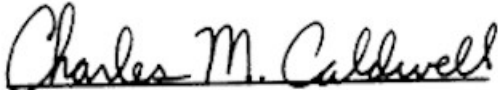


This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.

IT IS SO ORDERED.



Charles M. Caldwell  
United States Bankruptcy Judge

Dated: August 26, 2005

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UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF OHIO  
EASTERN DIVISION

IN RE: :  
United Producers, Inc., et al : Case No. 05-55272  
 : Jointly Administered  
 : Chapter 11  
Debtors. : Judge Charles M .Caldwell

**ORDER (A) APPROVING AMENDED DISCLOSURE STATEMENT, (B) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT AMENDED JOINT PLAN OF REORGANIZATION, (C) APPROVING THE FORM OF BALLOTS AND SOLICITATION MATERIALS, (D) SCHEDULING HEARING ON CONFIRMATION OF AMENDED JOINT PLAN OF REORGANIZATION, AND (E) APPROVING RELATED NOTICE PROCEDURES**

Upon the motion (the "Solicitation Procedures Motion")<sup>2</sup> of the Debtors seeking entry of an Order (a) Approving Amended Disclosure Statement, (b) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Amended Joint Plan of Reorganization, (c) Approving the Form of Ballots and Solicitation Materials, (d) Scheduling Hearing on

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<sup>2</sup> Capitalized terms not defined herein shall have the same meaning as in the Solicitation Procedures Motion.

Confirmation of Amended Joint Plan of Reorganization, and (e) Approving Related Notice Procedures; it appearing that this Court has jurisdiction over these matters pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that these proceedings are core proceedings pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of these proceedings and the Amended Disclosure Statement Motion and Solicitation Procedures Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; adequate notice of the Motions having been given; and it appearing that no other notice need be given; and after all Parties have had the opportunity to appear and be heard at a hearing on the adequacy of the Amended Disclosure Statement on August 25, 2005 (the “Disclosure Statement Hearing”); and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Solicitation Procedures Motion, which was served on each creditor and party in interest Core Service List No. 4, by regular United States mail, postage prepaid, on August 31, 2005, is granted,

2. The Amended Disclosure Statement (and all of the exhibits thereto), is approved as providing adequate information within the meaning of section 1125 of the Bankruptcy Code.

3. Each of the Debtors are authorized to make any necessary or other similar ministerial changes to the Amended Disclosure Statement and Plan prior to commencing solicitation.

4. The Tabulation Rules and Tabulation Procedures as set forth in the Solicitation Procedures Motion are approved, except that the Balloting Agent shall file the certification with the Court by 12:00 (noon) p.m. on September 27, 2005; provided, however, that each of the Debtors reserve the right to modify, amend or supplement the Tabulation Rules and Tabulation Procedures subject to Court approval.

5. The form of the Ballots and voting instructions, substantially in the forms attached to the Motion, are hereby approved.

6. The Notices of Non-Voting Status, substantially in the forms attached to the Motion, are hereby approved.

7. The Confirmation Hearing Notice, as modified by the Court at the Disclosure Statement Hearing, is hereby approved.

8. Debtors shall distribute the Confirmation Hearing Notice no later than August 29, 2005, to the U.S. Trustee and each creditor and party in interest on the Core Service List Number 4.

9. Debtors shall commence Plan solicitation by distributing the Solicitation Package to those parties entitled to vote on the Amended Plan not later than August 31, 2005.

10. August 25, 2005, shall be the record date for purposes of determining which creditors and equity security holders are entitled to vote on the Amended Plan (the "Voting Record Date").

11. Debtors shall mail the Solicitation Package to (a) all known Holders of claims against and equity interests as of the Voting Record Date who are entitled to vote on the Amended Plan; and (b) the Office of the United States Trustee.

12. Consistent with section 1126 of the Bankruptcy Code and Fed. R. Bankr. P. 3017(d), Solicitation Packages shall not be distributed to (i) Holders of claims against or equity interests in any of the Debtors that are placed in a class under the Amended Plan that is deemed to accept or reject the Plan under section 1126 of the Bankruptcy Code or (ii) those persons requesting notice pursuant to Fed. R. Bankr. P. 2002 who are not entitled to vote to accept or reject the Amended Plan, but such parties shall receive the Confirmation Hearing Notice, which includes instructions on how to obtain copies of the Solicitation Package, if so desired.

13. Each of the Debtors are excused from re-mailing Solicitation Packages or Notices, as the case may be, to those entities whose addresses differ from the addresses in the claims register or the respective Debtors' records as of the Voting Record Date.

14. Creditors who have more than one claim shall receive one Ballot for each claim and only one Solicitation Package.

15. All votes to accept or reject the Amended Plan must be cast by using the appropriate Ballot.

16. Any Ballot that is: (a) illegible or contains insufficient information to permit the identification of the claimant; (b) 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 Amended Plan; and (c) unsigned shall not be counted or considered for any purpose in determining whether the Amended Plan has been accepted or rejected.

17. All Ballots accepting or rejecting the Amended Plan must be received by September 23, 2005 at or before 4:00 p.m., prevailing Eastern Time (the "Voting Deadline") by the addressee on such Ballots. Notwithstanding Local Rule 3018-2(a), the originals of the Ballots shall be returned to the following addressee:

**If by mail:**

The Garden City Group, Inc.  
Attn: United Producers, Inc. and/or Producers  
Credit Corporation Ballots  
P.O. Box 9000 #6306  
Merrick, NY 11566-9000

**If by hand delivery:**

The Garden City Group, Inc.  
Attn: United Producers, Inc. and/or Producers  
Credit Corporation Ballots  
105 Maxess Road  
Melville, NY 11747-3826

18. The Court may extend or waive the period during which votes will be accepted by any of the Debtors, in which case the Voting Deadline for such solicitation shall mean the last time and date to which such solicitation is extended.

19. The Confirmation Hearing will commence on the 28<sup>th</sup> day of September, 2005 at 10:00 a.m., prevailing Eastern Time, before the Honorable Charles Caldwell, at the United States Bankruptcy Court for the Southern District of Ohio, 170 North High Street, Columbus, Ohio 43215, and the Court may continue the Confirmation Hearing from time to time by announcing such continuance in open court or otherwise, all without further notice to parties in interest.

20. The Confirmation Objection Deadline is 12:00 p.m. (noon), prevailing Eastern Time, on September 23, 2005.

21. All objections to the confirmation of the Amended Plan must be filed with the Court and served in a manner so that they are actually received on or before 12:00 p.m. (noon), prevailing Eastern Time, on the Confirmation Objection Deadline by Debtors counsel and the United States Trustee at the following addresses:

<b>Notice Parties</b>	
Reginald W. Jackson, Esq. VORYS, SATER, SEYMOUR & PEASE LLP 52 East Gay Street PO Box 1008 Columbus, Ohio 43216-1008  Debtors' Counsel	United States Trustee 170 North High Street, Suite 200 Columbus, Ohio 43215

22. All objections to the Amended Plan shall state with particularity the grounds for such objection and provide the specific text, if any, that the objecting party believes to be appropriate to insert into the Amended Plan.

23. The Court shall consider only written objections timely filed and served by the Confirmation Objection Deadline, and Objections not timely filed and served in accordance with the provisions of this Order shall not be heard and shall be overruled.

24. Any of the Debtors may file a response to any timely-filed objection(s) by no later than 8:00 p.m., prevailing Eastern Time, on September 26, 2005.

25. An estimation hearing regarding timely filed Rule 3018(a) Motions, if any, shall be heard at the Confirmation Hearing.

26. Each of the Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein.

27. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

cc: Core Service List No. 4

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