

Restructuring Prospector

Plans, 363 Sales and Liquidations

February 5, 2007
Volume 3, Number 6
Prospector Profiles in this Issue

| Company Name | Reference Number | Plan Title |
|---|-------------------------|---|
| Adelphia Communications Corp. | 07.0044 | First Modified Fifth Amended Chapter 11 Plan |
| Advanced Marketing Services, Inc. | 07.0045 | Section 363 Sale |
| AH-DH Apartments, Ltd. | 07.0046 | Amended Chapter 11 Plan of Reorganization |
| ASARCO LLC | 07.0047 | Section 363 Sale |
| Best Manufacturing Group LLC | 07.0048 | Section 363 Sale |
| Buffalo Coal Company, Inc. | 07.0049 | Section 363 Sale |
| Collins & Aikman Corp. | 07.0050 | First Amended Joint Plan and Disclosure Statement |
| Delphi Corp. | 07.0051 | Section 363 Sale |
| Entergy New Orleans, Inc. | 07.0052 | Disclosure Statement |
| Federal-Mogul Corp. | 07.0053 | Fourth Amended Joint Plan of Reorganization and Supplemental Disclosure Statement |
| Foamex International, Inc. | 07.0054 | Second Amended Joint Plan of Reorganization |
| Home Products International, Inc. | 07.0055 | Second Amended Plan of Reorganization |
| Interstate Bakeries Corp. | 07.0056 | Section 363 Sale |
| Mesaba Aviation, Inc. | 07.0057 | Plan of Reorganization and Disclosure Statement |
| Mirant Corp. | 07.0058 | Joint Chapter 11 Plan |
| OCA, Inc. | 07.0059 | Plan of Reorganization |
| Performance Transportation Services, Inc. | 07.0060 | Plan of Reorganization |
| Portrait Corp. of America | 07.0061 | Joint Plan of Reorganization |
| The Catholic Diocese of Spokane | 07.0062 | Joint Plan of Reorganization and Disclosure Statement |
| The Woodwind & the Brasswind | 07.0063 | Section 363 Sale |

(Click on Reference Number to go directly to Company Profile)

| Company Name | Reference Number | Plan Title |
|---------------------------------|-------------------------|--------------------------------------|
| Tyringham Holdings Inc. | 07.0064 | Amended Disclosure Statement |
| USA Commercial Mortgage Company | 07.0065 | Amended Joint Plan of Reorganization |
| Werner Holding Co., Inc. | 07.0066 | Section 363 Sale |

(Click on Reference Number to go directly to Company Profile)

In order to appear in the Restructuring Prospector, a party in a bankruptcy case with assets of over \$50 Million: files a proposed plan, an amended plan, or a modification to an existing plan; a disclosure statement is approved; provides notice of a 363 sale; a plan is confirmed or becomes effective; or emerges from bankruptcy. Only the specific information outlined in the indicated proposal is outlined in the profile. Previous proposals must be referred to for all plan elements.

Restructuring Prospector identifies and profiles plans, 363 sales, and liquidations for companies working through the bankruptcy process. Designed to support the niche marketing programs of professional firms and investors' prospecting programs, the Prospector features companies that meet defined predetermined criteria. Information is compiled weekly and the Prospector is distributed by e-mail every Sunday evening to arrive before 9:00 A.M. every Monday. For each business identified, the Prospector provides the trigger event and enough information to assess the prospect and pursue any opportunities. The Restructuring Prospector is published by Beard Group, Inc. (www.beardgroup.com). For subscription information call Customer Service at (240) 629-3300 ext. 27 at the Beard Group.

DISCLAIMER: Inclusion of a company or the reorganization plan in the Restructuring Prospector should not be construed to represent an analysis of the company or a definitive determination of the financial or operating condition of the company or the proposal.

ACCURACY & COVERAGE: The information contained herein is obtained from sources believed to be reliable. However, the accuracy of most data cannot be verified prior to publication, and the information is not guaranteed. Desired information is often incomplete, inaccurate, delayed or unavailable. Do not rely on the Prospector without independent verification.

SUBSCRIPTIONS: Subscription rate: \$575 for six months, payable in advance. All subscriptions entered are continued until canceled. For subscription information call Customer Service at (240) 629-3300, ext. 27.

Restructuring Prospector is a publication of **Beard Group, Inc.**, PO Box 4250, Frederick, MD 21705, (240) 629-3300, <http://www.bankrupt.com>. ISSN # 1555-7146. Copyright 2007. All rights reserved.
Publisher: Christopher Beard

***Prospector
Profile
07.0044***

Adelphia Communications Corporation

5619 DTC Parkway
Greenwood Village, CO 80111
(303) 268-6300

| | |
|---------------------------------|-------------|
| NAICS | 513210 |
| Employees | 14,300 |
| Revenue (mil) | \$3,606.04 |
| Income (mil) | (\$832.61) |
| Assets (mil) | \$13,196.74 |
| Liability (mil) | \$18,184.23 |
| (for the year ended 12/31/2002) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: First Modified Fifth Amended Chapter 11 Plan

Company Description: Adelphia Communications Corporation serves as a cable systems operator in the United States. It primarily provides analog and digital video services, high-speed Internet access, and other services over its broadband networks to residential subscribers. The Company and its more than 200 affiliates filed for Chapter 11 protection in the Southern District of New York on June 25, 2002, case number 02-41729, before Judge Robert Gerber.

Officers: William T. Schleyer (Chair & CEO), Vanessa A. Wittman (CFO), Scott D. Macdonald (CAO), E. Thayer Bigelow (Dir.), Rodney Cornelius (Dir.), Anthony Kronman (Dir.), Philip Lochner (Dir.), Susan Ness (Dir.), Kenneth Wolfe (Dir.)

Auditor: PricewaterhouseCoopers LLP

Attorneys: Willkie Farr & Gallagher; New York, NY; (212) 728-8000
Marc Abrams, Esq.
Shelley C. Chapman, Esq.

Securities: Common Stock-Symbol ADELQ.PK; OTC; 248,747,779 common shares outstanding as of September 30, 2004.

Notes: Update of profile 07.0026 (Vol. 3, Num. 4 - RPP070122)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Adelphia Communications Corporation

***Prospector
Profile
07.0044***

Document Title: First Modified Fifth Amended Chapter 11 Plan

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Adelphia Communications Corporation***Prospector
Profile
07.0044*****Document Title:** First Modified Fifth Amended Chapter 11 Plan**Editor's Notes:**

The Official Committee of Equity Security Holders in Adelphia Communications Corp. and its debtor-affiliates' Chapter 11 cases notified the U.S. Bankruptcy Court for the Southern District of New York that it will take an appeal from the Judge Robert E. Gerber's order confirming the Company's First Modified Fifth Amended Chapter 11 Plan to the U.S. District Court for the Southern District of New York.

The Equity Committee wants the District Court to determine:

- (a) whether the Bankruptcy Court erred in entering the Bench January 3, 2007 decision and January 5 order confirming the Plan over the Equity Committee's objections;
- (b) whether the Bankruptcy Court had jurisdiction to remove the Equity Committee as a plaintiff in a multi-billion dollar litigation, and transfer the Equity Committee's claims to the creditors, even after the District Court withdrew the reference as to that litigation;
- (c) whether the Plan is unlawful because it entrusts that multi-billion dollar litigation to creditors who have an intractable conflict of interest because they repeatedly have taken, and continue to take, positions adverse to the interests of equity holders;
- (d) whether the Confirmation Order violates the Bankruptcy Code by depriving the Equity Committee of the right to prosecute its own objection to the claims filed by Adelphia's prepetition lenders; and
- (e) whether the Confirmation Order, by terminating the Equity Committee on the Effective Date, improperly deprives the Equity Committee of the right to appeal from the Confirmation Order itself.

[Return to top](#)

**Prospector
Profile
07.0045****Advanced Marketing Services, Inc.**

5880 Oberlin Dr.
San Diego, CA 92121
(858) 457-2500

| | |
|--------------------------------|----------------|
| NAICS | 511000 |
| Employees | 1,200 |
| Revenue | (mil) \$911.63 |
| Income | (mil) \$11.18 |
| Assets | (mil) \$445.56 |
| Liability | (mil) \$303.69 |
| (for the year ended 3/31/2003) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Section 363 Sale

Company Description: Advanced Marketing Services, Inc. provides customized merchandising, wholesaling, distribution and publishing services, currently primarily to the book industry. The Company has operations in the U.S., Mexico, the United Kingdom and Australia.

Officers: Charles C. Tillinghast (Chair); Gary M. Rautenstrauch (Pres., CEO & Dir.); Jack Dollard (EVP & COO); Curtis Smith (EVP & CFO); Michael Molina (EVP); Eric W. Januszko (EVP & CIO); Tara Catogge (EVP); Loren C. Paulsen (Dir.); James A. Leidich (Dir.); E. William Swanson, Jr. (Dir.); Trygve E. Myhren (Dir.); Lynn S. Dawson (Dir.); Robert F. Bartlett (Dir.); Bruce E. Grout (Dir.); Robert E. Robotti (Dir.)

Auditor: Deloitte & Touche LLP

Attorneys: Richards, Layton & Finger PA; Wilmington, DE; (302) 651-7700
Chun I. Jang, Esq.
Mark D. Collins, Esq.
Paul Noble Heath, Esq.

Securities: 19,054,000 common shares outstanding as of June 1, 2003.

Notes: The Company had estimated assets and debt of more than \$100 million when it filed for bankruptcy.

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Advanced Marketing Services, Inc.

***Prospector
Profile
07.0045***

Document Title: Section 363 Sale

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Advanced Marketing Services, Inc.

***Prospector
Profile
07.0045***

Document Title: Section 363 Sale

Editor's Notes: Advanced Marketing Services Inc. and its debtor-affiliates ask the U.S. Bankruptcy Court for the District of Delaware for authority to sell Publishers Group West Incorporated's rights under its distribution agreements with various publishers to Perseus Books, L.L.C., and Client Distribution Services, Inc.

The Company also asks the Court to authorize PGW to assume and assign the Distribution Agreements, and sell certain other assets related to its distribution business to Perseus Books.

The Company will continue to seek higher and better offers for the PGW Assets. However, given the exigencies surrounding PGW's business, the Company does not intend to auction or adopt other formal procedures to test the adequacy of the proposed transaction.

The Company also explains that they had been exploring various strategic alternatives for months prior to the Petition Date and have continued those efforts post petition. The Company believes that the terms of the Purchase Agreement and the PGW Sale contemplated are fair and reasonable, and that the PGW Sale will maximize the value of the PGW estate for the benefit of the Company's creditors, stakeholders and other parties-in-interest.

Although PGW has been paying substantially all PGW Publishers weekly since the Petition Date, according to Mr. Heath, failure to make payments relating to the holiday season is leading to drastic consequences for many, if not all of the PGW Publishers.

The Company, nonetheless, reserves the right to take appropriate measures to pursue an alternative bid should the Company receives any viable and superior offer before the Court considers the sale to Perseus Books. Should they pursue and accept an alternative transaction, the Company seeks the Court's permission to pay a \$500,000 breakup fee to Perseus Books.

Pursuant to a Purchase Agreement dated January 18, 2007, PGW will assign to CDS all of PGW's rights under each Distribution Agreement with a Publisher that executes a publisher agreement with Perseus Books. CDS will purchase and assume on a prospective basis all of PGW's obligations under each Distribution Agreement with a Consenting Publisher.

PGW will also provide CDS with administrative, technical and support services pursuant to a Transition Services Agreement.

Under the Publisher Agreements, Perseus Books will pay Consenting Publishers representing at least 65% of PGW's best good faith estimate of the maximum amount of the Prepetition Claims of all Publishers, 70% of their claims against PGW in exchange for a complete assignment to Perseus Books of the Prepetition Claims. With respect to Consenting Publishers representing the remaining 35%, Perseus Books may -- but is not required to -- pay the Consenting Publishers less than 70% of their Prepetition Claims.

Advanced Marketing Services, Inc.***Prospector
Profile
07.0045***

PGW and Perseus Books agree that the Maximum Prepetition Claims estimate will not exceed in the aggregate \$28,950,193.

Perseus Books will release the estate from the paid portion of the Claims. Perseus Books will retain against the PGW estate an administrative claim for the amount of the assigned Prepetition Claim that is not released.

Perseus Books' administrative claim may be increased on a dollar-for-dollar basis if the Net Amount paid by Perseus Books exceeds a sliding scale keyed off a "purchase price" -- that is, the amount paid by Perseus Books to Consenting Publishers net of its retained administrative claim -- of \$12,500,000 for all Distribution Agreements.

CDS will purchase from PGW all returns of Consenting Publishers' books received on or after the Petition Date, provided that with respect to no more than 50% of the returns, CDS may pay for the returns with a reduction in the amount of Perseus Books' administrative claim against the estate.

PGW will transfer all items of each Consenting Publisher's inventory to CDS, free and clear of all liens, claims and interests of PGW's creditors, including Wells Fargo Foothill and the DIP Lenders.

As a condition to closing, Publishers holding Claims aggregating at least 65% of the Maximum Prepetition Claims against PGW must execute the Publisher Agreements.

Perseus Books and CDS may terminate the Purchase Agreement if the closing has not occurred, or in Perseus Books' good faith judgment is not likely to occur, by March 15, 2007.

AMS and PGW retain the right to terminate the deal if, in their good faith judgment, PGW no longer has the financial wherewithal and capacity to perform under the Purchase Agreement or the Transition Services Agreement or operate in the ordinary course as established postpetition.

The Company also seeks the Court's nod to walk away from those Distribution Agreements that will not be assigned, to avoid burdening their estates with continuing obligations, if any, associated with the Non-Assigned Contracts. The Company may provide a written rejection notice by facsimile, first-class mail or overnight courier to each Publisher to any Non-Assigned Contract. The applicable Non-Assigned Contract will be deemed rejected effective upon the expiration of five days after receipt of a Rejection Notice.

[Return to top](#)

***Prospector
Profile
07.0046***

AH-DH Apartments, Ltd.
5055 West Park Blvd., Suite 700
Plano, TX 75093

NAICS

236117

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Amended Chapter 11 Plan of Reorganization

Company Description: AH-DH Apartments Ltd. and its debtor-affiliates own 16 apartment complexes. The Company filed for Chapter 11 protection on April 12, 2006, with the U.S. Bankruptcy Court for the District of Texas, case number 06-40355, before Judge Brenda T. Rhoades.

Attorneys: McGuire Craddock & Strother, PC; Dallas, TX; (214) 954-6847
David L. Woods, Esq.
J. Mark Chevallier, Esq.

Notes: Update of profile 06.0374 (Vol. 2, Num. 43 -RPP061023)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

AH-DH Apartments, Ltd.

***Prospector
Profile
07.0046***

Document Title: Amended Chapter 11 Plan of Reorganization

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

AH-DH Apartments, Ltd.

***Prospector
Profile
07.0046***

Document Title: Amended Chapter 11 Plan of Reorganization

Editor's Notes: Judge Brenda T. Rhoades of the U.S Bankruptcy Court for the Eastern District of Texas confirmed AH-DH Apartments Ltd. and its debtor-affiliates' Amended Chapter 11 Plan of Reorganization.

The Amended Plan contemplates a consolidation and reorganization of the Debtor and payment of all claims, other than the Citigroup Global Markets Realty Corp. fka Salomon Brothers Realty Corp.'s Allowed Secured Claim, which will be paid an agreed amount of \$144,000,000.

On the effective date of the Amended Plan, the new investors will make a preferred equity investment which will be coupled with exit financing to make all payments required by the Amended Plan and to cure deferred maintenance on the properties.

In addition, the Plan provides the assumption of all executory contracts and unexpired leases not expressly rejected on or before 90 days after confirmation of the Plan.

Each holder of General Unsecured and Class 4 Allowed Secured Claims, other than Citigroup's Secured Claim, will receive payment in full, in cash, on the later of:

- 10 days following the effective date of the Plan; or
- 10 days following the date any such claim becomes an allowed claim.

Holders of Equity Interests in the Original Company will be exchanged for new equity interests in the Reorganized Company, provided, that the new equity interests will be subordinate in right of distribution to the new investors.

[Return to top](#)

***Prospector
Profile
07.0047***

ASARCO LLC

1150 North Seventh Ave.
Tucson, AZ 85705
(520) 798-7500

NAICS

331423

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Section 363 Sale

Company Description: ASARCO LLC is an integrated copper mining, smelting and refining company. Americas Mining Corp. is the Company's direct parent, and Grupo Mexico S.A. de C.V. is its ultimate parent. The Company has five affiliates that filed for Chapter 11 protection on April 11, 2005, with the U.S. Bankruptcy Court for the Southern District of Texas, case numbers 05-20521 through 05-20525. They are Lac d'Amiante Du Quebec Ltee, CAPCO Pipe Company, Inc., Cement Asbestos Products Co., Lake Asbestos Of Quebec, Ltd., and LAQ Canada, Ltd.

Officers: Daniel Tellechea Salido (Chair, Pres. & CEO); John D. Low (VP); Genaro Guerrero Diaz Mercado (VP, Treas. & CFO); Douglas E. McAllister (VP, Gen. Counsel & Sec.); Gary Miller (VP); Jose A. Balderrama Neder (VP); Tom Aldrich (VP); Oscar Gonzales Barron (Controller); Scott Thomas (Asst. Sec.); Manuel F. Ramos Rada (Dir.)

Attorneys: Baker Botts L.L.P.; Dallas, TX; (214) 953-6612
James R. Prince, Esq.
Jack L. Kinzie, Esq.

Jordan, Hyden, Womble & Culbreth, P.C.; Corpus Christi, TX; (361) 884-5678
Nathaniel Peter Holzer, Esq.
Shelby A. Jordan, Esq.

Notes: Update of profile 06.0357 (Vol. 2, Num. 42 - RPP061016)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

ASARCO LLC

***Prospector
Profile
07.0047***

Document Title: Section 363 Sale

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

ASARCO LLC

***Prospector
Profile
07.0047***

Document Title: Section 363 Sale

Editor's Notes: Judge Richard S. Schmidt of the U.S. Bankruptcy Court for the Southern District of Texas has approved uniform bidding procedures that will govern the auction and sale process of the real property owned by ASARCO Master Inc. located in San Francisco, California

ASARCO Master Inc. had sought the Court's authority to sell approximately 0.3 acres of real property located in San Francisco, California, free and clear of liens, claims, encumbrances and interests, to 1450 Marin St., LLC.

Marin initially offered to purchase the San Francisco Property for \$150,000. However, ASARCO Master was able to obtain appraisal from Robertson Partners valuing the Property at \$188,400 on a 12-year return, and \$210,000 on a 13.3-year return.

After negotiations and pursuant to a purchase and sale agreement, Marin agreed to pay \$160,000 in cash for the Property, \$50,000 of which will be deposited to First American Title Insurance Company, as escrow agent.

Because of the San Francisco Property's environmental conditions, ASARCO Master decided to accept Marin's offer, subject to better and higher bids.

[Return to top](#)

***Prospector
Profile
07.0048***

Best Manufacturing Group LLC

NAICS

313312

10 Exchange Place
Jersey City, NJ 07302
(201) 356-3800

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Section 363 Sale

Company Description: Manufacturing Group LLC and its subsidiaries manufacture and distribute textiles, career apparel and other products for the hospitality, healthcare and textile rental industries. The Company and four of its subsidiaries filed for Chapter 11 protection on August 9, 2006, with the U.S. Bankruptcy Court for the District of New Jersey, case number 06-17415.

Attorneys: Michael D. Sirota, Esq., at Cole, Schotz, Meisel, Forman & Leonard, P.A.; Hackensack, NJ; (201) 489-3000

Notes:

Estimated Assets and Debt: More than \$100 million.

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Best Manufacturing Group LLC

***Prospector
Profile
07.0048***

Document Title: Section 363 Sale

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Best Manufacturing Group LLC

***Prospector
Profile
07.0048***

Document Title: Section 363 Sale

Editor's Notes: Best Manufacturing Group LLC and its debtor-affiliates ask the U.S. Bankruptcy Court for the District of New Jersey for authority to sell substantially all of its remaining assets at an auction.

The remaining assets include, but are not limited to, all inventory and accounts receivable; the shares of Crowntex, X-Etra and Maysun Land Limited, owned by Best:Artex; and certain owned real property.

The Company reminds the Court that it had previously sold its Image and Baker Divisions in 2006.

The Company relates that it has entered in an Asset Purchase Agreement with Best Textiles International Ltd. regarding the sale of their remaining assets, subject to better and higher offers.

Pursuant to the Agreement, Best Textiles will purchase the remaining assets for \$35 million; will assume certain liabilities; and will get certain executory contracts and unexpired leases.

The Company also asks the Court for authority to pay Best Textiles up to \$1.5 million as break-up fee and expense reimbursement as the stalking horse bidder.

[Return to top](#)

***Prospector
Profile
07.0049***

Buffalo Coal Company, Inc.

32 Enterprise Dr.
Oakland, MD 21550
(301) 533-0933

NAICS

213113

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Section 363 Sale

Company Description: Buffalo Coal Company, Inc. is engaged in coal mining and processing services. The Company filed for Chapter 11 protection on May 5, 2006, with the U.S. Bankruptcy Court for the Northern District of West Virginia, case number 06-00366.

Attorneys: David A. Hoyer, Esq. of Hoyer, Hoyer & Smith PLLC; Charleston, WV;
(304) 344-9821

Notes:

Total Assets: \$119,323,183

Total Debt: \$105,887,321

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Buffalo Coal Company, Inc.

***Prospector
Profile
07.0049***

Document Title: Section 363 Sale

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Buffalo Coal Company, Inc.

***Prospector
Profile
07.0049***

Document Title: Section 363 Sale

Editor's Notes: International Coal Group, Inc.'s Vindex Energy subsidiary has completed the purchase of selected assets of Buffalo Coal Company. The purchased assets include coal reserves, a coal preparation plant, and a rail load-out facility near Mount Storm, West Virginia.

The U.S. Bankruptcy Court for the Northern District of West Virginia approved Vindex Energy's \$5 million bid for those assets on December 8, 2006.

[Return to top](#)

**Prospector
Profile
07.0050****Collins & Aikman Corp.**

250 Stephenson Highway
Troy, MI 48083
(248) 824-2500

| | |
|---------------------------------|------------|
| NAICS | 336111 |
| Employees | 23,900 |
| Revenue (mil) | \$3,983.70 |
| Income (mil) | (\$57.50) |
| Assets (mil) | \$3,191.20 |
| Liability (mil) | \$2,750.90 |
| (for the year ended 12/31/2003) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: First Amended Joint Plan and Disclosure Statement

Company Description: Collins & Aikman Corp. is engaged primarily in the design, engineering and manufacture of automotive interior components, systems and modules. The Company supplies products from three primary categories: plastic components and cockpits, soft trim and convertible roof systems. The Company filed for Chapter 11 protection on May 17, 2006, with the U.S. Bankruptcy Court for the Eastern District of Michigan, case number 05-55927, before Judge Steven Rhodes.

Officers: J. Michael Stepp (Vice Chair); Gerald Jones (EVP); Bryce M. Koth (SVP & CFO); Wallace W. Creek (SVP); L. Gregory Tinnell (SVP); Dianne Kokkinos (SVP); Robert A. Krause (VP & Treas.); Charles E. Becker (Acting CEO & Dir.)

Auditor: KPMG LLP

Attorneys: Ray C. Schrock, Esq. of Kirkland & Ellis LP; Chicago, IL; (312) 861-2413

Securities: Common Stock-Symbol CKC; NYSE; 83,630,087 common shares outstanding as of October 31, 2004.

10 3/4% senior notes due 2011

12 7/8% senior subordinated notes due 2012

Notes: Update of profile 07.0007 (Vol. 3, Num. 2 - RPP070108)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Collins & Aikman Corp.

***Prospector
Profile
07.0050***

Document Title: First Amended Joint Plan and Disclosure Statement

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Collins & Aikman Corp.

***Prospector
Profile
07.0050***

Document Title: First Amended Joint Plan and Disclosure Statement

Editor's Notes: Collins & Aikman Corp. filed with the Court a modified First Amended Joint Plan and Disclosure Statement on January 24, 2007.

The Company advised the Court that they have reached an agreement in principle with the Official Committee of Unsecured Creditors and the Unofficial Steering Committee for their senior, secured prepetition lenders regarding the terms of the Amended Plan.

"We have recently come to an agreement on the allocation of litigation trust distributions and funding of the Litigation Trust, which clears the way for a consensual plan," John Boken, Collins & Aikman's chief restructuring officer, said. "We are pleased to have reached another major milestone in these cases now that we have the support of our most significant creditor constituencies and our major customers regarding the terms of our plan."

The Company modified the Amended Plan to reflect the agreement. Certain provisions of the Amended Plan were also modified to address the objections filed by governmental agencies, insurers and other parties-in-interest.

Judge Rhodes approves the Disclosure Statement to the modified First Amended Plan and set the hearing to consider confirmation of that Plan to April 19, 2007.

[Return to top](#)

**Prospector
Profile
07.0051****Delphi Corporation**

5725 Delphi Dr.
Troy, MI 48098
(248) 813-2000

| | |
|---------------------------------|-------------|
| NAICS | 441310 |
| Employees | 184,200 |
| Revenue (mil) | \$26.95 |
| Income (mil) | (\$2.36) |
| Assets (mil) | \$17,023.00 |
| Liability (mil) | \$23,268.00 |
| (for the year ended 12/31/2005) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Section 363 Sale

Company Description: Delphi Corp. supplies vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide.

Officers: Robert S. Miller, Jr. (Chair & CEO); Rodney O'Neal (Pres., COO & Dir.); Robert J. Dellinger (EVP & CFO); John D. Sheehan (VP); Robert J. Remenar (VP); John Arle (VP-Treas.)

Auditor: Deloitte & Touche LLP

Securities: Common Stock-Symbol DPHIQ.PK; PNK; 561,781,590 common shares outstanding as of May 31, 2006.

Notes:

Total Assets: \$7,951,000,000

Total Debts: \$23,111,000,000

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Delphi Corporation

***Prospector
Profile
07.0051***

Document Title: Section 363 Sale

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Delphi Corporation

***Prospector
Profile
07.0051***

Document Title: Section 363 Sale

Editor's Notes: Delphi Corp. has entered into an asset sale and purchase agreement with Harco Manufacturing Group, LLC for the sale of its brake hose business. Pursuant to the procedures outlined in the Bankruptcy Code, the Company filed a motion with the U.S. Bankruptcy Court for the Southern District of New York to request a bidding procedures hearing on February 15.

After the completion of the bidding procedure process, a final sale hearing is anticipated to be set for March 22. The final sale of the Delphi Brake Hose business is subject to the approval of the U.S. Bankruptcy Court, and waiver of any "no sale" clause in any agreements between Delphi and the Steel Workers of America, Local 87L, AFL-CIO/CLC.

As outlined in the Court filing, the asset sale and purchase agreement between Delphi and Harco includes machinery and equipment, intellectual property, and assignment and assumption of certain customer contracts.

The sale agreement does not include any real estate or production facility or the transfer of the Delphi work force to Harco. Under a manufacturing services agreement, Delphi would continue to produce brake hose products for a maximum of 12 months or until such earlier time as the transition of the business line is completed.

In addition, Delphi is working to finalize a Master Sale and Purchase Agreement with Platinum Equity regarding the sale of its global steering and half shaft business. Delphi announced in March 2006 that, while it recognized the steering business as strategic, it intended to explore a sale of the global steering business as part of its comprehensive transformation plan.

Details of the negotiations between Platinum Equity and Delphi will remain confidential until a Master Sale and Purchase Agreement is filed with the U.S. Bankruptcy Court.

[Return to top](#)

***Prospector
Profile
07.0052***

Entergy New Orleans, Inc.

639 Loyola Ave.
New Orleans, LA 70113
(504) 576-4000

| | |
|---------------------------------|-------------|
| NAICS | 221100 |
| Employees | 14,400 |
| Revenue (mil) | \$10,123.72 |
| Income (mil) | \$933.05 |
| Assets (mil) | \$28,310.78 |
| Liability (mil) | \$20,014.09 |
| (for the year ended 12/31/2004) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Disclosure Statement

Company Description: Entergy New Orleans, Inc. is a subsidiary of Entergy Corp., an integrated energy company engaged primarily in electric power production and retail electric distribution operations. The Company filed for Chapter 11 protection on September 23, 2005, with the U.S. Bankruptcy Court in the Eastern District of Louisiana (New Orleans), case number 05-17697, before Judge Jerry A. Brown.

Officers: Richard J. Smith (Grp. Pres.); Leo P. Denault (EVP & CFO); Curtis L. Hebert, Jr. (EVP); Mark T. Savoff (EVP); Robert D. Sloan (EVP, Gen. Counsel & Sec.); Gary J. Taylor (EVP); Nathan E. Langston (SVP & Chief Acctg. Officer); William E. Madison (SVP); J. Wayne Leonard (CEO & Dir.)

Auditor: Deloitte & Touche LLP

Attorneys: Jones Walker Waechter Poitevent CarrSre & DenSgre, L.L.P.;
New Orleans, LA; (504) 582-8000
Elizabeth J. Futrell, Esq.
R. Partick Vance, Esq.

Securities: Common Stock-Symbol ETR; NYSE; 207,579,330 common shares outstanding as of July 29, 2005.

Notes: Update of profile 07.0002 (Vol. 3, Num.1 - RPP070102)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Entergy New Orleans, Inc.

***Prospector
Profile
07.0052***

Document Title: Disclosure Statement

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Entergy New Orleans, Inc.

***Prospector
Profile
07.0052***

Document Title: Disclosure Statement

Editor's Notes: The U.S. Bankruptcy Court for the Eastern District of Louisiana approved at the January 25, 2007, hearing the disclosure statements accompanying the rival plans of reorganization filed by Entergy New Orleans Inc. and its Official Committee of Unsecured Creditors, according to Bloomberg News.

Judge Brown held that the Disclosure Statements contain adequate information within the meaning of Section 1125 of the Bankruptcy Code. The Company and the Committee are authorized to deliver the Disclosure Statements to creditors entitled to vote on the Plans.

Judge Brown said ENOI's Fourth Amended Plan of Reorganization is essentially the same as the Committee's Plan, except for the "timing of the payout" provision, wherein the Committee proposes to pay, in full, all creditors by June 30, 2007, Bloomberg News reported.

ENOI will use \$200,000,000 in Community Development Block Grants Funds and \$50,000,000 in Katrina Insurance Proceeds to pay its creditors under its Plan.

The Committee's Plan, on the other hand, will attempt to negotiate and consummate a five-year exit financing of up to \$150,000,000 for ENOI. The exit loan will bear a 10.5% interest rate per annum with annual increases of 1% per year. The Committee also contemplates on drawing from \$200,000,000 in CDBG Funds awarded to ENOI to finance post-Effective Date payments. ENOI expects to receive the CDBG funds by the end of March.

[Return to top](#)

***Prospector
Profile
07.0053***

Federal-Mogul Corporation

26555 Northwestern Highway
Southfield, MI 48034
(248) 354-7700

| | |
|-----------|--------|
| NAICS | 423120 |
| Employees | 41,700 |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Fourth Amended Joint Plan of Reorganization and Supplemental Disclosure Statement

Company Description: Federal-Mogul Corp. manufactures automotive parts. The Company filed for Chapter 11 protection on October 1, 2001, with the U.S. Bankruptcy Court for the District of Delaware, case number 01-10582.

Officers: Jose Maria Alapont (Pres., Chair. & CEO); G. Michael Lynch (EVP & CFO)

Attorneys: Sidley Austin Brown & Wood; New York, New York; (212) 839-5300
Lawrence J. Nyhan Esq.
James F. Conlan Esq.
Kevin T. Lantry Esq.

Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P.C.; Wilmington, Delaware; (302)652-4100
Laura Davis Jones Esq.

Notes: Update of profile 07.0008 (Vol.3, Num.2 - RPP070108)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Federal-Mogul Corporation

***Prospector
Profile
07.0053***

Document Title: Fourth Amended Joint Plan of Reorganization and Supplemental Disclosure Statement

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Federal-Mogul Corporation

***Prospector
Profile
07.0053***

Document Title: Fourth Amended Joint Plan of Reorganization and Supplemental Disclosure Statement

Editor's Notes: Federal-Mogul Corp. and its debtor-affiliates delivered revised versions of their Fourth Amended Joint Plan of Reorganization and Supplemental Disclosure Statement to the Court on January 30, 2007.

Robert L. Katz, vice president and general counsel of Federal-Mogul Corp., relates that among others, the Revised Fourth Amended Plan supplements the treatment of Class H Unsecured Claims, and provides for the implementation of the Owens-Illinois Settlement and the continuation of retiree benefits.

The Revised Supplemental Disclosure Statement discloses additional information concerning the Pneumo Abex Settlement, certain insurance issues and trust indemnification obligations in connection with the Pneumo Abex Plan A Settlement, and additional disclosures concerning asbestos-related insurance.

[Return to top](#)

Federal-Mogul Corporation***Prospector
Profile
07.0053*****Document Title:** Section 363 Sale

Federal-Mogul sought the Court's permission to sell real property located in Upton, Wirral, England to Hawtin Developments LLP for GBP6, 200,000 or around US\$12,200,000.

The Upton Property, owned by Debtor Federal-Mogul Ignition (UK) Limited, sits on roughly 26.77 acres of land, 21 acres of which were devoted to the manufacture of spark plugs. The Upton Property has two manufacturing facilities -- a 160,263 square-foot assembly plant and a 274,959 square-foot ceramics plant.

Pursuant to the parties' Sale Agreement, dated December 21, 2006, Hawtin has provided the Debtors with a GBP 620,000 deposit. Hawtin will pay the remaining GBP5, 580, 000 on the completion date of the Sale, which will occur on the later of February 15, 2007, or 10 days after Federal-Mogul notifies Hawtin that all necessary consents to the Sale have been received.

In addition, the Sale Agreement provides that Hawtin will pay the Company 50% of the increase in value of the land if it is able to obtain consent from the local zoning authority for development of the Upton Property for residential, retail or office purposes within 15 years from the Completion Date less the value already paid. The Overage is secured by the English equivalent of a second-priority lien in favor of F-M Ignition. Hawtin's lenders have a first-priority lien on the Overage in an amount equal to GBP6, 200, 000.

Federal-Mogul has extensively marketed the Upton Property in the U.K. for a year and have received several purchase offers. It has determined that Hawtin's offer is the best offer. The Company expects the Sale proceeds to be completely unencumbered.

[Return to top](#)

**Prospector
Profile
07.0054****Foamex International, Inc.**

1000 Columbia Avenue
Linwood, PA 19061
(610) 859-3000

| | |
|-------------------------------|------------|
| NAICS | 326140 |
| Employees | 5,500 |
| Revenue (mil) | \$1,266.39 |
| Income (mil) | (\$150.93) |
| Assets (mil) | \$645.71 |
| Liability (mil) | \$1,004.02 |
| (for the year ended 1/2/2006) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Second Amended Joint Plan of Reorganization

Company Description: Foamex International, Inc. manufactures and distributes flexible polyurethane and advanced polymer foam products. The Company and eight affiliates filed for Chapter 11 protection on September 19, 2005, with the Bankruptcy Court for the District of Delaware, case numbers 05-12685 through 05-12693, before Judge Peter Walsh.

Officers: Raymond E. Mabus, Jr. (Chair); Thomas E. Chorman (Pres & CEO); K. Douglas Ralph (EVP & CFO); Bruno Fontanot (SVP & Chief Acctg. Officer); S. Dennis N. Belcher (Dir.); John C. Culver (Dir.); Thomas M. Hudgins (Dir.); David A. Lieberman (Dir.); Raul J. Valdes-Fauli (Dir.)

Auditor: KPMG LLP

Attorneys: Alan W. Kornberg, Esq., at Paul, Weiss, Rifkind, Wharton & Garrison LLP; New York, NY; (212) 373-3209
Pauline K. Morgan, Esq., at Young, Conaway, Stargatt & Taylor LLP; Wilmington, Delaware; (302) 571-6600

Securities: Common Stock-Symbol FMXIQ; NasdaqNM; 1,000 common shares outstanding as of August 22, 2005.

10 3/4% senior secured notes due 2009; 9 7/8% senior subordinated notes due 2007

Notes: Update of profile 07.0009 (Vol. 3, Num. 2 - RPP070108)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Foamex International, Inc.

***Prospector
Profile
07.0054***

Document Title: Second Amended Joint Plan of Reorganization

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Foamex International, Inc.

***Prospector
Profile
07.0054***

Document Title: Second Amended Joint Plan of Reorganization

Editor's Notes: The U.S. Bankruptcy Court for the District of Delaware has confirmed Foamex International Inc.'s Second Amended Joint Plan of Reorganization, setting the stage for the Company's emergence from Chapter 11, which is expected to occur on February 12.

In confirming the Plan, the Court determined that Foamex had provided fair and equitable treatment of its creditors and equityholders and otherwise satisfied the confirmation requirements under the Bankruptcy Code.

Foamex's Plan provides for the satisfaction in full cash to all holders of allowed claims against the company. In addition, under the Plan, the Company's equityholders will retain their interests in Foamex, subject to dilution as a result of the issuance of additional common stock pursuant to the rights offering and, if exercised, the call option and any common stock to be issued under the proposed Management Incentive Plan and the existing Key Employee Retention Program or upon exercise of any stock options. The Company's Senior Secured Noteholders and equityholders voted unanimously in favor of the Plan.

On December 7, 2006, Foamex has secured a commitment from a group of lenders led by Bank of America, N.A. and Banc of America Securities LLC for up to \$790 million of exit financing from which the company will draw approximately \$615 million upon its emergence from Chapter 11. In connection with the rights offering and related equity commitment, which expired on Jan. 31, 2007, and related agreements, the exit financing will be used by Foamex to repay the Debtor-In-Possession facility, to make other payments required upon exit from bankruptcy, and to ensure strong cash balances to conduct post-reorganization operations.

The Company said that creditor distributions would likely begin on the Effective Date of the Plan.

[Return to top](#)

***Prospector
Profile
07.0055***

Home Products International, Inc.

4501 West 47th St.
Chicago, IL 60632
(773) 890-1010

| | |
|---------------------------------|----------|
| NAICS | 442299 |
| Employees | 865 |
| Revenue (mil) | \$260.28 |
| Income (mil) | (\$4.55) |
| Assets (mil) | \$192.49 |
| Liability (mil) | \$190.12 |
| (for the year ended 12/31/2004) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Second Amended Plan of Reorganization

Company Description: Home Products International, Inc., through its wholly owned subsidiary, designs, manufactures and markets a broad range of quality consumer housewares products.

Officers: Joseph Gantz (Chair); James E. Winslow (EVP & Sec.); G. Park Owens (SVP); Mark J. Suchinski (VP & Chief Acctg. Officer); Richard A. Hassert (COO); Douglas S. Ramsdale (CEO & Dir.); Donald J. Hotz (CFO); James M. Gould (Dir.); Ellen Havdala (Dir.); Robert Lawrence (Dir.); Donald J. Liebenritt (Dir.); William C. Pate (Dir.); Terry Savage (Dir.); Mark Weber (Dir.); Philip G. Tinkler (Dir.)

Auditor: McGladrey & Pullen LLP

Attorneys: Eric D. Schwartz, Esq. of Morris, Nichols, Arsht & Tunnell; Wilmington, DE; (302) 658-9200

Securities: 8,154,587 common shares outstanding as of November 5, 2005.
9.625% senior subordinated notes due 2008.

Notes:

Estimated Assets: \$1 million to \$100 million
Estimated Debt: more than \$100 million

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Home Products International, Inc.

***Prospector
Profile
07.0055***

Document Title: Second Amended Plan of Reorganization

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Home Products International, Inc.

***Prospector
Profile
07.0055***

Document Title: Second Amended Plan of Reorganization

Editor's Notes: Judge Christopher S. Sontchi of the U.S. Bankruptcy Court for the District of Delaware approved the Second Amended Disclosure Statement explaining the Second Amended Plan of Reorganization filed by Home Products International Inc. and Home Products International-North America Inc.

Under the Plan, Administrative Claims, Priority Tax Claims, Class 1 Priority Non-Tax Claims, Class 2 Prepetition Lender Secured Claims, Class 3 Miscellaneous Secured Claims, Class 4 General Unsecured Claims, and Class 7 Interests in HPI-NA are unimpaired. Class 5 Noteholder Claims and Class 6 Interests in HPI are impaired classes.

Holders of Allowed Administrative Claims will be paid cash on the later of the plan effective date or the date the claim is allowed, or on terms agreed upon by the holder and the Companies.

Holders of Allowed Priority Tax Claims will receive cash payments in equal annual installments starting on the anniversary of the plan effective date, together with interest on the unpaid balance on the later of the plan effective date, the date the claim is allowed, or the date the holder and the Companies made an agreement.

[Return to top](#)

**Prospector
Profile
07.0056****Interstate Bakeries Corporation**

12 East Armour Boulevard
Kansas City, MO 64111
(816) 502-4000

| | |
|--------------------------------|------------|
| NAICS | 311800 |
| Employees | 34,000 |
| Revenue | \$3,525.78 |
| Income | \$27.45 |
| Assets | \$1,645.69 |
| Liability | \$1,319.93 |
| (for the year ended 5/31/2003) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Section 363 Sale

Company Description: The Company produces, markets, distributes and sells fresh bakery products through supermarkets, convenience stores, and its 62 bakeries and 1,375 thrift stores in the U.S. The Company and seven of its debtor-affiliates filed for Chapter 11 protection on September 22, 2004, with the U.S. Bankruptcy Court for the Western District of Missouri, case number 04-45814, before Judge Jerry Venters.

Officers: James R. Elsesser (Chair, CEO & Dir.); Michael Kafoure (Pres. & COO); Ronald B. Hutchison (EVP & CFO); Paul E. Yarick (SVP-Fin. & Treas.); Kent B. Magill (VP, Sec. & Gen. Counsel); Laura Robb (VP & Controller)

Auditor: Deloitte & Touche LLP

Attorneys: Skadden, Arps, Slate, Meagher & Flom LLP; Chicago, IL; (312) 407-0700
J. Eric Ivester, Esq.
Samuel S. Ory, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP; New York, NY; (212) 735-3000
J. Gregory Milmoie, Esq.

Securities: Common Stock-Symbol IBC; NYSE; 58,184,970 common shares outstanding as of July 31, 2004.

Notes: Update of profile 06.0429 (Vol. 2, num. 49 - RPP061204)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Interstate Bakeries Corporation

***Prospector
Profile
07.0056***

Document Title: Section 363 Sale

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Interstate Bakeries Corporation

***Prospector
Profile
07.0056***

Document Title: Section 363 Sale

Editor's Notes: Interstate Bakeries asked the Court to authorize and approve the sale of two properties, including the buildings, fixtures and equipment found in the properties, to proposed purchasers or to otherwise better bidders:

- (1) around 0.41 acres of land with a 2,101-square foot building located at 3440 Duck Avenue, in Key West, Florida, to Edwin O. Swift III, a resident in Florida; and
- (2) nearly 4.46 acres of land with an 116,348-square foot building located at 1153 East Day Street, in Florence, South Carolina, to McLeod Regional Medical Center of the Pee Dee, Inc., a South Carolina non-profit corporation.

After evaluating the terms and benefits of the Proposed Purchasers' proposals, the Company entered into separate asset purchase agreements with the Purchasers as stalking horse bidders.

The salient terms of the Sale Agreements include (a) Purchase Price of \$500,000 for the Florida Property, and \$600,000 for the South Carolina Property; (b) Amounts equal to 10 per cent of the Purchase Prices were deposited and held by the escrow agent until all conditions to closing are satisfied.

The Agreements are subject to higher or otherwise better offers, the approval of the Company's board of directors; and Court approval.

The Properties are being sold AS-IS, WHERE-IS, with no representations or warranties, reasonable wear and tear, casualty and condemnation excepted.

The minimum bid for the Florida Property is \$550,000, while the minimum bid for the South Carolina Property is \$650,000.

[Return to top](#)

**Prospector
Profile
07.0057****Mesaba Aviation, Inc.**

1000 Blue Gentian Rd. Suite 200
Eagan, Minnesota 55121
(651)367-5000

| | |
|--------------------------------|----------------|
| NAICS | 481211 |
| Employees | |
| Revenue | (mil) \$456.07 |
| Income | (mil) \$7.36 |
| Assets | (mil) \$280.95 |
| Liability | (mil) \$88.28 |
| (for the year ended 3/31/2005) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Plan of Reorganization and Disclosure Statement

Company Description: Mesaba Aviation, Inc., doing business as Mesaba Airlines, operates as a Northwest Airlink affiliate under code-sharing agreements with Northwest Airlines. The Company filed for Chapter 11 protection on October 13, 2005, with the Bankruptcy Court for the District of Minnesota, case number 05-39258, before Judge Gregory F. Kishel.

Officers: John Spanjers (Pres. & COO); Ed Davidson (VP); Bill Poerstel (VP); Bill Pal-Freeman (VP); Max Shemesh (Legal Counsel)

Attorneys: Michael L. Meyer, Esq., at Ravich Meyer Kirkman McGrath & Nauman PA; Minneapolis, MN; (612) 332-8511

Notes: Update of profile 07.0038 (Vol. 3, Num. 5 - RPP070129)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Mesaba Aviation, Inc.

***Prospector
Profile
07.0057***

Document Title: Plan of Reorganization and Disclosure Statement

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Mesaba Aviation, Inc.

***Prospector
Profile
07.0057***

Document Title: Plan of Reorganization and Disclosure Statement

Editor's Notes: Mesaba Aviation Inc. delivered a Disclosure Statement explaining its Plan of Reorganization to the U.S. Bankruptcy Court for the District of Minnesota on January 24, 2007.

In the Disclosure Statement, John G. Spanjers, Mesaba's president and chief operating officer, relates that the Reorganized Company will be responsible for the payment of accrued trade payables, employee compensation and benefits, certain taxes and other obligations incurred in the ordinary course of Mesaba's business since the filing of its Chapter 11 case, which have accrued but are not yet payable as of the date of closing of the transaction.

The Liquidating Trust, on the other hand, will be responsible for payments to holders of Unsecured Priority Tax Claims and Allowed Claims and Equity Interests in Classes 1 through 4, and a portion of Administrative Claims not satisfied by the Reorganized Mesaba or Northwest Airlines, Inc. The remainder of the proceeds of the sale will be paid to the holder of the Allowed Class 5 Equity Interest.

On or before the effective date of the Plan, all of Mesaba's outstanding obligations to the DIP Lender pursuant to the DIP Financing Order, will be fully and finally satisfied in accordance with their terms using the Company's Cash. Upon full payment of the obligations, the Liens securing the DIP Facility will be released and extinguished.

Mesaba will pay all fees owing to the U.S. Trustee as the fees may become due up to and including, the Closing Date.

[Return to top](#)

Mesaba Aviation, Inc.***Prospector
Profile
07.0057*****Document Title:** Section 363 Sale

Judge Kishel has authorized Mesaba Airlines, Inc., to sell a \$145,000,000 bankruptcy claim it holds against Northwest Airlines Corp., to Goldman Sachs Credit Partners, L.P., according to published reports.

Goldman Sachs won the bidding at the auction held on January 29, 2007. Goldman Sachs will buy half of the claim for 86% of its value; and the other half for 86.25% of its value.

Mesaba is expected to receive \$124,881,250 in the aggregate from the sale.

Mesaba, in consultation with MAIR Holdings, Inc., and Mesaba's Official Committee of Unsecured Creditors, determined that Goldman Sach's offer was the best bid received.

The auction was conducted by telephone. Several bidders participated. Mesaba, though, did not identify the competing bidders.

The closing of the sale to Goldman Sach is subject to (a) the allowance of the Northwest Claim for \$145,000,000 in Northwest's Chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of New York, and (b) confirmation of Mesaba's Plan of Reorganization.

As part of the sale, Mesaba will grant Marathon Structured Finance Fund LP, its DIP lender, a replacement lien in the sale proceeds.

In addition, the Court granted Mesaba's request to sell surplus equipment to CityJet Ltd., free and clear of any interest. Mesaba will place \$52,491 of the sale proceeds into an account to be held in escrow until the effective date of its Plan.

Goodrich Corp. will have a lien in the Escrow Account to the same extent and with the same priority as Goodrich's lien in the Equipment, if any. Marathon Structured Finance Fund LP, is granted a lien in the sale proceeds to the same extent and with the same priority as Marathon's lien in its claim against Mesaba.

[Return to top](#)

***Prospector
Profile
07.0058***

Mirant Corporation

1155 Perimeter Center West
Atlanta, GA 30338
(678) 579-5000

| | |
|---------------------------------|--------------|
| NAICS | 221122 |
| Employees | 7,000 |
| Revenue (mil) | \$6,436.00 |
| Income (mil) | (\$2,438.00) |
| Assets (mil) | \$19,415.00 |
| Liability (mil) | \$16,460.00 |
| (for the year ended 12/31/2002) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Joint Chapter 11 Plan

Company Description: Mirant Corp. and its subsidiaries acquire, develop, build, own, and operate power production and delivery facilities and provide a broad range of energy-related services to utilities and industrial companies. The Company filed for Chapter 11 protection on July 14, 2003, with the U.S. Bankruptcy Court for the Northern District of Texas, case number 04-46590, before Judge D. Michael Lynn.

Officers: Marce Fuller (Pres., CEO & Dir.); Richard J. Pershing (EVP-North America); Harvey A. Wagner (EVP & CFO); Edwin H. Adams (SVP-Corp. Devt. and Tech.); Vance N. Booker (SVP-Admin. and Technical); J. William Holden III (Treas. & SVP-Fin. and Acctg.); Frederick D. Kuester (SVP-International); Roy McAllister (SVP-External Affairs); Douglas L. Miller (SVP & Gen. Counsel)

Auditor: KPMG LLP

Attorneys: Thomas E. Lauria, Esq., at White & Case LLP; Miami, FL; (305) 995-5282
Robin Phelan, Esq. at Haynes & Boone LLP; Dallas, TX; (214) 651-500

Securities: Common Stock-Symbol MIR; NYSE; 404,052,225 common shares outstanding as of April 28, 2003.

7.9% senior notes due 2009; 5.75% senior notes due 2007; 2.5% senior debentures due 2021
7.2% senior notes due 2008; 8.3% senior notes due 2011; 8.5% senior notes due 2021
9.125% senior notes due 2031

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Mirant Corporation

***Prospector
Profile
07.0058***

Document Title: Joint Chapter 11 Plan

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Mirant Corporation

***Prospector
Profile
07.0058***

Document Title: Joint Chapter 11 Plan

Editor's Notes: Mirant New York, Inc., Mirant Bowline, LLC, and Hudson Valley Gas Company delivered a Supplemental Joint Chapter 11 Plan to the U.S. Bankruptcy Court for the Northern District of Texas on January 26, 2007. Mirant Corporation is a co-proponent to the Supplemental Plan.

Mirant NY, Mirant Bowline and Hudson Valley -- the Emerging New York Entities -- seek to reorganize as a result of the resolution of their tax disputes with the Town of Haverstraw, the Assessor of the Town of Haverstraw, the Rockland North Central School District and Rockland County, New York, in December 2006.

The Supplemental Plan has two main components:

- (1) The incorporation of the settlement agreement between the Emerging New York Entities and the New York Taxing Authorities; and
- (2) The provision for the treatment of the Emerging New York Entities' unsecured creditors.

In the event of a conflict between the Supplemental Plan and the terms of the New York Settlement Agreement, the terms of the New York Settlement Agreement will govern.

The Emerging New York Entities will ask the Court to recommence the confirmation hearings as permitted by the confirmed Joint Plan of Reorganization filed by the New Mirant Entities. However, the Confirmation Hearing will not be recommenced with respect to Mirant NY-Gen, LLC, which was not included in the New York Settlement.

Mirant NY-Gen is currently negotiating the sale of substantially all of its assets. Once the purchase and sale agreement is finalized, it will be embodied in a stand-alone Chapter 11 plan of reorganization.

[Return to top](#)

**Prospector
Profile
07.0059****OCA, Inc.**

3850 N. Causeway Blvd., Ste. 800
Metairie, LA 70002
(504) 834-4392

| | |
|--------------------------------|----------|
| NAICS | 551112 |
| Employees | 3,335 |
| Revenue (mil) | \$103.99 |
| Income (mil) | \$3.54 |
| Assets (mil) | \$634.23 |
| Liability (mil) | \$126.66 |
| (for the year ended 9/30/2004) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Plan of Reorganization

Company Description: OCA, Inc. provides operational, purchasing, financial, marketing, administrative and other business services, as well as capital and proprietary information systems to nearly 200 orthodontic and dental practices. The Company filed for Chapter 11 protection on March 14, 2006, with the U.S. Bankruptcy Court for the Eastern District of Louisiana, case number 06-10179. Its three debtor-affiliates filed for bankruptcy protection on June 1, 2006.

Officers: Bartholomew F. Palmisano, Sr. (Pres., Chair, CEO & Dir.); Bartholomew F. Palmisano, Jr. (COO & Sec.); Thomas J. Sandeman (CFO, Treas. & Asst. Sec.); Dennis J. L. Buchman (EVP & Dir.)

Auditor: Ernst & Young LLP

Attorneys: William H. Patrick, III, Esq., at Heller Draper Hayden Patrick & Horn, LLC; New Orleans, Louisiana; (504) 581-9595

Securities: 50,345,000 outstanding shares as of December 20, 2004.

Notes:

Total Assets: \$545,220,000

Total Debt: \$196,337,000

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

OCA, Inc.

***Prospector
Profile
07.0059***

Document Title: Plan of Reorganization

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

OCA, Inc.

***Prospector
Profile
07.0059***

Document Title: Plan of Reorganization

Editor's Notes: The U.S. Bankruptcy Court for the Eastern District of Louisiana has confirmed OCA, Inc.'s Plan of Reorganization.

The Court ruled that OCA had met all of the statutory requirements to confirm its Plan. OCA has completed its restructuring and emerged from bankruptcy on January 29, 2007.

As part of the confirmation process, the Court approved OCA's form of new Support Services Agreement that has already been signed by many of its affiliated orthodontists.

Under the terms of the Plan, the amount of outstanding senior secured indebtedness held by OCA's Senior Lenders will be reduced from around \$93 million to a \$50 million secured term loan. In addition, the Senior Lenders will provide an initial Working Capital Facility of \$25 million to OCA, thus ensuring that the Company has additional capital to fund its ongoing operations and business.

The Senior Lenders will also receive under the Plan all of the equity of reorganized OCA. The Company's unsecured creditors will receive, under the Plan, a cash payment of \$3 million and will be eligible to receive additional deferred cash payments up to the full amount of their allowed claims after certain conditions have been satisfied.

[Return to top](#)

***Prospector
Profile
07.0060***

Performance Transportation Services, Inc. NAICS 483111
35005 Michigan Avenue
Wayne, MI 48184
(734) 858-1800

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Plan of Reorganization

Company Description: Performance Transportation Services, Inc., transports new automobiles, sport-utility vehicles and light trucks in North America. The Company provides transit stability, cargo damage elimination and proactive customer relations that are second to none in the finished vehicle market segment. The company's Chapter 11 case is administered jointly under Leaseway Motorcar Transport Company.

Notes: Update of profile 06.0468 (Vol. 2, Num. 52 - RPP061225)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Performance Transportation Services, Inc.

***Prospector
Profile
07.0060***

Document Title: Plan of Reorganization

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Performance Transportation Services, Inc.***Prospector
Profile
07.0060*****Document Title:** Plan of Reorganization

Editor's Notes: Performance Transportation Services Inc.'s Plan of Reorganization became effective on January 29, 2007, marking the Company's emergence from its voluntary Chapter 11 proceeding.

The Company's Plan of Reorganization was confirmed on December 21, 2006, less than a year after the Company and its U.S. subsidiaries filed for Chapter 11 bankruptcy protection in the U.S. Bankruptcy Court for the Western District of New York.

The Company has met all requirements to emerge from bankruptcy and the implementation of the court approved Plan of Reorganization brings to a conclusion the company's financial restructuring process.

The terms of the Plan call for secured creditors to be fully repaid in cash and shares. The Yucaipa Companies LLC, which holds the majority of the second lien debt, will receive new common stock.

General unsecured creditors will receive proceeds from a Liquidating Trust. The Trust will pursue recoveries through avoidance actions and other litigation.

Holders of Old common stock will not receive any distribution and their equity interests will be cancelled. All the Company's new equity will be held privately. The New Common Stock issued pursuant to the Plan will not trade over any public exchange.

Pursuant to the Plan, the Company will continue to operate its three business segments.

[Return to top](#)

**Prospector
Profile
07.0061****Portrait Corp. of America, Inc.**

815 Matthews-Mint Hill Rd.
Matthews, NC 28105
(704) 847-8011

| | |
|--------------------------------|-----------------|
| NAICS | 541430 |
| Employees | 8,739 |
| Revenue | (mil) \$325.52 |
| Income | (mil) (\$34.44) |
| Assets | (mil) \$161.31 |
| Liability | (mil) \$351.13 |
| (for the year ended 1/29/2006) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Joint Plan of Reorganization

Company Description: Portrait Corp. of America operates studios in more than 3,000 Wal-Mart store locations in the U.S., Canada, Germany, United Kingdom and Mexico. The Company's automated film laboratory processes more than 130 million portraits annually for more than seven million customers.

Officers: R. David Alexander (Chair, Pres. & CEO); James Wren, Jr. (EVP); Marla A. Allen (SVP); Mark Hughes (SVP); Dave Withington (SVP & CMO); Jay Moore (SVP); Todd Fine (SVP)

Auditor: Deloitte & Touche LLP

Securities: 2,294,352 common shares as of June 21, 2006.

Notes:

Total Assets: \$161,310,000

Total Debt: \$351,130,000

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Portrait Corp. of America

***Prospector
Profile
07.0061***

Document Title: Joint Plan of Reorganization

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Portrait Corp. of America

***Prospector
Profile
07.0061***

Document Title: Joint Plan of Reorganization

Editor's Notes: Portrait Corporation of America and its eight wholly owned direct and indirect subsidiaries delivered to Judge Adlai S. Hardin their Joint Plan of Reorganization and its accompanying Disclosure Statement on January 31, 2007.

Aside from Administrative Expenses and Priority Tax Claims, the Plan groups the allowed claims and equity interests in nine classes:

- Class A - Priority Non-Tax Claims
- Class B - Other Secured Claims
- Class C - SEcond Lien Notes Claims
- Class D - Senior Notes and Other Unsecured Claims
- Class E - Convenience Class Claims
- Class F - Goldman Note Claims
- Class G - Old Preferred Equity Interests
- Class H - Old Common Equity Interests
- Class I - Old Common Subsidiary Equity Interests

Pursuant to the Plan, no consolidation will take place for voting purposes. Voting will be conducted on an entity by entity basis. The Plan also provides that on its effective date, Reorganized Portrait Corp. will issue new common stock, new warrants, and \$10 million in new secured notes.

The New Warrants represent the right to purchase 18% of the shares of the Reorganized Company's new common stock with an exercise price based on a \$160 million equity value and an expiration of 5 years.

The New Secured Notes will have an interest rate of either 12% in cash or 15% in kind, payable monthly, and will mature in 5 years. The collateral for the New Secured Notes is a second lien on all assets of the Company and its subsidiaries, junior to the exit facility.

[Return to top](#)

***Prospector
Profile
07.0062***

The Catholic Diocese of Spokane

NAICS

813110

PO Box 1453
Spokane, WA 99210-1453
(509) 358-7300

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Joint Plan of Reorganization and Disclosure Statement

Company Description: The Roman Catholic Church of the Diocese of Spokane is a not-for-profit ecclesiastical entity that ministers to Roman Catholics and others in Eastern Washington. The Diocese of Spokane filed for Chapter 11 protection on December 6, 2004, with the Bankruptcy Court for the Eastern District of Washington, case number 04-08822, before Judge Patricia C. Williams.

Officers: Michael D. Miller (Sec.-Bus. Affairs)

Auditor: Langenhorst Norwood & Hopkins CPA's P.S.

Attorneys: Michael J. Paukert, Esq. of Paine, Hamblen, Coffin, Brooke & Miller LLP; Spokane, WA; (509) 455-6000

Notes: Update of profile 07.0023 (Vol. 3, Num. 3 - RPP070115)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

The Catholic Diocese of Spokane

***Prospector
Profile
07.0062***

Document Title: Joint Plan of Reorganization and Disclosure Statement

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

The Catholic Diocese of Spokane

***Prospector
Profile
07.0062***

Document Title: Joint Plan of Reorganization and Disclosure Statement

Editor's Notes: Judge Patricia C. Williams of the U.S. Bankruptcy Court for the Eastern District of Washington directs proponents to the Joint Plan of Reorganization for the Diocese of Spokane to file and serve a Disclosure Statement explaining the Plan on or before February 1. Objections to the Disclosure Statement are due on March 1.

Judge Williams will hold a hearing to consider whether the Disclosure Statement contains adequate information on March 8, at 10:00 a.m. in open court, with option to participate by telephone. At the hearing, Spokane will report the methodology to be used for handling ballots for confidential creditors.

Notice of the Disclosure Statement's approval, together with a ballot, the Disclosure Statement, the Plan, list of classifying claims, letters of support from parties-in-interest, letter from Plan Proponents, and a return envelope, will be filed and served on March 15.

Objections to confirmation of the Plan are due April 13, 2007. Spokane will file, and serve to all counsel, the Report of Balloting on April 18, at 9:00 a.m. The Court sets the Plan Confirmation Hearing to April 24, 2007, at 9:00 a.m., to continue in April 25, if necessary. The Confirmation Hearing will be held in open court.

The Court will convene a status telephone conference on April 18, at 1:00 p.m.

[Return to top](#)

The Catholic Diocese of Spokane

***Prospector
Profile
07.0062***

Document Title: Section 363 Sale

The U.S. Bankruptcy Court for the Eastern District of Washington approves the sale of the Diocese of Spokane's Catholic Pastoral Center or Chancery Building to Centennial Properties, Inc.

The Chancery Building will be sold "where is, as is" without warranty or representation except for those stated in the Purchase Agreement.

At the closing date of the sale, Spokane is authorized to pay from the proceeds of the sale all standard closing costs and fees, plus a \$50,000 breakup fee to River Run Ventures, LLC; and a \$120,000 commission to Keen Realty LLC.

[Return to top](#)

***Prospector
Profile
07.0063***

The Woodwind & the Brasswind

NAICS

451140

4004 Technology Dr
South Bend, IN 46628
(574)251-3500

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Section 363 Sale

Company Description: The Woodwind & the Brasswind sells musical instruments and accessories. The Company filed for Chapter 11 protection on November 24, 2006, with the U.S. Bankruptcy Court for the Northern District of Indiana, case number 06-31800, before Judge Harry C. Dees, Jr.

Officers: Dennis Bamber (Pres.)

Attorneys: Howard L. Adelman, Esq. of Adelman & Gettleman Ltd.;
Chicago, IL; (312) 435-1050

Notes: Update of profile 07.0042 (Vol. 3, Num. 5 - RPP070129)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

The Woodwind & the Brasswind

***Prospector
Profile
07.0063***

Document Title: Section 363 Sale

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

The Woodwind & the Brasswind

***Prospector
Profile
07.0063***

Document Title: Section 363 Sale

Editor's Notes: The U.S. Bankruptcy Court for the Northern District of Indiana has approved the acquisition of substantially all of the assets of The Woodwind & The Brasswind by Musician's Friend, Inc. for about \$29.9 million. Musician's Friend is a subsidiary of Guitar Center, Inc.

Under the terms of the agreement, Musician's Friend will acquire the Company's inventory of band and orchestra and combo instruments, accounts receivable, fixed assets, personal property, trade names and other intangible assets. Musician's Friend will also assume nearly \$2 million of specifically identified accrued liabilities.

Musician's Friend had initially entered into an asset purchase agreement with The Woodwind & The Brasswind on November 22, 2006, but that agreement was later terminated because the Bankruptcy Court did not approve it, as a result of a higher offer from another buyer. The other buyer terminated its acquisition in mid-January resulting in a new sales process.

The transaction is expected to close in February 2007, funded through Guitar Center's available cash and credit facility. The acquisition is subject to a limited number of conditions, and the final purchase price may be adjusted based on the determination of inventory, accounts receivable and assumed liability levels as of the closing.

[Return to top](#)

***Prospector
Profile
07.0064***

Tyringham Holdings Inc.
P.O. Box 73628
Richmond, Virginia
(804) 644-1941

NAICS

448310

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Amended Disclosure Statement

Company Description: Tyringham Holdings, Inc., also known as Schwarzschild Jewelers, sells premium brand name jewelry to a broad base of middle and upper income customers. The Company filed for Chapter 11 protection on September 6, 2006, with the U.S. Bankruptcy Court for the Eastern District of Virginia, case number 06-32385.

Attorneys: Charles A. Dale, III, Esq., at McCarter & English, LLP; Boston, MA; (617)345-7000

Notes: Update of profile 07.0024 (Vol. 3, Num. 3 - RPP070115)

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Tyringham Holdings Inc.

***Prospector
Profile
07.0064***

Document Title: Amended Disclosure Statement

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Tyringham Holdings Inc.***Prospector
Profile
07.0064*****Document Title:** Amended Disclosure Statement

Editor's Notes: Judge Douglas O. Tice, Jr., of the U.S. Bankruptcy Court for the Eastern District of Virginia approved the Amended Disclosure Statement explaining Tyringham Holdings Inc.'s Amended Chapter 11 Plan.

The Company's Plan provides for the liquidation of its assets for the benefit of its creditors. The Official Committee of Unsecured Creditors will select a trustee that will take control of the liquidation of these assets. The Trustee will establish a separate fund, which will contain the sale proceeds deposit.

Professional Fee Claims will be paid in full under the Plan. However, claims by the Creditors Committee or advisors arising out on and after October 4, 2006, will be deducted from the creditors' trust.

Bank of America's secured claim will receive an amount equal to the outstanding principal, interest, fees, and charges under the DIP financing agreement. Bank of America will also receive cash, equal to the allowed amount of its collateral from Tyringham Holdings Inc. On October 11, 2006, the Company paid \$10,773,915 to Bank of America from the sale proceeds. Thereafter, Tyringham Investments paid \$4,496,325 guaranty to the Bank.

Investments Secured Loan Claim of Tyringham Investments, totaling \$4.68 million, secured by a second priority lien on all of the Company's assets, will be paid equal to the outstanding principal under the loan.

Holders of Miscellaneous Secured Claims will be treated as general unsecured claim. General Unsecured Claims will receive a pro-rata distribution from the proceeds of avoidance actions. In addition, General Unsecured Claims will be paid between 7% and 12% from the claim totaling \$9,000,000.

[Return to top](#)

***Prospector
Profile
07.0065***

USA Commercial Mortgage Company

NAICS

522292

4484 S Pecos Rd
Las Vegas, NV 89121
(702)734-1737

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Amended Joint Plan of Reorganization

Company Description: Commercial Mortgage Company, doing business as USA Capital, provides more than \$1 billion in short-term and permanent financing to homebuilders, commercial developers, apartment owners and institutions nationwide. The Company and its debtor-affiliates filed for Chapter 11 protection on April 13, 2006, with the U.S. Bankruptcy Court for the District of Nevada, case numbers 06-10725 to 06-10729.

Attorneys: Lenard E. Schwartzer, Esq., at Schwartzer & Mcpherson Law Firm; Las Vegas, Nevada; (702) 228-7590
Annette W. Jarvis, Esq., at Ray Quinney & Nebeker, P.C.; Salt Lake City, Utah; (801) 532-1500

Notes:

Estimated Assets: more than \$100 million
Estimated Debt: \$10 million to \$50 million

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

USA Commercial Mortgage Company

***Prospector
Profile
07.0065***

Document Title: Amended Joint Plan of Reorganization

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

USA Commercial Mortgage Company

***Prospector
Profile
07.0065***

Document Title: Amended Joint Plan of Reorganization

Editor's Notes: Judge Linda B. Riegler of the U.S. Bankruptcy Court for the District of Nevada confirmed USA Commercial Mortgage Company and its debtor-affiliates' Amended Joint Chapter 11 Plan of Reorganization.

The Plan effectuates a sale of substantially all of USA Capital First Trust Deed Fund, LLC's assets and USA Commercial Mortgage Company's loan servicing assets and business, puts in place a mechanism for maximizing the recovery on other assets and claims held by the Company, including the funding and pursuit of litigation against non-Debtor insiders and pre-petition professionals.

The Plan also provides for the ongoing servicing and collection of the loans of direct lenders, the recovery of the Prepaid Interest as property of the estate, and an equitable distribution of the proceeds of the Company's assets to creditors and fund members.

[Return to top](#)

***Prospector
Profile
07.0066***

Werner Holding Co., Inc.

93 Werner Rd.
Greenville, PA 16125
(724) 588-2550

| | |
|---------------------------------|-----------|
| NAICS | 332323 |
| Employees | 1,189 |
| Revenue (mil) | \$446.20 |
| Income (mil) | (\$11.90) |
| Assets (mil) | \$283.60 |
| Liability (mil) | \$334.80 |
| (for the year ended 12/31/2004) | |

The inclusion of this profile was triggered by the filing of the following document:

Document Title: Section 363 Sale

Company Description: Werner Holding Co. manufactures and distributes ladders, climbing equipment, and ladder accessories. The Company and its three debtor-affiliates filed for bankruptcy protection on June 12, 2006, with the U.S. Bankruptcy Court for the District of Delaware (Delaware), case numbers 06-10578 through 06-10581, before Judge Kevin J. Carey.

Officers: James J. Loughlin, Jr. (Interim CEO)

Auditor: PricewaterhouseCoopers LLP

Attorneys: Young, Conaway, Stargatt & Taylor, LLP; Wilmington, DE; (302) 571-6600
Kara Hammond Coyle, Esq.
Matthew Barry Lunn, Esq.
Robert S. Brady, Esq.

Willkie Farr & Gallagher LLP; New York, NY; (212) 728-8000
Matthew A. Feldman, Esq.

Securities: 1,134.0315 common shares as of December 31, 2004

Notes:

Financial condition as of March 31, 2006:

Total Assets: \$201,042,000

Total Debt: \$473,447,000

Disclaimer

The above description of the Debtor was prepared and published in the Troubled Company Prospector at the time the company filed for bankruptcy. Significant financial and operational changes are often made or planned during the bankruptcy process. The dated data is provided for orientation purposes only and should not be relied upon without confirmation.

Werner Holding Co., Inc.

***Prospector
Profile
07.0066***

Document Title: Section 363 Sale

Checklist of Document Provisions:

Are there document provisions dealing with the following categories of assets?

- 1a. Cash or Current Assets
- 1b. Personal Property
- 1c. Real Estate
- 1d. Intangibles

Are there document provisions pertaining to the following strategies?

- 2a. Payment over time of secured debt or surrender of collateral to a secured creditor
- 2b. Sale of some or all assets
- 2c. Assumption or rejection of executory contracts or leases
- 2d. Infusion of equity or working capital
- 2e. Issuance of securities for claims

Are there document provisions pertaining to the following?

- 3a. Post-confirmation litigation trust
- 3b. Going effective conditions precedent
- 3c. Discharge provisions
- 3d. Claims objection process
- 3e. Retention of jurisdiction provisions

The document contains the following descriptions of securities to be issued:

Werner Holding Co., Inc.

***Prospector
Profile
07.0066***

Document Title: Section 363 Sale

Editor's Notes: Werner Holding Co., Black Diamond Capital Management and Brencourt Advisors, LLC, have entered into an agreement for Werner to sell substantially all of its assets pursuant to Section 363 of the Bankruptcy Code, subject to the negotiation of definitive documentation.

The proposal provides for the purchase of Werner's assets with a combination of cash and contributed first lien debt at an indicated enterprise value of about \$255.75 million.

The joint proposal sets certain milestone dates, including approval of bid procedures by March 7; an auction, if necessary, by May 1; and a sale hearing on May 7. The proposal requires a closing by May 17, which can be extended if certain regulatory approvals are required.

[Return to top](#)