



DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
WASHINGTON, D.C. 20224

TAX EXEMPT AND  
GOVERNMENT ENTITIES  
DIVISION

MAR 28 2008

T: EP: RA: A2

Re:

Company =

Former Parent =

Salaried Plan =

Bankruptcy Court =

Plan of Reorganization =

Dear

This letter constitutes notice that the Company's request for a modification of the conditional waiver of the minimum funding standard for the Hourly Plan for the plan year ending September 30, , that was granted in a ruling letter dated September 28, 2007, and modified by a ruling letter dated February 27, 2008, has been approved. Accordingly, condition (7) of the funding waiver, as modified, is replaced with the following condition:

- (7) The effective date of the Plan of Reorganization is no later than April 7, 2008.

Your authorized representative agreed to these modifications in a letter dated March 28, 2008. If any one of the conditions of the funding waiver, as modified, is not met, the waiver for the plan year ending September 30, , is retroactively null and void.

On March 5, 2008, the Company announced that it was taking the steps necessary to enable the completion of its exit financing syndication. Furthermore, the Former Parent has advised the Company that it is prepared to provide additional exit financing. The Company believes that the Former Parent's increased participation in the exit financing structure is necessary to successfully syndicate its exit financing on a timely basis and is consistent with the Plan of Reorganization. In connection with the re-launch of its exit financing syndication, The Company's lead investor agreed to extend from March 31, , to April 5, , the first date by which it could terminate the investment agreement with if the effective date of the Plan of Reorganization has not occurred in order to provide the Company additional time to comply with closing conditions under the investment agreement.

The Company has represented that the funding waivers that the Salaried and Hourly Plans have received are critical to the implementation of the Plan of Reorganization. If the modifications that the Company has requested are not approved, the waivers would be rendered retroactively null and void if the Company does not emerge from chapter 11 bankruptcy protection on or before March 31, 2008. The modifications agreed to by the Company will extend the deadline for the Company's emergence from chapter 11 bankruptcy protection to April 7, 2008. In consideration of this extension, the Company will (a) replace certain letters of credit that it has provided to the Salaried Plan and the Hourly Plan as a condition of the funding waivers each Plan received for the plan years ending September 30, , and (b) increase the value of the letter of credit held by the Hourly Plan by \$ million, by April 2, .

This conditional waiver has been granted in accordance with section 412(d) of the Code and section 303 of ERISA. The amount for which this conditional waiver has been granted is equal to the contributions that would otherwise be required to reduce the balance in the funding standard account to zero as of September 30, 2007.

Your attention is called to section 412(f) of the Code and section 304(b) of ERISA which describe the consequences that would result in the event the Hourly Plan is amended to increase benefits, change the rate in the accrual of benefits or to change the rate of vesting, while any portion of the waived funding deficiency remains unamortized. Please note that any amendment to a profit sharing plan or any other retirement plans (covering employees covered by the Hourly Plan) maintained by the Company, to increase the liabilities of those plans would be considered an amendment for purposes of section 412(f) of the Code and section 304(b) of ERISA. Similarly, the establishment of a new profit sharing plan or any other retirement plan by the Company (covering

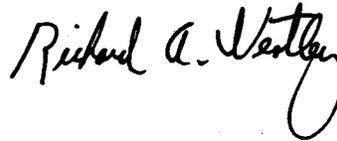
employees covered by the Hourly Plan) would be considered an amendment for purposes of section 412(f) of the Code and section 304(b) of ERISA.

This ruling is directed only to the taxpayer that requested it. Section 6110(k)(3) of the Code provides that it may not be used or cited by others as precedent.

We have sent a copy of this letter to the \_\_\_\_\_ and to your authorized representative pursuant to a power of attorney on file in this office. We suggest that you furnish a copy of this letter to the enrolled actuary who is responsible for the completion of the Schedule B.

If you require further assistance in this matter, please contact \_\_\_\_\_ at \_\_\_\_\_

Sincerely yours,



*for* Michael D. Julianelle  
Director, Employee Plans