

**EXHIBIT D**

**ORDER APPROVING JOINT SOLICITATION PROCEDURES AND  
JOINT DISCLOSURE STATEMENT IN SUPPORT OF THE RESPECTIVE  
PLANS PROPOSED BY (1) MENDOCINO REDWOOD COMPANY, LLC AND  
MARATHON STRUCTURED FINANCE FUND L.P.; (2) THE BANK OF NEW YORK  
TRUST COMPANY, N.A., INDENTURE TRUSTEE FOR THE TIMBER NOTES; AND (3) THE  
DEBTORS AND MAXXAM INC., MAXXAM GROUP HOLDINGS INC., AND MAXXAM GROUP INC.**



ENTERED  
02/29/2008

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION**

In re: ) Jointly Administered  
 )  
 SCOTIA DEVELOPMENT LLC, *et al.*,<sup>1</sup> ) Case No. 07-20027-C-11  
 )  
 Debtor. ) Chapter 11

**ORDER APPROVING JOINT SOLICITATION PROCEDURES  
AND JOINT DISCLOSURE STATEMENT IN SUPPORT OF  
THE RESPECTIVE PLANS OF REORGANIZATION PROPOSED BY  
(1) MENDOCINO REDWOOD COMPANY, LLC AND MARATHON STRUCTURED  
FINANCE FUND L.P.; (2) THE BANK OF NEW YORK TRUST COMPANY, N.A.,  
INDENTURE TRUSTEE FOR THE TIMBER NOTES; AND (3) THE DEBTORS AND  
MAXXAM INC., MAXXAM GROUP HOLDINGS INC., AND MAXXAM GROUP INC.**

A hearing was held on February 28, 2008 (the “Hearing”) to consider joint solicitation procedures and a joint disclosure statement in the above-captioned bankruptcy cases of the debtors and debtors-in-possession (collectively, the “Debtors”). Three separate sets of plan proponents (together, the “Plan Proponents”) have each proposed a plan or plans for reorganizing some or all of the Debtors. The three Plan Proponents are the following entities: (1) Mendocino Redwood Company, LLC (“MRC”) and Marathon Structured Finance Fund L.P. (“Marathon”); (2) The Bank of New York Trust Company, N.A. (the “Indenture Trustee”), Indenture Trustee for the Timber Notes; and (3) the Debtors, together with MAXXAM Inc. (“MAXXAM”), MAXXAM Group Holdings Inc. (“MGHI”), and MAXXAM Group Inc. (“MGI”).

MRC and Marathon have proposed the *First Amended Joint Plan of Reorganization for the Debtors* (the “MRC/Marathon Plan”).

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<sup>1</sup> The Debtors are the following entities: Scotia Development LLC; The Pacific Lumber Company; Britt Lumber Co., Inc.; Salmon Creek LLC; Scotia Inn, Inc.; and Scotia Pacific Company LLC.

The Indenture Trustee has proposed the *First Amended Chapter 11 Plan for Scotia Pacific Company, LLC* (“the Indenture Trustee Plan”).

The Debtors have proposed the *Second Amended Joint Plan of Reorganization for the Debtors* (the “Debtors Plan”), and alternatively, the *First Alternative Plan of Reorganization for the Palco Debtors Under Chapter 11 of the United States Code* (the “Palco Alternative Plan”) and the *First Alternative Plan of Reorganization for Scotia Pacific Company LLC Under Chapter 11 of the United States Code* (the “Scopac Alternative Plan”). The Palco Alternative Plan and the Scopac Alternative Plan are referred to collectively herein as the “Alternative Plans.”

The MRC/Marathon Plan, the Indenture Trustee Plan and the Debtors Plan (along with the Alternative Plans) are referred to collectively herein as the “Plans.” Capitalized terms not defined herein shall have the meanings ascribed in the Plans, as applicable.

Each of the Plans was originally filed with the Court on January 30, 2008, and was accompanied by a disclosure statement prepared by each of the respective Plan Proponents.

At a hearing on February 5, 2008, the Court requested that the Official Unsecured Creditors’ Committee (the “Committee”) work with the Plan Proponents on a joint disclosure statement for all Plans. The Committee accepted this role.

At the hearing on February 28, 2008, the Committee presented and, with certain changes and modifications either agreed to by the parties or ordered by the Court, the Court approved a *Joint Disclosure Statement in Support of the Respective Plans of Reorganization Proposed by (1) Mendocino Redwood Company, LLC and Marathon Structured Finance Fund L.P.; and (2) The Bank of New York Trust Company, N.A., as Indenture Trustee for the Timber*

*Notes; and (3) the Debtors and MAXXAM, Inc., MAXXAM Group Holdings Inc., and MAXXAM Group Inc., (the "Joint Disclosure Statement").*

Based upon the record at the Hearing and all of the pleadings filed in connection with this matter, and it further appearing that due and sufficient notice of the matters addressed herein has been given under the circumstances; and after due deliberation and sufficient cause appearing therefor:

**IT IS HEREBY ORDERED THAT:**

**I. Joint Disclosure Statement**

1. The Joint Disclosure Statement contains adequate information within the meaning of 11 U.S.C. § 1125 and is APPROVED in all respects. All objections to the Joint Disclosure Statement have been resolved or are overruled.

2. The Committee may include within the Disclosure Statement a solicitation letter in the form agreed to at the hearing.

3. The hearing to consider confirmation of the Plans ("Confirmation Hearing") shall commence on **April 8, 2008 at 9:00 a.m., Central Time**, in the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division, 1133 North Shoreline Boulevard, Second Floor, Corpus Christi, Texas 78401, before the Honorable Richard S. Schmidt. The Confirmation Hearing may be continued from time to time without further notice except as announced in open court.

4. Pursuant to Bankruptcy Rule 3020(b)(1), **March 25, 2008 at 4:00 p.m., Central Time**, is fixed as the last day and time for filing and serving written objections

(including any supporting memoranda) to confirmation of any of the Plans (the “Objection Deadline”). Any objections to confirmation of any of the Plans must be in writing and must be filed with the United States Bankruptcy Clerk’s Office, 1133 North Shoreline Boulevard, Corpus Christi, Texas 78401, by the Objection Deadline, and must be served on the following parties (the “Notice Parties”) at the following addresses so as to be actually received by that date and time (provided that notice through the Court’s electronic filing system shall be sufficient):

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**Counsel for Mendocino Redwood Corporation**

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San Francisco, CA 94111

**Office of the United States Trustee**

Charles R. Sterbach  
Office of the United States Trustee  
606 N. Carancahua, Suite 1107  
Corpus Christi, TX 78476

**ANY OBJECTIONS NOT FILED AND SERVED AS SET FORTH ABOVE SHALL BE DEEMED WAIVED.**

5. The last day and time for the receipt of Ballots, as approved below (together, the “Ballots”), accepting or rejecting the Plans shall be **March 25, 2008, at 4:00 p.m., Central Time** (the “Ballot Deadline”). In order for a Ballot to be counted, it must be received by the Balloting Agent prior to the Ballot Deadline.

6. As previously set by the Court, the record date for voting purposes on the Plans (the “Record Date”) for all securities and interests held in, and all claims asserted against, the Debtors is **February 25, 2008**.

**II. Balloting Agent**

7. Logan & Company, Inc. is appointed as the single, neutral balloting agent (the “Balloting Agent”) for purposes of soliciting acceptances and rejections of the respective Plans, notwithstanding the terms of any other agreement between the Balloting Agent and the Debtors, or any order entered with respect to the retention of the Balloting Agent by the Debtors.

8. The Balloting Agent shall be impartial and directed to serve equally each of the Plan Proponents with respect to the competing Plans, and restrict its activities as Balloting Agent to the production and coordination of the solicitation materials for the Plans, the transmittal of Solicitation Packages (as defined below), receipt of Ballots, tabulation of voting, and certification to the Court of the voting tabulation for each of the Plans. All activities of the Balloting Agent shall be performed without serving as an advocate for any of the Plans.

9. The Balloting Agent is ordered, authorized and directed to establish procedures, in consultation with the Plan Proponents and the Committee, so as to ensure that (i)

the requisite solicitation materials are included in every solicitation package (the “Solicitation Packages”) to be delivered to creditors (as described below), and (ii) a correct and comprehensive list of all holders entitled to receive Ballots for themselves or their beneficial holders, and to vote on the Plans, is compiled and used in the joint solicitation.

10. The Balloting Agent is further ordered, authorized and directed to: (i) mail the Ballots and the Solicitation Packages (as described below), (ii) receive, tabulate, and report on Ballots cast for or against each of the Plans by holders of claims against, or interests in, the Debtors, and (iii) respond to inquiries from creditors relating to the Plans, the Joint Disclosure Statement, the Ballots and matters related thereto, including, without limitation, the procedures and requirements for voting to accept or reject the Plans (except that as to substantive questions concerning the terms of any Plan, the Balloting Agent shall communicate with the relevant Plan Proponent and direct such inquiries as appropriate).

11. The Balloting Agent is further ordered, authorized and directed to maintain true, complete and accurate records of all Ballots received, including but not limited to the date and time of such receipt and method of delivery. From and after the Solicitation Mailing Date and prior to and including the date the Balloting Agent files with the Court the certificate tabulating the Ballots, the Balloting Agent is authorized and directed to provide each of the Plan Proponents and the Committee with such interim voting tabulation reports regarding the status of voting on each of the Plans as may be reasonably requested by any of the Plan Proponents and the Committee.

### **III. Ballots, Voting Instructions, and Certain Notices**

12. Pursuant to Bankruptcy Rule 3017(c), the form of Joint Voting



Instructions substantially in the form attached hereto as Exhibit A-1 (the “Voting Instructions”) and Ballots substantially in the form attached hereto as Exhibits A-2 through A-22 are approved, and shall be used in connection with the solicitation of votes on the Plans.<sup>2</sup>

13. Under the Plans, certain classes of creditors and interest holders are unimpaired as defined in section 1124 of the Bankruptcy Code, and are conclusively presumed to have accepted such Plans pursuant to section 1126(f) of the Bankruptcy Code. The solicitation of votes from such creditors and interest holders is not required and therefore no Solicitation Packages will be sent to said parties. The Balloting Agent is directed to provide written notice to all such classes in compliance with Bankruptcy Rule 3017(d). The form of such notice (the “Solicitation Notice”) shall be prepared by the Debtors and approved by the other Plan Proponents and the Committee and transmitted to the Balloting Agent by no later than 24 hours prior to the Solicitation Mailing Date (as defined below).

14. Under the Plans, certain classes of creditors and interest holders receive no recovery and are deemed to have rejected such Plans pursuant to section 1126(g) of the Bankruptcy Code. The solicitation of votes from such creditors and interest holders is not required and therefore no Solicitation Packages will be sent to said parties. The Balloting Agent is directed to provide written notice to all such classes in compliance with Bankruptcy Rule 3017(d). The form of such Solicitation Notice shall be prepared by the Debtors and approved by the other Plan Proponents and the Committee and transmitted to the Balloting Agent by no later than 24 hours prior to the Solicitation Mailing Date (as defined below).

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<sup>2</sup> The Plan Proponents may jointly agree that additional forms of Ballot are necessary, and may be used by the Balloting Agent, for purposes of solicitation without need for further Court approval.

**IV. Joint Solicitation Procedures**

**A. Solicitation Mailing Date**

15. The Debtors shall deliver to the Balloting Agent the following materials (after approval of same by the other Plan Proponents) by no later than **March 3, 2008 at 5:00 p.m. Central Time**:<sup>3</sup> the Joint Disclosure Statement, the Committee Letter, and the Ballots, all as approved by the Court. The Debtors and the Indenture Trustee shall coordinate with each other to compile a list of beneficial and nominal holders of the Timber Notes as of the Record Date to be provided to the Balloting Agent.

16. The date by which all Solicitation Packages, including Ballots for creditors entitled to vote under the Plans, shall be distributed by the Balloting Agent (the “Solicitation Mailing Date”), shall be no later than **March 6, 2008**.

**B. Solicitation of Creditors**

17. On the Solicitation Mailing Date, the Balloting Agent shall mail all Solicitation Packages, including Ballots for creditors entitled to vote under the Plans, to the known holders of claims as of the Record Date, along with a postage prepaid return envelope addressed to the Balloting Agent.

18. Because of the complexity and difficulty associated with reaching beneficial owners of public debt many of which hold their securities in brokerage accounts and through several layers of ownership, and because of the added complexity of identifying all beneficial holders of such public securities, all known record holders (the “Record Holders”) are

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<sup>3</sup> Provided that, should the Indenture Trustee make an election pursuant to section 1111(b) of the Bankruptcy Code with respect to the MRC/Marathon plan by the agreed deadline of March 2, 2008, at 5:00 p.m., Central Time, the delivery deadline shall be March 4, 2008, at 5 p.m. Central Time.

ordered, authorized and directed to send the appropriate solicitation materials or notices in a manner customary in the securities industry so as to maximize the likelihood that beneficial owners will receive the materials and be given the opportunity to exercise their rights in a timely fashion.

19. The Solicitation Packages to be transmitted by Record Holders (or their agents) to beneficial holders of the 6.55% Class A-1 Timber Collateralized Notes due 2028, 7.11% Class A-2 Timber Collateralized Notes due 2028 and 7.71% Class A-3 Timber Collateralized Notes due 2028 (the “Timber Note Claims”) must include a ballot for the beneficial owners (the “Beneficial Owner Ballot”) substantially in the form approved hereby and a return envelope provided by, and addressed to, the requisite Record Holders (or their agents). The Record Holders (or their agents) must then summarize the individual votes reflected on the Beneficial Owner Ballots on a master ballot (the “Master Ballot”) to be provided to them by the Debtors in substantially the form approved hereby. The Record Holders (or their agents) must then return the Master Ballot to the Voting Agent by the Voting Deadline. As an alternative, the Record Holders have the option of prevalidating the Beneficial Owner Ballots so that they can be returned by beneficial owners directly to the Voting Agent. The Debtors are authorized to pay the Record Holders for their reasonable, actual, and necessary out-of-pocket expenses incurred in performing the tasks described above upon written request by such entities.

**C. Solicitation Packages**

20. Each of the Solicitation Packages to be distributed by the Balloting Agent shall contain the following items: (i) the Joint Disclosure Statement (including the Plans and this Order as exhibits thereto); (ii) the Ballots (each Ballot shall be a different color and shall identify

the name of the creditor receiving such Ballot and the amount and class of such creditor's claim under each Plan, based on the Debtors' books and records and Schedules or filed proofs of claim against the Debtors, as applicable); (iii) the Voting Instructions; (iv) the Committee Letter; and (v) a postage paid pre-addressed envelope for returning Ballots to the Balloting Agent.

21. Each of the Plan Proponents is directed to coordinate with the Balloting Agent to identify the amount and class of each creditor's claim under their respective Plans prior to the Solicitation Mailing Date.

**D. Voting**

22. Pursuant to Bankruptcy Rule 9006, given the present circumstances of the Debtors' cases, the voting period from the Solicitation Mailing Date to the Ballot Deadline is hereby shortened to the extent set forth herein.

23. In order to be counted as a vote to accept or reject a Plan, a Ballot must be properly executed, completed and delivered to the Balloting Agent (i) by United States mail, (ii) by courier, or (iii) by personal delivery so that it is actually received by the Balloting Agent no later than the Ballot Deadline.

24. Each holder of a claim that is classified under more than one of the Plans shall be entitled to vote in each such class(es) for or against each of such Plans. Only votes completely and properly cast shall count as a vote for or against a particular Plan. A Ballot that neither indicates an acceptance nor rejection of a Plan within a voting class and in regard to a particular Debtor, will not be counted as a vote in connection with that class concerning that Plan. A Ballot that indicates both an acceptance and rejection of a Plan within a voting class and in regard to the same Debtor will not be counted as a vote in connection with that class

concerning that Plan.

25. In the event a holder of a claim is entitled to cast a vote for or against more than one of the Plans and votes to accept more than one of the Plans (in one or more classes), the holder of such claim may elect to designate a preference for one of such Plans for which a vote was cast by completing the portion of the Ballot relating to creditor preferences. Failure to designate a preference shall not be considered an election between or among any of the Plans, and shall be treated as if there is no preference.

26. Solely for the purpose of voting to accept or reject the Plans and not for the purpose of allowance of or distribution on account of a claim, and without prejudice to the rights of any party in interest in any other context, each claim within a class of claims entitled to vote to accept or reject the Plans, shall be temporarily allowed in an amount equal to (i) the undisputed, liquidated and noncontingent amount of such claim as set forth in the schedules of liabilities filed by each of the Debtors as required by section 521 of the Bankruptcy Code and all amendments thereto (the "Schedules"), or (ii) if a timely proof of claim has been filed and not disallowed by order of the Court, the amount of such claim as set forth in the proof of claim, provided, however, that:

- (a) If a claim is expressly deemed allowed in accordance with any of the Plans, such claim is allowed for voting purposes only as to that Plan in the deemed allowed amount set forth in such Plan;
- (b) If a claim has been allowed by the Court, in whole or in part, such claim is allowed for voting purposes in the amount allowed by the Court.
- (c) If a claim has been amended, the last filed claim shall govern;
- (d) If a claim has been estimated or otherwise allowed for voting

purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;

- (e) Pursuant to Rule 3003(c)(2) of the Bankruptcy Rules, with respect to all persons or entities who are listed on the Debtors' Schedules as having a claim or a portion of a claim which is disputed, unliquidated or contingent or which is scheduled as zero or unknown in amount and such person or entities did not timely file a proof claim, such person or entities shall not be entitled to vote;
- (f) If an objection to a claim has been filed by the Record Date, such claim shall be temporarily disallowed for voting purposes only, subject to the procedure for temporary allowance of claims set forth below, except to the extent and in the manner as may be set forth in the objection (i.e., a partial objection to a claim will allow the claimant to vote the portion of the claim that is not subject to objection);
- (g) A creditor with duplicate claims in a class against multiple Debtors will receive only one Solicitation Package, and will only have one vote for such claims by class and will be permitted to only submit one Ballot for purposes of such claims;
- (h) A creditor with an unliquidated filed claim will not be permitted to vote unless such claim is temporarily allowed for voting purposes by the Court;
- (i) A creditor with a liquidated, but contingent, filed claim will be permitted to vote unless such claim is the subject of an objection; and
- (j) A creditor whose claim is the subject of an objection will receive a Solicitation Package, but will not be entitled to vote unless such claim is temporarily allowed by the Court for voting purposes or the objection to such claim is only to a portion of such claim, in which case the creditor will be permitted to vote the portion of the claim that is not subject to objection.

27. Notwithstanding anything to the contrary herein, the following procedures for tabulating votes cast with respect to the holders of Timber Note Claims are approved:

- (a) Banks, brokerage firms or agents electing to use the Master Ballot voting process shall be required to retain for inspection by the Court the ballots cast by beneficial owners for one year following the Ballot Deadline.
- (b) To avoid double counting, (a) votes cast by beneficial owners of the Timber Notes through a Record Holder (or its agent) and transmitted by means of a Master Ballot, shall be applied against the positions held by such Record Holder with respect to the Timber Notes, and (b) votes submitted by a Record Holder (or its agent) on a Master Ballot shall not be counted in excess of the position maintained by the respective bank or brokerage firm on the Record Date in the Timber Notes.
- (c) To the extent that conflicting votes or overvotes are submitted on a Master Ballot, the Balloting Agent shall attempt to resolve the conflict or overvote prior to the Ballot Deadline in order to ensure that as many of the votes as possible are accurately tabulated.
- (d) To the extent that overvotes on a Master Ballot are not reconcilable prior to the Ballot Deadline, the Balloting Agent shall count votes in respect of such Master Ballot in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the applicable bank's or brokerage firm's position on the Record Date in the Timber Notes.
- (e) Record Holders (or agents thereof) are authorized to complete multiple Master Ballots, and the votes reflected by such multiple Master Ballots shall be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted are inconsistent in whole or in part, the latest Master Ballot received prior to the Ballot Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot.
- (f) To avoid inconsistent treatment, each beneficial owner of a Timber Note is deemed to have voted the full principal amount of its claim relating to such Timber Note, notwithstanding anything to the contrary on any Ballot.

28. On the Solicitation Mailing Date, the Balloting Agent shall mail, by first class mail, the Solicitation Packages to (i) all creditors listed in the Debtors' Schedules as having non-contingent, undisputed, liquidated claims, (ii) all parties who have filed proofs of claims in

the Debtors' cases, (iii) any entity that has filed with the Court a notice of transfer of a claim under Bankruptcy Rule 3001(e) prior to the Record Date, (iv) all beneficial and nominal holders of the Timber Notes that are known to the Balloting Agent, and to the extent unknown, to any entity reasonably calculated to have knowledge of such holders, (v) the Office of the United States Trustee, (vi) the Official Committee of Unsecured Creditors, (vii) the Internal Revenue Service, and (viii) all parties who have filed notices of appearance in these cases (together, the "Notice Parties"). Notwithstanding the foregoing, the Balloting Agent shall not be required to serve a Solicitation Package upon any of the Debtors' creditors whose claims have been paid in full or expunged by order of this Court prior to the Record Date.

**E. Procedure for Temporary Allowance of Certain Claims Solely For Voting Purposes**

29. The deadline for filing motions for temporary allowance of claims for voting purposes under Bankruptcy Rule 3018(a) is **March 19, 2008**.

30. Any creditor whose claim is the subject of a pending objection shall not be entitled to vote on the Plans and shall not be counted in determining whether the requirements of section 1126(e) of the Bankruptcy Code have been met, unless such claim has been temporarily allowed for voting purposes by order of this Court pursuant to Bankruptcy Rule 3018(a) by the Ballot Deadline. To the extent that an objection has been filed against only a portion of a claim, the holder of such claim will be entitled to vote to the extent of the non-objected to portion of such claim.

**F. Tabulation**

31. In tabulating the Ballots, the following additional procedures shall be used



by the Balloting Agent:

- (a) A Ballot that (i) is not properly signed, or (ii) is not timely received by the Balloting Agent by the Ballot Deadline, shall be deemed a “Non-Qualifying Ballot” and shall not be counted. Each Ballot that is not a Non-Qualifying Ballot shall be a “Qualifying Ballot.”
- (b) If no votes to accept or reject a Plan are received with respect to a particular class, such class shall be deemed neither to accept nor to reject such Plan.
- (c) If a creditor casts more than one Ballot voting the same claim as to one Plan, the last dated timely Qualifying Ballot shall be deemed to reflect the voter’s intent and thus supersede any prior Ballots on such Plan.
- (d) Except for Master Ballots submitted by nominal holders of the Timber Notes, creditors must vote all of their claims within a particular class under a particular Plan either to accept or reject that Plan and may not split their claim within that particular class; thus, a Ballot within a particular class received from a single creditor on a single claim that partially rejects and partially accepts a Plan shall not be counted.

32. With respect to tabulating preference elections between or among the Plans, the following procedures shall be used:

- (a) In order for a creditor to express a preference amongst more than one Plan, a properly completed Ballot indicating a preference must be returned to the Balloting Agent by the Ballot Deadline.
- (b) Only creditors who have voted to accept more than one Plan shall be entitled to make a preference election.
- (c) A creditor that has voted to accept more than one Plan shall only be permitted to express a preference as to the Plans which such creditor voted to accept.
- (d) For Qualifying Ballots which indicate a vote to accept only one Plan, the creditor will be deemed to prefer that one Plan.
- (e) For Qualifying Ballots which reject all Plans or fail to accept any

of the Plans, no preference election shall be counted.

33. For purposes of determining whether the numerosity and claim amount requirements of sections 1126(c) and 1126(d) of the Bankruptcy Code have been satisfied, the Balloting Agent will tabulate only Qualifying Ballots.

34. The following Ballots shall not be counted or considered for any purpose in determining whether a Plan has been accepted or rejected: (i) any Ballot received after the Ballot Deadline; (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant; (iii) any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the respective Plan; (iv) any Ballot cast for a claim scheduled as unliquidated, contingent, or disputed for which no proof of claim was timely filed; (v) any unsigned Ballot; and (vi) any Ballot transmitted to the Balloting Agent by facsimile or electronic means (except for Master Ballots, which may be submitted by facsimile or other electronic means provided that an original Ballot is provided to the Balloting Agent within two business days following the Ballot Deadline).

35. The following shall also apply to Ballots received by the Balloting Agent: (i) each creditor shall be deemed to have voted the full amount of its claim as allowed for voting purposes pursuant to this Order; (ii) any Ballot which is returned to the Balloting Agent indicating acceptance or rejection of a Plan, but which is signed by an agent of the claim holder, shall be counted so long as the capacity of such agent is reflected on the Ballot and such agent is prepared to provide evidence of its authority upon request of the Balloting Agent, Plan Proponents or the Court; and (iii) all Ballots retained by the Balloting Agent shall be made available for review by the Court, Plan Proponents, the Committee, and the Office of the United

States Trustee.

36. The Balloting Agent shall file with the Court by no later than **March 28, 2008 at 4:00 p.m. Central Time**, a certificate tabulating the Ballots received as to each Plan.

37. The Balloting Agent and the Plan Proponents are authorized and directed to take such steps and perform such acts as may be necessary to implement and effectuate this Order.

SO ORDERED.

Dated: February 29, 2008  
Corpus Christi, Texas

A handwritten signature in black ink, appearing to read "Richard S. Schmidt". The signature is written in a cursive, somewhat stylized font.

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THE HONORABLE RICHARD S. SCHMIDT  
UNITED STATES BANKRUPTCY JUDGE

[Exhibits Excluded]