

APPENDIX 3-4.2.1:

|   |   |
|---|---|
| A | Sample Solicitation Letter                |
| B | Sample Formation Meeting Notice           |
| C | Sample Questionnaire                      |
| D | Sample Information Sheet                  |
| E | Sample Trading Order                      |
| F | Sample Correspondence with Certifications |

**EXHIBIT A  
SOLICITATION LETTER**

[LETTERHEAD; DATE]

[ADDRESSEE]

**Re: [Case Name and Number]**

Dear Creditor:

The above-named debtor(s) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Section 1102(b) of the Bankruptcy Code authorizes the United States Trustee to appoint an Official Committee of Unsecured Creditors (“Committee”), and the debtor's petition or other sources of information indicate that you may be eligible for appointment to the Committee in this case. The Committee represents the interests, and acts on behalf, of all unsecured creditors. Members of the Committee are generally selected from the list of the twenty largest unsecured creditors.

**If you wish to be considered for membership on the Committee**, please complete the enclosed Questionnaire and return it to the Office of the United States Trustee so that it is received no later than 10 days from the date of this letter. Return of the questionnaire, however, does not guaranty appointment to the Committee, only that you will be considered. If you do not wish to serve on the Committee, you do not need to return the form.

The United States Trustee urges you to consider serving on the Committee. Under the Bankruptcy Code, the Committee has the right to demand that the debtor consult with the Committee before making major decisions or changes, to request the appointment of a trustee or examiner, to participate in the formation of a plan of reorganization, and in some cases, to propose its own plan of reorganization. If appropriate, the Committee may request that the Bankruptcy Court convert a chapter 11 case to one under chapter 7, at which time the debtor’s operations would cease and its assets would be liquidated. The Committee is authorized to select and employ an attorney and other necessary professionals, subject to court approval. Fees of professionals employed by the Committee may be paid from available assets, if any, of the bankruptcy estate after court approval. Further, Committee members’ actual expenses may be reimbursed from estate assets.

If we receive sufficient creditor interest in this solicitation, we may schedule a meeting or telephone conference for the purpose of forming a committee. If, however, a sufficient number of creditors do not elect to serve on the Committee, a Committee may not be formed and these rights may go unexercised.

The Committee performs a vital role in chapter 11 reorganizations, and we hope that you will choose to participate.

Sincerely,

[insert name]  
UNITED STATES TRUSTEE

/s \_\_\_\_\_  
[insert name]  
[TRIAL ATTORNEY OR ASST. U.S. TRUSTEE]

Attachments

(questionnaire and information sheet; formation meeting notice if applicable)

cc: Debtor’s Counsel:

**EXHIBIT B**  
**FORMATION MEETING NOTICE**

[LETTERHEAD; DATE]

**Re: [Case Name and Number]**

**Notice of Formation Meeting for Official Committee of Unsecured Creditors**

The above-named debtor(s) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Section 1102(b) of the Bankruptcy Code authorizes the United States Trustee to appoint an Official Committee of Unsecured Creditors (“Committee”), and the debtor's petition or other sources of information indicate that you may be eligible for appointment to the Committee in this case. The Committee represents the interests, and acts on behalf, of all unsecured creditors. Members of the Committee are generally selected from the list of the twenty largest unsecured creditors.

This is to notify you that the United States Trustee will hold a meeting to form a Committee on **[Day, Date and Time in Bold]** at the following location:

**[Location name, address, phone number in bold]**

A representative of the debtor will attend the meeting to provide information regarding the status of the case.

**If you wish to be considered for membership on the Committee**, please complete the enclosed Questionnaire and return it to the Office of the United States Trustee **no later than [insert date and time and fax number in bold.]** Return of the questionnaire, however, does not guaranty appointment to the Committee, only that you will be considered. If you do not wish to serve on the Committee, you do not need to return the form or attend the meeting.

If you wish to be considered for Committee membership but are unable to attend, you should immediately notify the Office of the United States Trustee. If you do not attend the meeting and do not affirmatively indicate your willingness to serve, you will not be considered. If you send an individual to represent you at the meeting, that representative must present your written proxy authorizing him or her to act on your behalf.

The United States Trustee urges you to consider serving on the Committee. Under the Bankruptcy Code, the Committee has the right to demand that the debtor consult with the Committee before making major decisions or changes, to request the appointment of a trustee or examiner, to participate in the formation of a plan of reorganization, and in some cases, to propose its own plan of reorganization. If appropriate, the Committee may request that the Bankruptcy Court convert a chapter 11 case to one under chapter 7, at which time the debtor’s operations would cease and its assets would be liquidated. The Committee is authorized to select and employ an attorney and other necessary professionals, subject to court approval. Fees of professionals employed by the Committee may be paid from available assets, if any, of the bankruptcy estate after court approval. Further, Committee members’ actual expenses may be reimbursed from estate assets.

The Committee performs a vital role in chapter 11 reorganizations, and we hope that you will choose to participate.

[insert name]  
UNITED STATES TRUSTEE  
/s/ \_\_\_\_\_  
[insert name]  
ASSISTANT UNITED STATES TRUSTEE

Date:

cc: Debtor’s Counsel

**EXHIBIT C  
QUESTIONNAIRE**

[LETTERHEAD; DATE]

**Re: [Case Name and Number]**

**QUESTIONNAIRE FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS\***

**Please Type or Print Clearly.**

I am willing to serve on a Committee of Unsecured Creditors. Yes ( ) No ( )

**A. Unsecured Creditor's Name and Contact Information:**

|                |               |
|----------------|---------------|
| Name: _____    | Phone: _____  |
| Address: _____ | Fax: _____    |
| _____          | E-mail: _____ |
| _____          |               |

**B. Counsel (If Any) for Creditor and Contact Information:**

|                |               |
|----------------|---------------|
| Name: _____    | Phone: _____  |
| Address: _____ | Fax: _____    |
| _____          | E-mail: _____ |
| _____          |               |

**C. If you have been contacted by a professional person(s) (e.g., attorney, accountant, or financial advisor) regarding the formation of this committee, please provide that individual's name and/or contact information:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. Amount of Unsecured Claim (U.S. \$) \_\_\_\_\_**

**E. If your claim is against more than one debtor, list all debtors: \_\_\_\_\_**  
\_\_\_\_\_  
\_\_\_\_\_

**F. Describe the nature of your claim(s), i.e., whether arising from goods or services provided; loans made; litigation; etc., including whether any portion is secured. If secured, please describe the collateral securing the claim. If any portion of the claim(s) arises from litigation, please state the nature of the claim, the case number and jurisdiction (if applicable) and the status.**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\* Note: This is not a proof of claim form. Proof of claim forms are filed with the Clerk of the Bankruptcy Court, not with the United States Trustee

G. Amount of Unsecured Claim entitled to 11 U.S.C. §503(b) treatment as an administrative expense:

\_\_\_\_\_

H. Would your schedule permit you to actively participate on the committee by attending weekly meetings (either by telephone or in person)? Yes ( ) No ( )

**Representations:**

1. Are you or the company you represent in any way “affiliated” with any of the debtors within the meaning of Section 101(2) of the Bankruptcy Code, or a shareholder of, or related to, the debtor(s)? Yes ( ) No ( )  
If a shareholder, state the number of shares: \_\_\_\_\_

2. Do you, or the company you represent, engage in a business which directly or indirectly competes with any of the businesses of the debtor(s)? Yes ( ) No ( )

3. Have you ever been or are you an officer, director, agent, representative or employee of the debtor(s)?  
Yes ( ) No ( ) Does your claim arise from this relationship? Yes ( ) No ( )

4. State when you acquired the claim, the amount paid, and the face amount of the claim: \_\_\_\_\_  
\_\_\_\_\_

5. Have you or your attorney entered into a settlement agreement with the debtor regarding resolution of your claim?  
Yes ( ) No ( )

6. Do you have a claim against any entity affiliated with the debtor? Yes ( ) No ( )  
State the name of the entity and the nature and amount of the claims: \_\_\_\_\_  
\_\_\_\_\_

7. Do you or any affiliated entities have any other claims against, or debt or equity securities of, the debtor(s)?  
Yes ( ) No ( )

8. Do you or any affiliated entities have any financial arrangement that may affect the value of your claim(s) against or interest(s) in the debtor(s) (*e.g.*, personal guarantees, credit insurance, *etc.*)? Yes ( ) No ( )

9. If you have given a proxy to a third party either to represent you at the creditors’ committee formation meeting, or in connection with your claim, please attach a copy of the written proxy. If a professional person has arranged for someone to hold a proxy on your behalf, please identify that individual: \_\_\_\_\_  
\_\_\_\_\_

**You may attach a written statement to explain or supplement any responses.**

**Creditors wishing to serve as fiduciaries on an official committee are advised that they may not purchase, sell or otherwise trade in or transfer claims against the debtor while they are committee members absent an order of the court on application of the creditor.**

Please be advised that once a committee is formed, the United States Trustee will file a notice of appointment in the court record that contains contact information for any creditor appointed, including the creditor's name, address, and telephone number.

**Privacy Act Statement.** 11 U.S.C. § 1102 authorizes the collection of this information. The information will be used by the United States Trustee to determine your qualifications for appointment to the Committee. Disclosure of this information may be to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." *See* 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: [http://www.justice.gov/ust/eo/rules\\_regulations/index.htm](http://www.justice.gov/ust/eo/rules_regulations/index.htm). Your disclosure of information is voluntary; however, failure to provide the requested information may result in the rejection of your application to be appointed to the Committee.

I hereby certify that, to the best of my knowledge and belief, the answers to this Questionnaire are true and correct. By executing this Questionnaire, I also agree to the restrictions and conditions set forth in the preceding paragraphs and in the Committee Information Sheet, and I agree to provide the periodic certifications upon the request of the United States Trustee.

**Date:** \_\_\_\_\_

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Print Name**

\_\_\_\_\_  
**Title**

**EXHIBIT D  
INFORMATION SHEET**

[LETTERHEAD; DATE]

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
INFORMATION SHEET**

**Purpose of Unsecured Creditors' Committees.** To increase participation in the chapter 11 proceeding, section 1102 of the Bankruptcy Code requires that the United States Trustee appoint a committee of unsecured creditors (the "Committee") as soon as practicable after the order for relief has been entered. The Committee ordinarily consists of the persons, willing to serve, who hold the seven (7) largest unsecured claims of the kinds represented on such committee. The debtor has filed a list indicating that your claim may be among the largest unsecured claims against the debtor, and for that reason, you may be eligible to serve on the Committee. There must be at least three (3) unsecured creditors willing to serve in order to form a Committee.

**Powers and Duties of Unsecured Creditors' Committees.** Members of the Committee are fiduciaries who represent all unsecured creditors as a group without regard to the types of claims which individual unsecured creditors hold against the debtor. Section 1103 of the Bankruptcy Code provides that the Committee may consult with the debtor, investigate the debtor and its business operations and participate in the formulation of a plan of reorganization. The Committee may also perform such other services as are in the interests of the unsecured creditors which it represents. Moreover, Federal Rule of Bankruptcy Procedure 2019, as amended, requires each member of an official committee to file a verified statement disclosing its name, its address, and the nature and amount of each "disclosable economic interest"<sup>†</sup> held in relation to the debtor on the date the committee was formed. Rule 2019 also requires the committee to file a verified supplemental statement updating the earlier information (if information previously disclosed has materially changed) when taking a position before the court or soliciting votes on a plan.

**Employment of Professionals.** Section 1103 of the Bankruptcy Code provides that the Committee may, subject to the bankruptcy court's approval, employ one or more attorneys, accountants, or other professionals to represent or perform services for the Committee. The decision to employ particular professionals should occur at a scheduled meeting of the Committee where a majority of the Committee is present. All professionals retained by the Committee may be compensated from assets of the debtor's estate pursuant to section 330 of the Bankruptcy Code. Applications for the payment of professional fees may be monitored by the Office of the United States Trustee and are subject to the Court's approval. However, the Committee should carefully review all applications and not rely on the Court or the United States Trustee to discover and object to unreasonable or unnecessary professional fees or costs.

**Other Matters.** The Committee should elect a chairperson and may adopt bylaws. As a party in interest, the Committee may be heard on any issue in the bankruptcy proceeding. Federal Bankruptcy Rule 2002(i) requires that the Committee (or its authorized agent) receive all notices concerning motions and hearings in the bankruptcy proceeding.

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<sup>†</sup> "Disclosable economic interest" means any claim, interest, pledge, lien, option, participation, derivative instrument, or any other right or derivative right granting the holder an economic interest that is affected by the value, acquisition, or disposition of a claim or interest.

**In the event you are appointed to an official committee of creditors, the United States Trustee may require periodic certifications of your claims while the bankruptcy case is pending. Creditors wishing to serve as fiduciaries on any official committee are advised that they may not purchase, sell or otherwise trade in or transfer claims against the Debtor while they are committee members absent an order of the Court. By submitting the enclosed Questionnaire and accepting membership on an official committee of creditors, you agree to this prohibition. The United States Trustee reserves the right to take appropriate action, including removing a creditor from any committee, if the information provided in the Questionnaire is inaccurate, if the foregoing prohibition is violated, or for any other reason the United States Trustee believes is proper in the exercise of her discretion. You are hereby notified that the United States Trustee may share this information with the Securities and Exchange Commission if deemed appropriate.**

**Privacy Act Statement.** 11 U.S.C. § 1102 authorizes the collection of this information. The information will be used by the United States Trustee to determine your qualifications for appointment to the Committee. Disclosure of this information may be to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." *See* 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: [http://www.justice.gov/ust/eo/rules\\_regulations/index.htm](http://www.justice.gov/ust/eo/rules_regulations/index.htm). Your disclosure of information is voluntary; however, failure to provide the requested information may result in the rejection of your application to be appointed to the Committee.

Should you have any additional questions concerning the Committee or your membership on the Committee, please contact the Office of the United States Trustee.

**EXHIBIT E**

**TRADING ORDER**

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|                              |   |                            |
|------------------------------|---|----------------------------|
| <i>In re</i>                 | : | Chapter 11                 |
|                              | : |                            |
| NUTRITIONAL SOURCING         | : | Case Number 07-11038 (PJW) |
| CORPORATION, <i>et al.</i> , | : |                            |
|                              | : | Jointly Administered       |
|                              | : |                            |
| Debtors                      | : | Ref Docket No. 317         |

**ORDER PERMITTING TRADING OF DEBTORS' SECURITIES BY  
MEMBERS OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS UPON ESTABLISHMENT OF A SCREENING WALL**

Upon the motion of the Official Committee of Unsecured Creditors (the "Committee") of Nutritional Sourcing Corporation and its debtor subsidiaries (collectively, the "Debtors"), for an order permitting members of the Committee (each, a "Committee Member") to trade in the Debtors' securities upon the establishment and implementation of policies and procedures ("Blocking Procedures") designed to prevent the misuse of material non-public information obtained in the performance of Committee duties and in accordance with the terms and conditions of this Order; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334 and that this matter is a core matter pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that the relief requested in the Motion, as modified by this Order, is in the best interests of the Debtors' estates and their creditors; and it appearing that due and proper notice of the Motion has been given under the circumstances, and that no further notice need be given; and after due deliberation, and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as modified herein.

2. The term “Securities” shall have the same meaning given to the term in Section 2(a)(1) of the Securities Act of 1933 and includes the following: stocks; notes; debentures; and participations in, or derivatives based upon or relating to, any of the Debtors’ debt obligations (other than debts for goods, services or taxes) or equity interests.

3. The term “Trade” means a purchase or sale transaction of Securities and does not include any purchase or sale transaction of other claims or interests that are not Securities.

4. The term “Committee Personnel” means those employees of the Committee Member who engage in Committee-related activities, whether directly or indirectly, or who assist others in the performance of Committee-related activities.

5. Any Committee Member regularly engaged in the trading of Securities as a regular part of its business which complies with the terms of this Order, including the establishment, implementation and strict adherence to the Blocking Procedures described below, shall not violate its fiduciary duties as a Committee Member, and will not subject its claims to disallowance, subordination or other adverse treatment, if a Committee Member participates in a Trade.

6. Prior to engaging in Trades, a Committee Member seeking the protection of this Order must be able to verify the following by means of a sworn or verified declaration filed with the Bankruptcy Court and served on counsel for the Debtor, the Committee and the United States Trustee:

(a) The declarant’s position with the Committee Member and that the declarant has personal knowledge of the Committee Member’s business;

(b) The nature of Committee Member’s business, its organizational structure and the number of employees in each division.

(c) That the Committee Member has established and will comply with the following procedures (collectively, the “Blocking Procedures”):

(i) Committee Personnel shall execute a letter (a “Confidentiality Letter”) acknowledging that they may receive non-public information and that they are aware of the information blocking procedures which are in effect with respect to the claim(s) Committee Member and/or its clients have against the Debtors, that they will comply with the blocking procedures, and that they will immediately inform Committee counsel and the United States Trustee in writing if such procedures are materially breached;

(ii) Subject to paragraph 7 of this Order, Committee Personnel will not directly or indirectly share any non-public information generated by, received from or relating to Committee activities or Committee membership (“Information”) with any other employees, representatives, or agents of Committee Member who are not Committee Personnel, including Committee Member’s investment advisory personnel, and Committee Member shall use good faith efforts not to share any material Information concerning the Debtors’ chapter 11 cases with any Committee Member employee reasonably known to be engaged in trading activities with respect to the claims on behalf of Committee Member and/or its clients, provided that a good faith communication of publicly available information shall not be presumed to be a breach of the obligations of Committee Member or any Committee Personnel hereunder;

(iii) Committee Personnel will maintain all hard copy files containing Information in secured cabinets inaccessible to other employees of Committee Member. Further, Committee Personnel will inhabit office space physically separate from that inhabited by other employees of Committee Member and will not discuss, send or receive Information on telephone lines or facsimile machines that are available for use by other employees of Committee Member;

(iv) Committee Personnel will not receive any information regarding Committee Member's Trades in advance of the execution of such Trades, except that Committee Personnel may receive (i) reports showing Committee Member's purchases, sales and ownership of Securities, but no more frequently than weekly and (ii) usual and customary internal reports showing Committee Member's purchases and sales on behalf of Committee Member or its clients to the extent that such personnel would otherwise receive such reports in the ordinary course of business and such reports are not specifically prepared with respect to the Debtors;

(v) Committee Member's compliance personnel shall review Committee Member's Trades to determine if there is any reason to believe that such Trades were not made in compliance with the information blocking procedures and shall keep records of such review;

(vi) Committee Member shall take all steps necessary to restrict the exchange of Information through electronic means between Committee Personnel and all other Committee Member employees in a manner consistent with the

foregoing procedures, which shall be monitored by Committee Member's compliance personnel;

(vii) Committee Member shall disclose to the Office of the United States Trustee in writing any decrease in dollar amount of the Securities held by Committee Member or its clients in Committee Member Accounts, which results in such holdings being less than one-third of the aggregate holdings of Committee Member and its clients in Committee Member accounts as of the date of Committee Member's appointment to the Committee, within five business days of such decrease;

(viii) For so long as Committee Member is a member of the Committee, it shall provide a declaration on a quarterly basis to Committee counsel and the United States Trustee verifying Committee Member's review of, and continued compliance with, the blocking procedures, and shall immediately disclose to Committee counsel and the United States Trustee any material breaches of such procedures;

(ix) Committee Member will (a) file an initial certification of the amount and types of its claims against/interests in the Debtors and (b) update this information through quarterly reports submitted to the United States Trustee; and

(d) That Committee Member has disclosed the identity of the Committee Personnel and that each current/prospective employee who is Committee Personnel will execute and file a separate declaration with the Court affirming his or her intention to comply with the blocking procedures.

7. Notwithstanding the Blocking Procedures, Committee Personnel may share Information with (i) senior management of Committee Member who, due to their duties and

responsibilities, have a legitimate need to know such Information provided that such individuals (a) otherwise comply with the Blocking Procedures and (b) use such Information only in connection with their senior managerial responsibilities, (ii) regulators, auditors, and designated legal and compliance personnel for the purpose of rendering legal advice to the Committee Personnel, and to the extent that such information may be accessible by internal computer systems, Committee Member administrative personnel who service and maintain such systems, each of whom will agree not to share Information with other employees and will keep such Information in files inaccessible to other employees, and (iii) other Committee Member employees, representatives and agents who (a) are not involved with trading or investment advisory activities with respect to Committee Member's/its clients' claims and (b) execute a Confidentiality Letter.

8. This Order shall not preclude the Court or any party in interest, including the United States Trustee, from taking any appropriate action (including the U.S. Trustee's removal of a Committee Member from the Committee) in response to an alleged breach of fiduciary duty by a Committee Member and/or a Committee Member's failure to comply with either the Blocking Procedures or the terms of this Order. Further, the rights of the United States Trustee or any party in interest to seek a determination from this Court as to whether a Committee Member should be permitted to trade under this Order (based upon information disclosed in the declaration described in paragraph 6 of this Order or otherwise) are fully reserved.

9. Nothing set forth in the Motion or this Order shall constitute an admission by any party or finding by this Court that debt obligations of the Debtors, whether arising under any credit agreements or otherwise, constitute "securities" for the purpose of federal or state securities laws. Further, nothing set forth in the Motion or this Order shall limit or otherwise affect the application

of federal or state non-bankruptcy laws, including securities laws, to Committee Members, Committee Personnel, and/or Trades.

10. The provisions of this Order shall apply to, and inure to the benefit of, only those Committee Members who (a) have been appointed to the Committee by the United States Trustee pursuant to Section 1102(a) of the Bankruptcy Code, (b) are engaged in the trading of Securities as a regular part of their business, and (c) comply with the terms of this Order.

11. This Order shall be effective upon its entry on the Court's docket.

12. This Court shall retain jurisdiction to (i) enforce and interpret the terms and conditions of this Order, and (ii) preside over any conflict arising from the terms and conditions hereof.

Dated: Wilmington, Delaware

Oct 4, 2007

  
\_\_\_\_\_  
Peter J. Walsh  
United States Bankruptcy Judge

# **EXHIBIT F**

## **CORRESPONDENCE WITH CERTIFICATIONS**



U.S. Department of Justice

Office of the United States Trustee

Region 3  
District of Delaware

844 King Street  
Suite 2207  
Wilmington, DE 19801

(302) 573-6491  
Fax: (302) 573-6497

Date:

|  |  |
|--|--|
|  |  |
|  |  |
|  |  |
|  |  |

Subject: [case name and number]  
United States Bankruptcy Court, District of Delaware

Dear Committee Member:

On \_\_\_\_\_, the United States Trustee appointed you as a member of the official committee of unsecured creditors (the "Creditors' Committee") in the subject chapter 11 case(s) pursuant to section 1102 of the Bankruptcy Code. The purpose of this letter is to confirm certain matters that we raised at the [insert date] organizational meeting.

**Initial Disclosures**

The United States Trustee is responsible for, among other things, monitoring Creditors' Committees. To assist the United States Trustee in that regard, please advise us, in writing, within ten (10) days of the date of this letter of the occurrence of the following events: (1) the selection or appointment of the person whom the Creditors' Committee selects to serve as chairperson; and (2) the adoption of by-laws and any other process or procedures implemented by the Creditors' Committee in furtherance of its duties. We also request a copy of these documents.

**Fees**

The United States Trustee reviews the applications filed by professionals seeking compensation and reimbursement of expenses. 28 U.S.C. §586(a)(3)(A). The United States Trustee urges each Creditors' Committee to be active in reviewing professional fees in this case and to communicate your concerns and views regarding the reasonableness of the fees sought by retained professionals. To this end, the United States Trustee reminds you of your rights as committee members to monitor monthly fee invoices and fee applications submitted to the Creditors' Committee by each of the professionals retained in this case pursuant to 11 U.S.C. §327(a) and to consult with each other and your retained counsel to assure that the fees are reasonable.



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

----- X  
 In re :  
 : Chapter 11  
 :  
 : Case No.  
 :  
 Debtor. :  
 :  
 :  
 ----- X

**CERTIFICATION UNDER PENALTY OF PERJURY<sup>1</sup>**

I, \_\_\_\_\_, hereby certify under penalty of perjury that \_\_\_\_\_ (including any and all of its affiliates, "the Affiant" owns or controls the following (i) claims against, or debt and/or equity securities of the above captioned Debtor(s) and/or (ii) other financial arrangements including, but not limited to, hedged positions, derivative securities or insurance, that may affect the value of the positions held by the Affiant in claims against and/or interests in the Debtors' securities, in the following designated amounts:

| Description of Claims, Debt And/or Equity Securities/Other Financial Arrangement | Amount |
|--|--------|
|  |        |
|  |        |
|  |        |
|  |        |
|  |        |
|  |        |
|  |        |

I hereby certify that the information provided herein constitutes the only claims against, and/or debt or equity interests in the Debtors that are owned or controlled by the Affiant. I further certify that I have the requisite authority to make this certification and that this certification applies to all debt or any similar instruments or securities held by or relating to the Affiant.

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_

<sup>1</sup> You are hereby notified that the United States Trustee may share this information with the Securities and Exchange Commission, as deemed appropriate.