

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

SATV 10, LLC

Debtor.

Chapter 11  
Case No. 09-10436  
Hon. Stuart M. Bernstein  
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**ORDER OF CONFIRMATION**

UPON the Debtor's Fourth Amended Plan of Reorganization (the "Plan" or "Plan of Reorganization") proposed by SATV 10, LLC (" the Debtor") dated April 30, 2010, and a Second Amended Disclosure Statement (the "Disclosure Statement"), dated January 25, 2010, pursuant to Chapter 11 of the United States Bankruptcy Code, having been filed with this Court, and the Disclosure Statement having been approved in accordance with Section 1125 of the Bankruptcy Code, and the Plan and Disclosure Statement having been transmitted to creditors in accordance with Section 1128 of the Bankruptcy Code and pursuant to Order of this Court, a confirmation hearing (the "Confirmation Hearing") having been held before the Hon. Stuart M. Bernstein, Chief United States Bankruptcy Judge, Southern District of New York, on March 3, 2010, and an objection to confirmation having been filed by Tvestments, Ltd.; and said objection having been resolved; and

It having been determined after a hearing on Notice that the requirements for Confirmation set forth in Section 1129(a & b) of the Bankruptcy Code having been satisfied; and

**IT IS HEREBY ORDERED**

1. That the Plan of Reorganization dated April 30, 2010, proposed by the Debtor, a copy of which is entered on this Court's electronic case filing system as Docket Number 156, is hereby confirmed.

2. The Debtor shall make such disbursements to the entities entitled thereto as required under the Plan in accordance with the provisions of the Plan.
3. The Debtor shall pay, by the last day of the month following the entry of this Order, the statutory fees due the Office of the United States Trustee, pursuant to 28 U.S.C. § 1930(a)(6).

4. The provision of the Plan titled “Releases by Holders of Claims and Equity Interests in Favor of Victory Park” is amended to read:

As a condition of the Exit Financing to be provided by Victory Park, for good and valuable consideration, including, without limitation, the Exit Financing and the distributions made available under the Plan by Victory Park, on the Confirmation Date, all Entities who have held, hold or may hold claims or equity interests shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever, released and discharged the VP Released Parties from any and all claims, obligations, rights, suits, damages, debts, demands, losses, costs and expenses, causes of action, remedies, and liabilities of any kind, character or nature whatsoever, including, without limitation, any derivative claims asserted on behalf of the Debtor, whether known or unknown, foreseen or unforeseen, fixed or contingent, existing or hereinafter arising, in law, equity, or otherwise, that such Entity would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Debtor, the holder of any claim or equity interest or other Entity, based on or relating to, or in any manner arising from, in whole or in part,

the Debtor, the Debtor's restructuring, the Debtor's Chapter 11 case, the purchase, sale, or rescission of the purchase or sale of any security of the Debtor, the subject matter of, or the transactions or events giving rise to, any claim or equity interest that is treated in the Plan, the business or contractual arrangements between the Debtor and any VP Released Party, the restructuring of claims and equity interests prior to or in the Chapter 11 case, the negotiation, formulation, or preparation of the Plan and Disclosure Statement, or related agreements, instruments, or other documents, or any other act or omission, transaction, agreement, event, or other occurrence arising from or otherwise related to the Plan, the Disclosure Statement, the DIP Loan, the Exit Financing or the Chapter 11 case taking place before the Confirmation Date, whether or not the facts or legal bases therefore were known or existed prior to the Confirmation Date and regardless of whether a proof of claim was filed, whether such entity voted to accept or reject the Plan or whether the claim or equity interest is an allowed claim or equity interest, other than claims or liabilities arising out of or relating to any act or omission of a VP Released Party that constitutes willful misconduct (including fraud) or gross negligence. **Nothing in the Plan shall be deemed to release any direct claims against any VP Released Party that is based upon the misconduct of the VP Released Party and not related to or derived out of a party's status or relationship as a creditor or equity interest holder of the Debtor.**

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5. Within ninety (90) days of the date of entry of this Order, or at such other time as the Court may otherwise direct, the Debtor's attorney shall file an Application for a Final Decree, showing compliance herein, with the Clerk of the Court.
6. The Debtor shall have thirty (30) days from entry of this Order to file any and all objections to claims unless it is further extended by Order of the Court.
7. This Court shall retain jurisdiction over this case as provided for by the terms of the Plan.

Dated: New York, New York  
May 26 2010

STUART M. BERNSTEIN

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Hon. Stuart M. Bernstein  
United States Bankruptcy Judge

Wsd: 5:14 pm