

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
PHYSIOTHERAPY HOLDINGS, INC., <i>et al.</i> , ¹	)	Case No. 13-12965 (KG)
Debtors.	)	Jointly Administered

CERTIFICATION OF COUNSEL RELATING TO DOCKET NOS. 8, 50

The undersigned hereby certifies that, as of the date hereof, he has received no answer, objection or other responsive pleading to the *Debtors' Motion for Interim and Final Orders (A) Determining Adequate Assurance of Payment for Future Utility Services, (B) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Service and (C) Establishing Adequate Assurance Procedures* [Docket No. 8] (the "*Motion*") filed on November 12, 2013

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Physiotherapy Holdings, Inc. (5193); Actra Rehabilitation Associates, Inc. (7806); Alexandria Sports, Inc. (7654); Benchmark Acquisition Corp. (3850); Benchmark Medical Management Company (0335); Benchmark O & P Holdings, Inc. (6848); Benchmark Orthotics & Prosthetics, Inc. (7000); Blue Hen Physical Therapy, Inc. (7267); Cape Prosthetics-Orthotics, Inc. (7914); Carrollton Physical Therapy Clinic, Inc. (2832); Integrity Physical Therapy, Inc. (1075); Keystone Rehabilitation Associates of Warren (8341); Keystone Rehabilitation Systems, Inc. (8380); Keystone Rehabilitation Systems of McMurray (6304); Leesburg Sports, Inc. (4190); MATRIX Healthcare Services, LLC (7344); MATRIX Rehabilitation, Inc. (3147); MATRIX Rehabilitation-Delaware, Inc. (2504); MATRIX Rehabilitation-Georgia, Inc. (4073); MATRIX Rehabilitation-Ohio, Inc. (2505); MATRIX Rehabilitation-South Carolina, Inc. (5603); MATRIX Rehabilitation-Texas, Inc. (9542); Morris Area Rehabilitation Association, Inc. (2043); North Dallas Physical Therapy Associates, Inc. (5331); Northstar Health Services, Inc. (7152); NSHS Services, Inc. (6789); Orthopaedic Services of Paducah, Inc. (3143); PhysioLink Corporation (3705); Physiotherapy Associates Holdings, Inc. (3367); Physiotherapy Associates, Inc. (7193); Physiotherapy Associates-Union Rehab, LLC (0041); Physiotherapy Corporation (3816); Physiotherapy-BMHI Holdings, Inc. (3361); Physiotherapy-BMI, Inc. (4107); Potomac Rehabilitation Services, Inc. (2725); Professional Rehab Associates, Inc. (2393); Progressive Therapy Services, Inc. (8449); Rehab Associates, L.L.C. (9381); Rehab Colorado, LLC (5804); Rehab Missouri, LLC (0587); Rehab Xcel, LLC (0586); Rehabilitation Consultants, Inc. (1166); R.S. Network, Inc. (9104); SMR Banyan Tree, Inc. (6933); Swanson Orthotic & Prosthetic Center, Inc. (2308); The Parks Physical Therapy and Work Hardening Center, Inc. (2926); Theraphysics Partners of Colorado, Inc. (2115); Theraphysics Partners of Texas, Inc. (9976); Therapy Associates of Martinsville, Inc. (1394); Trumbull P.T. Corp. (3855); Wisconsin Prosthetics and Orthotics, Inc. (7815). The Debtors' main corporate address is 855 Springdale Drive, Suite 200, Exton, PA 19341.



The Undersigned further certifies that on November 14, 2013, the Court entered an interim order approving the Motion [Docket No. 42] (the “*Interim Order*”)

The undersigned further certifies that pursuant to the Notice of Second Day Hearing to be Held on December 6, 2013 at 2:00 p.m. Prevailing Eastern Time [Docket No. 56] and the Interim Order, objections to entry of a final order on the Motion were to be filed and served no later than December 2, 2013 at 4:00 p.m. The undersigned further certifies that he has reviewed the Court’s docket in this case and no answer, objection or other responsive pleading to the Motion appears thereon.

The undersigned further certifies that the Debtors have revised the proposed final order to conform to the comments received from the Office of the United States Trustee with respect to the proposed final order and the Office of the United States Trustee has confirmed that it does not have any objection to the entry of the revised proposed order annexed hereto as Exhibit A. A blackline version indicating the changes between the revised order and the order originally submitted with the Motion is annexed hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that this Court enter the proposed order approving the Motion, as revised and annexed hereto as Exhibit A at its earliest convenience.

Dated: December 5, 2013
Wilmington, Delaware

/s/ Michael W. Yurkewicz

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*Proposed Co-Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	)	Chapter 11
PHYSIOTHERAPY HOLDINGS, INC., <i>et al.</i> , ¹	)	)	Case No. 13-12965 (KG)
Debtors.	)	)	Jointly Administered
	)	)	Related to Docket No. 8, 50

**FINAL ORDER (A) DETERMINING
ADEQUATE ASSURANCE OF PAYMENT FOR
FUTURE UTILITY SERVICES, (B) PROHIBITING UTILITY
PROVIDERS FROM ALTERING, REFUSING OR DISCONTINUING UTILITY
SERVICE AND (C) ESTABLISHING ADEQUATE ASSURANCE PROCEDURES**

Upon the motion (the “*Motion*”)² of the Debtors for entry of a final order (this “*Order*”) pursuant to sections 105(a) and 366 of the Bankruptcy Code, (a) determining that the Utility

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: Physiotherapy Holdings, Inc. (5193); Actra Rehabilitation Associates, Inc. (7806); Alexandria Sports, Inc. (7654); Benchmark Acquisition Corp. (3850); Benchmark Medical Management Company (0335); Benchmark O&P Holdings, Inc. (6848); Benchmark Orthotics & Prosthetics, Inc. (7000); Blue Hen Physical Therapy, Inc. (7267); Cape Prosthetics-Orthotics, Inc. (7914); Carrollton Physical Therapy Clinic, Inc. (2832); Integrity Physical Therapy, Inc. (1075); Keystone Rehabilitation Associates of Warren (8341); Keystone Rehabilitation Systems, Inc. (8380); Keystone Rehabilitation Systems of McMurray (6304); Leesburg Sports, Inc. (4190); MATRIX Healthcare Services, LLC (7344); MATRIX Rehabilitation, Inc. (3147); MATRIX Rehabilitation-Delaware, Inc. (2504); MATRIX Rehabilitation-Georgia, Inc. (4073); MATRIX Rehabilitation-Ohio, Inc. (2505); MATRIX Rehabilitation-South Carolina, Inc. (5603); MATRIX Rehabilitation-Texas, Inc. (9542); Morris Area Rehabilitation Association, Inc. (2043); North Dallas Physical Therapy Associates, Inc. (5331); Northstar Health Services, Inc. (7152); NSHS Services, Inc. (6789); Orthopaedic Services of Paducah, Inc. (3143); PhysioLink Corporation (3705); Physiotherapy Associates Holdings, Inc. (3367); Physiotherapy Associates, Inc. (7193); Physiotherapy Associates-Union Rehab, LLC (0041); Physiotherapy Corporation (3816); Physiotherapy-BMHI Holdings, Inc. (3361); Physiotherapy-BMI, Inc. (4107); Potomac Rehabilitation Services, Inc. (2725); Professional Rehab Associates, Inc. (2393); Progressive Therapy Services, Inc. (8449); Rehab Associates, L.L.C. (9381); Rehab Colorado, LLC (5804); Rehab Missouri, LLC (0587); Rehab Xcel, LLC (0586); Rehabilitation Consultants, Inc. (1166); R.S. Network, Inc. (9104); SMR Banyan Tree, Inc. (6933); Swanson Orthotic & Prosthetic Center, Inc. (2308); The Parks Physical Therapy and Work Hardening Center, Inc. (2926); Theraphysics Partners of Colorado, Inc. (2115); Theraphysics Partners of Texas, Inc. (9976); Therapy Associates of Martinsville, Inc. (1394); Trumbull P.T. Corp. (3855); Wisconsin Prosthetics and Orthotics, Inc. (7815). The Debtors’ main corporate address is 855 Springdale Drive, Suite 200, Exton, PA 19341.

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

Providers have been provided with adequate assurance of payment, (b) approving the Proposed Adequate Assurance, including the related Adequate Assurance Procedures, (c) prohibiting the Utility Providers from altering, refusing or discontinuing services on account of prepetition amounts outstanding or on account of any perceived inadequacy of the Debtors' proposed adequate assurance and (d) determining that the Debtors are not required to provide any additional adequate assurance beyond what is proposed by the Motion; and the 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)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and the Court having entered the *Interim Order (A) Determining Adequate Assurance of Payment for Future Utility Services, (B) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Service and (C) Establishing Adequate Assurance Procedures and Setting a Final Hearing* [Docket No. 50] (the "**Interim Order**"); and the Debtors having deposited the Adequate Assurance Deposit, in the amount of \$260,967, into the Utility Deposit Account pursuant to the Interim Order; and a hearing having been held to consider the relief requested in the Motion (the "**Hearing**"); and upon consideration of the First Day Declaration, the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted on a final basis to the extent provided herein.
2. All Utility Providers are prohibited from altering, refusing or discontinuing service to the Debtors on account of any unpaid prepetition charges or the commencement of these chapter 11 cases, and the Adequate Assurance Deposit, together with the Debtors' ability to pay for future utility services in the ordinary course of business, shall constitute adequate assurance of future payment as required by section 366(b) of the Bankruptcy Code.
3. The Debtors are authorized, in their sole discretion, to amend the Utility Service List to add or delete any Utility Provider. This Order shall apply to any such Utility Provider that is subsequently added to the Utility Service List, and the Debtors shall add to the Adequate Assurance Deposit an amount equal to the estimated projected amount of two weeks of utility service for each subsequently-added Utility Provider.
4. The Debtors are authorized to resolve, in their discretion, any request by a Utility Provider for additional or different adequate assurance of future payment (each, a "*Request*") by mutual agreement with any Utility Provider and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Provider with additional adequate assurance of payment, including cash deposits, prepayments and other forms of security, without further order of this Court if the Debtors believe such additional adequate assurance is reasonable.
5. For those Utility Providers that are added to the Utility Service List after the seventh day before the Final Hearing or after entry of the Final Order, the Debtors will serve a copy of the Motion, the Interim Order, this Order, the Utility Service List and a notice substantially in the form attached to the Interim Order as **Exhibit 3** on such subsequently added Utility Provider. Such subsequently added entity shall then file a Request and serve it upon the

following parties: (a) the Debtors, Whiteland Business Park, Suite 200, Exton, Pennsylvania 19341, Attn: General Counsel; (b) proposed co-counsel for the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington Delaware 19801, Attn: Domenic E. Pacitti, Esq.; 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania, Attn: Morton Branzburg, Esq.; (c) proposed co-counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Jonathan S. Henes, P.C., Nicole L. Greenblatt, Esq., David S. Meyer, Esq. and Victor Noskov, Esq.; (d) counsel to the administrative and collateral agent under the Debtors' bridge loan credit agreement, Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts 02110, Attn: Catherine Ng, Esq.; (e) counsel to certain lenders under the Debtors' bridge loan credit agreement, Latham and Watkins LLP, 355 South Grand Avenue, Los Angeles, California 90071, Attn: Stacey Rosenberg, Esq.; (f) counsel to the ad hoc committee of senior noteholders, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, California 90067, Attn: Michael Tuchin, Esq. and David A. Fidler, Esq.; (g) counsel to the Senior Notes indenture trustee, Reed Smith LLP, Reed Smith Centre, 225 Fifth Avenue, Pittsburgh, Pennsylvania 15222, Attn: Eric A. Schaffer, Esq.; (h) counsel to the consenting shareholders, Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036, Attn: Michael J. Sage, Esq. and Nicole B. Herther-Spiro, Esq.; (i) counsel to any statutory committee appointed in these chapter 11 cases; and (j) the office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Tiiara Patton, Esq.

6. The Debtors shall serve a copy of this Order on each Utility Provider listed on the Utility Service List within three business days of the date when this Order is entered.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Order or any payment made pursuant to this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or the assumption or adoption of any agreement, contract or lease under section 365 of the Bankruptcy Code.

8. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved order regarding the use of cash collateral approved by this Court in these chapter 11 cases.

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

10. Notwithstanding Bankruptcy Rule 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Date: _____, 2013
Wilmington, Delaware

The Honorable Kevin Gross
Chief United States Bankruptcy Judge

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
PHYSIOTHERAPY HOLDINGS, INC., <i>et al.</i> , ¹	)	Case No. 13-12965 (KG)
Debtors.	)	Joint Administration Requested <u>Jointly Administered</u>

**INTERIM/FINAL ORDER (A) DETERMINING
ADEQUATE ASSURANCE OF PAYMENT FOR
FUTURE UTILITY SERVICES, (B) PROHIBITING UTILITY
PROVIDERS FROM ALTERING, REFUSING OR DISCONTINUING UTILITY
SERVICE AND (C) ESTABLISHING ADEQUATE ASSURANCE PROCEDURES AND
SETTING A FINAL HEARING**

Upon the motion (the "*Motion*")² of the Debtors for entry of an ~~interim~~ final order (this

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Physiotherapy Holdings, Inc. (5193); Actra Rehabilitation Associates, Inc. (7806); Alexandria Sports, Inc. (7654); Benchmark Acquisition Corp. (3850); Benchmark Medical Management Company (0335); Benchmark O&P Holdings, Inc. (6848); Benchmark Orthotics & Prosthetics, Inc. (7000); Blue Hen Physical Therapy, Inc. (7267); Cape Prosthetics-Orthotics, Inc. (7914); Carrollton Physical Therapy Clinic, Inc. (2832); Integrity Physical Therapy, Inc. (1075); Keystone Rehabilitation Associates of Warren (8341); Keystone Rehabilitation Systems, Inc. (8380); Keystone Rehabilitation Systems of McMurray (6304); Leesburg Sports, Inc. (4190); MATRIX Healthcare Services, LLC (7344); MATRIX Rehabilitation, Inc. (3147); MATRIX Rehabilitation-Delaware, Inc. (2504); MATRIX Rehabilitation-Georgia, Inc. (4073); MATRIX Rehabilitation-Ohio, Inc. (2505); MATRIX Rehabilitation-South Carolina, Inc. (5603); MATRIX Rehabilitation-Texas, Inc. (9542); Morris Area Rehabilitation Association, Inc. (2043); North Dallas Physical Therapy Associates, Inc. (5331); Northstar Health Services, Inc. (7152); NSHS Services, Inc. (6789); Orthopaedic Services of Paducah, Inc. (3143); PhysiLink Corporation (3705); Physiotherapy Associates Holdings, Inc. (3367); Physiotherapy Associates, Inc. (7193); Physiotherapy Associates-Union Rehab, LLC (0041); Physiotherapy Corporation (3816); Physiotherapy-BMHI Holdings, Inc. (3361); Physiotherapy-BMI, Inc. (4107); Potomac Rehabilitation Services, Inc. (2725); Professional Rehab Associates, Inc. (2393); Progressive Therapy Services, Inc. (8449); Rehab Associates, L.L.C. (9381); Rehab Colorado, LLC (5804); Rehab Missouri, LLC (0587); Rehab Xcel, LLC (0586); Rehabilitation Consultants, Inc. (1166); R.S. Network, Inc. (9104); SMR Banyan Tree, Inc. (6933); Swanson Orthotic & Prosthetic Center, Inc. (2308); The Parks Physical Therapy and Work Hardening Center, Inc. (2926); Theraphysics Partners of Colorado, Inc. (2115); Theraphysics Partners of Texas, Inc. (9976); Therapy Associates of Martinsville, Inc. (1394); Trumbull P.T. Corp. (3855); Wisconsin Prosthetics and Orthotics, Inc. (7815). The Debtors' main corporate address is 855 Springdale Drive, Suite 200, Exton, PA 19341.

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

“*Order*”) pursuant to sections 105(a) and 366 of the Bankruptcy Code, ~~Bankruptcy Rule 6003(b) and Rule 9013-1(m) of the Local Rules,~~ (a) determining that the Utility Providers have been provided with adequate assurance of payment, (b) approving the Proposed Adequate Assurance, including the related Adequate Assurance Procedures, (c) prohibiting the Utility Providers from altering, refusing or discontinuing services on account of prepetition amounts outstanding or on account of any perceived inadequacy of the Debtors’ proposed adequate assurance pending entry of a Final Order, **and** (d) determining that the Debtors are not required to provide any additional adequate assurance beyond what is proposed by the Motion and the ~~Adequate Assurance Procedures~~ attached hereto as **Exhibit 1** and (e) scheduling the Final Hearing, all as more fully described in the Motion; and the 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)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and **the Court having entered the Interim Order (A) Determining Adequate Assurance of Payment for Future Utility Services, (B) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Service and (C) Establishing Adequate Assurance Procedures and Setting a Final Hearing [Docket No. 50] (the “Interim Order”); and the Debtors having deposited the Adequate Assurance Deposit, in the amount of \$260,967, into the Utility Deposit Account pursuant to the Interim Order; and** a hearing having been held to consider the relief requested in the Motion (the “*Hearing*”); and upon consideration of the First Day Declaration, the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors and

other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. Subject to the ~~Adequate Assurance procedures~~, the The Motion is granted on an ~~interim~~ final basis to the extent provided herein.

~~2. The Debtors are authorized to deposit the Adequate Assurance Deposit, on or before the date that is 20 days after the Petition Date, in the amount of \$260,967 into the Utility Deposit Account.~~

~~3. The~~ 2. ~~All Utility Providers are prohibited from altering, refusing or discontinuing service to the Debtors on account of any unpaid prepetition charges or the commencement of these chapter 11 cases, and the~~ Adequate Assurance Deposit, together with the Debtors' ability to pay for future utility services in the ordinary course of business, shall constitute adequate assurance of future payment as required by section 366(b) of the Bankruptcy Code, ~~pending entry of the Final Order.~~

~~4. All Utility Providers are prohibited from altering, refusing or discontinuing service on account of any unpaid prepetition charges or the commencement of these chapter 11 cases, pending entry of a Final Order.~~

~~5. The Adequate Assurance Procedures attached hereto as Exhibit 1 are hereby approved. All Utility Providers are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.~~

~~6. Any Utility Provider that desires to request additional or different adequate assurance of future payment (each, a "Request") must do so in accordance with the Adequate Assurance Procedures.~~

~~7. All Utility Providers who do not file an objection or make a Request pursuant to the Adequate Assurance Procedures are deemed to consent to the Adequate Assurance Procedures.~~

3. ~~8.~~ The Debtors are authorized, in their sole discretion, to amend the Utility Service List, a copy of which is attached hereto as Exhibit 2, to add or delete any Utility Provider. This Order shall apply to any such Utility Provider that is subsequently added to the Utility Service List, and the Debtors shall add to the Adequate Assurance Deposit an amount equal to the estimated projected amount of two weeks of utility service for each subsequently-added Utility Provider as soon as practicable, subject to the prepetition secured lender's consent. The Debtors shall file and serve the amended notice, motions and order on any subsequently added Utility Provider. Any Utility Provider subsequently added to the Utility Service List shall be bound by the Adequate Assurance Procedures attached hereto as Exhibit 1.

~~9. The relief granted herein is for all Utility Providers providing utility services to the Debtors and is not limited to those parties or entities listed on the Utility Service List.~~

4. The Debtors are authorized to resolve, in their discretion, any request by a Utility Provider for additional or different adequate assurance of future payment (each, a "Request") by mutual agreement with any Utility Provider and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Provider with additional adequate assurance of payment, including cash deposits, prepayments and other forms of security, without further order of this Court if the Debtors believe such additional adequate assurance is reasonable.

5. For those Utility Providers that are added to the Utility Service List after the seventh day before the Final Hearing or after entry of the Final Order, the Debtors will serve a copy of the Motion, the Interim Order, this Order, the Utility Service List and a notice substantially in the form attached to the Interim Order as Exhibit 3 on such subsequently added Utility Provider. Such subsequently added entity shall then file a Request and serve it upon the following parties: (a) the Debtors, Whiteland Business Park, Suite 200, Exton, Pennsylvania 19341, Attn: General Counsel; (b) proposed co-counsel for the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington Delaware 19801, Attn: Domenic E. Pacitti, Esq.; 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania, Attn: Morton Branzburg, Esq.; (c) proposed co-counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Jonathan S. Henes, P.C., Nicole L. Greenblatt, Esq., David S. Meyer, Esq. and Victor Noskov, Esq.; (d) counsel to the administrative and collateral agent under the Debtors' bridge loan credit agreement, Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts 02110, Attn: Catherine Ng, Esq.; (e) counsel to certain lenders under the Debtors' bridge loan credit agreement, Latham and Watkins LLP, 355 South Grand Avenue, Los Angeles, California 90071, Attn: Stacey Rosenberg, Esq.; (f) counsel to the ad hoc committee of senior noteholders, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, California 90067, Attn: Michael Tuchin, Esq. and David A. Fidler, Esq.; (g) counsel to the Senior Notes indenture trustee, Reed Smith LLP, Reed Smith Centre, 225 Fifth Avenue, Pittsburgh, Pennsylvania 15222, Attn: Eric A. Schaffer, Esq.; (h) counsel to the consenting shareholders, Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036, Attn: Michael J. Sage, Esq. and Nicole B. Herther-Spiro, Esq.; (i) counsel to any

statutory committee appointed in these chapter 11 cases; and (j) the office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Tiiara Patton, Esq.

6. ~~10.~~ The Final Hearing Notice attached hereto as Exhibit 3 is hereby approved. The Debtors shall serve a copy of the Motion, this Order and the Final Hearing Notice on each of the Utility Providers Provider listed on the Utility Service List within three business days of entry of this Order.

~~11.~~ The Debtors' service of the Motion upon the Utility Service List shall not constitute an admission or concession that such entities are a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto the date when this Order is entered.

7. ~~12.~~ Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Order or any payment made pursuant to this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or the assumption or adoption of any agreement, contract or lease under section 365 of the Bankruptcy Code.

8. ~~13.~~ Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved order regarding the use of cash collateral approved by this Court in these chapter 11 cases.

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

~~15. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or are otherwise deemed waived.~~

~~10. 16. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), 7062, 9014 or otherwise, **the terms and conditions of** this Order shall be immediately effective and enforceable upon its entry.~~

~~17. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry. The Final Hearing on the Motion shall be held on _____, 2013 at ____:____ a.m./p.m. Eastern Time. Any objections or responses to entry of the proposed Final Order shall be filed **on or before** _____, 2013 at ____:____ a.m./p.m. Eastern Time and served on the following parties: (a) the Office of the United States Trustee for the District of Delaware; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to the administrative and collateral agent under the Debtors' bridge loan credit agreement; (d) counsel for certain lenders under the bridge loan credit agreement; (e) counsel to the Senior Notes indenture trustee; (f) counsel to the ad hoc committee of senior noteholders; (g) counsel to the equity sponsor; (h) each of the holders of equity interests in the Debtors; (i) the Delaware Secretary of State; (j) the Delaware Secretary of Treasury; (k) the Delaware State Attorney General; (l) the Office of the United States Attorney General for the State of Delaware; (m) the Internal Revenue Service; (n) the Securities and Exchange Commission; and (o) the Utility Providers listed on **Exhibit 2** attached hereto. In the event no objections to entry of the Final Order are timely received, the Court may enter the Final Order without need for the Final Hearing.~~

11. ~~48.~~ The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Date: _____, 2013
Wilmington, Delaware

The Honorable Kevin Gross
Chief United States Bankruptcy Judge