


**EXHIBIT B -2 OF 3**

It is further **ORDERED** that counsel for the Debtors shall serve a copy of this Order upon all parties in interest, including but not limited to the Service List in effect in this case.

BY THE COURT:

  
\_\_\_\_\_  
Gary L. Lancaster, Judge  
United States District Court

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

In re: ) Chapter 11  
)  
FEDERAL-MOGUL GLOBAL INC., ) Bankr. Case No. 01-10578  
T&N LIMITED, et al.,<sup>1</sup> )  
) Jointly Administered  
Debtors. )

**ORDER**

AND NOW, this 13<sup>th</sup> day of November 2007, IT IS HEREBY ORDERED,

ADJUDGED AND DECREED THAT:

1. The Order Confirming Fourth Amended Joint Plan of Reorganization for Debtors and Debtors-in-Possession (As Modified) (the "Confirmation Order") (Bankr. D.I. 13674) entered by the Bankruptcy Court on November 8, 2007, is hereby **AFFIRMED**.

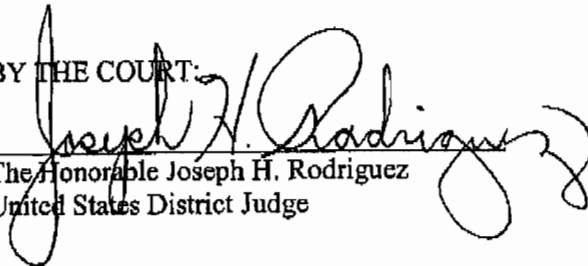
2. The Findings of Fact and Conclusions of Law Regarding Confirmation of Fourth Amended Joint Plan of Reorganization for Debtors and Debtors-in-Possession (As Modified) (Bankr. D.I. 13672) issued by the Bankruptcy Court on November 8, 2007, are hereby

**ADOPTED.**

<sup>1</sup> The U.S. Debtors (collectively, the "U.S. Debtors") are Carter Automotive Company, Inc., Federal-Mogul Corporation, Federal-Mogul Dutch Holdings Inc., Federal-Mogul FX, Inc., Federal-Mogul Global Inc., Federal-Mogul Global Properties, Inc., Federal-Mogul Ignition Company, Federal-Mogul Machine Tool, Inc., Federal-Mogul Mystic, Inc., Federal-Mogul Piston Rings, Inc., Federal-Mogul Powertrain, Inc., Federal-Mogul Products, Inc., Federal-Mogul Puerto Rico, Inc., Federal-Mogul U.K. Holdings, Inc., Federal-Mogul Venture Corporation, Federal-Mogul World Wide, Inc., Felt Products Manufacturing Co., FM International LLC, Ferodo America, Inc., Gasket Holdings Inc., J.W.J. Holdings, Inc., McCord Sealing, Inc., and T&N Industries Inc.

The U.K. Debtors to which this Order applies (collectively, the "U.K. Debtors") are AE Piston Products Limited, Aeroplane & Motor Aluminium Castings Limited, Ashburton Road Services Limited, Brake Linings Limited, Duron Limited, Edmunds, Walker & Co. Limited, Federal-Mogul Aftermarket UK Limited, Federal-Mogul Bradford Limited, Federal-Mogul Bridgewater Limited, Federal-Mogul Camshaft Castings Limited, Federal-Mogul Camshafts Limited, Federal-Mogul Engineering Limited, Federal-Mogul Eurofriction Limited, Federal-Mogul Friction Products Limited, Federal-Mogul Global Growth Limited, Federal-Mogul Ignition (U.K.) Limited, Federal-Mogul Powertrain Systems International Limited, Federal-Mogul Sealing Systems (Cardiff) Limited, Federal-Mogul Sealing Systems (Rochdale) Limited, Federal-Mogul Sealing Systems (Slough) Limited, Federal-Mogul Sealing Systems Limited, Federal-Mogul Shoreham Limited, Federal Mogul Sintered Products Limited, Federal-Mogul Systems Protection Group Limited, Federal-Mogul Technology Limited, Federal Mogul U.K. Limited, Ferodo Caernarfon Limited, Ferodo Limited, Fleetside Investments Limited, F-M UK Holding Limited, Friction Materials Limited, Greet Limited, Halls Gaskets Limited, Hepworth & Grandage Limited, J.W. Roberts Limited, Lanoth Limited, Newalls Insulation Company Limited, TAF International Limited, T&N Holdings Limited, T&N International Limited, T&N Investments Limited, T&N Limited, T&N Materials Research Limited, T&N Piston Products Group Limited, T&N Properties Limited, T&N Shelf Eighteen Limited, T&N Shelf Nineteen Limited, T&N Shelf One Limited, T&N Shelf Seven Limited, T&N Shelf Three Limited, T&N Shelf Twenty Limited, T&N Shelf Twenty-One Limited, T&N Shelf Twenty-Six Limited, TBA Belting Limited, TBA Industrial Products Limited, Telford Technology Supplies Limited, The Washington Chemical Company Limited, Turner & Newall Limited, Turner Brothers Asbestos Company Limited, and Wellworthy Limited. Unlike all the other U.K. Debtors, T&N Investments Limited is a Scottish rather than an English company and commenced administration in Scotland in April 2002. Certain additional U.K. affiliates of the U.S. Debtors and U.K. Debtors have commenced chapter 11 cases but are not subjects of this Order.

BY THE COURT:

  
The Honorable Joseph H. Rodriguez  
United States District Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE: : Chapter 11  
: :  
OWENS CORNING, et al., : Bankruptcy Case No. 00-3837  
: :  
Debtors.<sup>1</sup> : :

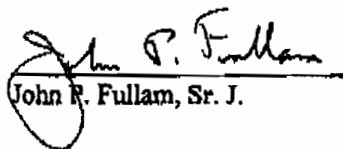
ORDER

AND NOW, this 28<sup>th</sup> day of September 2006, IT IS ORDERED:

1. The Order Confirming the Sixth Amended Joint Plan of Reorganization for Owens Corning and its Affiliated Debtors and Debtors-in-Possession (As Modified) (the "Confirmation Order") (Bankr. Docket No. 19366) entered by the Bankruptcy Court on September 26, 2006, is hereby AFFIRMED.

2. The Findings of Fact and Conclusions of Law Regarding Confirmation of the Sixth Amended Joint Plan of Reorganization for Owens Corning and its Affiliated Debtors and Debtors-in-Possession (As Modified) (Bankr. Docket No. 19367) issued by the Bankruptcy Court on September 26, 2006, are hereby AFFIRMED.

BY THE COURT:

  
John R. Fullam, Sr. J.

<sup>1</sup>The Debtors are: (1) Owens Corning; (2) CDC Corporation; (3) Engineered Yarns America, Inc.; (4) Falcon Foam Corporation; (5) Integrex; (6) Fibreboard Corporation; (7) Exterior Systems, Inc.; (8) Integrex Ventures LLC; (9) Integrex Professional Services LLC; (10) Integrex Supply Chain Solutions LLC; (11) Integrex Testing Systems LLC; (12) HOMEXPERTS LLC; (13) Jefferson Holdings, Inc.; (14) Owens-Corning Fiberglas Technology Inc.; (15) Owens Corning HT, Inc.; (16) Owens-Corning Overseas Holdings, Inc.; (17) Owens Corning Remodeling Systems, LLC; and (18) Soltech, Inc.

UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
ABB LUMMUS GLOBAL INC., ) Misc. Case No. 06-13P-SLE  
 )  
Reorganized Debtor. ) Bankr. Case No. 06-10401 (JKF)

**ORDER AFFIRMING CONFIRMATION ORDER  
AND ISSUING INJUNCTIONS**

This matter comes before this Court following entry of the *Order (A) Approving Disclosure Statement and Solicitation Procedures, (B) Confirming (and Recommending Affirmance by the U.S. District Court) of Debtor's Plan of Reorganization as Modified Through June 8, 2006 and (C) Setting Bar Dates to File Certain Claims in Paragraphs 51, 52, 53 and 74* (the "Confirmation Order") by the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

Upon consideration of the Confirmation Order and related pleadings and exhibits transmitted therewith by the Bankruptcy Court; and notice of entry of the Confirmation Order and opportunity for a hearing having properly been given; it is hereby

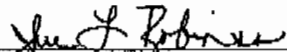
ORDERED, that the Confirmation Order is hereby AFFIRMED, including, but not limited to, the Lummus Asbestos PI Channeling Injunction found in paragraph 7.14 of the Plan and the Lummus Asbestos Insurance Entity Injunction found in paragraph 7.3 of the Plan; and it is further

ORDERED, that this Order shall be docketed in both this Court and the Bankruptcy Court; and it is further

ORDERED, that if any objection to this Order by a party in interest with standing is not filed, served, and properly noticed within ten (10) days following entry of this Order, this Order shall become final and effective; and it is further

ORDERED, that the Debtor is directed to immediately serve this Order upon the parties listed on the 2002 Notice List, the Official Service List, and those parties who entered an appearance at the Confirmation Hearing, and the Debtor is further directed to publish a copy of this Order once it has become final and effective.

ENTERED, ISSUED, AND AFFIRMED on this 19~~th~~ day of July, 2006.

  
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HONORABLE SUE L. ROBINSON  
United States District Court Judge

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re: :  
: :  
KAISER ALUMINUM CORP., et al., : Bankruptcy Case No. 02-10429  
: (JFK)  
: :  
Debtors. :  
\_\_\_\_\_ : \_\_\_\_\_

In re: :  
: :  
KAISER ALUMINUM CORP., et al., : Misc. Case No. 06-41-JJF  
: :  
Debtors. :

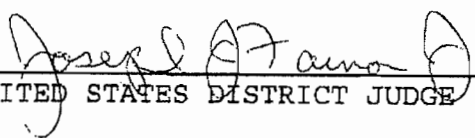
O R D E R

At Wilmington, this 11 day of May 2006, for the reasons set forth in the Memorandum Opinion issued this date;

IT IS HEREBY ORDERED that:

1. The February 6, 2006 Order of the Bankruptcy Court confirming the Second Amended Joint Plan of Reorganization of Kaiser Aluminum Corporation, Kaiser Aluminum & Chemical Corporation and Certain of their Debtor Affiliates, as Modified (the "Confirmation Order") (Bankr. Docket No. 8225) is **AFFIRMED**.

2. The Findings of Fact and Conclusions of Law Regarding Confirmation of the Second Amended Joint Plan of Reorganization of Kaiser Aluminum Corporation, Kaiser Aluminum & Chemical Corporation and Certain of Their Debtor Affiliates, as Modified (Bankr. Docket No. 8226) issued by the Bankruptcy Court on February 6, 2006 are **ADOPTED**.

  
\_\_\_\_\_  
UNITED STATES DISTRICT JUDGE



IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re: :  
: :  
KAISER ALUMINUM CORP., et al., : Bankruptcy Case No. 02-10429  
: (JFK)  
: :  
Debtors. :  
: :  
\_\_\_\_\_

In re: :  
: :  
KAISER ALUMINUM CORP., et al., : Misc. Case No. 06-41-JJF  
: :  
Debtors. :  
: :  
\_\_\_\_\_

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Successor to Insurance Company of North America, and as  
Administrative Agent of Former Members of AFIA, including St.  
Paul Mercury Insurance Company); Ace Property & Casualty Company  
(formerly known as Cigna Property & Casualty Company, formerly  
known as Aetna Insurance Company); Industrial Indemnity Company;

Industrial Underwriters Insurance Company; Pacific Employers Insurance Company and Central National Insurance Company of Omaha, by and through Cravens, Dargen and Company, Managing General Agent.

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Brian Kilmer, Esquire of AKIN GUMP STRAUSS HAUER & FELD, Dallas, Texas.

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Of Counsel: Elihu Inselbuch, Esquire of CAPLIN & DRYSDALE, New York, New York.

Peter Van N. Lockwood, Esquire of CAPLIN & DRYSDALE, Washington, D.C.

Attorneys for Official Committee of Asbestos Claimants.

James Patton, Jr., Esquire; Edwin Harron, Esquire and Sharon Zieg, Esquire of YOUNG CONAWAY STARGATT & TAYLOR, Wilmington, Delaware.

Counsel to Martin J. Murphy, the Legal Representative for Future Asbestos Claimants.

Laurie Polleck, Esquire of JASPAN SCHLESINGER HOFFMAN, Wilmington, Delaware.

Of Counsel: Frederick Holden, Esquire of ORRICK, HERRINGTON & SUTCLIFFE, San Francisco, California.

Attorneys for the Official Committee of Retired Salaried Employees.

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**MEMORANDUM OPINION**

May 11, 2006  
Wilmington, Delaware

  
Farnan, District Judge.

Pending before the Court is an appeal from and a request for de novo review by Certain Insurers<sup>1</sup> of the Bankruptcy Court's Order Confirming the Second Amended Joint Plan of Reorganization of Kaiser Aluminum Corporation, Kaiser Aluminum & Chemical Corporation and Certain of their Debtor Affiliates, as Modified (the "Confirmation Order") (Bankr. Docket No. 8225) entered by the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") on February 6, 2006, and the accompanying Findings of Fact and Conclusions of Law Regarding Confirmation of the Second Amended Joint Plan of Reorganization of Kaiser Aluminum Corporation, Kaiser Aluminum & Chemical Corporation and Certain of Their Debtor Affiliates, as Modified

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<sup>1</sup> The Certain Insurers include Columbia Casualty Company; Transcontinental Insurance Company; Harbor Insurance Company; Continental Insurance Company and TIG Insurance Company, as successors by mergers with International Surplus Lines Insurance Company; and Republic Indemnity Company and Transport Insurance Company.

Century Indemnity Company, successor to Cigna Specialty Insurance Company, formerly known as California Union Insurance Company and Successor to CCI Insurance Company, Successor to Insurance Company of North America, and as Administrative Agent of former members of AFIA, including St. Paul Mercury Insurance Company; ACE Property & Casualty Company, formerly known as Cigna Property & Casualty Company, formerly known as Aetna Insurance Company; Industrial Indemnity Company; Industrial Underwriters, Insurance Company; Pacific Employers Insurance Company; Central National Insurance Company of Omaha, by and through Cravens, Dargen and Company, Managing General Agent also briefed this appeal, but announced at the start of the hearing, that they had reached a settlement with the Debtors.

(Bankr. Docket No. 8226).<sup>2</sup> The Court held a hearing on the issues raised by the parties on May 11, 2006. For the reasons discussed, the Court will affirm the February 6, 2006 Confirmation Order and adopt the accompanying Findings of Fact and Conclusion of Law of the Bankruptcy Court.

#### I. PARTIES' CONTENTIONS

These consolidated appeals arise in connection with insurance policies issued by the Certain Insurers to the Reorganizing Debtors prior to the commencement of the Reorganizing Debtors' bankruptcy cases. Each of these policies contain a "no assignment" or "anti-assignment" clause which prohibits the Reorganizing Debtors from assigning their rights under the policies without the consent of the Certain Insurers. However, the Reorganizing Debtors' Second Amended Joint Plan of Reorganization (the "Plan") seeks to alter and/or avoid the anti-assignment provisions by (1) allowing the Reorganizing Debtors to assign their rights under the insurance policies to the Funding

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<sup>2</sup> Several other insurers have a settlement pending with the Debtors that is pending approval by the Bankruptcy Court at a hearing to be held on May 15, 2006. These insurers have not filed substantive memoranda in support of their appeal, and rely on the briefing submitted by the other Appellants, to the extent that their appeal is not mooted by the Bankruptcy Court's approval of their settlements. These insurers include First State Insurance Company; Hartford Accident and Indemnity Company; New England Reinsurance Corporation; Nutmeg Insurance Company; AIU Insurance Company; Granite State Insurance Company; Insurance Company of the State of Pennsylvania; Landmark Insurance Company; Lexington Insurance Company; National Union Fire Insurance Company of Pittsburgh, Pa. and New Hampshire Insurance Company.

Vehicle Trust without the consent of the Certain Insurers, while still binding those Certain Insurers to their obligations under the policies, and (2) requiring the Bankruptcy Court and this Court to declare the assignments "valid and enforceable."

Collectively, the Certain Insurers have filed three Opening Briefs in this action raising two issues for the Court's consideration: (1) whether the Bankruptcy Court had jurisdiction to determine whether rights to receive insurance proceeds could be assigned; and (2) whether the Bankruptcy Court erred in concluding that Section 1123(a)(5) of the Bankruptcy Code preempts the contractual rights of the Certain Insurers under California law.

A. Subject Matter Jurisdiction

With regard to the threshold question of jurisdiction, several of the Certain Insurers maintain that the Bankruptcy Court lacked subject matter jurisdiction to permit the assignment of the Reorganizing Debtors' rights to receive insurance proceeds under the policies. The Certain Insurers contend that the structure of the Plan prevents the Reorganizing Debtors, who are the policyholders, from ever being liable for the personal injury claims, and the Plan assigns all liability for the personal injury claims to the Funding Vehicle Trust. Because the Debtors will never have any liability under the Plan, the Certain Insurers contend that they will never have any rights to the

insurance proceeds. Stated another way, the Certain Insurers contend that under California law, the policyholders must be liable for the claims in order for them to have the right to receive insurance proceeds. If the Debtors have no right to receive the insurance proceeds, the Certain Insurers contend that there is no property of the estate flowing from the insurance policies, and therefore, the Bankruptcy Court lacked in rem jurisdiction to consider the assignment question.

In response to the jurisdiction issues raised by the Certain Insurers, the Reorganizing Debtors contend that the Third Circuit has expressly recognized that insurance policies are property of the estate, and the fact that certain predicates, like the adjudication of liability have not yet occurred, does not mean that the right to receive payment, although contingent, is not property of the estate under Section 541.

B. Preemption Of California Law By The Bankruptcy Code

As for the question of preemption, the Certain Insurers contend that the circumstances under which Section 1123(a) of Bankruptcy Code can preempt state law are narrow and pertain only to laws "relating to the financial condition" of the Reorganizing Debtors. The Certain Insurers contend that Congress has left the determination of property rights to state law, and therefore Section 1123 does not provide a basis for preemption. In support of their argument, the Certain Insurers also rely on the decision