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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Case No. 07-33849
)	Jointly Administered
MOVIE GALLERY, INC., et al., ¹)	Chapter 11
)	Hon. Douglas O. Tice, Jr.
Debtors.)	
)	

**ORDER APPROVING THE DEBTORS' DISCLOSURE STATEMENT
AND RELIEF RELATED THERETO**

Upon the motion (the "Motion")² of the above-captioned debtors (collectively, the "Debtors") for the entry of an order (the "Order") approving the Debtors' Disclosure Statement and relief related thereto [Docket No. 1198] and the Notice of Amended Exhibits to the Motion [Docket No. 1408] (as the exhibits thereto will be amended to conform to the Disclosure Statement, the Plan and the Solicitation Procedures, each as defined herein, the "Notice of

¹ The Debtors in these proceedings are: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.



Amended Exhibits”); it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; the Bankruptcy Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; proper notice of the Motion having been provided to all necessary and appropriate parties, including pursuant to the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 88] (the “Case Management Order”) entered by the Bankruptcy Court on October 17, 2007, and no further notice being necessary; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED, ADJUDGED and DECREED** that

1. The Motion is granted in its entirety.
2. The Disclosure Statement to the First Amended Joint Plan of Movie Gallery, Inc. and Its Debtor Subsidiaries Under Chapter 11 of the Bankruptcy Code [Docket No. 1406] (the “Disclosure Statement”) complies with all aspects of section 1125 of the Bankruptcy Code and is hereby approved as containing adequate information (as defined by section 1125(a) of the Bankruptcy Code).
3. The Debtors have provided adequate notice of the time fixed for filing objections and the hearing to consider approval of the Disclosure Statement in accordance with Bankruptcy Rules 2002 and 3017 and Local Bankruptcy Rules 2002-1 and 3017-1(C).
4. The Disclosure Statement, First Amended Joint Plan of Movie Gallery, Inc. and Its Debtor Subsidiaries Under Chapter 11 of the Bankruptcy Code [Docket No. 1404] (the “Plan”) and the Ballots attached to the Notice of Amended Exhibits (the “Ballots”) and Master

Ballots attached to the Notice of Amended Exhibits (the “Master Ballots”) provide Holders of Claims and Equity Interests and other parties in interest with sufficient notice regarding the injunction, exculpation and release provisions contained in the Plan in compliance with Bankruptcy Rule 3016(c).

5. Any objections to approval of the Disclosure Statement that were not withdrawn or resolved at or prior to the hearing to consider approval of the Disclosure Statement are overruled.

6. The close of business on February 5, 2008 shall be the Record Date for determining: (a) the Holders of Claims (including “holders of bonds, debentures, notes and other securities”) that are entitled to receive the Solicitation Package pursuant to the Solicitation Procedures; (b) the Holders of Claims entitled to vote to accept the Plan; and (c) whether Claims have been properly transferred or assigned to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of such Claim; *provided, however*, that this Court may determine a different record date for the Holder of any individual Claim.

7. The Voting Deadline shall be 4:00 p.m. prevailing Pacific Time on March 24, 2008.

8. The Plan Objection Deadline shall be 4:00 p.m. prevailing Eastern Time on March 24, 2008.

9. Any objections to the Plan must be filed by the Plan Objection Deadline and must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim of such Entity; (d) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be

filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is actually received by the notice parties identified in the Confirmation Hearing Notice (attached to the Notice of Amended Exhibits as Exhibit E) no later than the Plan Objection Deadline.

10. The Confirmation Hearing shall commence on April 9, 2008 at 2:00 p.m. prevailing Eastern Time, which hearing may be continued from time to time without further notice other than such adjournment announced in open court or a notice of adjournment filed with the Bankruptcy Court and served on the Core Group, the 2002 List (each as defined in the Case Management Order) and the Entities who have filed objections to the Plan, without further notice to parties in interest.

11. The form of the Solicitation Procedures attached hereto as Exhibit 1 and incorporated by reference herein, are hereby approved in their entirety; provided that the Debtors reserve the right to amend or supplement the Solicitation Procedures to better facilitate the solicitation process.

12. The procedures for distribution of the Solicitation Packages (with the appropriate exhibits, the forms of which are attached to the Notice of Amended Exhibits) set forth in the Motion and the Solicitation Procedures satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, and the Debtors shall distribute or cause to be distributed Solicitation Packages to all Entities entitled to vote to accept or reject the Plan.

13. The Debtors' letter to the Voting Classes, substantially in the form attached to the Notice of Amended Exhibits as Exhibit B, is hereby approved.

14. The Ballots and Master Ballots, substantially in the forms attached to the Notice of Amended Exhibits as Exhibit C and Exhibit D, respectively, are hereby approved.

15. The form of the ballot instructions (the “Ballot Instructions”), substantially in the form attached to the Ballots and Master Ballots on Exhibits C and Exhibit D to the Notice of Amended Exhibits, respectively, are hereby approved.

16. All votes to accept or reject the Plan must be cast by using the appropriate Ballot or Master Ballot.

17. All Ballots and Master Ballots must be properly executed, completed and delivered according to their applicable Ballot Instructions by: (a) first class mail, in the return envelope provided with each Ballot or Master Ballot; (b) overnight courier; or (c) personal delivery, so that the Ballots and Master Ballots are actually received by the Voting and Claims Agent or the Securities Voting Agent, as applicable, no later than the Voting Deadline at the return address set forth in the applicable Ballot or Master Ballot.

18. The form of the Confirmation Hearing Notice, substantially in the form attached to the Notice of Amended Exhibits as Exhibit E, complies with the requirements of Bankruptcy Rules 2002(b), 2002(d) and 3017(d) and is hereby approved.

19. The forms of the Non-Voting Status Notices, substantially in the forms attached to the Notice of Amended Exhibits as Exhibit F-1 and Exhibit F-2, are hereby approved.

20. Ballots and/or Master Ballots and copies of the Plan and Disclosure Statement need not be provided to the Holders of Claims who are in Unimpaired Classes or who are unclassified under the Plan and are, therefore, deemed to accept the Plan.

21. Ballots and/or Master Ballots and copies of the Plan and Disclosure Statement need not be provided to the Holders of Equity Interests who will not receive any distribution and are, therefore, conclusively deemed to reject the Plan.

22. The forms of the Contract and Lease Counterparty Notices to be served with respect to Executory Contracts and Unexpired Leases, except Unexpired Leases of nonresidential real property (as such term is used in section 365 of the Bankruptcy Code), substantially in the forms attached to the Notice of Amended Exhibits as Exhibit G-1 and Exhibit G-2, are hereby approved.

23. The form of the Real Property Lease Notice to be served with regard to Unexpired Leases of nonresidential real property (as such term is used in section 365 of the Bankruptcy Code), substantially in the form attached to the Notice of Amended Exhibits as Exhibit H, is hereby approved.

24. The form of the Disputed Claim Notice, substantially in the form attached to the Notice of Amended Exhibits as Exhibit I, is hereby approved.

25. The Debtors shall be excused from mailing Solicitation Packages to those Entities to whom the Debtors mailed a notice regarding the Disclosure Statement Hearing and received a notice from the United States Postal Service or other carrier that such notice was undeliverable unless such Entity provides the Debtors, through the Voting and Claims Agent, an accurate address not less than ten Business Days prior to the Solicitation Date. If an Entity has changed its mailing address after the Commencement Date, the burden is on such Entity, not the Debtors, to advise the Debtors and the Voting and Claims Agent of the new address.

26. The form of the Disclosure Statement Hearing notice, substantially in the form attached to the Notice of Amended Exhibits as Exhibit J, is hereby approved.

27. The Record Date shall serve as the date for determining the Holders of 11% Senior Notes permitted to participate in the Rights Offering.

28. The Debtors are authorized to combine the Rights Offering solicitation with the solicitation of votes to accept or reject the Plan.

29. The form of the Subscription Form, substantially in the form attached to the Notice of Amended Exhibits as Exhibit K, is hereby approved.

30. To exercise the Subscription Rights, each eligible Holder of 11% Senior Notes must: (a) return a duly completed Subscription Form substantially in the form of Exhibit K attached to the Notice of Amended Exhibits to the Securities Voting Agent so that such form is actually received by the Securities Voting Agent on or before the Rights Offering Expiration Date or, in the case of Securities held through a bank or brokerage firm, arrange for such firm to effect their subscription through DTC so that such form or DTC instruction is actually received by the Securities Voting Agent on or before the Rights Offering Expiration Date; and (b) pay or arrange for payment to the Securities Voting Agent on or before the Rights Offering Expiration Date, or by DTC to the Securities Voting Agent, such Holder's purchase price.

31. Each eligible Holder of 11% Senior Notes intending to participate in the Rights Offering must affirmatively elect to exercise its Subscription Rights on or prior to the Rights Offering Expiration Date.

32. The Debtors are authorized, but not directed, to give notice to any eligible Holder of Subscription Rights regarding any defect or irregularity in connection with any purported exercise of Subscription Rights by such Holder and may permit such defect or irregularity to be cured within such time as they may determine in good faith to be appropriate; provided, that neither the Debtors nor the Securities Voting Agent nor DTC shall have any obligation to provide such notice, nor will they incur any liability for failure to give such notification.

33. The Debtors are authorized to adopt any additional detailed procedures consistent with the provisions of the Rights Offering.

34. The Election Form to facilitate the Cash-Out Election substantially in the form attached to the Notice of Amended Exhibits as Exhibit L (the “Election Form”), is hereby approved.

35. The Debtors shall deliver Election Forms to Nominees holding 9.625% Senior Subordinated Notes as of the Record Date; provided, however, any Holder may make the Cash-Out Election prior to the expiration of the Voting Deadline even if such Holder of 9.625% Senior Subordinated Notes was not a Record Date Holder.

36. The Debtors are authorized to include among the Solicitation Documents a letter from the Committee in substantially the form tendered to the Court at the hearing on February 5, 2008.

37. The Debtors are authorized, in their discretion, to amend or supplement the Solicitation Documents to include under certain circumstances an option to opt out of release provisions contained in the Plan.

38. The terms of this Order shall be binding upon the Debtors, all Holders of Claims and Equity Interests and any trustees appointed under chapter 7 or chapter 11 of the Bankruptcy Code relating to the Debtors and all other parties in interest.

39. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

40. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

42. The Bankruptcy Court shall retain jurisdiction, even after the closing of the Chapter 11 Cases, with respect to all matters arising from or related to the implementation of this Order.

United States Bankruptcy Judge

We ask for this:

/s/ Anup Sathy

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LOCAL RULE 9022-1(C)(2) CERTIFICATION

The undersigned hereby certifies that the foregoing proposed Order has been served upon all necessary parties, which necessary parties consist of the creditors and parties in interest constituting the Core Group and the 2002 List, as such terms are defined in that certain Order Establishing Certain Notice, Case Management and Administrative procedures [Docket No. 88] entered by the Court on October 17, 2007. On December 22, 2007, service of the proposed Order was effected on the aforementioned parties by electronic mail, overnight mail and/or first class mail, postage prepaid (only if electronic mail or overnight mail was unavailable) [Docket No. 1237].

/s/ Peter J. Barrett

EXHIBIT 1
(Solicitation Procedures)

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Case No. 07-33849
)	Jointly Administered
MOVIE GALLERY INC., et al., ¹)	Chapter 11
)	Hon. Douglas O. Tice, Jr.
Debtors.)	
)	

SOLICITATION PROCEDURES

On December 22, 2007, the Debtors filed the Motion of the Debtors for an Order Approving the Debtors' Disclosure Statement and Relief Related Thereto [Docket No. 1198] (the "Motion"). On February 4, 2008, the above-captioned debtors (collectively, the "Debtors") filed (a) the Disclosure Statement to the First Amended Joint Plan of Movie Gallery, Inc. and Its Debtor Subsidiaries Under Chapter 11 of the Bankruptcy Code [Docket No. 1406] (the "Disclosure Statement") and (b) the First Amended Joint Plan of Movie Gallery, Inc. and Its Debtor Subsidiaries Under Chapter 11 of the Bankruptcy Code [Docket No. 1404] (the "Plan").

¹ The Debtors in these proceedings are: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

On February 4, 2008, the Debtors filed the Notice of the Amended Exhibits to the Motion of the Debtors for an Order Approving the Debtors' Disclosure Statement and Relief Related Thereto [Docket No. 1408] (the "Notice of Amended Exhibits"). On the date of the order to which these Solicitation Procedures are attached (the "Disclosure Statement Order Date"), the Bankruptcy Court entered an order approving the Motion and the Solicitation Procedures set forth herein (the "Disclosure Statement Order").²

A. The Record Date

The Bankruptcy Court has approved the close of business on February 5, 2008, as the voting record date (the "Record Date") for purposes of determining, among other things, which Holders of Claims are entitled to vote on the Plan; provided, however, that the Bankruptcy Court may determine a different record date for the Holder of any individual Claim.

B. The Voting Deadline

The Bankruptcy Court has approved March 24, 2008 at 4:00 p.m. prevailing Pacific Time, as the deadline (the "Voting Deadline") for the delivery of Ballots and Master Ballots voting to accept or reject the Plan. To be counted as votes to accept or reject the Plan, all Ballots and Master Ballots, as applicable, must be properly executed, completed and delivered by using the return envelope provided by: (a) first class mail; (b) overnight courier; or (c) personal delivery, so that they are actually received, no later than the Voting Deadline by either the Voting and Claims Agent, Kurtzman Carson Consultants LLC ("KCC"), or, with respect to Claims based on publicly-traded securities (the "Securities"), by the Securities Voting Agent, Financial Balloting Group, LLC ("FBG"). The Ballots and Master Ballots will clearly indicate the appropriate return address (or, in the case of Securities, instructions for the proper return of Master Ballots). Ballots returnable to KCC should be sent to: Movie Gallery Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245. Ballots and Master Ballots returnable to FBG should be sent to: Movie Gallery, Inc., c/o Financial Balloting Group LLC, 757 Third Avenue - Third Floor, New York, New York 10017, Attention: Ballot Processing Center.

C. Solicitation Procedures

1. The Solicitation Package: The following documents and materials constitute the solicitation package (the "Solicitation Package"):

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion or the Disclosure Statement, as applicable. A copy of the Motion, the Disclosure Statement and the Plan can be obtained (i) from the Voting and Claims Agent (a) at its website at www.kccllc.net/moviegallery, (b) by writing to Movie Gallery Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Attention: Ballot Processing Center, (c) by calling (888) 647-1730 or (d) by emailing moviegalleryinfo@kccllc.com or (ii) for a fee via PACER at <http://www.vaeb.uscourts.gov/>.

- a. a cover letter, substantially in the form attached as Exhibit B to the Notice of Amended Exhibits (i) describing the contents of the Solicitation Package and instructions on how paper copies of any materials that may be provided in CD-ROM format can be obtained at no charge; (ii) explaining that the Plan Supplement will be filed on or before five Business Days before the Confirmation Hearing; and (iii) urging the Holders in each of the Voting Classes to vote to accept the Plan;
- b. if applicable, a letter from the Debtors' significant constituents urging the Holders in each of the Voting Classes to vote to accept the Plan;
- c. the Disclosure Statement Order (with these Solicitation Procedures, which shall be Exhibit 1 attached thereto);
- d. an appropriate form of Ballot and/or Master Ballot and Ballot Instructions with respect thereto, if applicable (with a pre-addressed, postage prepaid return envelope);
- e. the Confirmation Hearing Notice;
- f. the approved form of the Disclosure Statement (together with the Plan, which is Exhibit A thereto) in either paper or CD-ROM format; and
- g. such other materials as the Bankruptcy Court may direct.

2. Distribution of the Solicitation Packages: The Solicitation Packages shall be served on the following entities:

- a. Holders of Claims for which Proofs of Claim have been timely-Filed, as reflected on the Claims Register as of the Record Date; provided, however, that subject to section D.2.c hereof, Holders of Claims to which an objection is pending at least 15 days prior to the Confirmation Hearing shall not be entitled to vote unless such Holders become eligible to vote through a Resolution Event in accordance with section D.7 below;
- b. all Entities listed in the Debtors' schedules of assets and liabilities Filed with the Bankruptcy Court (the "Schedules") with the exception of those Claims that are listed in the Schedules as contingent, unliquidated or disputed, or any combination thereof (excluding such Claims listed in the Schedules that have been superseded by a timely-Filed Proof of Claim); provided however, that Holders of Claims that are listed in the Schedules as contingent, unliquidated or disputed, or any combination thereof, for

which the applicable Claims Bar Date has not passed shall receive Solicitation Packages;³

- c. Holders whose Claims arise pursuant to an agreement or settlement with the Debtors, as reflected in a document Filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim has been Filed;
- d. with respect to any Beneficial Holder, to the applicable Nominee, as reflected in the relevant records as of the Record Date;⁴
- e. the Debtors' lessors under Unexpired Leases of nonresidential real property whose leases have not been assumed as of the mailing of the Solicitation Packages;
- f. Holders as of the Record Date of First Lien Claims in Class 3, based upon the records of Goldman Sachs Credit Partners L.P., the administrative agent for such Holders (within three Business Days after receiving written notice from the Debtors of entry of the Disclosure Statement Order, Goldman Sachs Credit Partners L.P. shall provide to KCC a list of such Holders by name, address and First Lien Claim amount, provided that KCC shall maintain the confidentiality of such list and shall not disclose the identity of the Holders unless ordered by the Bankruptcy Court on notice to Goldman Sachs Credit Partners L.P.); and
- g. Holders as of the Record Date of Second Lien Claims in Class 4, based upon the records of Wells Fargo Bank, N.A., the administrative agent for such Holders (within three Business Days after receiving written notice from the Debtors of entry of the Disclosure Statement Order, Wells Fargo Bank, N.A. shall provide to KCC a list of such Holders by name, address and Second Lien Claim amount, provided that KCC shall maintain the

³ Pursuant to Bankruptcy Rule 3003(c)(2), with respect to all Entities that are listed in the Schedules as having a Claim or a portion of a Claim that is contingent, unliquidated or disputed, or any combination thereof, where such Entity did not timely File a Proof of Claim, the Debtors shall not distribute any documents or notices on account of such Claim if the applicable Claims Bar Date to File such Proof of Claim has passed.

⁴ A "Beneficial Holder" is a beneficial owner of Securities in Classes 6 or 7E, whose Claims have not been satisfied prior to the Record Date pursuant to a Bankruptcy Court order or otherwise, as reflected in the records maintained by brokerage firms or banks (collectively, the "Nominees") holding through The Depository Trust Company ("DTC") or other relevant security depository and/or the applicable indenture trustee, as of the Record Date.

confidentiality of such list and shall not disclose the identity of the Holders unless ordered by the Bankruptcy Court on notice to Wells Fargo Bank, N.A.).

The Debtors shall make reasonable efforts to ensure that Holders of more than one Claim in a single Voting Class receive no more than one Solicitation Package on account of such Claims.

3. Distribution of Materials to the Core Group and the 2002 List (as defined in the Case Management Order): The Core Group, the 2002 List as of the Record Date, the Internal Revenue Service and the Securities and Exchange Commission shall be served either paper copies of, or a CD-ROM containing, the Disclosure Statement Order, the Disclosure Statement and all exhibits to the Disclosure Statement, including the Plan. Any Entity that receives a CD-ROM but that desires a paper copy of these documents and any other Entity that desires a CD-ROM or a paper copy of the Solicitation Package (except the Ballots and the Master Ballots) may request the paper copies from the Voting and Claims Agent in accordance with footnote 2 hereof.

4. Publication of Solicitation Notice: The Debtors shall, following the Disclosure Statement Hearing, publish the Solicitation Notice, which shall contain, among other things, the Plan Objection Deadline, the Voting Deadline and the date that the Confirmation Hearing is first scheduled, in the following publications: *USA Today*, the National Edition of *The Wall Street Journal* and *The Washington Post* on a date no less than 15 days prior to the Voting Deadline.

D. Voting and General Tabulation Procedures

1. Who May Vote: Only the following Holders of Claims in Voting Classes are entitled to vote:

- a. Holders of Claims for which Proofs of Claim have been timely-Filed, as reflected on the claims register maintained by the Voting and Claims Agent (the "Claims Register") as of the Record Date; provided, however, that, subject to section D.2.c hereof, Holders of Claims to which an objection is pending at least 15 days prior to the Confirmation Hearing shall not be entitled to vote unless such Holders become eligible to vote through a Resolution Event in accordance with section D.7 below;
- b. Holders of Claims that are listed in the Debtors' Schedules, with the exception of those Claims that are listed in the Schedules as contingent, unliquidated or disputed, or any combination thereof (excluding such Claims listed in the Schedules that have been superseded by a timely-Filed Proof of Claim); provided, however, that Holders of Claims that are listed in the Schedules as contingent, unliquidated or disputed, or any

combination thereof, for which the applicable Claims Bar Date for the Claim of such Holder has not passed may vote;

- c. Holders whose Claims arise pursuant to an agreement or settlement with the Debtors, as reflected in a document Filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim has been Filed;
- d. the Debtors' lessors under Unexpired Leases of nonresidential real property whose leases have not been assumed as of the mailing of the Solicitation Packages;
- e. the applicable Nominee, as reflected in the relevant records as of the Record Date or any Beneficial Holder, provided that its Ballot has been prevalidated by a Nominee, if applicable;
- f. the assignee of any transferred or assigned Claim with respect to such Claim only if the transfer or assignment has been fully effectuated pursuant to the procedures dictated by Bankruptcy Rule 3001(e) if such transfer is reflected on the Claims Register on or before the Record Date;
- g. Holders as of the Record Date of First Lien Claims in Class 3, based upon the records of Goldman Sachs Credit Partners L.P., the administrative agent for such Holders, as provided to KCC pursuant to section C.2.e above; and
- h. Holders as of the Record Date of Second Lien Claims in Class 4, based upon the records of Wells Fargo Bank, N.A., the administrative agent for such Holders, as provided to KCC pursuant to section C.2.f above.

2. Establishing Claim Amounts: In tabulating votes, the following hierarchy will be used to determine the amount of the Claim associated with each vote:

- a. the amount of the Claim settled and/or agreed upon by the Debtors, as reflected in a court pleading, stipulation, agreement or other document Filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court;
- b. the amount of the Claim Allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth herein;
- c. in the case of a lessor of nonresidential real property whose lease has not been assumed or rejected as of the mailing of the Solicitation Packages, if

the applicable Claims Bar Date has not passed, the greater of (i) the amount in a filed Proof of Claim on account of such lease or, in the event such Proof of Claim has been the subject of an objection that has been resolved, the amount of such Proof of Claim as resolved, and (ii) a General Unsecured Claim equal to 6 months' rent plus any prepetition arrearage known by the Debtors to be due and owing to such lessor, subject to (x) the ability of such lessor and the Debtors to reach agreement on an appropriate Claim amount for voting purposes or (y) the lessors or Debtors obtaining Court approval of a Claim amount for voting purposes upon appropriate notice if no such agreement is reached; provided that such Court approval must be received and the Debtors notified thereof at least 5 days prior to the last day for submitting the Voting Report, with such amount and the fact that the amount was determined pursuant to this procedure to be disclosed in the Voting Report; provided, further that such vote may be disregarded by the Debtors if prior to submitting the Voting Report the subject lease actually is assumed;

- d. the amount of the Claim contained in a Proof of Claim that has been timely-Filed by the applicable Claims Bar Date (or deemed timely-Filed by the Bankruptcy Court under applicable law) except for any amounts in such Proofs of Claim asserted on account of any interest accrued after the Commencement Date; provided that Ballots cast by Holders whose Claims are not listed in the Schedules, but that timely File a Proof of Claim in an unliquidated or unknown amount that are not the subject of an objection, will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code; provided further that to the extent the amount of the Claim contained in the Proof of Claim is different from the amount of the Claim set forth in a document Filed with the Bankruptcy Court as referenced in section D.1 herein, the amount of the Claim in the document Filed with the Bankruptcy Court shall supersede the amount of the Claim set forth on the respective Proof of Claim;
- e. the amount of the Claim listed in the Schedules, provided that such Claim is not listed in the Schedules as contingent, unliquidated or disputed, or any combination thereof, and has not been paid; provided further that if the Holder of a contingent, unliquidated or disputed (or any combination thereof) Claim is allowed to vote its Claim because the applicable Claims Bar Date has not passed, then the amount of the Claim listed in the Schedules;
- f. for each Holder of First Lien Claims in Class 3, the amount held by such Holder as shown on the records of Goldman Sachs Credit Partners L.P. as

of the Record Date, as provided to KCC pursuant to section C.2.e above (which amount, together with the amounts held by other Holders of First Lien Claims, shall not exceed the amount of the Proof of Claim filed by Goldman Sachs Credit Partners L.P. on behalf of Holders of First Lien Claims);

- g. for each Holder of Secured Lien Claims in Class 4, the amount held by such Holder as shown on the records of Wells Fargo Bank, N.A. as of the Record Date, as provided to KCC pursuant to section C.2.f above (which amount, together with the amounts held by other Holders of Second Lien Claims, shall not exceed the amount of the Proof of Claim filed by Wells Fargo Bank, N.A. on behalf of Holders of Second Lien Claims); and
- h. in the absence of any of the foregoing, zero.

The amount of the Claim established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Voting and Claims Agent or the Securities Voting Agent, as applicable, are not binding for any purposes, including for purposes of allowance and distribution.

3. General Ballot Tabulation: The following voting procedures and standard assumptions will be used in tabulating Ballots and Master Ballots:

- a. except as otherwise provided herein, unless the Ballot or the Master Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors shall reject such Ballot or Master Ballot as invalid and, therefore, decline to count it in connection with Confirmation;
- b. the Voting and Claims Agent or the Securities Voting Agent, as applicable, will date and time-stamp all Ballots and Master Ballots when received. The Voting and Claims Agent or the Securities Voting Agent, as applicable, shall retain the original Ballots and Master Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court;
- c. an original executed Ballot or Master Ballot is required to be submitted by the Entity submitting such Ballot or Master Ballot. Delivery of a Ballot or Master Ballot to the Voting and Claims Agent or the Securities Voting Agent, as applicable, by facsimile, email or any other electronic means shall not be valid;
- d. the Debtors shall File the Voting Report with the Bankruptcy Court no later than five calendar days prior to the Confirmation Hearing. The Voting Report shall, among other things, delineate every irregular Ballot

and Master Ballot including, without limitation, those Ballots and Master Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking original signatures or lacking necessary information, received via facsimile, email or any other electronic means or are damaged. The Voting Report shall indicate the Debtors' intentions with regard to such irregular Ballots and Master Ballots;

- e. the method of delivery of Ballots or Master Ballots to the Voting and Claims Agent or the Securities Voting Agent, as appropriate, is at the election and risk of each Holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Voting and Claims Agent or the Securities Voting Agent, as appropriate, actually receives the originally executed Ballot or Master Ballot;
- f. no Ballot or Master Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Voting and Claims Agent or the Securities Voting Agent, as applicable), any indenture trustee (unless specifically instructed to do so by the Ballot Instructions) or the Debtors' financial or legal advisors and, if so sent, will not be counted;
- g. if multiple Ballots or Master Ballots are received from the same Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot or Master Ballot timely received will supersede and revoke any earlier received Ballot or Master Ballot;
- h. Beneficial Holders of Public Securities and other Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any such votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted;
- i. a person signing a Ballot or a Master Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested by the applicable Nominee or its agent, the Voting and Claims Agent, the Securities Voting Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder or Beneficial Holder;
- j. the Debtors, subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Ballot or Master Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report;

- k. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots and Master Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- l. unless waived by the Debtors, subject to contrary order of the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots and Master Ballots must be cured prior to the Voting Deadline or such Ballots and Master Ballots will not be counted;
- m. in the event a designation for lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court shall determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected by such Claim;
- n. subject to any contrary order of the Bankruptcy Court, the Debtors reserve the right to reject any and all Ballots and Master Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided that any such rejections shall be documented in the Voting Report;
- o. if a Claim has been estimated or otherwise Allowed for voting purposes by an order of the Bankruptcy Court pursuant to Bankruptcy Rule 3018(a), such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only and not for purposes of allowance or distribution;
- p. if an objection to a Claim is Filed, such Claim shall be treated in accordance with the procedures set forth herein; and
- q. subject to section D.2.c hereof, the following Ballots and Master Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot or Master Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Claims; (ii) any Ballot or Master Ballot cast by an Entity that does not hold a Claim in a Class, which is a Class entitled to vote on the Plan; (iii) any Ballot or Master Ballot cast for a Claim listed in the Schedules as contingent, unliquidated or disputed, or any combination thereof, for which the applicable Claims Bar Date has passed and no Proof of Claim was timely Filed; (iv) any unsigned Ballot or Master Ballot; (v) any Ballot or Master Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (vi) any Ballot or Master

Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein.

4. Classes in Which Class 7 Votes Are Tabulated: In preparing Ballots for and tabulating votes of Holders of General Unsecured Claims, regardless of which Debtor or Debtors any given Claim(s) was (were) filed against, the Debtors may re-assign Claims, for voting purposes only, to a different Class or different Classes if the Debtors believe, in good faith, that such Claim(s) was (were) either filed against the wrong Debtor(s) or was (were) filed against multiple Debtors but should have been filed against different or fewer Debtors (any such re-assignment being a “Ballot Change”). A Ballot Change will be only for voting purposes and will not constitute an objection to a Claim and will not have any impact on allowance or distributions under the Plan. If the Debtors perform Ballot Changes, the Debtors shall include, in a conspicuous manner, the following language in each affected Ballot:

Pursuant to the Solicitation Procedures and based upon the Debtors’ reasonable, good faith belief that you filed a Claim against one or more wrong Debtor-entities, for purposes of voting on the Plan your Claim(s) has (have) been assigned to the Class for which this Ballot has been issued (a “Ballot Change”). If you do not dispute the Ballot Change, please submit this Ballot in accordance with the procedures set forth herein. To dispute the Ballot Change and vote your Claim in a different Class other than set forth in this Ballot, you must follow the Ballot Change dispute procedures set forth in the Solicitation Procedures.

To dispute a Ballot Change, at least five Business Days before the Voting Deadline, the Holder of a Claim or Claims subject to a Ballot Change must: (a) reach agreement with the Debtors on an appropriate Class or Classes in which such Ballot is to be counted (and the Claim amount for each such Ballot or Ballots if the Ballot Change affects more than one Claim); or (ii) seek Court approval of the Class or Classes in which such Ballot is sought to be counted (and the Claim amount for each such Ballot or Ballots if the Ballot Change affects more than one Claim) upon appropriate notice if the Debtors and such Holder do not reach an agreement; provided that such Court approval must be received by the Voting Deadline. The Debtors may, in their sole discretion without further order of the Bankruptcy Court, resolve objections to Ballot Changes by agreeing to the amount in which Claims may be voted and the Classes that Claims may be voted in, provided that any such resolutions shall be disclosed in the Voting Report.

5. Master Ballot Voting Procedures: The following additional procedures, as well as the aforementioned procedures, shall apply to Claims of Beneficial Holders:

- a. the Record Date is the date for determining the identity of Beneficial Holders eligible to vote on the Plan;
- b. the Securities Voting Agent shall distribute or cause to be distributed the appropriate number of copies of Ballots to each Beneficial Holder holding a Claim as of the Record Date, including Nominees identified by the

Securities Voting Agent as Entities through which Beneficial Holders hold their Claims relating to Securities;

- c. any Nominee that is a Holder of record with respect to Securities shall vote on behalf of Beneficial Holders of such Securities by: (i) immediately distributing the Solicitation Package, including Ballots, it receives from the Securities Voting Agent to all such Beneficial Holders; (ii) promptly collecting Ballots from such Beneficial Holders that cast votes on the Plan; (iii) compiling and validating the votes and other relevant information of all such Beneficial Holders on the applicable Master Ballot; and (iv) transmitting the Master Ballot to the Securities Voting Agent by the Voting Deadline;
- d. any indenture trustee (unless otherwise empowered to do so) will not be entitled to vote on behalf of Beneficial Holders; rather, each such Beneficial Holder must submit his or her own Ballot in accordance with the Beneficial Holder voting procedures;
- e. any Beneficial Holder holding Securities in “street name” through a Nominee must vote on the Plan through such Nominee by completing and signing the Ballot and returning such Ballot to the appropriate Nominee as promptly as possible and in sufficient time to allow such Nominee to process the Ballot and return the Master Ballot to the Securities Voting Agent prior to the Voting Deadline. Any Beneficial Holder holding Securities in “street name” that submits a Ballot to the Debtors, the Debtors’ agents or the Debtors’ financial or legal advisors will not have such Ballot counted for purposes of accepting or rejecting the Plan;
- f. any Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Securities Voting Agent a Master Ballot that reflects the vote of such Beneficial Holders by the Voting Deadline or otherwise validates the Ballot in a manner acceptable to the Securities Voting Agent (a “Prevalidated Ballot”). Nominees shall retain all Ballots returned by Beneficial Holders for a period of one year after the Effective Date of the Plan;
- g. if a Beneficial Holder holds Securities through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Ballot and each such Beneficial Holder should execute a separate Ballot for each block of Securities that it holds through any Nominee and must return each such Ballot to the appropriate Nominee;
- h. if a Beneficial Holder holds a portion of its Securities through a Nominee or Nominees and another portion in its own name as the record Holder,

such Beneficial Holder should follow the procedures described in section D.3 above to vote the portion held in its own name and the procedures described in the rest of this section D.5 hereof to vote the portion held by the Nominee(s);

- i. any Beneficial Holder holding Securities as a record Holder in its own name shall vote on the Plan by completing and signing a Ballot and returning it directly to the Securities Voting Agent on or before the Voting Deadline; and
- j. notwithstanding the foregoing sub-paragraphs c through h of section D.5 hereof, each Nominee may prevalidate a Beneficial Holder Ballot for delivery to its Beneficial Holders, together with instructions for mailing such prevalidated Beneficial Holder Ballots directly to the Debtors' Securities Voting Agent by the Voting Deadline.

6. Master Ballot Tabulation: These rules will apply with respect to the tabulation of Master Ballots and Ballots cast by Nominees and Beneficial Holders:

- a. votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Classes 6 and 7E, as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee, whether pursuant to a Master Ballot or Prevalidated Ballot, will not be counted in excess of the amount of such Securities held by such Nominee as of the Record Date;
- b. if conflicting votes or "over-votes" are submitted by a Nominee, whether pursuant to a Master Ballot or Prevalidated Ballot, the Securities Voting Agent will use reasonable efforts to reconcile discrepancies with the Nominees;
- c. if over-votes on a Master Ballot or Prevalidated Ballot are not reconciled prior to the preparation of the vote certification, the Securities Voting Agent shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot or Prevalidated Ballot that contained the overvote, but only to the extent of the Nominee's position in Classes 6 and 7E;
- d. for purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the principal amount of its Claims in Classes 6 and 7E, although any principal amounts may be adjusted by the Securities Voting Agent to reflect the amount of the Claim actually voted, including prepetition interest; and

- e. Ballots from Beneficial Holders not containing any vote to accept or reject the Plan or marked both to accept or reject the Plan shall not be counted in a Master Ballot; and
- f. a single Nominee may complete and deliver to the Securities Voting Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supercede and revoke any prior Master Ballot.

7. Temporary Allowance of Claims for Voting Purposes: Subject to section D.2.c hereof, the Holder of a Claim to which an objection is pending at least 15 days prior to the Confirmation Hearing cannot vote unless one or more of the following events have taken place at least five Business Days before the Voting Deadline: (a) an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the Holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount; (d) a stipulation or other agreement is executed between the Holder of such Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or (e) the pending objection to such Claim is voluntarily withdrawn by the Debtors (each, a “Resolution Event”). No later than two Business Days after a Resolution Event, the Voting and Claims Agent or Securities Voting Agent, as appropriate, shall distribute a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder of such temporarily allowed Claim that has been allowed for voting purposes only (or for other purposes as set forth in an applicable order of the Bankruptcy Court) by such Resolution Event, which must be returned according to the instructions on the Ballot by no later than the Voting Deadline.

If the Holder of a Claim receives a Solicitation Package and the Debtors object to such Claim after the Record Date but at least 15 days prior to the Confirmation Hearing, the Debtors’ notice of objection will inform such Holder of the rules applicable to Claims subject to a pending objection and the procedures for temporary allowance for voting purposes. Furthermore, if the Holder of a Claim receives a Solicitation Package and the Debtors object to such Claim less than 15 days prior to the Confirmation Hearing, the Holder’s Claim shall be deemed temporarily allowed for voting purposes only without further action by the Holder of such Claim and without further order of the Bankruptcy Court.

8. Notice to Holders of Lease Rejection Claims: As indicated above, all of the Debtors’ lessors under Unexpired Leases of nonresidential real property shall receive Solicitation Packages and be entitled to vote unless their lease has been assumed prior to the mailing thereof (or their claim has been disallowed). The Debtors’ right to elect to reject any Unexpired Lease

of nonresidential real property after the Initial Lease Rejection Deadline terminates May 13, 2008, subject to the provisions of any order entered by the Bankruptcy Court confirming a plan in the Debtors' Chapter 11 Cases modifying such deadline. However, the Debtors will use good faith efforts to determine by no later than 14 days prior to the Voting Deadline those leases that the Debtors intend to assume or reject pursuant to section 365 of the Bankruptcy Code, and by such date will endeavor in good faith to identify and notify of such determination all non-Debtor parties to those Unexpired Leases of nonresidential real property which they intend to reject (which notice may be accomplished through service of the Real Property Lease Rejection Notice). Additionally, no later than 10 Business Days prior to the Confirmation Hearing (plus 3 days if served by mail) the Debtors will file and serve upon the known non-Debtor parties to the Debtors' Executory Contracts and Unexpired Leases either the Notice to Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases or the Notice to Counterparties to Potentially Rejected Executory Contracts and Unexpired Leases.

9. Opportunity to Amend Ballot Due to Rejection of Unexpired Lease: The Debtors shall provide a lessor of nonresidential real property whose Unexpired Lease is rejected after the Initial Lease Rejection Deadline but prior to the Confirmation Hearing with an opportunity to amend its Ballot, provided that such Ballot must be amended no later than 7 days prior to the first scheduled Confirmation Hearing; provided, further, however, that if the Confirmation Hearing is adjourned or otherwise rescheduled (the "New Confirmation Hearing Date"), any lessor who is notified that its Unexpired Lease is being rejected less than 14 days prior to the first scheduled Confirmation Hearing or thereafter may amend its Ballot no later than 7 days prior to the next New Confirmation Hearing Date.

10. Forms of Notices to Unclassified Claims, Unimpaired Classes and Equity Interests: Certain Holders of Claims that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code, that are not entitled to vote because they are Unimpaired or are otherwise deemed to accept the Plan under section 1126(f) of the Bankruptcy Code, will receive only the Solicitation Notice and the Non-Voting Status Notice—Deemed to Accept. Holders of Class 8 Equity Interests are also not entitled to vote on the Plan since they are conclusively deemed to reject the Plan. Holders of Class 8 Equity Interests will receive only the Solicitation Notice and the Non-Voting Status Notice—Deemed to Reject. The Non-Voting Status Notices, substantially in the forms attached to the Notice of Amended Exhibits as Exhibit F-1 and Exhibit F-2, will instruct the Holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots and Master Ballots).

E. Third Party Release, Exculpation and Injunction Language in the Plan

THE THIRD PARTY RELEASE, EXCULPATION AND INJUNCTION LANGUAGE IN ARTICLE X OF THE PLAN WILL BE INCLUDED IN THE DISCLOSURE STATEMENT AND FURTHER NOTICE IS PROVIDED WITH RESPECT TO SUCH PROVISIONS IN THE SOLICITATION NOTICE.

F. Amendments to the Plan and the Solicitation Procedures

THE DEBTORS EXPRESSLY RESERVE THE RIGHT TO AMEND FROM TIME TO TIME THE TERMS OF THE PLAN IN ACCORDANCE WITH THE TERMS THEREOF (SUBJECT TO COMPLIANCE WITH THE REQUIREMENTS OF SECTION 1127 OF THE BANKRUPTCY CODE AND THE TERMS OF THE PLAN REGARDING MODIFICATION).

THE DEBTORS EXPRESSLY RESERVE THE RIGHT TO AMEND OR SUPPLEMENT THE SOLICITATION PROCEDURES TO BETTER FACILITATE THE SOLICITATION PROCESS.