

UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE:) Chapter 11 Cases
)
PERPETUA-BURR OAK HOLDINGS OF) Case No. 09-34022
ILLINOIS, L.L.C., *et al.*) Jointly Administered
)
Debtors.) Hon. Pamela S. Hollis

ORDER (I) APPROVING THE FORM AND MANNER OF NOTICE OF THE DISCLOSURE STATEMENT HEARING; (II) DETERMINING THE TREATMENT OF CERTAIN CLAIMS FOR NOTICE AND VOTING PURPOSES; (III) ESTABLISHING THE RECORD DATE, VOTING DEADLINE AND CERTAIN OTHER PROCEDURES; (IV) APPROVING THE SOLICITATION PROCEDURES FOR CONFIRMATION; AND (V) GRANTING RELATED RELIEF

Upon consideration of the motion (“Motion”)¹ of Perpetua, Inc. (“Perpetua”), Perpetua Holdings of Illinois, Inc. d/b/a Cedar Park Cemetery (“Cedar Park”) and Perpetua-Burr Oak Holdings of Illinois, L.L.C. d/b/a Burr Oak Cemetery (“Burr Oak”, collectively, with Cedar Park and Perpetua, the “Debtors”), pursuant to 11 U.S.C. §§ 105, 1125 and 1126, Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule”) 2002, 3003, 3016, 3107, 3019, 3020 and 9006(c) and Local Bankruptcy Rule 3016-1, requesting the entry of an order (I) Approving the Form and Manner of Notice of the Disclosure Statement Hearing; (II) Determining the Treatment of Certain Claims for Notice and Voting Purposes; (III) Establishing the Record Date, Voting Deadline and Certain Other Procedures; (IV) Approving the Solicitation Procedures for Confirmation; (V) Approving the Form and Manner of Notice of the Confirmation Hearing; and (VI) Granting Related Relief; it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); the Court having jurisdiction over the parties and the subject

¹ Terms not defined herein shall have the meanings ascribed to them in the Motion.

matter of the Motion; due and proper notice having been given; no further notice being required; and after due deliberation it appearing that there is good cause to grant the relief requested;

IT IS ORDERED:

1. The Motion is granted in part and continued in part, as set forth below.

2. The proposed notice of the Disclosure Statement Hearing in substantially the form attached hereto as Exhibit A is approved (the "Disclosure Statement Notice"). Service and publication of the Disclosure Statement Notice as set forth in the Motion are approved and deemed sufficient and appropriate pursuant to Bankruptcy Rules 2002(b), 2002(l) and 9006(c).

3. The Disclosure Statement Hearing shall commence in this Court on **March 29th, 2011** at 11 a.m.

4. Objections, if any, to the adequacy of the Disclosure Statement must be filed and served on all Notice Parties by **4:00 p.m. on March 23rd, 2011** (the "Disclosure Statement Objection Deadline").

5. Any objection to the Disclosure Statement must (a) be timely filed, (b) be in writing, (c) comply with the Bankruptcy Rules and the Local Rules, (d) set forth the name of the objector, and the nature and amount of any claim asserted by the objector against the Debtors, the Estates or their property, (e) state with particularity the legal and factual bases for the objection, including suggested language to be added or existing language to be amended or deleted, and (f) be filed with the Court together with proof of service, so that it is timely received by ECF Notice or otherwise by the Disclosure Statement Objection Deadline. Any objection that fails to comply with the foregoing shall be stricken.

6. Holders of Claims in Classes 2, 4, 5, 10 and 11 (PSF/Mesbic Prepetition Secured, Miscellaneous Secured, General Unsecured/Trade, Non-Insider Indemnification and Insider

Indemnification Claims) are entitled to vote to assume or reject the Plan. Holders of Claims in these Classes shall have their Claims treated for voting purposes only at the face value of their Claim as that claim was either scheduled by the Debtors under Bankruptcy Rule 1007(b) or set forth in such Holder's timely filed proof of claim filed in the Cases.

7. Any Claims voted in Classes 7, 8 and 9 are hereby deemed to have a value of **\$100.00 for voting purposes only.**

8. With regard to Holders of Claims classified under Classes 7, 8 or 9 of the Plan, only such entities who filed proofs of claim on or prior to the Bar Date or were deemed to have "filed" claims under Bankruptcy Rule 3003(c)(2) may object to or vote on the Plan.

9. Except for Holders of Claims classified under Classes 7, 8 and 9 of the Plan, the date that this Court enters an order approving the adequacy of the Disclosure Statement shall constitute the record date in the Cases for purposes of voting on the Plan (the "Record Date"). Those parties having filed proofs of claim or having claims deemed filed by Bankruptcy Rule 3003(c)(2) by the Record Date may vote to accept or reject the Plan, subject to the other provisions set forth in the Motion. With respect to Classes 7, 8 and 9, the Record Date shall be the Bar Date.

10. Any motion pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance (or in the case of Holder of Class 6, 7 or 8 Claims, a different allowance) of a Claim for purposes of voting to accept or reject the Plan ("Rule 3018(a) Motion(s)") must be filed and served by **4:00 p.m. on March 31, 2011** (the "Rule 3018(a) Motion Deadline").

11. Any Rule 3018(a) Motion must (a) be in writing, (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, (c) set forth the name of the party asserting the Rule 3018(a) Motion, (d) state with particularity the legal and factual bases for the Rule 3018(a)

Motion, and (e) be filed with the Bankruptcy Court and served by ECF, or otherwise so as to be received by the Notice Parties no later than the Rule 3018(a) Motion Deadline. Any Rule 3018(a) Motion that fails to comply with the foregoing shall be stricken.

12. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a ballot and shall be permitted to cast a provisional vote to accept or reject the Plan.

13. If, and to the extent that, the Debtors and such party are unable to resolve the issues raised by the 3018(a) Motion prior to the Voting Deadline, then such Rule 3018(a) Motion shall be considered at a hearing prior to the confirmation hearing on the Plan, and this Court shall determine the amount, if any, in which the party filing the Rule 3018(a) Motion shall be entitled to vote.

14. The Solicitation Procedures as set forth in the Motion are sufficient pursuant to Bankruptcy Rule 2017(d).

15. Any ballot that is timely received, full and properly completed, permits the identification of the claimant and that is cast as an acceptance or rejection of the Plan will be counted and will be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan.

16. Any Holder of Class 2, 3, 7, 8, 9, 10 and 11 Claims shall be able to select a single box to vote their Claims in the Cases of all three Debtors.

17. The following ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (1) Any ballot received after the Voting Deadline unless the Debtors shall have granted an extension in writing of the Voting Deadline with respect to such ballot;
- (2) Any ballot that is illegible or contains insufficient information to permit the identification of the claimant;

- (3) Any ballot cast in a manner that neither indicates an acceptance nor rejection of the Plan or that indicates both an acceptance and rejection of the Plan;
- (4) Any ballot that is not signed by Claimant or on behalf of Claimant with an attached power of attorney;
- (5) Any form of ballot other than the official form included in the Solicitation Package or a copy thereof;
- (6) Any copy of a ballot without an original signature;
- (7) Any ballot that is sent by facsimile transmission;
- (8) Any ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan; and/or
- (9) Any ballot cast for a claim identified as unliquidated, contingent, or disputed and for which no Rule 3018(a) Motion has been filed by the Rule 3018(a) Motion Deadline.

18. Whenever two or more ballots are cast voting the same claim prior to the Voting Deadline, the ballot dated latest, but received prior to the Voting Deadline, will be deemed to reflect the voter's intent and to supersede any prior ballots.

19. Creditors may not divide their Claims, or the votes associated therewith. Holders of Claims or Interests who vote, must vote all of their Claims or Interests within a particular Class either to accept or reject the Plan. A ballot partially accepting and partially rejecting the Plan or ballots voted inconsistently shall not be counted for any purposes.

20. The Motion is continued until March ^{29th}, 2011 at 11 a.m. with regard to (a) } *psh* setting (i) the dates by which the Solicitations Packages must be mailed to all creditors and parties in interest, (ii) a Voting Deadline, (iii) a Ballot Report deadline, (iv) a deadline for objections to confirmation of the Plan and (v) a confirmation hearing; (b) approving the form of Ballots and (c) approving the form and manner of notice of the hearing on the confirmation of the Plan and attendant deadlines.

ENTER:

Dated: FEB 10 2011


United States Bankruptcy Judge

Prepared By:

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Exhibit A

UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE:) Chapter 11 Cases
)
PERPETUA-BURR OAK HOLDINGS OF) Case No. 09-34022
ILLINOIS, L.L.C., *et al.*) Jointly Administered
)
Debtors.) Hon. Pamela S. Hollis
)
) Hearing Date: February __, 2011
) Hearing Time: _____ a.m.

NOTICE OF HEARING ON THE ADEQUACY OF THE DISCLOSURE STATEMENT,
DEADLINE FOR FILING OBJECTIONS THERETO AND THE DEADLINE FOR
FILING MOTIONS UNDER FEDERAL RULE OF
BANKRUPTCY PROCEDURE 3018(a)

PLEASE TAKE NOTICE that a hearing (the "Hearing") on the adequacy of the Debtors' Joint Disclosure Statement Regarding Their Joint Plan of Liquidation (the "Disclosure Statement") will commence on _____, 2011 at __:0 a.m. before the Honorable Pamela S. Hollis, United States Bankruptcy Judge, in Courtroom No. 644, 219 South Dearborn, Chicago, Illinois. The Hearing may be continued from time to time as stated in open court without further notice.

PLEASE TAKE FURTHER NOTICE that _____, 2011 (the "Objection Deadline") is the last day by which objections to the adequacy of the Disclosure Statement ("Objection") may be filed. For an Objection to be considered by the Court, it must (a) be timely filed, (b) be in writing, (c) comply with the Bankruptcy Rules and the Local Rules, (d) set forth the name of the objector, and the nature and amount of any claim asserted by the objector against or in the Debtors, the bankruptcy estates or their property, and (e) state with particularity the legal and factual bases for the objection, including suggested language to be added or existing language to be amended or deleted. Objections must be timely filed with the Clerk of the United States Bankruptcy Court electronically by ECF if you are represented by counsel in these Cases, or if you are not represented by counsel in these Cases, by delivery to 219 South Dearborn, Room 710, Chicago, Illinois 60604, with a copy served concurrently upon counsel of record for the Debtors, Official Committee of Unsecured Creditors, the Insurers, the United States Trustee, the Attorney General of the State of Illinois and the State Attorney for Cook County Illinois.

PLEASE TAKE FURTHER NOTICE that the last day by which any creditor may file and serve a motion pursuant to Bankruptcy Rule 3018(a) ("Rule 3018(a) Motion") seeking temporary allowance (or in the case of Holder of Class 7, 8 or 9 Claims, a different allowance) of a Claim for voting purposes is _____, 2011 (the "Rule 3018(a) Motion Deadline"). For a Rule 3018(a) Motion to be considered by the Court, it must (i) be timely filed; (ii) be made in writing, (iii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, (iv) set forth the name of the party asserting the Rule 3018(a) Motion, (v) state with particularity the

legal and factual bases for the Rule 3018(a) Motion and (vi) the movant or their counsel must be present in Court at the time set forth below. All Rule 3018(a) motions must be timely filed with the Clerk of the United States Bankruptcy Court electronically by ECF if you are represented by counsel in these Cases, or if you are not represented by counsel in these Cases, by delivery to 219 South Dearborn, Room 710, Chicago, Illinois 60604, with a copy served concurrently upon counsel of record for the Debtors, Official Committee of Unsecured Creditors, the Insurers, the United States Trustee, the Attorney General of the State of Illinois and the State Attorney for Cook County. Rule 3018 Motions must also be scheduled for presentation to the Bankruptcy Court on _____, 2011 at __:0__ at which time each movant or their counsel must be present.

PLEASE TAKE FURTHER NOTICE that (i) your attendance at the Hearing is not required, but you may appear and be heard at the above-stated time and place if you so desire and (ii) you may obtain a complete copy of the Disclosure Statement by calling (312) 980-_____ and leaving a valid email address (to obtain an electronic copy) or mailing address (to obtain a paper copy by United States First Class Mail) on the voice mail.

Dated: February __, 2011

Perpetua, Inc., Perpetua Holdings of
Illinois, Inc. and Perpetua-Burr Oak
Holdings of Illinois, LLC

By: /s/ Brian L. Shaw
One of its attorneys

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