OF A CREDITOR HOLDING A CLAIM IN CLASS 1 (SECURED CLAIM)**

The undersigned, a creditor of the above-named Debtor whose claim of \$ \_\_\_\_\_ is asserted under Class 1 of the Plan, hereby votes to:

ACCEPT

REJECT

the Plan.

Dated:  
Print or type name of Claimant:

Signed: \_\_\_\_\_  
Name of signing party:  
Title (if appropriate):  
Address of Claimant:  
Serial ##, acct ##  
or other identification \_\_\_\_\_

**VOTE OF CREDITOR HOLDING A CLAIM IN CLASS 3 (GENERAL UNSECURED CLAIMS)**

The undersigned, a creditor of the above-named Debtor whose claim of \$ \_\_\_\_\_ is asserted under Class 3 of the Plan, hereby votes:

ACCEPT

REJECT

the Plan.

Dated:  
Print or type name of Claimant:

Signed: \_\_\_\_\_  
Name of signatory:  
Title (if appropriate):  
Address of Claimant:  
Serial ##, acct ##  
or other identification \_\_\_\_\_