



2. Just recently, the Debtors announced their entry into the Bank RSA which has the support of more than 80 percent of the claims held by the First Lien Bank Lenders.<sup>2</sup> Moreover, in July, the Debtors announced the entry into a fourth amendment to the Bond RSA which, among other things, extended certain milestones that had elapsed and aligned the Bond RSA with other developments in the chapter 11 cases. The Bond RSA, which has the support of more than 80% of the claims of the First Lien Noteholders, was amended again earlier this month to, among other things, reconcile the Bond RSA with the Bank RSA. Through the Bond and Bank RSAs (the “RSAs”), the Debtors currently have the support for a plan from \$12 billion (or two-thirds) of the Debtors’ capital structure.

3. Given the present circumstances, the RSAs and the plan contemplated thereby (the “Plan”) provide the framework for a reasonable timetable to enable the Debtors to complete their restructuring while affording other creditor constituencies an opportunity to continue to negotiate their treatment. The extensions of exclusivity sought by the Debtors – March 15, 2015 for filing a plan and May 15, 2015 for solicitation – are coterminous with the plan-related milestones set forth in the RSAs.

4. Moreover, the examiner is still conducting his investigation and has not yet issued a final report, which the First Lien Notes Parties hope will be issued before year end. Parties-in-interest have been provided access to much of the materials produced to the examiner and have received transcripts of witness interviews. As a result, parties are generally informed as to the progress of the investigation and are well-positioned to make significant progress toward consensus in the time leading up to the issuance of the examiner’s final report.

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<sup>2</sup> Capitalized terms not defined herein have the meanings set forth in the Exclusivity Motion.

5. In sum, as set forth herein, the First Lien Notes Parties support the relief requested in the Exclusivity Motions. So long as the Debtors and CEC are in compliance with their respective obligations under the RSAs, the Debtors should be afforded an opportunity to use the examiner's investigation and ultimate report to build further consensus for the Plan while, at the same time, adhering to the important milestones negotiated in the RSAs.

WHEREFORE the First Lien Notes Parties respectfully request that the Exclusivity Motion be granted.

Dated: October 14, 2015

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**CERTIFICATE OF SERVICE**

Mark A. Berkoff, an attorney, certifies that on October 14, 2015, he caused the *First Lien Notes' Joint Response to Debtors' Motion to Extend Their Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof* to be filed electronically using the Court's CM/ECF system. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's system.

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