

Debtors' Motion for Entry of an Order Establishing Procedures for Objections to Claims (the "Claims Objection Procedures Motion").

By the Claims Objection Procedures Motion, the Debtors seek entry of an order authorizing the Debtors to establish uniform procedures for objections to claims (the "Objection Procedures").

During the course of the Debtors' chapter 11 cases, the Bankruptcy Court established October 30, 2009 (the "Bar Date") as the general deadline for filing proofs of claim against the Debtors. To date, over 14,000 proofs of claim have been filed against the Debtors. In the aggregate, such proofs of claim assert total liquidated liabilities of more than \$10.1 billion. In addition, over 8,000 of the proofs of claim that have been filed against the Debtors have been asserted in unliquidated amounts or contain an unliquidated component.

The Debtors allege that, in light of the number of claims, filing individual objections to the proofs of claim would be both time consuming and expensive. In addition, the Debtors assert that administering the claims objection process without a clear set of procedural rules could result in confusion and delay. Therefore, the Debtors propose the Objection Procedures described below to streamline the claims objection process.

Objection Procedures

The Debtors propose the following procedures for objecting to claims:

- **Tier I Objections**: The Debtors may file one or more omnibus objections to proofs of claim that (i) were filed after the Bar Date, (ii) are duplicative claims, (iii) have been amended or superseded by subsequently filed proofs of claim, (iii) have been formally withdrawn by the claimant, (iv) are facially defective, (v) are docketed in error from another chapter 11 case, (vi) are filed against several Debtor entities, (vii) have not specified the Debtor against which the proof of claim has been filed, (viii) do not sufficiently specify the basis for the proof of claim or do not provide adequate documentation of the claim, (ix) are solely for the holding of equity interests, (x) do not specify an amount (other than claims that have been asserted in unliquidated amounts), (xi) have already been paid or otherwise satisfied in full according to the Debtors' books and records, (xii) are inconsistent with the Debtors' books and records, and (xiii) are asserted for improper classification or security status (collectively, the "Tier I Objections"). The Debtors will serve a notice of objection on each claimant whose proof of claim is subject to a Tier I Objection. A hearing on Tier I Objections will be scheduled for one of the regular omnibus hearings that is scheduled to occur no earlier than 21 days after service of a Tier I Objection or, if no hearing date has been scheduled as of the date of service, the Debtors may request a special hearing date. Responses to Tier I Objections must be filed no later than 14 days after service of the Tier I Objection. Responses to Tier I Objections to tort claims based on allegations of injury caused by one of the Debtors' products must include (i) a description of the product, chemical or substance that serves as the basis for the claim, (ii) the dates and location of exposure to such product, chemical or substance, and (iii) medical evidence connecting any alleged personal injury to such product, chemical or substance. The Debtors may file a reply no later than 2 business

days prior to the hearing on the Tier I Objection. If no response is filed within the established deadline, the Debtors may submit a form of order to the Bankruptcy Court sustaining the Tier I Objection without further hearing.

- Tier II Objections: The Debtors or the Committee may file substantive objections to proofs of claim that are not based, in whole or in part, on one of the Tier I Objection grounds (collectively, the “Tier II Objections”). Tier II Objections may include (i) substantive objections that raise only questions of law and may be resolved without additional fact discovery (collectively, the “Tier II(A) Objections”), and (ii) substantive objections that may require additional fact discovery (collectively, the “Tier II(B) Objections”). The Debtors or the Committee, as applicable, will serve a notice of objection on each claimant whose proof of claim is subject to a Tier II Objection. Responses to Tier II Objections must be filed no later than 14 days after service of the Tier II Objection. If no response is filed within the established deadline, the Debtors or the Committee, as applicable, may submit a form of order to the Bankruptcy Court sustaining the Tier II Objection without further hearing. For Tier II(A) Objections, a hearing will be scheduled for one of the regular omnibus hearings that is scheduled to occur no earlier than 21 days after service of a Tier II(A) Objection or, if no hearing date has been scheduled as of the date of service, the Debtors may request a special hearing date. The Debtors may file a reply to any response to a Tier II(A) Objection no later than 2 business days prior to the hearing on the Tier I Objection. For Tier II(B) Objections, a status and scheduling conference (the “Initial Status Conference”) will be scheduled for one of the regular omnibus hearings that is scheduled to occur no earlier than 21 days after service of a Tier II(B) Objection or, if no hearing date has been scheduled as of the date of service, the Debtors or the Committee may request a special hearing date. Claimants that file a response to a Tier II(B) Objection are required to meet and confer with the Debtors or the Committee, as applicable, within ten calendar days after filing a response, but in any event, at least three days prior to the Initial Status Conference to discuss the preparation of an agreed scheduling order. If the parties reach an agreement on a scheduling order, the agreed order will be presented to the Bankruptcy Court for entry at the Initial Status Conference. If the parties are unable to reach an agreement, either the Debtors or the Committee, as applicable, may request that the Bankruptcy Court enter a scheduling order at the Initial Status Conference.

The Debtors believe that the Objection Procedures provide an efficient and cost-effective means of reconciling claims filed against the Debtors and allow for the reduction of unnecessary expense and effort by the Debtors, the Committee, the Debtors’ creditors, other parties in interest and the Bankruptcy Court. Therefore, the Debtors believe that entry of an order approving the Objection Procedures will benefit all parties in interest in the Debtors’ chapter 11 cases.

The Claims Objection Procedures Motion has been scheduled for presentment on December 28, 2009 at 12:00 p.m. (ET).