

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd

Chapter 9

MOTION FOR ORDER:

**(I) SCHEDULING HEARING ON CONFIRMATION OF THE FIRST AMENDED PLAN
FOR ADJUSTMENT OF DEBTS; (II) APPROVING SOLICITATION PROCEDURES;
(III) ESTABLISHING DEADLINES; AND (IV) APPROVING FORM
AND MANNER OF NOTICE OF THE CONFIRMATION HEARING**

Connector 2000 Association, Inc. (the “Debtor”) submits this motion (the “Motion”) for an order pursuant to sections 1125(b) and 1126(b) of the Bankruptcy Code¹ (made applicable by sections 103(f) and 901), and Rules 2002, 3017 and 3018 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”): (i) scheduling a hearing on confirmation of the Debtor’s First Amended Plan for Adjustment of Debts (the “First Amended Plan”); (ii) approving solicitation procedures; (iii) establishing a deadline for parties to file ballots and objections to confirmation of the Debtor’s First Amended Plan; and (iv) approving the form and manner of notice of the confirmation hearing on the First Amended Plan. In support of this Motion, the Debtor respectfully represents as follows:

I. Background.

1. On June 24, 2010 (the “Petition Date”), Debtor filed its voluntary petition for relief under Chapter 9 of the Bankruptcy Code in the United States Bankruptcy Court for the District of South Carolina (the “Bankruptcy Court”). A plan and a disclosure statement were filed by the Debtor on October 22, 2010. On November 23, 2010, the Debtor filed the First

¹ Further references to the Bankruptcy Code (11 U.S.C. §§ 101 et seq.) may be by section number only.

Amended Disclosure Statement and the First Amended Plan. The Court has scheduled a hearing on January 5, 2011 to consider approval of the First Amended Disclosure Statement.

2. Prior to the Petition Date, to finance the construction of the Southern Connector, the Debtor issued \$200,177,680 original principal amount of Connector 2000 Association, Inc. Toll Road Revenue Bonds (Southern Connector Project, Greenville, South Carolina), Series 1998A, Series 1998B and Series 1998C (collectively, the “Bonds”) on February 11, 1998 pursuant to a Master Indenture of Trust and a First Supplemental Indenture of Trust, each dated as of February 1, 1998 (the “Original Trust Indenture”) between the Debtor and First Union National Bank, as predecessor in trust to U.S. Bank National Association, as trustee (the “Senior Bonds Trustee”).

3. The Bonds were issued as “63-20” bonds on behalf of SCDOT on a tax exempt basis and sold in three series: (i) \$66,200,000 original principal amount of the Series 1998A Bonds, (ii) \$87,385,622 original principal amount of the Series 1998B Bonds, and (iii) \$46,592,058 original principal amount of the Series 1998C Bonds. The Series 1998A and Series 1999B Bonds are collectively referred to herein as the “Senior Bonds.” The Series C Bonds are also referred to herein as the “Subordinate Bonds.”

4. The Series 1998A Bonds are current interest bonds and consisted originally of (i) \$21,400,000 5.25% bonds maturing, subject to earlier mandatory sinking fund redemption, on January 1, 2023, and (ii) \$44,800,000 5.375% bonds maturing, subject to earlier mandatory sinking fund redemption, on January 1, 2038. Interest on the Series 1998A Bonds is payable semi-annually on January 1 and July 1 of each year.

5. The Series 1998B Bonds and the Series 1998C Bonds are capital appreciation bonds (the “Capital Appreciation Bonds”) and consist of zero-coupon obligations which accrete

interest and mature serially starting January 1, 2008 and continuing until January 1, 2038. Interest on the capital appreciation bonds accretes, compounded semi-annually and generally is payable at maturity or upon optional redemption. The Series 1998B Bonds have yields between 5.30% and 5.85%. The Series 1998C Bonds have yields between 6.15% and 6.30%. No interest has been paid to date on the outstanding capital appreciation bonds.

6. Subsequent to issuance of the Bonds, the Senior Bonds Trustee requested that the Debtor enter into the Second Supplemental Indenture of Trust and a separate instrument appointing HSBC Bank USA, NA as standby co-trustee for the Subordinate Bonds. The Second Supplemental Indenture of Trust became effective January 1, 2008 at which time HSBC Bank, USA, N.A. assumed the role as indenture trustee for the Subordinate Bonds (the "Subordinate Bonds Trustee").

7. One of the roles of each indenture trustee is to serve as the official registrar of the Bonds and thereby maintain the official records of the holders of the Bonds. Pursuant to the terms of the Original Trust Indenture, all of the Bonds are "book entry only bonds". The Bonds were issued in fully registered form in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC acts as securities depository for the Bonds. However, the beneficial ownership interest in the Bonds is made in book-entry-only form through brokers and dealers who are, or act through, DTC participants ("DTC Participants"). The beneficial owners of the Bonds (collectively, the "Beneficial Holders") are not entitled to receive physical delivery of the Bonds. For so long as any person is the Beneficial Holder of a Bond, such person must maintain an account with a broker or dealer who is, or acts through, a DTC Participant in order to receive payment of principal and interest on such Bond. Consequently, the Debtor does not have a record of the identity of any Beneficial Holders unless

a Beneficial Holder has filed a claim in this proceeding. It is estimated that there are in excess of approximately 500 Beneficial Holders of the Bonds.

8. Due the nature in which records of the ownership interest of the Bonds is maintained, it is essential that the Debtor seek approval of a solicitation procedure which will result in (i) the distribution of the First Amended Disclosure Statement, the First Amended Plan and any related solicitation materials and (ii) the collection and analysis of votes related to the First Amended Plan, in accordance with the requirements of the Bankruptcy Code and the Bankruptcy Rules.

II. Relief Requested.

9. By this Motion, the Debtor requests, among other things, that the Court enter an order: (i) scheduling a hearing on confirmation of the First Amended Plan, (ii) approving solicitation procedures, (iii) establishing deadlines for parties to return ballots to vote on the First Amended Plan and any objections to confirmation of the First Amended Plan, and (iv) approving the form and manner of notice of the confirmation hearing. The form of the proposed solicitation procedures order (the "Solicitation Procedures Order") is attached hereto as Exhibit 1.

10. In addition, the Debtor requests that, in order for the relevant solicitation materials to be fully and properly disseminated to the Beneficial Holders, the Court order the Voting Nominees (as defined below) to disseminate the appropriate solicitation packages to Beneficial Holders and cooperate fully with the Debtor with respect to the solicitation process, as described in more detail below. Particularly, the Debtor requests that the Court order that the Voting Nominees distribute only the Court-approved solicitation materials related to confirmation of the First Amended Plan to their Beneficial Holders, as set forth herein.

III. Solicitation Procedures.

11. Debtor has or is filing a separate motion (“Retention Motion”) requesting the approval of its retention of Epiq Bankruptcy Solutions, LLC as the Court-approved solicitation and balloting agent (“Solicitation Agent”) to implement the procedures contemplated by this Motion. As further set forth in the Retention Motion, the Solicitation Agent shall inspect, monitor and supervise the solicitation process, serve as the tabulator of the ballots, and certify the results of the balloting to the Bankruptcy Court.

12. To conduct an effective solicitation of acceptances or rejections of the First Amended Plan that is consistent with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the District of South Carolina Local Bankruptcy Rules (“Local Rules”), and due process, the Debtor seeks approval of the following solicitation procedures (the “Solicitation Procedures”). To the extent that circumstances arise that require a modification of the Solicitation Procedures, the Debtor reserves the right to supplement or amend such Solicitation Procedures.

13. For noticing and solicitation purposes, it is contemplated that DTC will provide the Debtor and the Solicitation Agent the names of the DTC Participants or any other representatives such as brokers, banks, commercial banks, transfer agents, trust companies, dealers, other agents or nominees, or their mailing agents (collectively, the “Voting Nominees”) as of the Record Date. The Solicitation Agent will distribute Solicitation Packages (as defined below) to the Voting Nominees and/or any designated agent that might be identified by any Voting Nominee.

A. Establishment of the Record Date.

14. Bankruptcy Rule 3017(d) provides that, for purposes of voting on a bankruptcy plan such as a plan of debt adjustment under chapter 9 of the Bankruptcy Code, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Bankruptcy Rule 3018(a) provides in relevant part that “an equity security holder or creditor whose claim is based on a security of record shall not be entitled to accept or reject a plan unless the equity security holder or creditor is the holder of record of the security on the date the order approving the disclosure statement is entered or another date, fixed by the court, for cause, after notice and hearing.” The Debtor proposes that the Court establish January 5, 2011, which is the initial date set for the hearing on approval of the First Amended Disclosure Statement, as the record date (the “Record Date”) for purposes of determining which creditors are entitled to vote on the First Amended Plan. The Debtor further proposes that for purposes of voting entitlement, the assignee of a transferred and assigned claim (whether a timely-filed or scheduled claim) shall be permitted to vote such claim only if the transfer and assignment have been properly noted on the Court’s docket as of the close of business on the Record Date.

15. As noted previously in this Motion, the Bonds are book-entry securities under which DTC is reflected as the sole record owner of the Bonds. However, numerous Beneficial Holders hold ultimate ownership of the Senior Bonds and Subordinate Bonds. The Plan contemplates that the Beneficial Holders of the Bonds as of the Record Date, as Class 1 and

Class 2 creditors under the First Amended Plan, will be asked to vote to accept or reject the First Amended Plan through the Voting Nominees as set forth below.

B. Approval of Ballots, Master Ballots and Distribution Thereof.

16. By this Motion, the Debtor seeks authority to distribute ballots to members of the impaired classes that the Debtor anticipates will be entitled to vote to accept or reject the First Amended Plan. The following classes are identified in the First Amended Plan as containing impaired creditors entitled to vote:

- (i) Class 1 Claims-Senior Bonds;
- (ii) Class 2 Claims-Subordinate Bonds;
- (iii) Class 4 Claims-SCDOT;
- (iv) Class 5 Claims-Executory Contract Claims; and
- (v) Class 6 Claims-Lehman Brothers Claim

17. It is anticipated that the following unclassified claims or class of claims under the First Amended Plan will not be entitled to vote to accept or reject the First Amended Plan as such classes: (a) are unimpaired, within the meaning of section 1124 of the Bankruptcy Code, and therefore, are deemed to accept the First Amended Plan pursuant to section 1126(f); or (b) are receiving no distribution under the First Amended Plan and therefore are deemed to reject the First Amended Plan pursuant to section 1126(g):

- (i) Administrative Expense Claims, (as defined in the Debtor's First Amended Plan);
and
- (ii) Class 3 Claims - Bond Trustee Claims.

As discussed below, such non-voting creditors will receive a non-voting notice in lieu of any ballots.

18. The Debtor has prepared and customized ballots for all classes of claims and interests under the First Amended Plan that the Debtor anticipates will be entitled to vote to accept or reject the First Amended Plan. Bankruptcy Rule 3018(c) provides, in relevant part, as follows:

Form of Acceptance or Rejection. An acceptance or rejection shall be in writing, identify the plan or plans to be accepted or rejected, be signed by the creditor or equity security holder or authorized agent, and conform to the appropriate official form.

B.1 Class Ballots: The Debtor proposes to utilize a ballot (with instructions), substantially in the form of the ballots (with instructions) attached to the Solicitation Procedures Order as Exhibits A through E, each, a “Ballot”). The form of each Ballot complies with Bankruptcy Rule and is based substantially on Official Form No. 14. However, each Ballot has been modified to address the particular needs of this Chapter 9 case. The Debtor proposes to mail a Ballot to (i) the Voting Nominees, and (ii) any other creditor or party interest that has been identified and anticipated as being eligible to vote on the First Amended Plan. Each Ballot specifies that it must be filed no later than the Voting Deadline (as defined below). Each Ballot provides the creditor the opportunity to check a box to indicate acceptance or non-acceptance of the First Amended Plan and includes voting instructions. Among other things, the Debtor proposes that if any creditor that files a Ballot does not check either box, such creditor will be deemed to not have voted and that the Ballot be disqualified. Sections III.C, III.D and III.E below contain a more detailed discussion of the Ballots and counting of votes.

B.2 Master Ballots: In addition to the Ballots for each class, Debtor is also seeking approval of the form of the master ballots (each a, “Master Ballot”), substantially in the forms of Master Ballots (and instructions attached thereto) attached to the Solicitation Procedures Order as Exhibit F for Class 1 and Exhibit G for Class 2. The form of each Master Ballot complies

with Fed. R. Bankr. P. 3018(c) and is based substantially on Official Form No. 14. However, each Master Ballot has been modified to address the particular needs of this Chapter 9 case. The Debtor proposes to mail a Master Ballot to the Voting Nominees (as defined below) to be completed by each Voting Nominee for the Beneficial Holders of the Bonds in Class 1 and Class 2. The Master Ballot will summarize the individual votes of each Voting Nominee's respective Beneficial Holders from their class Beneficial Ballots (as defined below).

19. The Debtor submits that the Ballots and Master Ballots (and corresponding instructions) should be approved in all respects.

C. Ballots for Beneficial Holders of Bonds-Class 1 and Class 2

20. With respect to the Solicitation Package that will be sent to holders of the Bonds (Class 1 and Class 2), the Debtor proposes to deliver a Solicitation Package to the Voting Nominees.² Each Voting Nominee will receive reasonably sufficient numbers of Solicitation Packages, including sufficient beneficial Ballots (the "Beneficial Ballots"), to distribute to the Beneficial Holders of the Bonds for whom such Voting Nominee acts. The forms of Beneficial Ballots for Class 1 and Class 2 are attached to the Solicitation Procedures Order as Exhibits A and B. In addition, upon written request (with supporting back-up documentation) of any Voting Nominee prior to the Effective Date of the First Amended Plan, the Debtor shall reimburse each Voting Nominee's reasonable, actual, and necessary out-of-pocket expenses associated with the distribution of the Solicitation Package to the Beneficial Holders, the tabulation of the Beneficial

² Beneficial Holders will be asked to and should return their executed Beneficial Ballots to the Voting Nominee in either any pre-addressed envelope provided by the Voting Nominee and/or by any other means proscribed by the Voting Nominee and should not mail their Beneficial Ballots to the Debtor, the Solicitation Agent, or the indenture trustee for their series of Bonds. Any Beneficial Ballot not timely received by the Voting Nominee shall not be counted for voting purposes.

Ballots, and the completion of the Master Ballots as an Administrative Expense Claim in accordance with Section II.B.1 of the First Amended Plan.

21. The Debtor further proposes that each Voting Nominee be required to (i) forward a Solicitation Package to the Beneficial Holders of the Bonds for whom such Voting Nominee acts, and (ii) include a return envelope provided by and addressed to the Voting Nominee so that the Beneficial Holders may return the completed Beneficial Ballots to the Voting Nominee so that they are received in sufficient time to allow the Voting Nominee to receive the Beneficial Ballots and summarize the results on a Master Ballot by such deadline as may be established by the Court pursuant to this Motion. The Voting Nominee will then summarize the individual votes of its respective Beneficial Holders from their Beneficial Ballots on a Master Ballot. The Voting Nominee will then need to return the Master Ballot to the Solicitation Agent so that it is actually received prior to the Voting Deadline (as defined below). The Debtor proposes that the Voting Nominees be required to retain the Beneficial Ballots for inspection for a period at least one (1) year following the Voting Deadline.

D. Ballots for Creditors in Class 4, Class 5 and Class 6.

22. The creditors that comprise Class 4, Class 5 and Class 6 are minimal in number. However, the Debtor has a proposed form of Ballot for each of these classes of creditors. The claims of any creditors in these classes are general unsecured claims. The form of the Ballot for each class below is substantially similar, although a separate Ballot for each class is proposed as follows:

Class 4 – See Exhibit C to Solicitation Procedures Order.

Class 5 – See Exhibit D to Solicitation Procedures Order.

Class 6 – See Exhibit E to Solicitation Procedures Order.

E. Notice of Non-Voting Status for Administrative Expense and Class 3 Claims.

23. In accordance with Bankruptcy Rule 3017(d), the Debtor proposes not to send complete Solicitation Packages to certain non-voting creditors whose claims are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code, or who are not entitled to vote because they are deemed to accept or reject the First Amended Plan under section 1126(f) or 1126(g). Specifically, the creditors holding Administrative Expense Claims and Class 3 Claims under the First Amended Plan fall into this group of creditors (collectively, the “Non-Voting Creditors”).

24. As part of the solicitation process, the Debtor further proposes to send the Non-Voting Creditors only the following documents (the “Non-Voting Documents”): (i) a notice entitled Notice of Non-Voting Unimpaired Status, substantially in the form attached to the Solicitation Procedures Order as Exhibit H (“Notice of Non-Voting Status”); and (ii) the Confirmation Hearing Notice (as defined below). The Notice of Non-Voting Status informs the Non-Voting Creditors, among other things, of how to obtain copies of the First Amended Plan, First Amended Disclosure Statement, or other solicitation materials. This procedure will conserve the Debtor’s resources and will avoid confusion.

25. The Debtor submits that limiting the Solicitation Packages in these circumstances satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and Local Rules. Accordingly, the Debtor requests that the Court approve the form and manner of Notice of Non-Voting Status and authorize the Debtor not to mail copies of the First Amended Plan and First Amended Disclosure Statement (or any other elements of the Solicitation Package except the Non-Voting Documents) to the Non-Voting Creditors.

F. Solicitation Package.

26. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims for purposes of soliciting their votes and providing adequate notice of the hearing on confirmation of bankruptcy plans including a Chapter 9 plan. The Debtor proposes that, after entry of the order approving the First Amended Disclosure Statement and at least thirty (30) days prior to the Confirmation Hearing, the following materials be distributed to those parties entitled to vote on the First Amended Plan (the "Solicitation Package"):

- (a) the First Amended Disclosure Statement, as approved by the Court;
- (b) the First Amended Plan;
- (c) the appropriate Ballot(s) and Master Ballots, as applicable, and voting instructions;
- (d) the Confirmation Hearing Notice (as defined in Section III M.);
- (e) any supplemental solicitation materials the Debtor may file with the Court, as approved;
- (f) the Solicitation Procedures Order;
- (g) a brief letter summarizing the treatment of claims of bondholders in Class 1 and Class 2;³ and
- (h) a brief cover letter describing the contents of the Solicitation Package, (the "Cover Letter") substantially in the form of Exhibit I attached to the Solicitation Procedures Order.

The Debtor is requesting that it be authorized (but not directed) to send Items (a), (b) and (e) above in electronic format on a CD-ROM with the cover letter (Item (h)) stating that a paper version of such documents will be provided upon request to the Solicitation Agent and that the Voting Nominee sending the Solicitation Package be authorized to do likewise.

³ Debtor contemplates filing prior to January 5, 2011, an addendum to the First Amended Disclosure Statement and First Amended Plan which will disclose and explain some proposed modifications to the structure of the Amended and Restated Bonds. A proposed letter to Bondholders will be prepared and submitted for approval along with the addendum.

27. The Debtor proposes that the Solicitation Packages be mailed, after the Court has approved the contents of the First Amended Disclosure Statement as containing adequate information as required by section 1125 of the Bankruptcy Code, to the following persons:

- (a) DTC and Voting Nominees;
- (b) with respect to any holders of Class 1 or Class 2 Claims, by the applicable Voting Nominees to the Beneficial Holders as of the Record Date;
- (c) the Office of the United States Trustee;
- (d) the Securities and Exchange Commission;
- (e) all parties that have filed a notice of appearance in the Chapter 9 Case on or before the date of the approval of the First Amended Disclosure Statement or which are a Special Notice Party in the case; and
- (f) any person or entity that has filed a proof of claim (other than a holder of a Class 1 or Class 2 Claim).

To avoid duplication and reduce expenses, the Debtor proposes that creditors who have more than one claim should receive only one Solicitation Package, but with separate Ballots or Master Ballots, as applicable.

G. Returned Solicitation Packages or Notices.

28. The Debtor anticipates that some of the Solicitation Packages or Notices may be returned by the United States Postal Service as undeliverable. The Debtor seeks the Court's approval for a departure from the strict notice rule so as to excuse the Debtor, its Solicitation Agent, or any Voting Nominee from re-mailing returned Solicitation Packages or Non-Voting Documents or other notices to those entities whose addresses differ from the addresses in the claims register, the Debtor's records or those of any Voting Nominee, as applicable, as of the Record Date. The Debtor respectfully submits that, if a creditor has changed its mailing address after the Petition Date, the burden is on the creditor, not the Debtor, to advise the Debtor of the new address.

H. Claims Objections for Voting Purposes and Voting Procedures.

29. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected the plan.

The Debtor requests that the Court approve the procedures set forth below, in accordance with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018, for accepting a Ballot or Master Ballot and tabulating the votes contained on the Ballots and Master Ballots.

30. For purposes of voting on the First Amended Plan, (a) parties-in-interest shall have until 20 calendar days prior to the Confirmation Hearing to object to a claim (“Claims Objection”); and (b) with respect to claims for which any such Claims Objection is filed, claimants shall have until 10 calendar days prior to the Confirmation Hearing (the “Claims Estimation Deadline”) to file a Motion pursuant to Bankruptcy Rule 3018 (a “Rule 3018 Motion”) to have its claims estimated for voting purposes. A Claims Objection shall include notice to the creditor whose claim has been the subject of an objection so that such creditor may file its Rule 3018 Motion by the above-specified deadline or have such claim excluded from voting. If a Claims Objection is filed which only seeks to reduce the amount of any claim and the creditor fails to file a Rule 3018 Motion, such claim shall be allowed for voting purposes in the proposed reduced amount set forth in the Claims Objection.⁴

31. Any party timely filing and serving a Rule 3018 Motion will be provided a provisional Ballot and be permitted to cast provisional votes to accept or reject the First

⁴ Debtor does not currently anticipate filing any Claims Objections prior to any Confirmation Hearing, but reserves the right to do so.

Amended Plan. If, and to the extent that, the affected parties are unable to resolve the issues raised by the Rule 3018 Motion prior to the Voting Deadline, then, at or before the Confirmation Hearing, the Court shall determine whether the provisional Ballot should be counted as a vote on the First Amended Plan and the amount of the Ballot for voting purposes.

32. For purposes of voting on the First Amended Plan, the Debtor proposes that the Court only consider those Rule 3018 Motions that have been filed and served in accordance with the provisions of this Motion, and, except as otherwise provided herein, the claims referred to in such timely Rule 3018 Motions shall be provisionally counted in determining whether the First Amended Plan has been accepted or rejected, pending a final determination on such Rule 3018 Motions by the Court.

33. Ballots cast by creditors whose claims are not listed on the Debtor's Schedules, but who timely file proofs of claim in unliquidated or unknown amounts that are not the subject of a Claims Objection filed in accordance herewith or with any other procedure approved by the Bankruptcy Court, will be counted for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, but will not be counted toward satisfying the aggregate dollar amount provisions of that section subject to the exception contained in the following paragraph.

34. The party in interest objecting to a claim will cause any notice of the Claims Estimation Deadline, or any similar deadline established by the Bankruptcy Court, to be sent by the objecting party to the creditor whose claims have been the subject of a Claims Objection. Unless the subject of a Claims Objection, proofs of claim denominated as "unliquidated" or claims listed in the Debtor's schedules, and not denominated as "disputed" or "contingent," but indicating a minimum liquidated amount are exempted from any Claims Estimation Deadline

and the minimum liquidated amount shall be counted toward the aggregate dollar amount for voting purposes without any requirement for claims estimation or other actions by the creditor.

I. Determination of “Amount” of Bonds Under Section 1126(c) for Voting Purposes.

Section 1126(c) of the Bankruptcy Code provides that a class of claims has accepted a plan if accepted by holders of at least “two-thirds in amount and more than one-half in number” of claims voting on the plan. For purposes of tabulating the “amount” of Class 1 and Class 2 Claims under section 1126(c), the Debtor proposes that (i) the unpaid principal plus accrued and unpaid interest thereon outstanding as of the Petition Date is the correct “amount” to use for the Series 1998A Bonds; and (ii) the accreted value⁵ of the Series 1998B Bonds and Series 1998C Bonds as of the Petition Date is the correct “amount” to use for those Capital Appreciation Bonds. This is consistent with the manner of voting under the Original Trust Indenture that governs the Bonds. Therefore, the sum of (i) the unpaid principal plus accrued and unpaid interest thereon outstanding as of the Petition Date of the Series 1998A Bonds plus (ii) the accreted value of the Series 1998B Bonds as of the Petition Date should be used to determine whether the requirements of section 1126(c) are satisfied for the claims that arise from the Senior Bonds that comprise Class 1. The accreted value of the Series 1998C Bonds as of the Petition Date should be used to determine whether the requirements of section 1126(c) are satisfied for the claims arising from Subordinate Bonds that comprise Class 2. The accreted value of the Capital Appreciation Bonds as of the Petition Date can be determined by a calculation based upon the accreted value tables and formula set forth in the Original Trust Indenture. However, the Debtor believes that the Ballots for the Beneficial Holders of the Capital Appreciation Bonds should report the Beneficial Holder’s principal amount reflected on the records of the Voting

⁵ The “accreted value” of the Capital Appreciation Bonds changes every day. However, the final maturity value of any Capital Appreciation Bonds does not change.

Nominee as of the Record Date. Likewise the Ballots for the Beneficial Holders of the Current Interest Bonds report the principal amount reflected on the records of the Voting Nominee. The Voting Nominee will then report on its Master Ballot the principal amount of claims that voted on the First Amended Plan. The Solicitation Agent (with the assistance of the Debtor and the indenture trustees) can then utilize the accreted value tables for the Original Trust Indenture along with other data on the Bonds to determine (i) the accreted value of the Capital Appreciation Bonds as of the Petition Date, and (ii) the principal and interest balances on the Current Interest Bonds as of the Petition Date. This computation will likely necessitate reporting an adjustment to the values and amounts actually reported on the Ballots of Beneficial Holders and compiled in the Master Ballots, but it will allow the Court to determine whether the “amount” requirement of § 1126 (c) is satisfied.

J. Ballot Tabulation Generally.

35. The Debtor further proposes that a holder of claims in more than one class under the First Amended Plan must execute and submit a separate Ballot for each class of claims in which the claimant holds a claim. Specifically, in the case of the Bonds, each Beneficial Holder must execute a separate Beneficial Ballot for each block of Bonds that it holds through any Voting Nominee and must return each such Beneficial Ballot to the appropriate Voting Nominee.

36. Notwithstanding the foregoing, creditors with multiple claims within a particular class must vote all such claims in any such class to either accept or reject the First Amended Plan and may not split their vote(s). Accordingly, an individual Ballot (as opposed to a Master Ballot) that partially rejects and partially accepts the First Amended Plan on account of multiple claims within the same class will not be counted.

37. The Debtor proposes that the following Ballots or Master Ballots will not be counted in determining whether the First Amended Plan has been accepted or rejected or with respect determining whether any of the numerosity requirements of §1126(c) have been satisfied:

- a. Any Ballot or Master Ballot received after the Voting Deadline except if otherwise determined in the Debtor's sole discretion or by order of the Bankruptcy Court;
- b. Any Ballot or Master Ballot containing a vote that this Court determines, after notice and a hearing, was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code;
- c. Any Ballot or Master Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- d. Any Ballot that partially accepts and partially rejects the First Amended Plan;
- e. Any Ballot or Master Ballot to the extent 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 First Amended Plan;
- f. Any Ballot or Master Ballot to the extent cast for a claim scheduled as unliquidated, contingent, or disputed or in an amount equal to zero dollars for which no proof of claim was timely filed and is not otherwise subject to a motion filed pursuant to Bankruptcy Rule 3018;
- g. Any unsigned Ballot or Master Ballot, or a Ballot or Master Ballot without an original signature, except in the Debtor's sole discretion or by order of the Bankruptcy Court; and
- h. Any Ballot or Master Ballot transmitted to the Solicitation Agent or any Voting Nominee by facsimile or other electronic means, except in the Debtors' sole discretion or by order of the Bankruptcy Court.

K. Establishment of a Voting and Vote Tabulation Deadline.

38. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court may fix a time within which the holders of claims or equity interests may accept or reject a plan. The Debtor will use its commercially reasonable efforts to commence solicitation within five (5) business days of the approval of the First Amended Disclosure Statement.

39. Further, the Debtor proposes that to allow adequate time for tabulation of votes by the Solicitation Agent, the Court should establish a time period for all Ballots and Master Ballots to be returned to the Voting Nominee or Solicitation Agent, as applicable, to be counted as votes to accept or reject the First Amended Plan. The proposed deadline (“Voting Deadline”) is more than twenty-eight (28) days after the proposed commencement of the solicitation period. This solicitation period should be a sufficient period of time within which creditors can make an informed decision to accept or reject the First Amended Plan. The Debtor submits that this solicitation period complies with Bankruptcy Rule 2002(b).

40. The Debtor proposes, based upon the anticipated schedule of solicitation events as discussed in more detail in Section III.L below, that the following deadlines be established in connection with voting on the First Amended Plan:⁶

(i) All Ballots of Beneficial Holders in Class 1 and Class 2 must be properly executed, completed and filed with the Voting Nominee so that they are actually received by the Voting Nominee no later than 4:00 p.m. prevailing Eastern Time on February 21, 2011, or such date as the Court otherwise determines as reasonable;

(ii) All Master Ballots must be properly executed, completed and filed by the Voting Nominee so that they are actually received by the Solicitation Agent no later than 4:00 p.m. prevailing Eastern Time on February 25, 2011, or such date as the Court otherwise determines as reasonable; and

(iii) All Ballots for creditors in Class 4, Class 5 or Class 6 must be properly executed, completed and filed with the Solicitation Agent so that they are actually received by the

⁶ The suggested dates and time frames set forth here and Section III.J are based upon discussions with Epig Bankruptcy Solutions, LLC which has experience in soliciting votes in bankruptcy cases involving publicly traded securities that necessitate the mailing of solicitation packages through Voting Nominees.

Solicitation Agent no later than 4:00 p.m. prevailing Eastern Time on February 25, 2011, or such date as the Court otherwise determines as reasonable.

41. Finally, the Debtor proposes that the Court establish a date for the Solicitation Agent to file its tabulation of the Ballots and Master Ballots. The Debtor proposes that the Solicitation Agent should file its tabulation of the votes by March 2, 2011, or such date as the Court otherwise determines as reasonable, with such date being at least three (3) business days before the Plan Confirmation Hearing.

L. Scheduling of the Hearing on Plan Confirmation.

42. The Debtor hereby requests that this Court schedule a hearing to confirm the First Amended Plan (the “Plan Confirmation Hearing”) pursuant to the Bankruptcy Code, Bankruptcy Rules, and Locals Rules, specifically including sections 901 and 1128 of the Bankruptcy Code and Bankruptcy Rule 3017(c). Once set, the Debtor further requests that the Court, to the extent necessary, continue the Plan Confirmation Hearing from time to time by announcing such continuance in open court or otherwise without requiring any further notice to parties-in-interest. The Debtors propose that the Plan Confirmation Hearing be set as soon as reasonably practicable based on the schedule set forth below.

43. Following is a schedule of events relating to the voting process that the debtor believes is a reasonable schedule to be followed which would culminate in a confirmation hearing in early March of 2011:

January 5	Wednesday	Disclosure Statement Hearing
January 12	Wednesday	Mailing of Solicitation Packages to DTC and other Nominees
January 19	Wednesday	DTC and Nominees mail Solicitation Packages to Beneficial Holders and Debtor publishes Plan Confirmation Hearing Notice
February 10	Thursday	Claims Estimation deadline (20 days

		before Confirmation Hearing)
February 21	Monday	Deadline for [ballots to be returned to Voting Nominees] and any plan objection to be filed with court
February 22	Tuesday	Rule 3018 Motion Deadline (10 days before Confirmation Hearing)
February 25	Friday	Deadline for Ballots and Nominees to file Master Ballots
March 2	Wednesday	Deadline for Solicitation Agent to file Vote Tabulation
March 8 or later ⁷	Tuesday	Confirmation Hearing

44. Based upon the foregoing, the Debtor hereby requests that the Court establish such deadlines as necessary to proceed with an orderly confirmation process, including but not limited to a deadline for the filing and service of any objections to the First Amended Plan (“Plan Objection Deadline”) on counsel for the Debtor, the Senior Bonds Trustee, the Subordinate Bonds Trustee, SCDOT, the State of South Carolina, and any other parties who have filed a Notice of Appearance in this case (collectively, the “Notice Parties”) in a manner so as to be received on or before 5:00 p.m., prevailing Eastern time, by a date that is at least seven (7) business days prior to the Plan Confirmation Hearing.

45. The Debtor further requests that (a) the Court consider only timely filed and served written objections, (b) the Court require all objections to state with particularity the grounds for each objection, and (c) objections not timely filed and served in accordance with the provisions of this Motion be overruled.

M. Form and Manner of Notice of the Confirmation Hearing.

46. Bankruptcy Rule 2002(b) requires notice to all creditors of the time set for filing objections to confirmation of a bankruptcy plan such as a chapter 9 plan and the hearing to consider confirmation of a bankruptcy plan. In furtherance thereof, the Debtor request approval

⁷ All dates are in 2011.

of the notice substantially in the form attached to the Solicitation Procedures Order as Exhibit J (the “Confirmation Hearing Notice”). The Debtor submits that the Confirmation Hearing Notice complies with the notice requirements of Bankruptcy Rule 2002. The Debtor proposes to include the Confirmation Hearing Notice with the Solicitation Packages.

47. Bankruptcy Rule 2002(1) permits the Court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement notice.” Debtor proposes to distribute the Confirmation Hearing Notice at least 30 days prior to the Plan Confirmation Hearing as a component of the Solicitation Package.

48. In addition to mailing the Confirmation Hearing Notice (with the Solicitation Packages as described herein), the Debtor proposes to publish the Confirmation Hearing Notice (the “Publication Notice”) one time after the Disclosure Statement Hearing, and at least 30 days prior to the Plan Confirmation Hearing, in each of the following publications: *The State*, *The Greenville News* and in the national edition of the *Bond Buyer*. The Debtor believes that the Publication Notice will provide sufficient notice of the Plan Objection Deadline, the Plan Confirmation Hearing and other relevant deadlines to persons who may not otherwise receive the Confirmation Hearing Notice by mail. The Debtor submits that the Publication Notice, as set forth above, is adequate and sufficient notice to such creditors and other parties-in-interest under the circumstances.

49. In addition to the mailing and publication, Debtor will post the Confirmation Hearing Notice and the other contents of the Solicitation Package on its website.

IV. Notice.

50. Notice of this Motion via CMECF and/or U.S. Mail has been given to (i) the counsel for the Senior Bonds Trustee; (ii) counsel for the Subordinate Bonds Trustee; (iii)

counsel for the Office of Treasurer of the State of South Carolina; (iv) counsel for the SCDOT; (v) the United States Trustee; (vi) DTC; and (vii) any parties who have filed a Notice of Appearance.

WHEREFORE, the Debtor respectfully request that the Court enter an order (i) granting the relief requested herein and (ii) granting such other and further relief as is just and proper.

HAYNSWORTH SINKLER BOYD, P.A.

By: /s/Stanley H. McGuffin
Stanley H. McGuffin
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December 10, 2010

Attorneys for Debtor Connector 2000 Association, Inc.

EXHIBIT 1

Proposed Solicitation Procedures Order with Exhibits

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

Case 10-04467-dd

**ORDER: (I) SCHEDULING HEARING ON CONFIRMATION OF THE PLAN FOR
ADJUSTMENT OF DEBTS; (II) APPROVING SOLICITATION PROCEDURES; (III)
ESTABLISHING DEADLINES; AND (IV) APPROVING FORM AND MANNER OF
NOTICE OF THE CONFIRMATION HEARING**

The relief set forth on the following pages, for a total of ____ pages including this page, is hereby
ORDERED.

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd
Chapter 9

**ORDER: (I) SCHEDULING HEARING ON CONFIRMATION OF THE PLAN FOR
ADJUSTMENT OF DEBTS; (II) APPROVING SOLICITATION PROCEDURES; (III)
ESTABLISHING DEADLINES; AND (IV) APPROVING FORM AND MANNER OF
NOTICE OF THE CONFIRMATION HEARING**

This matter came before the Court on the Motion (“Motion”) of Connector 2000 Association, Inc. (“Debtor”), for entry of an order: (i) scheduling a hearing on confirmation of the Debtor’s First Amended Plan for Adjustment of Debts (“First Amended Plan”), (ii) approving solicitation procedures; (iii) establishing a deadline for parties to file ballots and objections to confirmation of the Debtor’s First Amended Plan; and (iv) approving the form and manner of notice of the confirmation hearing. Upon consideration of the Motion, this Court finds the notice of the Motion is reasonable and appropriate under the circumstances, and the Court determines that the relief requested in the Motion is appropriate and in the best interests of the parties in interest in this case.

IT IS HEREBY FOUND AND DETERMINED THAT:

- A. This Court has jurisdiction to hear and determine the Motion pursuant to 28 U.S.C. §§ 157 and 1334.
- B. Determination of the Motion is a core proceeding under 28 U.S.C. §§ 157(b).
- C. A reasonable opportunity to object or be heard regarding the relief requested in the Motion has been afforded to all interested persons and entities.

- D. The Ballots¹ and Master Ballots (and corresponding instructions), copies of which are attached hereto as Exhibits A through G hereto, are sufficiently consistent with Official Form No. 14 and adequately address the particular needs of this Chapter 9 case and are appropriate for each class of claims entitled under the First Amended Plan to vote to accept or reject the First Amended Plan.
- E. The period, set forth below, during which the Debtor may solicit acceptances to the First Amended Plan is a reasonable period of time for creditors to make an informed decision to accept or reject the First Amended Plan.
- F. The procedures for the solicitation and tabulation of votes to accept or reject the First Amended Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.
- G. The procedures regarding the Confirmation Hearing Notice and the contents of the Solicitation Package comply with Fed. R. Bankr. P.s 2002 and 3017 and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

- 1. The Motion is approved.
- 2. January 5, 2011, shall be the record date (“Record Date”) for purposes of determining which creditors are entitled to vote on the First Amended Plan. For purposes of voting entitlement, the assignee of a transferred and assigned claim (whether a timely-filed or scheduled claim) shall be permitted to vote such claim only if the transfer and assignment have been properly noted on the Court’s docket as of the close of business on the Record Date.
- 3. With respect to creditors in Class 1 and Class 2 of the First Amended Plan, only the beneficial owners of the Bonds (collectively, the “Beneficial Holders”), will be asked to vote to accept or reject the First Amended Plan through the Voting Nominee.

¹ Capitalized terms not otherwise defined in the text of this Order are intended to have the meanings assigned thereto in the Motion.

4. Administrative Expense Claims, (as defined in the Debtor's First Amended Plan), and Class 3 Claims-Bond Trustee Claims are unimpaired and deemed to accept the First Amended Plan.

5. With respect to creditors holding Administrative Expense Claims and Class 3 Claims under the First Amended Plan fall into this group of creditors (collectively, the "Non-Voting Creditors"), the Debtor shall send only the following documents (the "Non-Voting Documents"): (i) a notice entitled Notice of Non-Voting Unimpaired Status, substantially in the form attached to the Solicitation Procedures Order as Exhibit H ("Notice of Non-Voting Status"); and (ii) the Confirmation Hearing Notice (as defined below). The Notice of Non-Voting Status informs the Non-Voting Creditors, among other things, of how to obtain copies of the First Amended Plan, First Amended Disclosure Statement, or other solicitation materials. This procedure will conserve the resources of the Debtor and will avoid confusion. Accordingly, Debtor does not have to mail copies of the First Amended Plan and First Amended Disclosure Statement (or any other elements of the Solicitation Package) to the Non-Voting Creditors 3.

6. Only Classes 1, 2, 4, 5, and 6 are entitled to vote on the First Amended Plan.

7. After entry of the order approving the First Amended Disclosure Statement and at least thirty (30) days prior to the Confirmation Hearing, the following materials be distributed to those parties entitled to vote on the First Amended Plan (the "Solicitation Package"):

- (a) the First Amended Disclosure Statement, as approved by the Court;
- (b) the First Amended Plan;
- (c) the appropriate Ballot(s) and Master Ballots, as applicable, and voting instructions;
- (d) the Confirmation Hearing Notice;
- (e) any supplemental solicitation materials the Debtor may file with the Court, as approved;

- (f) the Solicitation Procedures Order;
- (g) a brief letter summarizing the treatment of claims of bondholders in Class 1 and Class 2;² and
- (h) a brief cover letter describing the contents of the Solicitation Package, (the "Cover Letter") substantially in the form of Exhibit I attached to the Solicitation Procedures Order.

The Debtor is authorized (but not directed) to send Items (a), (b) and (e) above in electronic format on a CD-ROM with the cover letter (Item (h)) stating that a paper version of such documents will be provided upon request to the Solicitation Agent and that the Voting Nominee sending the Solicitation Package be authorized to do likewise.

8. The Solicitation Package shall be mailed, after the Court has approved the contents of the First Amended Disclosure Statement as containing adequate information as required by section 1125 of the Bankruptcy Code, to the following persons:

- (a) DTC and Voting Nominees;
- (b) with respect to any holders of Class 1 or Class 2 Claims, by the applicable Voting Nominees to the Beneficial Holders as of the Record Date;
- (c) the Office of the United States Trustee;
- (d) the Securities and Exchange Commission;
- (e) all parties that have filed a notice of appearance in the Chapter 9 Case on or before the date of the approval of the First Amended Disclosure Statement or which are a Special Notice Party in the case; and
- (f) any person or entity that has filed a proof of claim (other than a holder of a Class 1 or Class 2 Claim).

To avoid duplication and reduce expenses, creditors who have more than one claim should receive only one Solicitation Package, but with separate Ballots or Master Ballots, as applicable.

² Debtor contemplates filing prior to January 5, 2011, an addendum to the First Amended Disclosure Statement and First Amended Plan which will disclose and explain some proposed modifications to the structure of the Amended and Restated Bonds. A proposed letter to Bondholders will be prepared and submitted for approval along with the addendum.

9. Each Voting Nominee will receive reasonably sufficient numbers of Solicitation Packages, including sufficient beneficial Ballots (the “Beneficial Ballots”), to distribute to the Beneficial Holders of the Bonds for whom such Voting Nominee acts. The forms of Beneficial Ballots for Class 1 and Class 2 are attached to hereto as Exhibits A and B. In addition, upon written request (with supporting back-up documentation) of any Voting Nominee prior to the Effective Date of the First Amended Plan, the Debtor shall reimburse each Voting Nominee’s reasonable, actual, and necessary out-of-pocket expenses associated with the distribution of the Solicitation Package to the Beneficial Holders, the tabulation of the Beneficial Ballots, and the completion of the Master Ballots as an Administrative Expense Claim in accordance with Section II.B.1 of the First Amended Plan.

10. Each Voting Nominee is required to (i) forward a Solicitation Package to the Beneficial Holders of the Bonds for whom such Voting Nominee acts, and (ii) include a return envelope provided by and addressed to the Voting Nominee so that the Beneficial Holders may return the completed Beneficial Ballots to the Voting Nominee so that they are received in sufficient time to allow the Voting Nominee to receive the Beneficial Ballots and summarize the results on a Master Ballot by such deadline as may be established by the Court pursuant to this Motion. The Voting Nominee will then summarize the individual votes of its respective Beneficial Holders from their Beneficial Ballots on a Master Ballot. The Voting Nominee will then need to return the Master Ballot to the Solicitation Agent so that it is actually received prior to the Voting Deadline (as defined below). The Voting Nominees are required to retain the Beneficial Ballots for inspection for a period at least one (1) year following the Voting Deadline.

11. The Debtor anticipates that some of the Solicitation Packages or Notices may be returned by the United States Postal Service as undeliverable. The Court hereby excuses the

Debtor, its Solicitation Agent, or any Voting Nominee from re-mailing returned Solicitation Packages or Non-Voting Documents or other notices to those entities whose addresses differ from the addresses in the claims register, the Debtor's records or those of any Voting Nominee, as applicable, as of the Record Date. If a creditor changed its mailing address after the Petition Date, the burden is on the creditor, not the Debtor, to advise the Debtor of the new address.

12. Voting Nominees shall distribute only the Court-approved solicitation materials related to confirmation of the First Amended Plan to their Beneficial Holders, as set forth herein.

13. For purposes of voting on the First Amended Plan, (a) parties-in-interest shall have until 20 calendar days prior to the Confirmation Hearing to object to a claim ("Claims Objection"); and (b) with respect to claims for which any such Claims Objection is filed, claimants shall have until 10 calendar days prior to the Confirmation Hearing (the "Claims Estimation Deadline") to file a Motion pursuant to Bankruptcy Rule 3018 (a "Rule 3018 Motion") to have its claims estimated for voting purposes. A Claims Objection shall include notice to the creditor whose claim has been the subject of an objection so that such creditor may file its Rule 3018 Motion by the above-specified deadline or have such claim excluded from voting. If a Claims Objection is filed which only seeks to reduce the amount of any claim and the creditor fails to file a Rule 3018 Motion, such claim shall be allowed for voting purposes in the proposed reduced amount set forth in the Claims Objection.³

14. Any party timely filing and serving a Rule 3018 Motion will be provided a provisional Ballot and be permitted to cast provisional votes to accept or reject the First Amended Plan. If, and to the extent that, the affected parties are unable to resolve the issues raised by the Rule 3018 Motion prior to the Voting Deadline, then, at or before the Confirmation

³ Debtor does not currently anticipate filing any Claims Objections prior to any Confirmation Hearing, but has reserved the right to do so.

Hearing, the Court shall determine whether the provisional Ballot should be counted as a vote on the First Amended Plan and the amount of the Ballot for voting purposes.

15. For purposes of voting on the First Amended Plan, the Court will consider those Rule 3018 Motions that have been filed and served in accordance with the provisions of this Order, and, except as otherwise provided herein, the claims referred to in such timely Rule 3018 Motions shall be provisionally counted in determining whether the First Amended Plan has been accepted or rejected, pending a final determination on such Rule 3018 Motions by the Court.

16. Ballots cast by creditors whose claims are not listed on the Debtor's Schedules, but who timely file proofs of claim in unliquidated or unknown amounts that are not the subject of a Claims Objection filed in accordance herewith or with any other procedure approved by the Bankruptcy Court, will be counted for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, but will not be counted toward satisfying the aggregate dollar amount provisions of that section subject to the exception contained in the following paragraph.

17. The party in interest objecting to a claim will cause any notice of the Claims Estimation Deadline, or any similar deadline established by the Bankruptcy Court, to be sent by the objecting party to the creditor whose claims have been the subject of a Claims Objection. Unless the subject of a Claims Objection, proofs of claim denominated as "unliquidated" or claims listed in the Debtor's schedules, and not denominated as "disputed" or "contingent," but indicating a minimum liquidated amount are exempted from any Claims Estimation Deadline and the minimum liquidated amount shall be counted toward the aggregate dollar amount for voting purposes without any requirement for claims estimation or other actions by the creditor.

18. Section 1126(c) of the Bankruptcy Code provides that a class of claims has accepted a plan if accepted by holders of at least "two-thirds in amount and more than one-half

in number” of claims voting on the plan. For purposes of tabulating the “amount” of Class 1 and Class 2 Claims under section 1126(c), the (i) the unpaid principal plus accrued and unpaid interest thereon outstanding as of the Petition Date is the correct “amount” to use for the Series 1998A Bonds; and (ii) the accreted value⁴ of the Series 1998B Bonds and Series 1998C Bonds as of the Petition Date is the correct “amount” to use for those Capital Appreciation Bonds. This is consistent with the manner of voting under the Original Trust Indenture that governs the Bonds. Therefore, the sum of (i) the unpaid principal plus accrued and unpaid interest thereon outstanding as of the Petition Date of the Series 1998A Bonds plus (ii) the accreted value of the Series 1998B Bonds as of the Petition Date shall be used to determine whether the requirements of section 1126(c) are satisfied for the claims that arise from the Senior Bonds that comprise Class 1. The accreted value of the Series 1998C Bonds as of the Petition Date shall also be used to determine whether the requirements of section 1126(c) are satisfied for the claims arising from Subordinate Bonds that comprise Class 2. It appears that the accreted value of the Capital Appreciation Bonds as of the Petition Date can be determined by a calculation based upon the accreted value tables and formula set forth in the Original Trust Indenture. However, the Debtor believes that the Ballots for the Beneficial Holders of the Capital Appreciation Bonds should report the Beneficial Holder’s principal amount reflected on the records of the Voting Nominee as of the Record Date. Likewise the Ballots for the Beneficial Holders of the Current Interest Bonds report the principal amount reflected on the records of the Voting Nominee. The Voting Nominee shall then report on its Master Ballot the principal amount of claims that voted on the First Amended Plan. The Solicitation Agent (with the assistance of the Debtor and the indenture trustees) will then utilize the accreted value tables for the Original Trust Indenture along with

⁴ The “accreted value” of the Capital Appreciation Bonds changes every day. However, the final maturity value of any Capital Appreciation Bonds does not change.

other data on the Bonds to determine (i) the accreted value of the Capital Appreciation Bonds as of the Petition Date, and (ii) the principal and interest balances on the Current Interest Bonds as of the Petition Date. This computation will likely necessitate reporting an adjustment to the values and amounts actually reported on the Ballots of Beneficial Holders and compiled in the Master Ballots, but it will allow the Court to determine whether the “amount” requirement of § 1126 (c) is satisfied.

19. A holder of claims in more than one class under the First Amended Plan must execute and submit a separate Ballot for each class of claims in which the claimant holds a claim. Specifically, in the case of the Bonds, each Beneficial Holder must execute a separate Beneficial Ballot for each block of Bonds that it holds through any Voting Nominee and must return each such Beneficial Ballot to the appropriate Voting Nominee.

20. Creditors with multiple claims within a particular class must vote all such claims in any such class to either accept or reject the First Amended Plan and may not split their vote(s). Accordingly, an individual Ballot (as opposed to a Master Ballot) that partially rejects and partially accepts the First Amended Plan on account of multiple claims within the same class will not be counted.

21. The following Ballots and Master Ballots will not be counted in determining whether the First Amended Plan has been accepted or rejected or with respect determining whether any of the numerosity requirements of §1126(c) have been satisfied:

- a. Any Ballot or Master Ballot received after the Voting Deadline except if otherwise determined in the Debtor’s sole discretion or by order of the Bankruptcy Court;
- b. Any Ballot or Master Ballot containing a vote that this Court determines, after notice and a hearing, was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code;

- c. Any Ballot or Master Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- d. Any Ballot that partially accepts and partially rejects the First Amended Plan;
- e. Any Ballot or Master Ballot to the extent 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 First Amended Plan;
- f. Any Ballot or Master Ballot to the extent cast for a claim scheduled as unliquidated, contingent, or disputed or in an amount equal to zero dollars for which no proof of claim was timely filed and is not otherwise subject to a motion filed pursuant to Bankruptcy Rule 3018;
- g. Any unsigned Ballot or Master Ballot, or a Ballot or Master Ballot without an original signature, except in the Debtor's sole discretion or by order of the Bankruptcy Court; and
- h. Any Ballot or Master Ballot transmitted to the Solicitation Agent or any Voting Nominee by facsimile or other electronic means, except in the Debtors' sole discretion or by order of the Bankruptcy Court.

22. The Debtor will use its commercially reasonable efforts to commence solicitation within five (5) business days of the approval of the First Amended Disclosure Statement.

23. The Court hereby sets the following deadlines with respect to voting on the First Amended Plan:

(i) All Ballots of Beneficial Holders in Class 1 and Class 2 must be properly executed, completed and filed with the Voting Nominee so that they are actually received by the Voting Nominee no later than 4:00 p.m. prevailing Eastern Time on February 21, 2011, or such date as the Court otherwise determines as reasonable;

(ii) All Master Ballots must be properly executed, completed and filed by the Voting Nominee so that they are actually received by the Solicitation Agent no later than 4:00 p.m. prevailing Eastern Time on February 25, 2011, or such date as the Court otherwise determines as reasonable; and

(iii) All Ballots for creditors in Class 4, Class 5 or Class 6 must be properly executed, completed and filed with the Solicitation Agent so that they are actually received by the Solicitation Agent no later than 4:00 p.m. prevailing Eastern Time on February 25, 2011, or such date as the Court otherwise determines as reasonable.

(iv) The Solicitation Agent shall file its tabulation of the votes by March 2, 2011, or such date as the Court otherwise determines as reasonable, with such date being at least three (3) business days before the Plan Confirmation Hearing.

24. A hearing on confirmation of the First Amended Plan (the "Confirmation Hearing") shall be scheduled for _____.m. Eastern Time on _____, 2011, before the Honorable David R. Duncan, United States Bankruptcy Judge for the District of South Carolina, at _____.

25. The Confirmation Hearing Notice substantially in the form of Exhibit J is approved.

26. All objections to the First Amended Plan shall be filed with the Court and served, in a manner so as to be received on or before 5:00 p.m., prevailing Eastern time on _____, 2011, which is a date that is at least seven business days prior to the Confirmation Hearing, on the following: counsel for the Debtor, the Senior Bonds Trustee, the Subordinate Bonds Trustee, SCDOT, the State of South Carolina, and any other parties who have filed a Notice of Appearance in this case (collectively, the "Notice Parties").

27. The Court will consider only timely filed and served written objections which state with particularity the grounds for each objection. Objections not timely filed and served in accordance with the provisions of this Order will be overruled.

28. Debtor shall distribute the Confirmation Hearing Notice at least 30 days prior to the Confirmation Hearing as a component of the Solicitation Package. In addition to mailing the Confirmation Hearing Notice (with the Solicitation Packages as described herein), the Debtor shall also publish the Confirmation Hearing Notice (the "Publication Notice") one time after the Disclosure Statement Hearing, and at least 30 days prior to the Confirmation Hearing, in each of the following publications: *The State*, *The Greenville News* and in the national edition of the *Bond Buyer*. The Publication Notice will provide sufficient notice of the Plan Objection Deadline, the Confirmation Hearing and other relevant deadlines to persons who may not otherwise receive the Confirmation Hearing Notice by mail, which the Court deems adequate and sufficient notice to such creditors and other parties-in-interest under the circumstances.

29. In addition to the mailing and publication, Debtor shall post the Confirmation Hearing Notice and the other contents of the Solicitation Package on its website.

30. This Order will become effective immediately upon its entry.

31. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

AND IT IS SO ORDERED.

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd

Chapter 9

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S
FIRST AMENDED PLAN FOR ADJUSTMENT OF DEBTS**

**Class 1— SENIOR BONDHOLDERS CLAIMS
SERIES 1998A BONDS
SERIES 1998B BONDS**

PLEASE READ AND FOLLOW THE ENCLOSED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT.

**PLEASE INDICATE ON THE LINE BELOW THE CUSIP TO WHICH THIS BALLOT
RELATES. ALTERNATIVELY, YOUR NOMINEE ("VOTING NOMINEE") MAY
HAVE (i) INSERTED THE APPLICABLE CUSIP ON THE LINE BELOW OR (ii)
AFFIXED A LABEL INDICATING THE APPLICABLE CUSIP, RATHER THAN
PROVIDING THE INFORMATION ON THE LINE BELOW. ONLY ONE CUSIP MAY
BE VOTED PER BALLOT. FOR A LIST OF ALL CUSIPS THAT ARE ELIGIBLE TO
VOTE ON THIS BALLOT, PLEASE SEE EXHIBIT A HERETO.**

CUSIP: _____

PLEASE CHECK THE APPROPRIATE BOXES BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE FIRST AMENDED PLAN.

THE VOTING DEADLINE IS 4:00 P.M. PREVAILING EASTERN TIME,
_____, (THE "VOTING DEADLINE"), UNLESS THE PERIOD DURING
WHICH VOTES WILL BE ACCEPTED BY THE DEBTORS IS EXTENDED OR WAIVED,
IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL
MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

THIS BALLOT IS ACCOMPANIED BY A RETURN ENVELOPE. IF YOUR RETURN
ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL

TIME SUFFICIENT FOR YOUR VOTE TO BE PROCESSED BY YOUR NOMINEE. THE
NOMINEE MUST PLACE YOUR VOTE ON A MASTER BALLOT AND DELIVER THE
MASTER BALLOT PRIOR TO THE VOTING DEADLINE.

On November 23, 2010, Connector 2000 Association, Inc. (the “Debtor”) filed its First Amended Disclosure Statement and the First Amended Plan For Adjustment of Debts. On _____, 2011, the United States Bankruptcy Court for the District of South Carolina (the “Bankruptcy Court”) entered the accompanying order (the “Disclosure Statement Order”) approving the First Amended Disclosure Statement (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Disclosure Statement”) with respect to the First Amended Plan For Adjustment of Debts (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Plan”). The Bankruptcy Court’s approval of the First Amended Disclosure Statement does not indicate approval of the First Amended Plan by the Bankruptcy Court. The First Amended Disclosure Statement provides information to assist you in deciding how to vote your claim. If you do not have a copy of the First Amended Disclosure Statement or First Amended Plan or have any questions on how to properly complete this ballot, please call the Solicitation Agent via telephone at (646) 282-2400. Please use this Ballot to submit your votes to accept or reject the First Amended Plan.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the First Amended Plan. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meaning ascribed to such terms in the First Amended Disclosure Statement or the Order (i) scheduling hearing on confirmation of the Debtor’s First Amended Plan, (ii) approving solicitation procedures; (iii) establishing a deadline for parties to file ballots and objections to confirmation of the Debtor’s First Amended Plan; and (iv) approving form and manner of notice of the confirmation hearing (the “Solicitation Procedures Order”).

You should review the First Amended Disclosure Statement and the First Amended Plan before you vote. You may wish to seek legal advice concerning the First Amended Plan and your classification and treatment under the First Amended Plan. Your claim has been placed in Class 1 under the First Amended Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If your Ballot is not received by your Voting Nominee in sufficient time for your Voting Nominee to receive your Ballot and submit it on a Master Ballot to the Solicitation Agent on or before the Voting Deadline, which is _____, and such deadline is not extended, your vote will not be counted as either an acceptance or rejection of the First Amended Plan. Please carefully review the voting instructions included with the Ballot.

If the First Amended Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

Item 1. Principal Amount of Claim. The undersigned hereby certifies that as of _____ (the “Record Date”), the undersigned was the Beneficial Holder (or authorized signatory for a Beneficial Holder) of Class 1 Claims in the following aggregate unpaid principal amounts for the Bonds you hold (insert amount in box below):

Series 1998A \$ _____

Series 1998B \$ _____

If your Class 1 claims are held by a Voting Nominee on your behalf and you do not know the amount of the Notes held, please contact your Voting Nominee immediately.

Item 2. Class 1 Vote.

The Holder of the Class 1 Claims set forth in Item 1 above votes (please check one):

_____ To Accept the First Amended Plan _____ To Reject the First Amended Plan

Item 3. Certifications as to Other Class 1 Claims Held in Additional Accounts.

By completing and returning this Ballot, the undersigned Beneficial Holder certifies that either (1) it has not submitted any other Ballots for other Class 1 Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 1 Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the First Amended Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED OTHER CLASS 1 CLAIMS ON A BALLOT OTHER THAN THIS BALLOT.

Name of Registered Holder or Nominee of Other Class 1 Claims Voted	Account Number of Other Class 1 Claims Voted	Cusip of other Class 1 Claims Voted	Principal Amount of other Class 1 Claims Voted in Additional Ballot(s)

If space provided is insufficient, attach additional sheets in the same format.

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor;

(i) that either (a) such person or entity is the beneficial holder of the claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the claims being voted;

(ii) that such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received a copy of the First Amended Disclosure Statement and Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) that such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings in a single class of claims;

(iv) that no other Ballots with respect to the amount of the claims identified in Item I have been cast or, if any other Ballots have been cast with respect to such claims, such earlier received Ballots are hereby revoked; and

(v) that such person or entity (or in the case of an authorized signatory, the Beneficial Holder) is eligible to be treated as the holder of such claim for purposes of voting on the First Amended Plan; and

(vi) the undersigned hereby authorizes its Voting Nominee to transmit any Class 1 Claims pursuant to a Master Ballot in accordance with the instructions herein.

Name of Holder: _____
(Print or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT
PROMPTLY USING THE PRE-ADDRESSED ENVELOPE. HOLDERS OF CLASS 1
CLAIMS HELD BY A VOTING NOMINEE SHOULD RETURN THEIR BALLOT TO
THEIR VOTING NOMINEE HOLDER.**

**YOUR BALLOT OR THE MASTER BALLOT CAST ON YOUR BEHALF BY THE
VOTING NOMINEE HOLDER MUST BE RECEIVED BY THE SOLICITATION
AGENT BY 4:00 P.M., PREVAILING EASTERN TIME ON OR BEFORE
_____, THE VOTING DEADLINE, OR YOUR VOTE WILL NOT BE
COUNTED.**

**PLEASE ALLOW ADDITIONAL TIME SUFFICIENT FOR YOUR VOTE TO BE
PROCESSED BY YOUR VOTING NOMINEE AND VOTED ON A MASTER BALLOT
PRIOR TO THE VOTING DEADLINE.**

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS 1 CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the First Amended Plan. The terms of the First Amended Plan are described in the First Amended Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the First Amended Plan. **PLEASE READ THE FIRST AMENDED PLAN AND THE FIRST AMENDED DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**

2. The First Amended Plan will be deemed to be accepted by a Class if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of holders of Claims voting in that Class. If the requisite number of votes in Class 1 is obtained, then Class 1 will be deemed to accept the First Amended Plan. In the event Class 1 votes to reject the First Amended Plan, then the Bankruptcy Court may nevertheless confirm the First Amended Plan and thereby make it binding on the members of Class 1 if the Bankruptcy Court finds that the First Amended Plan does not unfairly discriminate against and accords fair and equitable treatment to the holder of the Claims in Class 1 and any other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the First Amended Plan is confirmed by the Bankruptcy Court, then all holders of Claims against the Debtor (including those holders who abstain from voting on or reject the First Amended Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed First Amended Plan and the transactions contemplated thereby.

3. To have your vote counted, you must complete, sign and return this Ballot in the enclosed envelope so that it is received by your Voting Nominee in sufficient time to allow your Voting Nominee to receive your ballot, include your vote on its Master Ballot, and return the Master Ballot so that the Master Ballot is received by the Solicitation Agent on or before 4:00 p.m on _____, (the "Voting Deadline") unless such time is extended by the Bankruptcy Court.

Ballots will not be accepted by email, telecopy or facsimile transmission.

4. To properly complete the Ballot, you must follow the procedures described below:

- (a) make sure that the information contained in Item 1 is correct;
- (b) cast one vote to direct the acceptance or rejection of the First Amended Plan by checking the appropriate box in Item 2;
- (c) if applicable, provide the information requested in Item 3;
- (d) review the certifications contained in Item 4;

- (e) if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- (f) sign and date your Ballot;
- (g) provide your name and mailing address and the other information requested in Item 4;
- (h) return your Ballot with an original signature using the enclosed pre-addressed return envelope;
- (i) if you submit more than one Ballot voting the same claim prior to the Voting Deadline, the last properly completed and timely received Ballot shall be counted; and
- (j) if you believe that this Ballot does not apply to you, then please contact the Solicitation Agent immediately.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE FIRST AMENDED DISCLOSURE STATEMENT OR FIRST AMENDED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT (646) 282-2400.

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd
Chapter 9

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S
FIRST AMENDED PLAN FOR ADJUSTMENT OF DEBTS**

**Class 2— SUBORDINATE BONDHOLDERS CLAIMS
SERIES 1998C BONDS**

PLEASE READ AND FOLLOW THE ENCLOSED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT.

**PLEASE INDICATE ON THE LINE BELOW THE CUSIP TO WHICH THIS BALLOT
RELATES. ALTERNATIVELY, YOUR NOMINEE MAY HAVE (i) INSERTED THE
APPLICABLE CUSIP ON THE LINE BELOW OR (ii) AFFIXED A LABEL
INDICATING THE APPLICABLE CUSIP, RATHER THAN PROVIDING THE
INFORMATION ON THE LINE BELOW. ONLY ONE CUSIP MAY BE VOTED PER
BALLOT. FOR A LIST OF ALL CUSIPS THAT ARE ELIGIBLE TO VOTE ON THIS
BALLOT, PLEASE SEE EXHIBIT A HERETO.**

CUSIP: _____

PLEASE CHECK THE APPROPRIATE BOXES BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE FIRST AMENDED PLAN AND YOUR
MAKING OF CERTAIN ELECTIONS WITH RESPECT TO THE FIRST AMENDED PLAN.

THE VOTING DEADLINE IS 4:00 P.M. PREVAILING EASTERN TIME,
_____, (THE "VOTING DEADLINE"), UNLESS THE PERIOD DURING
WHICH VOTES WILL BE ACCEPTED BY THE DEBTORS IS EXTENDED OR WAIVED,
IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL
MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

THIS BALLOT IS ACCOMPANIED BY A RETURN ENVELOPE. IF YOUR RETURN
ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL

TIME SUFFICIENT FOR YOUR VOTE TO BE PROCESSED BY YOUR NOMINEE. THE
NOMINEE MUST PLACE YOUR VOTE ON A MASTER BALLOT AND DELIVER THE
MASTER BALLOT PRIOR TO THE VOTING DEADLINE.

On November 23, 2010, Connector 2000 Association, Inc. (the “Debtor”) filed its First Amended Disclosure Statement and the First Amended Plan For Adjustment of Debts. On _____, 2011, the United States Bankruptcy Court for the District of South Carolina (the “Bankruptcy Court”) entered the accompanying order (the “Disclosure Statement Order”) approving the First Amended Disclosure Statement (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Disclosure Statement”) with respect to the First Amended Plan For Adjustment of Debts (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Plan”). The Bankruptcy Court’s approval of the First Amended Disclosure Statement does not indicate approval of the First Amended Plan by the Bankruptcy Court. The First Amended Disclosure Statement provides information to assist you in deciding how to vote your claim. If you do not have a copy of the First Amended Disclosure Statement or First Amended Plan or have any questions on how to properly complete this ballot, please call the Solicitation Agent via telephone at (646) 282-2400. Please use this Ballot to submit your votes to accept or reject the First Amended Plan.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the First Amended Plan. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meaning ascribed to such terms in the First Amended Disclosure Statement or the Order (i) scheduling hearing on confirmation of the Debtor’s First Amended Plan, (ii) approving solicitation procedures; (iii) establishing a deadline for parties to file ballots and objections to confirmation of the Debtor’s First Amended Plan; and (iv) approving form and manner of notice of the confirmation hearing (the “Solicitation Procedures Order”).

You should review the First Amended Disclosure Statement and the First Amended Plan before you vote. You may wish to seek legal advice concerning the First Amended Plan and your classification and treatment under the First Amended Plan. Your claim has been placed in Class 2 under the First Amended Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If your Ballot is not received by your Voting Nominee in sufficient time for your Voting Nominee to receive your Ballot and submit it on a Master Ballot to the Solicitation Agent on or before the Voting Deadline, which is _____, and such deadline is not extended, your vote will not be counted as either an acceptance or rejection of the First Amended Plan. Please carefully review the voting instructions included with the Ballot.

If the First Amended Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

Item 1. Principal Amount of Claim. The undersigned hereby certifies that as of _____ (the “Record Date”), the undersigned was the Beneficial Holder (or authorized signatory for a Beneficial Holder) of Class 2 Claims in the following aggregate unpaid principal amounts for the Bonds you hold (insert amount in box below):

Series 1998C \$ _____

If your Class 2 Claims are held by a Voting Nominee on your behalf and you do not know the amount of the Notes held, please contact your Voting Nominee immediately.

Item 2. Class 2 Vote.

The holder of the Class 2 Claims set forth in Item 1 above votes (please check one):

_____ To Accept the First Amended Plan _____ To Reject the First Amended Plan

Item 3. Certifications as to Other Class 2 Claims Held in Additional Accounts.

By completing and returning this Ballot, the undersigned Beneficial Holder certifies that either (1) it has not submitted any other Ballots for other Class 2 Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 2 Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the First Amended Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED OTHER CLASS 2 CLAIMS ON A BALLOT OTHER THAN THIS BALLOT.

Name of Registered Holder or Nominee of Other Class 2 Claims Voted	Account Number of Other Class 2 Claims Voted	Cusip of other Class 2 Claims Voted	Principal Amount of other Class 2 Claims Voted in Additional Ballot(s)

If space provided is insufficient, attach additional sheets in the same format.

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor;

(i) that either (a) such person or entity is the beneficial holder of the claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the claims being voted;

(ii) that such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received a copy of the First Amended Disclosure Statement and Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) that such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings in a single class of claims;

(iv) that no other Ballots with respect to the amount of the claims identified in Item I have been cast or, if any other Ballots have been cast with respect to such claims, such earlier received Ballots are hereby revoked; and

(v) that such person or entity (or in the case of an authorized signatory, the Beneficial Holder) is eligible to be treated as the holder of such claim for purposes of voting on the First Amended Plan; and

(vi) the undersigned hereby authorizes its Voting Nominee to transmit any Class 2 Claims pursuant to a Master Ballot in accordance with the instructions herein.

Name of Holder: _____
(Print or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT
PROMPTLY USING THE PRE-ADDRESSED ENVELOPE. HOLDERS OF CLASS 2
CLAIMS HELD BY A VOTING NOMINEE SHOULD RETURN THEIR BALLOT TO
THEIR VOTING NOMINEE.**

**YOUR BALLOT OR THE MASTER BALLOT CAST ON YOUR BEHALF BY THE
NOMINEE HOLDER MUST BE RECEIVED BY THE SOLICITATION AGENT BY 4:00
P.M., PREVAILING EASTERN TIME ON OR BEFORE _____, THE VOTING
DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED.**

**PLEASE ALLOW ADDITIONAL TIME SUFFICIENT FOR YOUR VOTE TO BE
PROCESSED BY YOUR NOMINEE AND VOTED ON A MASTER BALLOT PRIOR
TO THE VOTING DEADLINE.**

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS 2 CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the First Amended Plan. The terms of the First Amended Plan are described in the First Amended Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the First Amended Plan. **PLEASE READ THE FIRST AMENDED PLAN AND THE FIRST AMENDED DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**

2. The First Amended Plan will be deemed to be accepted by a Class if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of holders of Claims voting in that Class. If the requisite number of votes in Class 2 is obtained, then Class 2 will be deemed to accept the First Amended Plan. In the event Class 2 votes to reject the First Amended Plan, then the Bankruptcy Court may nevertheless confirm the First Amended Plan and thereby make it binding on the members of Class 2 if the Bankruptcy Court finds that the First Amended Plan does not unfairly discriminate against and accords fair and equitable treatment to the holder of the Claims in Class 2 and any other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the First Amended Plan is confirmed by the Bankruptcy Court, then all holders of Claims against the Debtor (including those holders who abstain from voting on or reject the First Amended Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed First Amended Plan and the transactions contemplated thereby.

3. To have your vote counted, you must complete, sign and return this Ballot in the enclosed envelope so that it is received by your Voting Nominee in sufficient time to allow your Voting Nominee to receive your ballot, include your vote on its Master Ballot, and return the Master Ballot so that the Master Ballot is received by the Solicitation Agent on or before 4:00 p.m on _____, (the "Voting Deadline") unless such time is extended by the Bankruptcy Court.

Ballots will not be accepted by email, telecopy or facsimile transmission.

4. To properly complete the Ballot, you must follow the procedures described below:

- (a) make sure that the information contained in Item 1 is correct;
- (b) cast one vote to direct the acceptance or rejection of the First Amended Plan by checking the appropriate box in Item 2;
- (c) if applicable, provide the information requested in Item 3;
- (d) review the certifications contained in Item 4;

- (e) if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- (f) sign and date your Ballot;
- (g) provide your name and mailing address and the other information requested in Item 4;
- (h) return your Ballot with an original signature using the enclosed pre-addressed return envelope;
- (i) if you submit more than one Ballot voting the same claim prior to the Voting Deadline, the last properly completed and timely received Ballot shall be counted; and
- (j) if you believe that this Ballot does not apply to you, then please contact the Solicitation Agent immediately.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE FIRST AMENDED DISCLOSURE STATEMENT OR FIRST AMENDED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT (646) 282-2400.

EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd
Chapter 9

**BALLOT AND ELECTION INSTRUCTION FORM FOR ACCEPTING OR
REJECTING DEBTOR'S FIRST AMENDED PLAN FOR ADJUSTMENT OF DEBTS**

CLASS 4— SCDOT CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT.**

**PLEASE CHECK THE APPROPRIATE BOXES BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE FIRST AMENDED PLAN.**

**THIS BALLOT IS ACCOMPANIED BY A RETURN ENVELOPE. THE VOTING
DEADLINE IS 4:00 P.M. PREVAILING EASTERN TIME, _____, (THE
“VOTING DEADLINE”), UNLESS THE PERIOD DURING WHICH VOTES WILL BE
ACCEPTED BY THE DEBTORS IS EXTENDED OR WAIVED, IN WHICH CASE THE
TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE
LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.**

On November 23, 2010, Connector 2000 Association, Inc. (the “Debtor”) filed its First Amended Disclosure Statement and the First Amended Plan For Adjustment of Debts. On _____, 2011, the United States Bankruptcy Court for the District of South Carolina (the “Bankruptcy Court”) entered the accompanying order (the “Disclosure Statement Order”) approving the First Amended Disclosure Statement (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Disclosure Statement”) with respect to the First Amended Plan For Adjustment of Debts (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Plan”). The Bankruptcy Court’s approval of the First Amended Disclosure Statement does not indicate approval of the First Amended Plan by the Bankruptcy Court. The First Amended Disclosure Statement provides information to assist you in deciding how to vote your claim. If you do not have a copy of the First Amended Disclosure Statement or First Amended Plan or have any questions on how to properly complete this ballot, please call the Solicitation

Agent via telephone at (646) 282-2400. Please use this Ballot to submit your votes to accept or reject the First Amended Plan.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the First Amended Plan. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meaning ascribed to such terms in the First Amended Disclosure Statement or the Order (i) scheduling hearing on confirmation of the Debtor's First Amended Plan, (ii) approving solicitation procedures; (iii) establishing a deadline for parties to file ballots and objections to confirmation of the Debtor's First Amended Plan; and (iv) approving form and manner of notice of the confirmation hearing (the "Solicitation Procedures Order").

You should review the First Amended Disclosure Statement and the First Amended Plan before you vote. You may wish to seek legal advice concerning the First Amended Plan and your classification and treatment under the First Amended Plan. Your claim has been placed in Class 4 under the First Amended Plan. If you hold claims or interests in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If the your Ballot is not received by Epiq Bankruptcy Solutions, LLC ("the Solicitation Agent") on or before the Voting Deadline, which is _____, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the First Amended Plan. Please carefully review the voting instructions included with the Ballot.

If the First Amended Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

Item 1. Amount and Type of Claim.

The undersigned certifies that as of _____ (the "Record Date") the undersigned was the holder of a Class 4 Claim(s) in the amount set forth below:

\$ _____.

Item 2. Class 4 Vote.

The Holder of the Class 4 Claims set forth in Item 1 above votes (please check one):

_____ To Accept the First Amended Plan _____ To Reject the First Amended Plan

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor;

(i) that either (a) such person or entity is the holder of the claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a holder of the claims being voted;

(ii) that such person or entity (or in the case of an authorized signatory, the holder of the claims being voted) has received a copy of the First Amended Disclosure Statement and Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) that such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings in a single class of claims;

(iv) that no other Ballots with respect to the amount of the claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such claims, such earlier Ballots are hereby revoked; and

(v) that such person or entity (or in the case of an authorized signatory, the holder of the claims being voted) is eligible to be treated as the holder of such claim for purposes of voting on the First Amended Plan.

Name of Holder: _____
(Print or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Completed: _____

YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE SOLICITATION AGENT ON OR BEFORE 4:00 P.M. EASTERN TIME ON THE VOTING DEADLINE [____], OR YOUR VOTE WILL NOT BE COUNTED AS A VOTE TO ACCEPT OR REJECT THE FIRST AMENDED PLAN. BALLOTS SUBMITTED BY FACSIMILE OR OTHER ELECTRONIC SUBMISSION WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES FOR VOTING ON THE FIRST AMENDED PLAN, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE FIRST AMENDED DISCLOSURE STATEMENT, THE FIRST AMENDED PLAN, OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT AT (646) 282-2400.

**YOU MAY USE THE PRE-PAID RETURN ENVELOPE PROVIDED WITH THIS BALLOT, OR
YOU MAY RETURN YOUR BALLOT BY PERSONAL DELIVERY, OVERNIGHT COURIER,
OR FIRST CLASS MAIL TO THE VOTING AGENT AT THE FOLLOWING ADDRESS:**

If By Mail:

Connector 2000 Ballot Processing
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5014
New York, NY 10150-5014

If By Personal Delivery or Overnight Courier:

Connector 2000 Ballot Processing
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, Third Floor
New York, NY 10017

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS 4 CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the First Amended Plan. The terms of the First Amended Plan are described in the First Amended Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the First Amended Plan. **PLEASE READ THE FIRST AMENDED PLAN AND THE FIRST AMENDED DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**

2. The First Amended Plan will be deemed to be accepted by a Class if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of holders of Claims voting in that Class. If the requisite number of votes in Class 4 is obtained, then Class 4 will be deemed to accept the First Amended Plan. In the event Class 4 votes to reject the First Amended Plan, then the Bankruptcy Court may nevertheless confirm the First Amended Plan and thereby make it binding on the members of Class 4 if the Bankruptcy Court finds that the First Amended Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of the claims in Class 4 and any other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the First Amended Plan is confirmed by the Bankruptcy Court, then all holders of claims against the Debtor (including those holders who abstain from voting on or reject the First Amended Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed First Amended Plan and the transactions contemplated thereby.

3. To have your vote counted, you must complete, sign and return this Ballot in the enclosed envelope so that it is received by the Solicitation Agent on or before 4:00 p.m. on _____, (the "Voting Deadline") unless such time is extended by the Bankruptcy Court.

Ballots will not be accepted by email, telecopy or facsimile transmission.

4. To properly complete the Ballot, you must follow the procedures described below:

- (a) make sure that the information contained in Item 1 is correct;
- (b) cast one vote to direct the acceptance or rejection of the First Amended Plan by checking the appropriate box in Item 2;
- (c) review the certifications contained in Item 3;
- (d) if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- (e) sign and date your Ballot;
- (f) provide your name and mailing address and the other information requested in Item 3;
- (g) return your Ballot with an original signature using the enclosed pre-addressed return envelope;
- (h) if you submit more than one Ballot voting the same claim prior to the Voting Deadline, the last properly completed and timely received Ballot shall be counted; and
- (i) if you believe that this Ballot does not apply to you, then please contact the Solicitation Agent immediately.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE FIRST AMENDED DISCLOSURE STATEMENT OR FIRST AMENDED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT (646) 282-2400.

EXHIBIT D

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd
Chapter 9

**BALLOT AND ELECTION INSTRUCTION FORM FOR ACCEPTING OR
REJECTING DEBTOR'S FIRST AMENDED PLAN FOR ADJUSTMENT OF DEBTS**

CLASS 5— EXECUTORY CONTRACT CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT.**

**PLEASE CHECK THE APPROPRIATE BOXES BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE FIRST AMENDED PLAN
THIS BALLOT IS ACCOMPANIED BY A RETURN ENVELOPE. THE VOTING
DEADLINE IS 4:00 P.M. PREVAILING EASTERN TIME, _____, (THE
“VOTING DEADLINE”), UNLESS THE PERIOD DURING WHICH VOTES WILL BE
ACCEPTED BY THE DEBTORS IS EXTENDED OR WAIVED, IN WHICH CASE THE
TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE
LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.**

On November 23, 2010, Connector 2000 Association, Inc. (the “Debtor”) filed its First Amended Disclosure Statement and the First Amended Plan For Adjustment of Debts. On _____, 2011, the United States Bankruptcy Court for the District of South Carolina (the “Bankruptcy Court”) entered the accompanying order (the “Disclosure Statement Order”) approving the First Amended Disclosure Statement (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Disclosure Statement”) with respect to the First Amended Plan For Adjustment of Debts (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Plan”). The Bankruptcy Court’s approval of the First Amended Disclosure Statement does not indicate approval of the First Amended Plan by the Bankruptcy Court. The First Amended Disclosure Statement provides information to assist you in deciding how to vote your claim. If you do not have a copy of the First Amended Disclosure Statement or First Amended Plan or have any questions on how to properly complete this ballot, please call the Solicitation Agent via telephone at (646) 282-2400. Please use this Ballot to submit your votes to accept or reject the First Amended Plan.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the First Amended Plan. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meaning ascribed to such terms in the First Amended Disclosure Statement or the Order (i) scheduling hearing on confirmation of the Debtor's First Amended Plan, (ii) approving solicitation procedures; (iii) establishing a deadline for parties to file ballots and objections to confirmation of the Debtor's First Amended Plan; and (iv) approving form and manner of notice of the confirmation hearing (the "Solicitation Procedures Order").

You should review the First Amended Disclosure Statement and the First Amended Plan before you vote. You may wish to seek legal advice concerning the First Amended Plan and your classification and treatment under the First Amended Plan. Your claim has been placed in Class 5 under the First Amended Plan. If you hold claims or interests in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If the your Ballot is not received by Epiq Bankruptcy Solutions, LLC ("the Solicitation Agent") on or before the Voting Deadline, which is _____, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the First Amended Plan. Please carefully review the voting instructions included with the Ballot.

If the First Amended Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

Item 1. Amount and Type of Claim.

The undersigned certifies that as of _____ (the "Record Date") the undersigned was the holder of a Class 5 Claim(s) in the amount set forth below:

\$ _____.

Item 2. Class 5 Vote.

The Holder of the Class 5 Claims set forth in Item 1 above votes (please check one):

_____ To Accept the First Amended Plan _____ To Reject the First Amended Plan

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor;

(i) that either (a) such person or entity is the holder of the claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a holder of the claims being voted;

(ii) that such person or entity (or in the case of an authorized signatory, the holder of the claims being voted) has received a copy of the First Amended Disclosure Statement and

Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) that such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings in a single class of claims;

(iv) that no other Ballots with respect to the amount of the claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such claims, such earlier Ballots are hereby revoked; and

(v) that such person or entity (or in the case of an authorized signatory, the holder of the claims being voted) is eligible to be treated as the holder of such claim for purposes of voting on the First Amended Plan.

Name of Holder: _____
(Print or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Completed: _____

YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE SOLICITATION AGENT ON OR BEFORE 4:00 P.M. EASTERN TIME ON THE VOTING DEADLINE [____], OR YOUR VOTE WILL NOT BE COUNTED AS A VOTE TO ACCEPT OR REJECT THE FIRST AMENDED PLAN. BALLOTS SUBMITTED BY FACSIMILE OR OTHER ELECTRONIC SUBMISSION WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES FOR VOTING ON THE FIRST AMENDED PLAN, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE FIRST AMENDED DISCLOSURE STATEMENT, THE FIRST AMENDED PLAN, OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT AT (646) 282-2400.

**YOU MAY USE THE PRE-PAID RETURN ENVELOPE PROVIDED WITH THIS BALLOT, OR
YOU MAY RETURN YOUR BALLOT BY PERSONAL DELIVERY, OVERNIGHT COURIER,
OR FIRST CLASS MAIL TO THE VOTING AGENT AT THE FOLLOWING ADDRESS:**

If By Mail:

Connector 2000 Ballot Processing
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5014
New York, NY 10150-5014

If By Personal Delivery or Overnight Courier:

Connector 2000 Ballot Processing
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, Third Floor
New York, NY 10017

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS 5 CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the First Amended Plan. The terms of the First Amended Plan are described in the First Amended Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the First Amended Plan. **PLEASE READ THE FIRST AMENDED PLAN AND THE FIRST AMENDED DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**

2. The First Amended Plan will be deemed to be accepted by a Class if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of holders of Claims voting in that Class. If the requisite number of votes in Class 5 is obtained, then Class 5 will be deemed to accept the First Amended Plan. In the event Class 5 votes to reject the First Amended Plan, then the Bankruptcy Court may nevertheless confirm the First Amended Plan and thereby make it binding on the members of Class 5 if the Bankruptcy Court finds that the First Amended Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of the claims in Class 5 and any other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the First Amended Plan is confirmed by the Bankruptcy Court, then all holders of claims against the Debtor (including those holders who abstain from voting on or reject the First Amended Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed First Amended Plan and the transactions contemplated thereby.

3. To have your vote counted, you must complete, sign and return this Ballot in the enclosed envelope so that it is received by the Solicitation Agent on or before 4:00 p.m. on _____, (the "Voting Deadline") unless such time is extended by the Bankruptcy Court.

Ballots will not be accepted by email, telecopy or facsimile transmission.

4. To properly complete the Ballot, you must follow the procedures described below:

- (a) make sure that the information contained in Item 1 is correct;
- (b) cast one vote to direct the acceptance or rejection of the First Amended Plan by checking the appropriate box in Item 2;
- (c) review the certifications contained in Item 3;
- (d) if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- (e) sign and date your Ballot;
- (f) provide your name and mailing address and the other information requested in Item 3;
- (g) return your Ballot with an original signature using the enclosed pre-addressed return envelope;
- (h) if you submit more than one Ballot voting the same Claim prior to the Voting Deadline, the last properly completed and timely received Ballot shall be counted; and
- (i) if you believe that this Ballot does not apply to you, then please contact the Solicitation Agent immediately.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE FIRST AMENDED DISCLOSURE STATEMENT OR FIRST AMENDED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT (646) 282-2400.

EXHIBIT E

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd
Chapter 9

**BALLOT AND ELECTION INSTRUCTION FORM FOR ACCEPTING OR
REJECTING DEBTOR'S FIRST AMENDED PLAN FOR ADJUSTMENT OF DEBTS**

CLASS 6— LEHMAN BROTHERS CLAIM

**PLEASE READ AND FOLLOW THE ENCLOSED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT.**

**PLEASE CHECK THE APPROPRIATE BOXES BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE FIRST AMENDED PLAN
THIS BALLOT IS ACCOMPANIED BY A RETURN ENVELOPE. THE VOTING
DEADLINE IS 4:00 P.M. PREVAILING EASTERN TIME, _____, (THE
“VOTING DEADLINE”), UNLESS THE PERIOD DURING WHICH VOTES WILL BE
ACCEPTED BY THE DEBTORS IS EXTENDED OR WAIVED, IN WHICH CASE THE
TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE
LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.**

On November 23, 2010, Connector 2000 Association, Inc. (the “Debtor”) filed its First Amended Disclosure Statement and the First Amended Plan For Adjustment of Debts. On _____, 2011, the United States Bankruptcy Court for the District of South Carolina (the “Bankruptcy Court”) entered the accompanying order (the “Disclosure Statement Order”) approving the First Amended Disclosure Statement (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Disclosure Statement”) with respect to the First Amended Plan For Adjustment of Debts (including all exhibits thereto and as amended, modified or supplemented from time to time, the “First Amended Plan”). The Bankruptcy Court’s approval of the First Amended Disclosure Statement does not indicate approval of the First Amended Plan by the Bankruptcy Court. The First Amended Disclosure Statement provides information to assist you in deciding how to vote your claim. If you do not have a copy of the First Amended Disclosure Statement or First Amended Plan or have any questions on how to properly complete this ballot, please call the Solicitation

Agent via telephone at (646) 282-2400. Please use this Ballot to submit your votes to accept or reject the First Amended Plan.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the First Amended Plan. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meaning ascribed to such terms in the First Amended Disclosure Statement or the Order (i) scheduling hearing on confirmation of the Debtor's First Amended Plan, (ii) approving solicitation procedures; (iii) establishing a deadline for parties to file ballots and objections to confirmation of the Debtor's First Amended Plan; and (iv) approving form and manner of notice of the confirmation hearing (the "Solicitation Procedures Order").

You should review the First Amended Disclosure Statement and the First Amended Plan before you vote. You may wish to seek legal advice concerning the First Amended Plan and your classification and treatment under the First Amended Plan. Your claim has been placed in Class 6 under the First Amended Plan. If you hold claims or interests in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If the your Ballot is not received by Epiq Bankruptcy Solutions, LLC ("the Solicitation Agent") on or before the Voting Deadline, which is _____, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the First Amended Plan. Please carefully review the voting instructions included with the Ballot.

If the First Amended Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

Item 1. Amount and Type of Claim.

The undersigned certifies that as of _____ (the "Record Date") the undersigned was the holder of a Class 6 Claim(s) in the amount set forth below:

\$ _____.

Item 2. Class 6 Vote.

The Holder of the Class 6 Claims set forth in Item 1 above votes (please check one):

_____ To Accept the First Amended Plan _____ To Reject the First Amended Plan

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor;

(i) that either (a) such person or entity is the holder of the claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a holder of the claims being voted;

(ii) that such person or entity (or in the case of an authorized signatory, the holder of the claims being voted) has received a copy of the First Amended Disclosure Statement and Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) that such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings in a single class of claims;

(iv) that no other Ballots with respect to the amount of the claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such claims, such earlier Ballots are hereby revoked; and

(v) that such person or entity (or in the case of an authorized signatory, the holder of the claims being voted) is eligible to be treated as the holder of such claim for purposes of voting on the First Amended Plan.

Name of Holder: _____
(Print or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Completed: _____

YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE SOLICITATION AGENT ON OR BEFORE 4:00 P.M. EASTERN TIME ON THE VOTING DEADLINE [____], OR YOUR VOTE WILL NOT BE COUNTED AS A VOTE TO ACCEPT OR REJECT THE FIRST AMENDED PLAN. BALLOTS SUBMITTED BY FACSIMILE OR OTHER ELECTRONIC SUBMISSION WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES FOR

VOTING ON THE FIRST AMENDED PLAN, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE FIRST AMENDED DISCLOSURE STATEMENT, THE FIRST AMENDED PLAN, OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT AT (646) 282-2400.

YOU MAY USE THE PRE-PAID RETURN ENVELOPE PROVIDED WITH THIS BALLOT, OR YOU MAY RETURN YOUR BALLOT BY PERSONAL DELIVERY, OVERNIGHT COURIER, OR FIRST CLASS MAIL TO THE VOTING AGENT AT THE FOLLOWING ADDRESS:

If By Mail:

Connector 2000 Ballot Processing
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5014
New York, NY 10150-5014

If By Personal Delivery or Overnight Courier:

Connector 2000 Ballot Processing
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, Third Floor
New York, NY 10017

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS 6 CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the First Amended Plan. The terms of the First Amended Plan are described in the First Amended Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the First Amended Plan. **PLEASE READ THE FIRST AMENDED PLAN AND THE FIRST AMENDED DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**

2. The First Amended Plan will be deemed to be accepted by a Class if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of holders of Claims voting in that Class. If the requisite number of votes in Class 6 is obtained, then Class 6 will be deemed to accept the First Amended Plan. In the event Class 6 votes to reject the First Amended Plan, then the Bankruptcy Court may nevertheless confirm the First Amended Plan and thereby make it binding on the members of Class 6 if the Bankruptcy Court finds that the First Amended Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of the claims in Class 6 and any other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the First Amended Plan is confirmed by the Bankruptcy Court, then all holders of claims against the Debtor (including those holders who abstain from voting on or reject the First Amended Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed First Amended Plan and the transactions contemplated thereby.

3. To have your vote counted, you must complete, sign and return this Ballot in the enclosed envelope so that it is received by the Solicitation Agent on or before 4:00 p.m. on _____, (the "Voting Deadline") unless such time is extended by the Bankruptcy Court.

Ballots will not be accepted by email, telecopy or facsimile transmission.

4. To properly complete the Ballot, you must follow the procedures described below:

- (a) make sure that the information contained in Item 1 is correct;
- (b) cast one vote to direct the acceptance or rejection of the First Amended Plan by checking the appropriate box in Item 2;
- (c) review the certifications contained in Item 3;
- (d) if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- (e) sign and date your Ballot;
- (f) provide your name and mailing address and the other information requested in Item 3;
- (g) return your Ballot with an original signature using the enclosed pre-addressed return envelope;
- (h) if you submit more than one Ballot voting the same claim prior to the Voting Deadline, the last properly completed and timely received Ballot shall be counted; and
- (i) if you believe that this Ballot does not apply to you, then please contact the Solicitation Agent immediately.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE FIRST AMENDED DISCLOSURE STATEMENT OR FIRST AMENDED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT (646) 282-2400.

EXHIBIT F

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd

Chapter 9

**MASTOR BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S FIRST
AMENDED PLAN FOR ADJUSTMENT OF DEBTS**

CLASS 1 CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE MASTER
BALLOT.

**PLEASE INDICATE ON THE LINE BELOW THE CUSIP TO WHICH THIS MASTER
BALLOT RELATES. ONLY ONE CUSIP MAY BE VOTED PER MASTER BALLOT.
FOR A LIST OF ALL CUSIPS THAT ARE ELIGIBLE TO VOTE ON THIS MASTER
BALLOT, PLEASE SEE EXHIBIT A HERETO.**

CUSIP: _____

THIS MASTER BALLOT MUST BE RETURNED TO
EPIQ BANKRUPTCY SOLUTIONS, LLC, ATTN: CONNECTOR 2000 BALLOT
PROCESSING, 767 THIRD AVENUE, 3RD FLOOR, NEW YORK, NY 10017 (THE
"SOLICITATION AGENT"). THIS BALLOT MUST BE RECEIVED BY THE
SOLICITATION AGENT BY 4:00 P.M., PREVAILING EASTERN TIME, ON OR BEFORE

(THE "VOTING DEADLINE"), UNLESS THE PERIOD DURING WHICH BALLOTS WILL
BE ACCEPTED BY THE DEBTOR IS EXTENDED OR WAIVED, IN WHICH CASE THE
TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST
TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

On November 23, 2010, Connector 2000 Association, Inc. ("Debtor") filed its First Amended Disclosure Statement ("First Amended Disclosure Statement") and the First Amended Plan For Adjustment of Debts ("First Amended Plan"). The Bankruptcy Court's approval of the First Amended Disclosure Statement does not indicate approval of the First Amended Plan. The First Amended Disclosure Statement provides information to assist you in deciding how to vote your claim. If you do not have a copy of the First Amended Disclosure Statement or First Amended Plan or have any questions on how to properly complete this Master Ballot, you may obtain a copy from the Solicitation Agent via telephone at (646) 282-2400.

This Master Ballot may not be used for any purpose other than for submitting votes to accept or reject the First Amended Plan. All capitalized terms used in the Master Ballot or in these instructions, but not otherwise defined herein, shall have the meaning ascribed to such terms in the First Amended Disclosure Statement or the Order (i) approving solicitation procedures, (ii) approving the form and manner of notice of the confirmation hearing, (iii) establishing deadlines and (iv) scheduling the hearing on confirmation of the First Amended Plan (the "Solicitation Procedures Order").

This Master Ballot is being sent to brokers, dealers, commercial banks, trust companies or other nominees (each a "Nominee Holder") of Beneficial Holders (as defined herein) and is to be used by the Nominee Holders for casting votes to accept or reject the First Amended Plan on behalf of and in accordance with the Ballots cast by the Beneficial Holders holding Class 1 Claims through such Nominee Holders.

The First Amended Plan referred to in this Master Ballot can be confirmed by the Bankruptcy Court and thereby made binding on all Holders of Class 1 Claims if it is accepted by the holders of two-thirds in amount and one-half in number of such Class 1 Claims voting on the First Amended Plan. To have the votes of your Beneficial Holders count, you must complete and return this Master Ballot so that it is actually received by the Solicitation Agent by the Voting Deadline.

Item 1. Certification of Authority to Vote.

The undersigned certifies that as of _____ (the "Record Date") the undersigned (please check the applicable box)

___ Is a bank, broker, or other Nominee for the Beneficial Holder of the aggregate principal amount of Class 1 Claims listed in Item 2 below, and is the registered holder of by such Class 1 Claims;

___ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Class 1 Claims listed in Item 2 below; or

___ Has been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Holder, that is the registered holder of the aggregate amount of Class 1 Claims listed in Item 2 below and accordingly, has full power and authority to vote to accept or reject the First Amended Plan on behalf of the Beneficial Holders of the Class 1 Claims described in Item 2 below, and accordingly, has full power and authority to vote to accept or reject the First Amended Plan on behalf of the Beneficial Holders of the Class 1 Claims described in Item 2 below.

Item 2. Vote.

The undersigned transmits the following votes of Beneficial Holders in respect of their Class 1 Claims, and certifies that the following Beneficial Holders of the Class Claims, as identified by their respective customer account numbers set forth below, are beneficial owners of such securities as of the Record Date and have delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate in the appropriate column the aggregate number of shares voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each Beneficial Holder must vote *all* of his/her or its Class 1 Claims to accept *or* to reject the First Amended Plan and may *not* split such vote.

Customer Account Number of Internal Identifier Number	Principal Amount of Class 1 Claims Voted to ACCEPT the Plan	Principal Amount of Class 1 Claims Voted to REJECT the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
TOTALS:	\$	\$

Item 3. Additional Class 1 Ballots Submitted by Beneficial Holders of Notes. The undersigned certifies that it has transcribed in the following table the information, if any, provided in Item 3 of each Ballot received from a Beneficial Holder of the Notes entitled to vote in Class 1. Please use additional sheets of paper if necessary.

**Information to be transcribed from Item 3 of Ballots received from Beneficial Holders
regarding other Class 1 Ballots cast by such Beneficial Holders.**

Your Customer Name or Internal Identifier Number	Name of Registered Holder or Nominee of Other Class 1 Claims Voted	Account Number of Other Class 1 Claims Voted	Cusip of other Class 1 Claims Voted	Principal Amount of other Class 1 Claims Voted in Additional Ballot(s)

If space provided is insufficient, attach additional sheets in the same format.

Item 4. Certification.

By signing this Master Ballot, the undersigned certifies:

(i) that (a) it has received a copy of the Disclosure Statement, Ballot and other Solicitation Materials and has delivered the same to the Beneficial Holders listed thereon, (b) it has received a completed and signed Ballot from each such Beneficial Holder, and (c) it has been authorized by each such Beneficial Holder to vote on the First Amended Plan;

(ii) that it has properly disclosed (a) the number of such Beneficial Holders, (b) the respective amounts of Class 1 Claims owned, as the case may be, by each such Beneficial Holder, (c) each Beneficial Holder's respective vote concerning the First Amended Plan, and (d) the customer account or other identification number for each such Beneficial Holder; and

(iii) that it will maintain Ballots returned by Beneficial Holders (whether properly completed or defective) for disclosure to the Bankruptcy Court or the Debtors if so ordered for at least one year after the Voting Deadline (or such other date set by subsequent Bankruptcy Court Order).

Name of Nominee

Participant Number

Signature

If by Authorized Agent, Name and Title

Street Address

City, State and Zip Code

Telephone Number

Email Address

Date Completed

THIS MASTER BALLOT MUST BE RECEIVED BY:

**EPIQ BANKRUPTCY SOLUTIONS, LLC
ATTN: CONNECTOR 2000 BALLOT PROCESSING
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NY 10017**

**BY 4:00 P.M., PREVAILING EASTERN TIME ON OR
BEFORE _____, OR YOUR VOTE WILL NOT BE COUNTED.**

Exhibit A: Cusips Eligible to Vote on this Class 1 Master Ballot

[INSERT CUSIP LIST ONCE FINALIZED]

VOTING INSTRUCTIONS

1. The Debtor is soliciting the votes of Holders of Class 1 Claims with respect to the First Amended Plan referred to in the First Amended Disclosure Statement. All capitalized terms used in the Master Ballot or in these instructions but not otherwise defined herein shall have the meaning ascribed to such terms in the Solicitation Procedures Order, a copy of which accompanied the Ballot.
2. The First Amended Plan can be confirmed by the Bankruptcy Court, and therefore, made binding on all claim holders, if it is accepted by the holders of two-thirds in amount and one-half in number of such holders voting on the First Amended Plan. To have the Ballots of your Beneficial Holders count, you must complete and return this Master Ballot to the Solicitation Agent by the Voting Deadline.
3. You should deliver the Ballot and other documents relating to the First Amended Plan, including the First Amended Disclosure Statement (collectively, the "Solicitation Materials"), to each Beneficial Holder of Class 1 Claims and take any action required to enable each such Beneficial Holder to timely vote the Class 1 Claims held by such Beneficial Holder. With regard to any Ballots returned to you, to have the vote of your Beneficial Holder count, you must (a) retain such Ballots in your files and transfer the requested information from each such Ballot onto the attached Master Ballot, (b) execute the Master Ballot and (c) deliver such Master Ballot to the Solicitation Agent not later than 4:00 p.m. Prevailing Eastern Time on _____, 2011, (the "Voting Deadline"). Please keep any records of the Ballots received from Beneficial Holders until at least one year after the Voting Deadline (or such other date as is set by subsequent Bankruptcy Court order). You may be ordered to produce the Ballots to the Debtors or Bankruptcy Court.
4. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the First Amended Plan and make the election called for in the Ballot. Accordingly, Holders of Class 1 Claims should not surrender instruments or certificates representing or evidencing their Class 1 Claims, and neither the Debtors nor the Solicitation Agent will accept delivery of such instruments or certificates surrendered together with a Ballot.
5. This Master Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a claim or equity interest.
6. The following Ballots may not be counted in determining the acceptance or rejection of the First Amended Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the claim holder; (b) any Ballot cast by a person or entity that does not hold a claim or interest in a class that is entitled to vote on the First Amended Plan; (c) any Ballot cast for a claim or interest scheduled as unliquidated, contingent or disputed for which no proof of claim was timely filed; and (d) any unsigned Ballot or Ballot submitted without an original signature.
7. To properly complete the Master Ballot take the following steps:
 - (a) Provide the Cusip to which this Master Ballot on the line provided on the first page of the Master Ballot;

- (b) Provide appropriate information for each of the items on the Master Ballot. Please note that Items 2 and 3 requests information for each individual Beneficial Holder voting on the First Amended Plan. To identify such Beneficial Holders, please use the customer name and account number assigned by you to each such Beneficial Holder;
 - (c) Sign and date your Master Ballot;
 - (d) If you are completing this Master Ballot on behalf of another entity, state your title with such entity;
 - (e) Provide your name and mailing address and additional information requested in Item 4;
 - (f) Deliver the Master Ballot to the Solicitation Agent prior to the Voting Deadline; and
 - (g) If you are both the Nominee Holder and Beneficial Holder of any of the Class 1 Claims and you wish to vote such Class 1 Claims, you may return a Ballot or Master Ballot.
8. If a Master Ballot is received after the Voting Deadline, it will not be counted (except in the sole discretion of the Debtor or as authorized by the Bankruptcy Court). The method of delivery of a Master Ballot to the Solicitation Agent is at the election and risk of each entity. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Master Ballot is actually RECEIVED by the Solicitation Agent. Instead of effecting delivery by mail, it is recommended, though not required, that such entities use an overnight or hand delivery service. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Master Ballot by facsimile, e-mail or any other electronic means will not be accepted, unless ultimately permitted by the Bankruptcy Court. No Master Ballot should be sent to the Debtor, any indenture trustee, or the Debtor's financial or legal advisors.
9. The Master Ballot must be returned in sufficient time to allow it to be RECEIVED by the Solicitation Agent no later than 4:00 p.m., Prevailing Eastern Time, on the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Solicitation Agent.
10. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the First Amended Plan.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT
OR THE VOTING PROCEDURES,
PLEASE CALL THE SOLICITATION AGENT AT (646)282-2400.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL
RENDER YOU OR ANY OTHER PERSON, THE AGENT OF THE DEBTORS OR THE
SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY
DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH

RESPECT TO THE FIRST AMENDED PLAN, EXCEPT FOR THE STATEMENTS
CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

EXHIBIT G

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd

Chapter 9

**MASTOR BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S FIRST
AMENDED PLAN FOR ADJUSTMENT OF DEBTS**

CLASS 2 CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE MASTER
BALLOT.

**PLEASE INDICATE ON THE LINE BELOW THE CUSIP TO WHICH THIS MASTER
BALLOT RELATES. ONLY ONE CUSIP MAY BE VOTED PER MASTER BALLOT.
FOR A LIST OF ALL CUSIPS THAT ARE ELIGIBLE TO VOTE ON THIS MASTER
BALLOT, PLEASE SEE EXHIBIT A HERETO.**

CUSIP: _____

THIS MASTER BALLOT MUST BE RETURNED TO
EPIQ BANKRUPTCY SOLUTIONS, LLC, ATTN: CONNECTOR 2000 BALLOT
PROCESSING, 767 THIRD AVENUE, 3RD FLOOR, NEW YORK, NY 10017 (THE
"SOLICITATION AGENT"). THIS BALLOT MUST BE RECEIVED BY THE
SOLICITATION AGENT BY 4:00 P.M., PREVAILING EASTERN TIME, ON OR BEFORE

(THE "VOTING DEADLINE"), UNLESS THE PERIOD DURING WHICH BALLOTS WILL
BE ACCEPTED BY THE DEBTOR IS EXTENDED OR WAIVED, IN WHICH CASE THE
TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST
TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

On November 23, 2010, Connector 2000 Association, Inc. ("Debtor") filed its First Amended Disclosure Statement ("First Amended Disclosure Statement") and the First Amended Plan For Adjustment of Debts ("First Amended Plan"). The First Amended Disclosure Statement provides information to assist you in deciding how to vote your Claim. If you do not have a copy of the First Amended Disclosure Statement or First Amended Plan, you may obtain a copy from the Solicitation Agent via telephone at (646) 282-2400.

This Master Ballot may not be used for any purpose other than for submitting votes to accept or reject the First Amended Plan. All capitalized terms used in the Master Ballot or in these instructions, but not otherwise defined herein, shall have the meaning ascribed to such terms in the Order (i) approving solicitation procedures, (ii) approving the form and manner of notice of the confirmation hearing, (iii) establishing deadlines and (iv) scheduling the hearing on confirmation of the First Amended Plan (the "Solicitation Procedures Order").

This Master Ballot is being sent to brokers, dealers, commercial banks, trust companies or other nominees (each a "Nominee Holder") of Beneficial Holders (as defined herein) and is to be used by the Nominee Holders for casting votes to accept or reject the First Amended Plan on behalf of and in accordance with the Ballots cast by the Beneficial Holders holding Class 2 Claims through such Nominee Holders.

The First Amended Plan referred to in this Master Ballot can be confirmed by the Bankruptcy Court and thereby made binding on all Holders of Class 2 Claims if it is accepted by the holders of two-thirds in amount and one-half in number of such Class 2 Claims voting on the First Amended Plan. To have the votes of your Beneficial Holders count, you must complete and return this Master Ballot so that it is actually received by the Solicitation Agent by the Voting Deadline.

Item 1. Certification of Authority to Vote.

The undersigned certifies that as of _____ (the "Record Date") the undersigned (please check the applicable box)

___ Is a bank, broker, or other Nominee for the Beneficial Holder of the aggregate principal amount of Class 2 Claims listed in Item 2 below, and is the registered holder of by such Class 2 Claims;

___ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Class 2 Claims listed in Item 2 below; or

___ Has been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Holder, that is the registered holder of the aggregate amount of Class 2 Claims listed in Item 2 below and accordingly, has full power and authority to vote to accept or reject the First Amended Plan on behalf of the Beneficial Holders of the Class 2 Claims described in Item 2 below, and accordingly, has full power and authority to vote to accept or reject the First Amended Plan on behalf of the Beneficial Holders of the Class 2 Claims described in Item 2 below.

Item 2. Vote.

The undersigned transmits the following votes of Beneficial Holders in respect of their Class 2 Claims, and certifies that the following Beneficial Holders of the Class Claims, as identified by their respective customer account numbers set forth below, are beneficial owners of such securities as of the Record Date and have delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate in the appropriate column the aggregate number of shares voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each Beneficial Holder must vote *all* of his/her or its Class 2 Claims to accept *or* to reject the First Amended Plan and may *not* split such vote.

Customer Account Number of Internal Identifier Number	Principal Amount of Class 2 Claims Voted to ACCEPT the Plan	Principal Amount of Class 2 Claims Voted to REJECT the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
TOTALS:	\$	\$

Item 3. Additional Class 2 Ballots Submitted by Beneficial Holders of Notes. The undersigned certifies that it has transcribed in the following table the information, if any, provided in Item 3 of each Ballot received from a Beneficial Holder of the Notes entitled to vote in Class 2. Please use additional sheets of paper if necessary.

**Information to be transcribed from Item 3 of Ballots received from Beneficial Holders
regarding other Class 2 Ballots cast by such Beneficial Holders.**

Your Customer Name or Internal Identifier Number	Name of Registered Holder or Nominee of Other Class 2 Claims Voted	Account Number of Other Class 2 Claims Voted	Cusip of other Class 2 Claims Voted	Principal Amount of other Class 2 Claims Voted in Additional Ballot(s)

If space provided is insufficient, attach additional sheets in the same format.

Item 4. Certification.

By signing this Master Ballot, the undersigned certifies:

(i) that (a) it has received a copy of the Disclosure Statement, Ballot and other Solicitation Materials and has delivered the same to the Beneficial Holders listed thereon, (b) it has received a completed and signed Ballot from each such Beneficial Holder, and (c) it has been authorized by each such Beneficial Holder to vote on the First Amended Plan;

(ii) that it has properly disclosed (a) the number of such Beneficial Holders, (b) the respective amounts of Class 2 Claims owned, as the case may be, by each such Beneficial Holder, (c) each Beneficial Holder's respective vote concerning the First Amended Plan, and (d) the customer account or other identification number for each such Beneficial Holder; and

(iii) that it will maintain Ballots returned by Beneficial Holders (whether properly completed or defective) for disclosure to the Bankruptcy Court or the Debtors if so ordered for at least one year after the Voting Deadline (or such other date set by subsequent Bankruptcy Court Order).

Name of Nominee

Participant Number

Signature

If by Authorized Agent, Name and Title

Street Address

City, State and Zip Code

Telephone Number

Email Address

Date Completed

THIS MASTER BALLOT MUST BE RECEIVED BY:

**EPIQ BANKRUPTCY SOLUTIONS, LLC
ATTN: CONNECTOR 2000 BALLOT PROCESSING
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NY 10017**

**BY 4:00 P.M., PREVAILING EASTERN TIME ON OR
BEFORE _____, OR YOUR VOTE WILL NOT BE COUNTED.**

Exhibit A: Cusips Eligible to Vote on this Class 2 Master Ballot

[INSERT CUSIP LIST ONCE FINALIZED]

VOTING INSTRUCTIONS

1. The Debtor is soliciting the votes of Holders of Class 2 Claims with respect to the First Amended Plan referred to in the First Amended Disclosure Statement. All capitalized terms used in the Master Ballot or in these instructions but not otherwise defined herein shall have the meaning ascribed to such terms in the Solicitation Procedures Order, a copy of which accompanied the Ballot.
2. The First Amended Plan can be confirmed by the Bankruptcy Court, and therefore, made binding on all claim holders, if it is accepted by the holders of two-thirds in amount and one-half in number of such holders voting on the First Amended Plan. To have the Ballots of your Beneficial Holders count, you must complete and return this Master Ballot to the Solicitation Agent by the Voting Deadline.
3. You should deliver the Ballot and other documents relating to the First Amended Plan, including the First Amended Disclosure Statement (collectively, the "Solicitation Materials"), to each Beneficial Holder of Class 2 Claims and take any action required to enable each such Beneficial Holder to timely vote the Class 2 Claims held by such Beneficial Holder. With regard to any Ballots returned to you, to have the vote of your Beneficial Holder count, you must (a) retain such Ballots in your files and transfer the requested information from each such Ballot onto the attached Master Ballot, (b) execute the Master Ballot and (c) deliver such Master Ballot to the Solicitation Agent not later than 4:00 p.m. Prevailing Eastern Time on _____, 2011, (the "Voting Deadline"). Please keep any records of the Ballots received from Beneficial Holders until at least one year after the Voting Deadline (or such other date as is set by subsequent Bankruptcy Court order). You may be ordered to produce the Ballots to the Debtors or Bankruptcy Court.
4. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the First Amended Plan and make the election called for in the Ballot. Accordingly, Holders of Class 2 Claims should not surrender instruments or certificates representing or evidencing their Class 2 Claims, and neither the Debtors nor the Solicitation Agent will accept delivery of such instruments or certificates surrendered together with a Ballot.
5. This Master Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a claim or equity interest.
6. The following Ballots may not be counted in determining the acceptance or rejection of the First Amended Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Claim Holder; (b) any Ballot cast by a person or entity that does not hold a claim or interest in a class that is entitled to vote on the First Amended Plan; (c) any Ballot cast for a claim or interest scheduled as unliquidated, contingent or disputed for which no proof of claim was timely filed; and (d) any unsigned Ballot or Ballot submitted without an original signature.
7. To properly complete the Master Ballot take the following steps:
 - (a) Provide the Cusip to which this Master Ballot on the line provided on the first page of the Master Ballot;

- (b) Provide appropriate information for each of the items on the Master Ballot. Please note that Items 2 and 3 requests information for each individual Beneficial Holder voting on the First Amended Plan. To identify such Beneficial Holders, please use the customer name and account number assigned by you to each such Beneficial Holder;
 - (c) Sign and date your Master Ballot;
 - (d) If you are completing this Master Ballot on behalf of another entity, state your title with such entity;
 - (e) Provide your name and mailing address and additional information requested in Item 4;
 - (f) Deliver the Master Ballot to the Solicitation Agent prior to the Voting Deadline; and
 - (g) If you are both the Nominee Holder and Beneficial Holder of any of the Class 2 Claims and you wish to vote such Class 2 Claims, you may return a Ballot or Master Ballot.
8. If a Master Ballot is received after the Voting Deadline, it will not be counted (except in the sole discretion of the Debtor or as authorized by the Bankruptcy Court). The method of delivery of a Master Ballot to the Solicitation Agent is at the election and risk of each entity. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Master Ballot is actually RECEIVED by the Solicitation Agent. Instead of effecting delivery by mail, it is recommended, though not required, that such entities use an overnight or hand delivery service. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Master Ballot by facsimile, e-mail or any other electronic means will not be accepted, unless ultimately permitted by the Bankruptcy Court. No Master Ballot should be sent to the Debtor, any indenture trustee, or the Debtor's financial or legal advisors.
9. The Master Ballot must be returned in sufficient time to allow it to be RECEIVED by the Solicitation Agent no later than 4:00 p.m., Prevailing Eastern Time, on the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Solicitation Agent.
10. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the First Amended Plan.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT
OR THE VOTING PROCEDURES,
PLEASE CALL THE SOLICITATION AGENT AT (646)282-2400.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON, THE AGENT OF THE DEBTORS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH

RESPECT TO THE FIRST AMENDED PLAN, EXCEPT FOR THE STATEMENTS
CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

EXHIBIT H

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd
Chapter 9

**NOTICE OF NON-VOTING STATUS OF HOLDERS OF CERTAIN UNIMPAIRED
CLASSES DEEMED TO ACCEPT THE FIRST AMENDED PLAN FOR ADJUSTMENT
OF DEBTS**

PLEASE TAKE NOTICE that On November 23, 2010, Connector 2000 Association, Inc. (the "Debtor") filed its First Amended Disclosure Statement (including all exhibits thereto and as amended, modified or supplemented from time to time, the "First Amended Disclosure Statement") and the First Amended Plan For Adjustment of Debts (including all exhibits thereto and as amended, modified or supplemented from time to time, the "First Amended Plan"). On _____, 2011, the United States Bankruptcy Court for the District of South Carolina (the "Bankruptcy Court") entered the accompanying order (the "Disclosure Statement Order") approving the First Amended Disclosure Statement with respect to the First Amended Plan. The Bankruptcy Court's approval of the First Amended Disclosure Statement does not indicate approval of the First Amended Plan by the Bankruptcy Court.

ADMINISTRATIVE CLAIMS

CLASS 3-BOND TRUSTEE CLAIMS

YOU ARE RECEIVING THIS NOTICE BECAUSE THE DEBTOR BELIEVES THESE CLAIMS ARE NOT IMPAIRED UNDER THE FIRST AMENDED PLAN AND ARE DEEMED TO HAVE ACCEPTED THE FIRST AMENDED PLAN. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, THE ABOVE-LISTED CLASSES OF CLAIMS ARE NOT ENTITLED TO VOTE ON THE FIRST AMENDED PLAN. IF YOU DISAGREE WITH YOUR TREATMENT, YOU MUST FILE AN OBJECTION TO THE FIRST AMENDED PLAN IN ACCORDANCE WITH THE ACCOMPANYING SOLICITATION PROCEDURES ORDER.

IF YOU WOULD LOKE TO OBTAIN A COPY OF THE FIRST AMENDED DISCLOSURE STATEMENT OR FIRST AMENDED PLAN, PLEASE CALL THE SOLICITATION AGENT, EPIQ BANKRUPTCY COLUTIONS, LLC, VIA TELEPHONE AT (646) 282-2400. PLEASE USE THIS BALLOT TO SUBMIT YOUR VOTES TO ACCEPT OR REJECT THE FIRST AMENDED PLAN.

EXHIBIT I

Connector 2000 Association, Inc. (“Debtor”) filed for protection under Chapter 9 of the Bankruptcy Code in the United States Bankruptcy Court for the District of South Carolina on June 24, 2010 plan and a disclosure statement were filed on October 22, 2010. On November 23, 2011, the Debtor filed its First Amended Disclosure Statement (“First Amended Disclosure Statement”) and the First Amended Plan for Adjustment of Debts (“First Amended Plan”). You are being sent this letter and the enclosed materials because you are entitled to vote on the First Amended Plan. The enclosed materials constitute the Debtor’s “Solicitation Package” and consist of:

1. The First Amended Disclosure Statement, as approved by the Court
2. First Amended Plan
3. Ballot(s) for you to fill out and return as instructed in the Ballot
4. Confirmation Hearing Notice
5. Solicitation Procedures Order
6. Summary of Treatment of Class 1 and Class 2 Bondholder Claims
7. Pre-addressed return envelope

The materials are intended to be self-explanatory. However, should you have any questions please feel free to contact the Debtor’s Solicitation Agent, Epiq Bankruptcy Solutions, LLC at (646) 282-2400.

EXHIBIT J

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

Connector 2000 Association, Inc.,

Debtor.

Case No. 10-04467-dd
Chapter 9

**NOTICE OF: (A) HEARING TO CONFIRM DEBTOR'S FIRST AMENDED PLAN FOR
ADJUSTMENT OF DEBTS; (B) OBJECTION AND VOTING DEADLINES; AND (C)
SOLICITATION AND VOTING PROCEDURES**

PLEASE TAKE NOTICE THAT on _____, in the United States Bankruptcy Court for the District of South Carolina, Connector 2000 Association, Inc. ("Debtor") filed its Order: (I) Scheduling Hearing on Confirmation of the First Amended Plan for Adjustment of Debts; (II) Approving Solicitation Procedures; (III) Establishing Deadlines; and (IV) Approving Form and Manner of Notice of the Confirmation Hearing (the "Solicitation Procedure Motion"). In the Solicitation Procedures Order, the Bankruptcy Court scheduled certain hearings and objection deadlines and approved certain solicitation and voting procedures with respect to the Debtor's First Amended Plan for Adjustment of Debts (including all exhibits thereto and as amended, modified or supplemented from time to time, the "First Amended Plan"), all as set forth below.

PLEASE TAKE FURTHER NOTICE THAT on January 5, 2011, a hearing was held to approve the adequacy of Debtor's First Amended Disclosure Statement for the First Amended Plan (including all exhibits thereto and as amended, modified or supplemented from time to time, the "First Amended Disclosure Statement"). Following the hearing on the First Amended Disclosure Statement, the Court approved the First Amended Disclosure Statement.

PLEASE TAKE FURTHER NOTICE THAT on _____ at _____ a.m. Prevailing Eastern Time, a hearing to confirm the First Amended Plan (the "Confirmation Hearing") will be conducted by the Honorable David R. Duncan, United States Bankruptcy Court for the District of South Carolina, _____ (the "Bankruptcy Court"). The Confirmation Hearing may be continued from time to time by announcing such continuance in open court or otherwise. Additionally, the First Amended Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127 before, during, or as a result of the Confirmation Hearing, all without further notice to parties in interest. Prior to the Confirmation Hearing, the Court, in its discretion, may put in place additional procedures governing the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE THAT the Bankruptcy Court has established (i) _____, as the last date for filing and serving objections to the confirmation of the First Amended Plan (the "Plan Objection Deadline"). Objections not filed and served by the Plan Objection Deadline in the manner set forth as follows may not be considered by the Court. All

objections must state with particularity the grounds for such objection. In order to be considered by the Court, objections, if any, to the First Amended Plan and must be in writing and must be: (a) filed via the Court's CM/ECF system on or before the Objection Deadlines; and (b) served on the be served on the following parties (collectively, "Special Notice Parties"): (1) the United States Trustee; (2) the Debtor (3) the Debtor's chapter 9 counsel; (5) Indenture Trustees of certain bond indebtedness of the Debtor; (6) Counsel for the Indenture Trustees for the Debtor's Bondholders; and (7) any other party who has filed a request for special notice with the Court.

PLEASE TAKE FURTHER NOTICE THAT in the Solicitation Procedures Order, the Bankruptcy Court approved certain procedures with regard to soliciting acceptances or rejections of the First Amended Plan. Pursuant to the Solicitation Procedures Order, the Debtor has been instructed to distribute certain materials to, among others, those parties entitled to vote to accept or reject the First Amended Plan (the "Solicitation Package"), which include:

- (i) the First Amended Disclosure Statement, as approved by the Court;
- (ii) the First Amended Plan;
- (iii) the appropriate Ballot(s) and Master Ballot(s) and voting instructions;
- (iv) the Confirmation Hearing Notice;
- (v) any supplemental solicitation materials, as approved by the Court;
- (vi) the Solicitation Procedures Motion; and
- (vii) a brief cover letter describing the contents of the Solicitation Package.

The Debtor has also been instructed to distribute to holders of claims in the non-voting classes a notice entitled Notice of Non-Voting Unimpaired Status ("Notice of Non-Voting Status"). The Notice of Non-Voting Status will inform the holders of such claims, among other things, how to obtain copies of the First Amended Plan, First Amended Disclosure Statement, or other solicitation materials.

Holders of claims in Class 4, Class 5 and Class 6 will be instructed to complete all required information on the Ballot, execute the Ballot, and return the completed Ballot to the Solicitation Agent such that the Ballot is actually received by the Solicitation Agent by 4:00 p.m., Prevailing Eastern Time, on or before _____, 2011. Any failure to follow the voting instructions included with the relevant Ballot may disqualify that Ballot and the corresponding vote.

Holders of claims in Class 1 and Class 2 will be instructed to complete all required information on the Ballot, execute the Ballot, and return the completed Ballot to the Voting Nominee such that the Ballot is actually received by the Voting Nominee by 4:00 p.m., Prevailing Eastern Time, on or before _____, 2011. Any failure to follow the voting instructions included with the relevant Ballot may disqualify that Ballot and the corresponding vote.

The Voting Nominee for holders of claims in Class 1 and Class 2 will be instructed to complete all required information on their Master Ballots, execute the Master Ballots, and return the completed Master Ballots to the Solicitation Agent such that the Master Ballots are actually received by the Solicitation Agent by 4:00 p.m., Prevailing Eastern Time, on or before _____. Any failure to follow the voting instructions included with a relevant Master Ballot may disqualify that relevant Master Ballot and the corresponding vote.

PLEASE TAKE FURTHER NOTICE THAT claims or equity interests that are subject to an objection filed 10 days before the Confirmation Hearing, as further set forth in the Solicitation Procedures Motion are not entitled to vote on the First Amended Plan, except as may be provided in the Solicitation Procedures Motion. If a holder of a claim or equity interest believes that such holder should be entitled to vote on the First Amended Plan, then the holder must file with the Court and serve on the Notice Parties a motion (with all evidence in support thereof) for an order pursuant to Bankruptcy Rule 3018(a) (a “Rule 3018(a) Motion”) temporarily allowing such claim or equity interest for purposes of voting to accept or reject the First Amended Plan, and such motion must be adjudicated prior to the Confirmation Hearing, unless otherwise determined by the Court. Creditors may contact the Solicitation Agent to receive a Ballot for any claim for which a proof of claim and Rule 3018(a) Motion has been timely filed. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above shall not be considered.

PLEASE TAKE FURTHER NOTICE THAT the Solicitation Package can be accessed over the internet at the website of the Debtor at <http://www.southernconnector.com>. If you have any questions regarding materials relating to the First Amended Plan or the First Amended Disclosure Statement, or if you require additional information concerning the procedures for voting to accept or reject the First Amended Plan, or if you believe you are entitled to receive a Solicitation Package and did not receive one, please contact the Solicitation Agent, Epiq Bankruptcy Solutions, LLC, via telephone at (646) 282-2400.