

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF ALABAMA**

In re:)
) **Chapter 11**
MOBILE PULLEY, L.L.C.,)
) **Case No. 02-15612 (MAM)**
Debtor.)

**ORDER APPROVING DEBTOR’S AMENDED MOTION TO: (I) APPROVE
PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT
OR REJECT DEBTOR’S SECOND AMENDED LIQUIDATING PLAN OF
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE UNITED STATES
BANKRUPTCY CODE, DATED MAY 1, 2003, INCLUDING (A) THE FORMS OF
BALLOT,(B) PROCEDURES FOR VOTE TABULATION, AND
(C) RECORD DATE FOR VOTING; AND (II) APPROVE NOTICE AND PUBLICATION
PROCEDURES WITH
RESPECT TO THE CONFIRMATION HEARING**

Upon the record of the hearing held on May 6, 2003 (the “Hearing”), to consider approval, pursuant to Chapter 11 of the United States Bankruptcy Code, of the Debtor’s Amended Motion to: (I) Approve Procedures for Solicitation and Tabulation Of Votes to Accept or Reject Debtor’s Second Amended Liquidating Plan of Reorganization Pursuant to Chapter 11 Of The United States Bankruptcy Code, Dated May 1, 2003, Including (A) the Forms of Ballot, (B) Procedures for Vote Tabulation, and (C) Record Date for Voting; and (II) Approve Notice and Publication Procedures (as amended upon the record of the Court at the Hearing and as may be further amended or supplemented, the “Plan Confirmation Procedures Motion”) with respect to the Confirmation Hearing scheduled for June 9, 2003 to approve the Debtor’s Second Amended Liquidating Plan of Reorganization Pursuant to Chapter 11 Of The United States Bankruptcy Code, Dated May 1, 2003 (the “Plan’) as proposed by Mobile Pulley, L.L.C., the debtor and debtor-in-possession in the above captioned case (the “Debtor”), and upon the Debtor’s Plan Confirmation Procedures Motion seeking the entry of an order approving the (i) procedures for solicitation and tabulation of votes to accept or reject the Plan, including (x) the forms of ballots, (y) procedures for vote tabulation, and (z) the record date for voting; and (ii) notice and publication procedures, and it appearing that the Court has jurisdiction over this matter, and due notice of

the Plan Confirmation Procedures Motion having been given; and it appearing that no other or further notice need be given; and it appearing that the relief requested in the Plan Confirmation Procedures Motion is in the best interests of the Debtor, its estate, and its creditors; and upon the record of the Hearing and all of the proceedings had before the Court; and sufficient cause appearing therefor, it is

ORDERED, that the forms of ballots attached as Exhibits to the Plan Confirmation Procedures Motion (the "Ballots"), and the proposed procedures for soliciting and tabulating votes on the Ballots to accept or reject the Plan (the "Voting Procedures"), are approved; and it is further

ORDERED, that pursuant to Bankruptcy Rules 3017(c) and 3018(a), the holders of claims in each of Classes 1, 2, 3, 4A and 5 of the Plan as of May 6, 2003 (the "Voting Record Date") may vote to accept or reject the Plan by indicating their acceptance or rejection of the Plan on the Ballots provided therefor; and it is further

ORDERED, that in accordance with Bankruptcy Rule 3017(c), the date and times set for voting on the Plan shall be no later than 5:00 p.m., (Prevailing Central Time), on June 4, 2003 (the "Voting Deadline"); and it is further

ORDERED, that in accordance with Bankruptcy Rule 3017(c), a hearing to consider confirmation of the Plan and any objections that may be interposed (the "Confirmation Hearing") shall be held before the Honorable Judge Margaret A. Mahoney in the United States Bankruptcy Court, 201 St. Louis Street, Mobile, Alabama 36602 at 1:30 p.m. on June 9, 2003, or as soon thereafter as Counsel may be heard; and it is further

ORDERED, that in accordance with Bankruptcy Rules 3017(c) and 9006(c)(1), objections, if any, to confirmation of the Plan shall be in writing and shall (a) state the name and address of the objecting party and the nature and amount of the claim or interest of such party, (b) state with particularity the basis and nature of each objection or proposed modification to the Plan, and (c) be filed, together with proof of service, with the Court and served so that such objections are received by the parties listed below, no later than 5:00 p.m., (Prevailing Central Time), on June 4, 2003, Counsel to the

Debtor: Kirk A. Kennedy, Jackson Walker L.L.P., 1401 McKinney, Suite 1900, Houston, Texas 77010; Counsel to the Secured Lenders: Stephen Strohschein, McGlinchey Stafford, Ninth Floor, One American Place, Baton Rouge, Louisiana. 70825-0001; Counsel to the Official Committee of Unsecured Creditors: Donald L. Rickertsen, Haskell Slaughter Young & Rediker, L.L.C., 1200 AmSouth/Harbert Plaza, 1901 Sixth Avenue North, Birmingham, Alabama 35203; the Bankruptcy Administrator: Travis Bedsole, P.O. Box 3083 Mobile, Alabama 36652-3083 (the "Confirmation Objection Deadline"); and it is further

ORDERED, that any party failing to file and serve an objection to the Plan in compliance with this Order and by the Confirmation Objection Deadline be deemed to consent to the treatment of that party provided for in the Plan and shall be barred from raising any objections at the Confirmation Hearing; and it is further

ORDERED, that the Confirmation Hearing may be adjourned from time to time without prior notice to holders of claims, holders of equity interests, or other parties in interest other than the announcement of the adjourned hearing date at the Confirmation Hearing; and it is further

ORDERED, that the Debtor is hereby directed to mail or cause to be mailed by First Class United States mail, postage prepaid, or by overnight express delivery, on or before May 15, 2003, 2003 (a) copy of the notice of, among other things, entry of this Order, the Voting Deadline, the Confirmation Objection Deadline, and the Confirmation Hearing, substantially in the form attached as Exhibits "A" and "B" to the Plan Confirmation Procedures Motion (the "Confirmation Notice"), which Confirmation Notice is hereby approved, (b) a copy of the Debtor's Second Amended Disclosure Statement for Debtor's Second Amended Liquidating Plan of Reorganization Pursuant to Chapter 11 Of The United States Bankruptcy Code, dated May 1, 2003 (the "Disclosure Statement") and the Plan, (c) a Ballot(s), and (d) a pre-addressed return envelope (if such entity is entitled to vote pursuant to the Voting Procedures) (collectively, the "Solicitation Package") on each holder of an Allowed Claim (as such term is defined in the Plan) in each of Classes 1, 2, 3, 4A and 5; and it is further


ORDERED, that the provision of notice in accordance with the procedures set forth in the Plan Confirmation Procedures Motion, this Order and the Voting Procedures shall be deemed good and sufficient notice of the Confirmation Hearing, the Voting Deadline and the Confirmation Objection Deadline; and it is further

ORDERED, that pursuant to Bankruptcy Rule 3017(c), but except as otherwise expressly provided in the Voting Procedures, in order to be considered acceptances or rejections of the Plan, all Ballots must be properly completed, executed, marked and actually received via United States mail, overnight delivery, hand delivery or facsimile by Bankruptcy Management Corporation, Attn: Mobile Pulley Balloting Agent, P.O. Box 0934 El Segundo, CA 90245-0934; Telephone: 888-909-0100; Facsimile: (310) 640-8071 (the "Voting Agent") on or before the Voting Deadline; and it is further

ORDERED, that the Voting Agent is authorized and directed to effect any action reasonably necessary to accomplish the solicitation and tabulation services contemplated by the Disclosure Statement and the Voting Procedures; and it is further

ORDERED, that the Debtor is authorized and empowered to take such actions as may be necessary or appropriate to implement the terms of this Order.

Dated: May 13, 2003


MARGARET A. MAHONEY
U.S. BANKRUPTCY JUDGE