

# EXHIBIT C

**Exhibit C**

**Proposed Inserts for Confirmation Order**

1. The Auction Fee satisfies the requirements for administrative priority status pursuant to section 503(b) of the Bankruptcy Code and is an Allowed Administrative Expense Claim against the Debtors' Estates.

2. On the earlier of the Closing Date or the Effective Date, the Debtors or Reorganized Debtors, as applicable, shall pay Coastwood \$9,000,000.00 from the Cash Transaction Proceeds by wire transfer in accordance with instructions to be provided by Coastwood.