



WHEREAS, this Bankruptcy Court set November 17, 2004, as the bar date (the “Bar Date”) for Creditors to file a proof of claim in the Chapter 11 Cases; and

WHEREAS, the Pension Fund on or about October 22, 2004, filed seventeen proofs of claim in these Chapter 11 Cases against the Debtors for contingent withdrawal liability (e.g. in the event the Debtors ceased to have an obligation to contribute to the Pension Fund). Such claims were assigned Claim Nos. 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702 (collectively, the “Withdrawal Liability Claims”) each in the amount of \$928,136.69;

WHEREAS, the Pension Fund and the Central States, Southeast and Southwest Areas Health and Welfare Fund on or about November 15, 2005, also filed two additional proofs of claims, assigned Claims Nos. 758 and 759, arising out of contributions that allegedly were not made by the Debtors to the Pension Fund, as well as the Central States, Southeast and Southwest Areas Health and Welfare Fund (the “Contribution Claims”);

WHEREAS, the Debtors proposed The Debtors’ Third Amended Joint Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code, dated December 29, 2004 (the “Plan”);

WHEREAS, the Pension Fund informally objected to the confirmation of the Debtors’ Plan;

WHEREAS, the Debtors and the Pension Fund resolved the Pension Fund’s objection to the confirmation and this Court entered an Order confirming the Plan, entered on December 30, 2004. The resolution of the Pension Fund’s objection is set forth on Exhibit B to the Order confirming the Plan (a true and correct copy of Exhibit B to the Order confirming the Plan is attached hereto and the terms of which are incorporated herein by reference);

WHEREAS, such Plan became effective pursuant to its terms on January 28, 2005;

WHEREAS, on February 23, 2005, the Reorganized Debtors filed the Debtors’ Fourth Objection to Proofs of Claim Pursuant to 11 U.S.C. §§ 105(A), 502(B) and Fed. R. Bankr. P. 3007 (the “Fourth Objection,” CM/ECF#1307), which the Debtors’ deemed duplicative, including the Withdrawal Liability Claims;

WHEREAS, on May 10, 2005, the Reorganized Debtors filed the Debtors' Ninth Objection to Proofs of Claim Pursuant to 11 U.S.C. §§ 105(A), 502(B) and Fed. R. Bankr. P. 3007 (the "Ninth Omnibus Objection," CM/ECF#1806), which the Debtors dispute, including the Withdrawal Liability Claims;

WHEREAS, in May 11, 2005, the Reorganized Debtors filed the Debtors' Tenth Objection to Proofs of Claim Pursuant to 11 U.S.C. §§ 105(A), 502(B) and Fed. R. Bankr. P. 3007 (the "Tenth Omnibus Objection," CM/ECF#1812), which the Debtors had not listed on their Schedules and which the Debtors dispute, including the Contribution Claims;

WHEREAS, the hearing on the Fourth Omnibus Objection was continued as to the Withdrawal Liability Claims;

WHEREAS, a hearing on the Ninth Omnibus Objection was held on June 21, 2005, and was continued as to the Withdrawal Liability Claims;

WHEREAS, a hearing on the Tenth Omnibus Objection was held on June 21, 2005, and was continued as to the Contribution Claims;

WHEREAS, at this time the Debtors and the Pension Fund desire to resolve the Fourth Omnibus Objection and the Ninth Omnibus Objection to only the Withdrawal Liability Claims of the Pension Fund;

WHEREAS, as set forth in Article VIII(A)(1) of the Plan, the Reorganized Debtors have the exclusive authority to settle and compromise any and all Claims; and

NOW, THEREFORE, the Parties, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, agree as follows:

- i. The Withdrawal Liability Claims (Claim Nos. 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702) shall hereby be deemed withdrawn by the Pension Fund;
- ii. The Contribution Claims (Claim No. 758 and Claim No. 759) shall be unaffected by this Stipulation and Order. This Stipulation and Order is entered without prejudice to the rights of the Reorganized Debtors to object to these Contribution Claims on any ground;
- iii. Withdrawal of the Withdrawal Liability Claims (Claim Nos. 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701,

702) shall not affect, impair, alter the validity of, or otherwise discharge any withdrawal liability Claim (as defined in section 101(14) of the Bankruptcy Code) if any, arising under 29 U.S.C. §§1383 or 1385, arising after the Confirmation Date, of the Debtors, the Reorganized Debtors or any other party to the Pension Fund;

- iv. Nothing in this Stipulation and Order shall alter or impair the rights or defenses under the Bankruptcy Code or any other applicable law (including, but not limited to, ERISA §4225) of any of the Debtors, the Reorganized Debtors, or any other party.

IN WITNESS WHEREOF the Parties have caused this Stipulation to be executed and delivered by their respective duly authorized representatives as of this \_\_\_ day of June, 2005.

Dated: 6/29, 2005

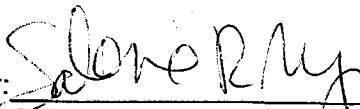
CENTRAL STATES SOUTHEAST &  
SOUTHWEST AREAS PENSION FUND

By: 

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Dated: 6/29, 2005

THE REORGANIZED DEBTORS

By: 

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Pittsburgh, PA 15219  
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*Counsel for the Reorganized Debtors*

The Stipulation of the Pension Fund and the Reorganized Debtors is hereby approved.

Entered:

6/30/05



Chief United States Bankruptcy Judge  
U.S. Bankruptcy Court for the Western  
District of Pennsylvania

**FILED**

JUN 30 2005

Enterprise Systems Incorporated  
11487 Sunset Hills Road  
Reston, Virginia 20190-5234

# CERTIFICATE OF SERVICE

District/off: 0315-2  
Case: 04-27848

User: csus  
Form ID: pdf900

Page 1 of 1  
Total Served: 1

Date Rcvd: Jul 06, 2005

The following entities were served by first class mail on Jul 08, 2005.  
aty +Salene R. Mazur, Campbell & Levine LLC, 1700 Grant Building, Pittsburgh, PA 15219-2348

The following entities were served by electronic transmission.  
NONE.

TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 08, 2005

Signature:

