



C. On April 10, 2006, the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured creditors in the Chapter 11 Cases (Docket No. 125) (the “Creditors’ Committee”), and on May 18, 2006, the U.S. Trustee appointed an official committee of equity security holders (Docket No. 233) (the “Equity Committee”). No trustee or examiner has been appointed in the Chapter 11 Cases.

D. On the Petition Date, the Debtors filed, among other things, (i) their proposed Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 23) (as amended on July 7, 2006 (Docket No. 329) and as may be further amended, supplemented or otherwise modified from time to time, the “Plan”)<sup>2</sup> and (ii) a disclosure statement with respect to the Plan (Docket No. 24) (as amended on April 14, 2006 (Docket No. 142) and May 22, 2006 (Docket No. 245), the “Disclosure Statement”).

E. On May 19, 2006, after due notice and a hearing held on May 12, 2006, this Court entered an order (Docket No. 236) (the “Disclosure Statement Order”) that, among other things, (i) approved the Disclosure Statement as containing adequate information, (ii) fixed a voting record date, (iii) approved solicitation packages (the “Solicitation Packages”) and procedures for distribution thereof, (iv) approved the forms of ballots (the “Ballots”) and established procedures for voting on the Plan, (v) scheduled a hearing for July 12, 2006 at 10:00 a.m. (prevailing Eastern Time) to consider confirmation of the Plan (the “Confirmation Hearing”) and (vi) established notice and objection procedures in respect of confirmation of the Plan, including a form of confirmation hearing notice (the “Confirmation Hearing Notice”).

F. The Solicitation Packages were transmitted and served in compliance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the

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<sup>2</sup> Unless otherwise specified, capitalized terms and phrases used herein have the meanings as defined in the Plan.

Disclosure Statement Order, as evidenced by the Affidavit of Service of Alison Tearnen, dated and sworn May 30, 2006 (Docket No. 253) (the “KCC Affidavit”).

G. Adequate and sufficient notice of the Confirmation Hearing and other requirements and deadlines, hearings and matters described in the Disclosure Statement Order was provided in compliance with the Bankruptcy Code, the Bankruptcy Rules and the Disclosure Statement Order. As evidenced by the KCC Affidavit, the Confirmation Hearing Notice was mailed on or about May 25, 2006 to Holders of Claims against the Debtors, Holders of Oneida Equity Interests and other parties in interest. As evidenced by the Certification of Publication filed with this Court on June 13, 2006 (Docket No. 278) (the “Publication Affidavit”), the Confirmation Hearing Notice also was published in USA Today on May 25, 2006. No other or further notice of the Confirmation Hearing was or is required.

H. On June 20, 2006, in accordance with the terms of the Disclosure Statement Order and the Plan, the Debtors filed a plan supplement (Docket No. 298) and on July 7, 2006 filed certain amendments to the Plan Supplement (Docket No. 328) (collectively, the “Plan Supplement”).

I. The Disclosure Statement Order established (i) May 12, 2006 as the record date (the “Record Date”) for determining which creditors were entitled to vote to accept or reject the Plan and (ii) 5:00 p.m. (prevailing Eastern Time) on June 30, 2006 as the voting deadline to return completed Ballots to the Debtors. On July 5, 2006, the Debtors filed the Affidavit of Sheryl R. Betance Regarding Votes Accepting or Rejecting the Debtors’ Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated and sworn to on July 5, 2006 (Docket No. 325), attesting and certifying the method and results of the ballot tabulation for the Classes of Claims entitled to vote to accept or reject the Plan (the “Voting Report”). As

evidenced by the Voting Report, ballots were tabulated in compliance with the Bankruptcy Code, the Bankruptcy Rules and the Disclosure Statement Order.

J. The Disclosure Statement Order also established 5:00 p.m. (prevailing Eastern Time) on June 30, 2006 as the deadline to object to confirmation of the Plan. The following objections to confirmation of the Plan were filed:

<b>Objector</b>	<b>Date Filed</b>	<b>Docket No.</b>
John P. Nobis	March 31, 2006	94
Mark A. Cambell	April 19, 2006	212
Peter A. Acher	May 2, 2006	213
Thomas E. Law	April 24, 2006	214
Daniel H. Strobel	May 12, 2006	227
Peter J. Solomon Company, L.P.	June 30, 2006	318
The Equity Committee	June 30, 2006	319 (the "Equity Committee Objection")

No other objections to confirmation of the Plan were filed. All objections to confirmation of the Plan, including, but not limited to, the Equity Committee Objection are collectively referred to herein as the "Objections."

K. On July 10, 2006, the Debtors filed the (i) Debtors' Memorandum of Law in Support of Confirmation of Debtors' First Amended Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and Granting Related Relief (Docket No. 330), (ii) Declaration of Andrew G. Church in Support of Confirmation of the Debtors' First Amended Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 331) (the "Church Declaration"), (iii) Debtors' Omnibus Response to Objections to Debtors'

Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 333) and (iv) Declaration of Catherine H. Suttmeier in Support of Debtors' Omnibus Response to Objections to Debtors' Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 334) (collectively, the "Confirmation Papers").

L. The Confirmation Hearing was commenced before this Court on July 12, 2006.

NOW, THEREFORE, this Court having reviewed and considered the Disclosure Statement, the Plan, the Plan Supplement and the documents contained therein, the KCC Affidavit, the Publication Affidavit, the Voting Report, the Objections and the Confirmation Papers; this Court having heard statements of counsel in support of and in opposition to confirmation of the Plan at the Confirmation Hearing; this Court having considered all testimony presented and evidence admitted at the Confirmation Hearing; this Court having taken judicial notice of the papers and pleadings on file in the Chapter 11 Cases; it appearing to this Court that (i) notice of the Confirmation Hearing was adequate and appropriate as to all parties to be affected by the Plan and the transactions contemplated thereby and (ii) the legal and factual bases set forth in the Confirmation Papers and presented at the Confirmation Hearing establish just cause for the relief granted herein; and after due deliberation thereon and good cause appearing therefor, this Court hereby makes and issues the following Findings of Fact and Conclusions of Law:

**FINDINGS OF FACT AND CONCLUSIONS OF LAW**

IT IS HEREBY FOUND AND DETERMINED THAT:

1. Exclusive Jurisdiction; Venue; Core Proceeding (28 U.S.C. §§ 157, 1334(a), 1408 and 1409). This Court has jurisdiction over the Chapter 11 Cases pursuant to 28 U.S.C. §§ 157 and 1334. Confirmation of the Plan is a core proceeding under 28 U.S.C. § 157(b)(2), and this Court has exclusive jurisdiction to determine whether the Plan complies

with the applicable provisions of the Bankruptcy Code and should be confirmed. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. Venue in the Southern District of New York was proper as of the Petition Date and continues to be proper.

2. Judicial Notice. This Court takes judicial notice of the docket of the Chapter 11 Cases maintained by the Clerk of the Court or its duly appointed agent, including, without limitation, all pleadings and other documents filed, all orders entered, and all evidence and arguments made, proffered or adduced at, the hearings held before this Court during the pendency of the Chapter 11 Cases.

3. Transmittal and Mailing of Materials, Notice; Solicitation. The Solicitation Packages were transmitted and served in compliance with the Bankruptcy Code, the Bankruptcy Rules, applicable nonbankruptcy law and the Disclosure Statement Order. Such transmittal and service of the Solicitation Packages was adequate and sufficient. Adequate and sufficient notice of the Confirmation Hearing was given in compliance with the Bankruptcy Code, the Bankruptcy Rules and the Disclosure Statement Order, and no other or further notice is or shall be required. Votes for acceptance and rejection of the Plan were solicited in good faith and such solicitation complied with sections 1125 and 1126 of the Bankruptcy Code, Rules 3017 and 3018 of the Bankruptcy Rules, all other applicable provisions of the Bankruptcy Code, the Disclosure Statement Order and all other applicable rules, laws and regulations.

4. Burden of Proof. The Debtors, as proponents of the Plan, have met their burden of proving the elements of sections 1129(a) and (b) of the Bankruptcy Code by a preponderance of the evidence.

5. Plan Compliance with the Applicable Provisions of the Bankruptcy Code

(11 U.S.C. § 1129(a)(1)). As set forth below, the Plan complies with the applicable provisions of the Bankruptcy Code, thereby satisfying section 1129(a)(1) of the Bankruptcy Code.

(a) Proper Classification of Claims and Equity Interests (11 U.S.C.

§§ 1122 and 1123(a)(1)). In addition to Administrative Claims and Priority Tax Claims, which need not be classified, the Plan designates eight Classes of Claims and one Class of Equity Interests. See Plan at Section 3.1. The Claims or Equity Interests placed in each Class are substantially similar to other Claims or Equity Interests, as the case may be, in such Class. Valid business, factual and legal reasons exist for separately classifying the various Classes of Claims and Equity Interests created under the Plan, and such Classes do not unfairly discriminate among Holders of Claims or Equity Interests. Thus, the Plan satisfies sections 1122 and 1123(a)(1) of the Bankruptcy Code.

(b) Specification of Unimpaired Classes (11 U.S.C. § 1123(a)(2)).

Section 3.1 of the Plan specifies that each of Class 1, Class 4, Class 5 and Class 6 is Unimpaired under the Plan, thereby satisfying section 1123(a)(2) of the Bankruptcy Code.

(c) Specification of Treatment of Impaired Classes (11 U.S.C.

§ 1123(a)(3)). Article III of the Plan designates each of Class 2, Class 3, Class 7, Class 8 and Class 9 as Impaired and specifies the treatment of Claims and Equity Interests in those Classes, thereby satisfying section 1123(a)(3) of the Bankruptcy Code.

(d) Equal Treatment Within Classes (11 U.S.C. § 1123(a)(4)). The

Plan provides for the same treatment by the Debtors for each Claim or Equity Interest in a particular Class unless the Holder of a particular Claim or Equity Interest in such Class has

agreed to a less favorable treatment of its Claim or Equity Interest, thereby satisfying section 1123(a)(4) of the Bankruptcy Code.

(e) Implementation of Plan (11 U.S.C. § 1123(a)(5)). The Plan and Plan Supplement provide adequate and proper means for implementation of the Plan, including, but not limited to, (i) entry into the Exit Facility Documents, which will provide the Reorganized Debtors with sufficient liquidity to operate following the Effective Date, (ii) the issuance of Reorganized Oneida Common Stock, (iii) the issuance of the PBGC Note and (iv) cancellation of Oneida's existing Equity Interests, thereby satisfying section 1123(a)(5) of the Bankruptcy Code.

(f) Charter Provisions (11 U.S.C. § 1123(a)(6)). Section 5.6(a) of the Plan provides that, on the Effective Date, Reorganized Oneida shall file the Reorganized Oneida Certificate of Incorporation with the Secretary of State of the State of Delaware in accordance with the applicable sections of Delaware General Corporation Law. The Reorganized Oneida Certificate of Incorporation and the Reorganized Oneida By-Laws, as applicable, will, among other things, prohibit the issuance of nonvoting equity securities to the extent required by section 1123(a) of the Bankruptcy Code. The Reorganized Oneida Certificate of Incorporation and Reorganized Oneida By-Laws, as applicable, shall provide for the number of authorized shares of Reorganized Oneida Common Stock and that the par value of the Reorganized Oneida Common Stock shall be \$0.01 per share. Section 5.6(a) of the Plan further provides that, prior to the Effective Date, to the extent required by section 1123(a) of the Bankruptcy Code, each of the other Reorganized Debtors shall amend their respective certificates of incorporation pursuant to and in accordance with applicable state law to, or file certificates of incorporation with the Secretary of State of the State of Delaware which, provide that such Reorganized Debtors shall be prohibited from issuing nonvoting equity securities. Following the Effective Date, each of the

Reorganized Debtors may amend and restate their respective certificates of incorporation and other constituent documents as permitted by applicable law, or may reincorporate in the State of Delaware. Thus, the requirements of section 1123(a)(6) of the Bankruptcy Code are satisfied.

(g) Selection of Officers and Directors (11 U.S.C. § 1123(a)(7)).

Section 5.6(b) of the Plan provides that, subject to any requirement of Bankruptcy Court approval pursuant to section 1129(a)(5) of the Bankruptcy Code, and except as otherwise disclosed in the Disclosure Statement, as of the Effective Date, the initial officers of the Reorganized Debtors shall be the officers of the Debtors immediately prior to the Effective Date. On the Effective Date, the directors who are identified in the Plan Supplement to serve as directors of the Reorganized Debtors shall serve as the initial boards of directors of the Reorganized Debtors. The provisions of the Plan for the selection of directors and officers are consistent with the interests of creditors and equity security holders and with public policy as to the manner and selection of any officer, director or trustee and any successor thereto, thereby satisfying section 1123(a)(7) of the Bankruptcy Code. Pursuant to section 1129(a)(5) of the Bankruptcy Code, the Debtors have disclosed, on or prior to the Confirmation Date, the identity and affiliations of any Person proposed to serve on the initial boards of directors of the Reorganized Debtors and, to the extent such Person is an insider, the nature of any compensation to be paid to such Person. The classification and composition of the boards of directors of each of the Reorganized Debtors are consistent with the Stockholders' Agreement, each Reorganized Debtor's amended or restated certificate of incorporation, as applicable, and the other applicable constituent documents of each Reorganized Debtor and applicable law.

(h) Future Income (11 U.S.C. § 1123(a)(8)). Each of the Debtors ~~is a~~ ~~are~~ corporation. Accordingly, section 1123(a)(8) of the Bankruptcy Code is not implicated by the Plan.

6. Bankruptcy Rule 3016. The Plan is dated and identifies the entities submitting it, thereby satisfying Bankruptcy Rule 3016(a). The filing of the Disclosure Statement with the Clerk of the Court satisfies Bankruptcy Rule 3016(b).

7. Bankruptcy Rule 3017. The Debtors have given notice of the Confirmation Hearing as required by Bankruptcy Rule 3017(d) and the Disclosure Statement Order. The transmittal and service of the Solicitation Packages was (i) in compliance with the Disclosure Statement Order and (ii) adequate and sufficient under the Bankruptcy Rules and the circumstances surrounding these Chapter 11 Cases.

8. Bankruptcy Rule 3018. The solicitation of votes to accept or reject the Plan solely from Holders of Allowed Claims in Classes entitled to vote to accept or reject the Plan as of the Record Date satisfies Bankruptcy Rule 3018. Votes to accept and reject the Plan have been solicited and tabulated fairly, in good faith, and in a manner consistent with the Bankruptcy Code, the Bankruptcy Rules and the Disclosure Statement Order.

9. Debtors' Compliance with the Applicable Provisions of the Bankruptcy Code (11 U.S.C. § 1129(a)(2)). The Debtors have complied with the applicable provisions of the Bankruptcy Code, thereby satisfying section 1129(a)(2) of the Bankruptcy Code. Specifically:

- (a) the Debtors are proper debtors under section 109 of the Bankruptcy Code and proper proponents of the Plan under section 1121(a) of the Bankruptcy Code;
- (b) the Debtors have complied with applicable provisions of the Bankruptcy Code, except as otherwise provided or permitted by orders of the Court; and
- (c) the Debtors have complied with the applicable provisions of the Bankruptcy Code, including sections 1125 and 1126(b), the Bankruptcy Rules and the Disclosure Statement

Order in transmitting the Solicitation Materials and in soliciting and tabulating votes on the Plan.

10. Plan Proposed in Good Faith (11 U.S.C. § 1129(a)(3)). **For the reasons further stated in the Court’s Memorandum of Opinion on Plan Confirmation (the “Opinion”) filed concurrently herewith,** the Debtors have proposed the Plan in good faith and not by any means forbidden by law, thereby satisfying section 1129(a)(3) of the Bankruptcy Code. In determining that the Plan has been proposed in good faith, this Court has examined the totality of the circumstances surrounding the filing of the Chapter 11 Cases, the negotiation of the Exit Facility and the formulation of the Plan. The Chapter 11 Cases were filed, the Exit Facility was negotiated and the Plan was proposed with the legitimate and honest purposes of recapitalizing the Debtors and expeditiously making distributions to the Debtors’ creditors in accordance with the distribution priorities of the Bankruptcy Code. The Debtors, the Prepetition Lenders and their respective agents, accountants, business consultants, representatives, attorneys and advisors, through their participation in arm’s-length negotiations and preparation of the Plan and related documents, including the Disclosure Statement and documents contained in the Plan Supplement, have participated in the Chapter 11 Cases in good faith and in compliance with the applicable provisions of the Bankruptcy Code.

11. Payments for Services or Costs and Expenses (11 U.S.C. § 1129(a)(4)). Any payment made or to be made by the Debtors for services or for costs and expenses in or in connection with the Chapter 11 Cases, or in connection with the Plan and incident to the Chapter 11 Cases, has been approved by, or is subject to the approval of, this Court as reasonable, thereby satisfying section 1129(a)(4) of the Bankruptcy Code.

12. Directors, Officers and Insiders (11 U.S.C. § 1129(a)(5)). The Debtors have complied with section 1129(a)(5) of the Bankruptcy Code. Section 5.6(b) of the Plan

provides that, subject to any requirement of Bankruptcy Court approval pursuant to section 1129(a)(5) of the Bankruptcy Code, and except as otherwise disclosed in the Disclosure Statement, as of the Effective Date, the initial officers of the Reorganized Debtors shall be the officers of the Debtors immediately prior to the Effective Date and such continuance in such office is consistent with the interests of Holders of Claims and Equity Interests and public policy. As set forth in the Church Declaration, the initial officers for the Reorganized Debtors will generally be compensated as they were prior to the Effective Date, as disclosed in the Debtors' public filings with the United States Securities and Exchange Commission. On June 20, 2006, the Debtors, as part of the Plan Supplement, disclosed the identity and affiliations of each person proposed to serve on the initial boards of directors of the Reorganized Debtors and, to the extent such person is an insider, the nature of any compensation for such person.

13. No Rate Changes (11 U.S.C. § 1129(a)(6)). The Plan does not provide for any change in rates subject to governmental regulation. Thus, section 1129(a)(6) of the Bankruptcy Code is not applicable in these Chapter 11 Cases.

14. Best Interests of Creditors Test (11 U.S.C. § 1129(a)(7)). The Plan satisfies section 1129(a)(7) of the Bankruptcy Code. The liquidation analysis contained in the Disclosure Statement and other evidence proffered or adduced at the Confirmation Hearing (i) are persuasive and credible, (ii) have not been successfully challenged or controverted by other evidence, and (iii) establish that each Holder of a Claim or Equity Interest in an Impaired Class either (x) has accepted the Plan or (y) will receive or retain under the Plan, on account of such Claim or Equity Interest, property of a value, as of the Effective Date of the Plan, that is not less than the amount that it would have received if the Debtors were liquidated under chapter 7 of the Bankruptcy Code.

15. Acceptance or Rejection by Certain Classes (11 U.S.C. § 1129(a)(8)).

Holders of Claims in Classes 1, Class 4, Class 5 and Class 6 are deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, **provided that section 3.3(f) of the Plan shall be construed to require the payment of interest on general unsecured claims in accordance with applicable non-bankruptcy law.** As set forth in the Voting Report, the percentages of Holders of Claims in Classes entitled to vote on the Plan that voted to accept or reject the Plan are as follows:

<u>Impaired Class of Claims</u>	<u>Percentage Accepting (Dollar Amount)</u>	<u>Percentage Accepting (Number of Claims)</u>
Class 2	100%	100%
Class 3	100%	100%

Accordingly, Holders of Claims in Classes 2 and 3 have each accepted the Plan pursuant to section 1126(c) of the Bankruptcy Code. Holders of Claims in Class 7 and Class 8 and Equity Interests in Class 9, however, are conclusively deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. The Plan, therefore, does not satisfy section 1129(a)(8) of the Bankruptcy Code. Notwithstanding the lack of compliance of section 1129(a)(8) of the Bankruptcy Code with respect to Classes 7, 8 and 9, the Plan is confirmable because it satisfies section 1129(b)(1) of the Bankruptcy Code with respect to such Classes, as set forth below.

16. Treatment of Priority Claims (11 U.S.C. § 1129(a)(9)). Subject to the provisions of sections 330(a), 331 and 503(b) of the Bankruptcy Code, Section 2.1 of the Plan provides that each Administrative Claim that is Allowed shall be paid by the Debtors, in full, in Cash, in such amounts as are incurred in the ordinary course of business by the Debtors, or in such amounts as such Administrative Claim is Allowed by this Court (i) upon the later of the Effective Date or, if such Claim is Allowed after the Effective Date, the date upon which there is

a Final Order allowing such Administrative Claim, (ii) upon such other terms as may exist in the ordinary course of such Debtor's business and in accordance with the terms of any agreement governing or documents evidencing such Administrative Claim, or (iii) as may be agreed upon between the Holder of such Allowed Administrative Claim and the Debtors. Section 2.2 of the Plan provides that each Allowed Priority Tax Claim shall be paid by the Debtors in full, in Cash, upon the later of (w) the Effective Date, (x) the date upon which there is a Final Order allowing such Priority Tax Claim, (y) the date such an Allowed Priority Tax Claim would have been due and payable if the Chapter 11 Cases had not been commenced, or (z) as may be agreed upon between the Holder of such an Allowed Priority Tax Claim and the Debtors. In addition, Article III of the Plan classifies all Other Priority Claims and provides that unless a Holder of an Allowed Other Priority Claim and the Debtors agree to a different treatment, each Holder of an Allowed Other Priority Claim shall receive one of the following alternative treatments, at the election of the Debtors: (a) to the extent then due and owing on the Effective Date, such Allowed Other Priority Claim will be paid in full, in Cash, by the Reorganized Debtors; (b) to the extent not due and owing on the Effective Date, such Allowed Other Priority Claim will be paid in full, in Cash, by the Reorganized Debtors when and as such Allowed Other Priority Claim becomes due and owing in the ordinary course of business in accordance with the terms thereof; or (c) such Allowed Other Priority Claim will be otherwise treated in any manner such that Class 5 shall not be impaired pursuant to section 1124 of the Bankruptcy Code. Article III of the Plan classifies all Other Secured Claims and provides that the legal, equitable and contractual rights of the Holders of Allowed Other Secured Claims are unaltered by the Plan. Unless the Holder of such Claim and the applicable Debtor agree to a different treatment, on the Effective Date, each Holder of an Allowed Other Secured Claim shall have its Claim Reinstated.

The Plan's treatment of Administrative Claims, Allowed Other Priority Claims, Priority Tax Claims and Other Secured Claims therefore satisfies the requirements of sections 1129(a)(9)(A), (B), (C) and (D) of the Bankruptcy Code, respectively.

17. Acceptance of at Least One Impaired Class (11 U.S.C. § 1129(a)(10)). As set forth in the Voting Report, each of Class 2 and Class 3 have voted to accept the Plan and have accepted the Plan in requisite numbers and amounts without the need to include any acceptance of the Plan by any insider. Thus, the Plan satisfies section 1129(a)(10) of the Bankruptcy Code.

18. Feasibility (11 U.S.C. § 1129(a)(11)). The Plan satisfies section 1129(a)(11) of the Bankruptcy Code because confirmation of the Plan is not likely to be followed by liquidation or the need for further financial reorganization of the Reorganized Debtors. The Plan provides for, among other things, (i) the elimination of approximately \$150 million in Claims against the Debtors and (ii) the availability of the \$170 million Exit Facility on the Effective Date. The record of the Chapter 11 Cases, including the financial projections contained in the Plan Supplement, supports **the conclusion** that these amounts, existing cash balances, and projected revenue will be sufficient to implement the plan and meet the ongoing financial needs of the Reorganized Debtors. The cash available to the Debtors from the Exit Facility **and other sources**, and the Debtors' existing cash balances will be sufficient to make all distributions contemplated by the Plan. The Plan presents a workable scheme of reorganization and is found and determined to be feasible. The Plan satisfies section 1129(a)(11) of the Bankruptcy Code.

19. Payment of Certain Fees (11 U.S.C. § 1129(a)(12)). All fees payable under 28 U.S.C. § 1930 either have been paid or will be paid pursuant to Section 12.2 of the Plan. Accordingly, the Plan satisfies section 1129(a)(12) of the Bankruptcy Code.

20. Continuation of Retiree Benefits (11 U.S.C. § 1129(a)(13)). Section 6.5 of the Plan provides that all employment and severance policies, and all compensation and benefit plans, policies and programs of the Debtors applicable to their employees, retirees and non-employee directors and the employees and retirees of their subsidiaries, including, without limitation, all savings plans, retirement plans, healthcare plans, disability plans, severance benefit plans and life, accidental death and dismemberment insurance plans, are treated as executory contracts under the Plan and on the Effective Date will be assumed pursuant to the provisions of sections 365 and 1123 of the Bankruptcy Code; provided, however, that no participant in any such plan, policy or program shall be entitled to or receive any increased or accelerated payment of amounts otherwise payable under such plan, policy or program as a result of the commencement of the Chapter 11 Cases or the consummation of the Plan, including the issuance of any shares of Reorganized Oneida Common Stock or defaults arising or resulting from the Chapter 11 Cases, if any. Moreover, this Court has approved the termination of the Oneida Plan (Docket No. 207). Thus, the requirements of section 1129(a)(13) of the Bankruptcy Code are satisfied.

21. Postpetition Domestic Support Obligations and Disposable Income (11 U.S.C. § 1129(a)(14) and (15)). Sections 1129(a)(14) and (15) of the Bankruptcy Code impose certain requirements on individual chapter 11 debtors. Each of the Debtors are corporations. Accordingly, sections 1129(a)(14) and (15) of the Bankruptcy Code are not implicated by the Plan.

22. Transfers of Property by Nonprofit Entities (11 U.S.C. § 1129(a)(16)).

Section 1129(a)(16) of the Bankruptcy Code imposes certain requirements on corporations or trusts that are not a moneyed, business or commercial corporation or trust. Each of the Debtors is a moneyed, business or commercial corporation. Accordingly, section 1129(a)(16) of the Bankruptcy Code is not implicated by the Plan.

23. Satisfaction of Confirmation Requirements. For all the above reasons, the

Plan satisfies all the requirements for confirmation set forth in section 1129(a) of the Bankruptcy Code.

24. Principal Purpose (11 U.S.C. § 1129(d)). The principal purpose of the

Plan is neither the avoidance of taxes nor the avoidance of section 5 of the Securities Act, and no governmental unit has objected to the confirmation of the Plan on any such grounds. The Plan, therefore, satisfies the requirements of section 1129(d) of the Bankruptcy Code.

25. Good Faith Solicitation (11 U.S.C. § 1125(e)). Based upon the record

before the Court, the Debtors and their agents, counsel and financial advisors have solicited votes on the Plan in good faith and in compliance with the applicable provisions of the Bankruptcy Code and are entitled to the protections afforded by section 1125(e) of the Bankruptcy Code and the exculpatory and injunctive provisions set forth in Article X of the Plan.

26. Confirmation of Plan Over Nonacceptance of Impaired Classes (11 U.S.C.

§ 1129(b)). As described in paragraphs 5 through 25 above, the Plan satisfies all of the applicable requirements of section 1129(a) of the Bankruptcy Code other than section 1129(a)(8). Pursuant to section 1129(b)(1) of the Bankruptcy Code, the Plan may be confirmed notwithstanding the fact that not all Impaired Classes have voted to accept the Plan. Each of Class 2 and Class 3, the only Impaired Classes other than Classes 7, 8 and 9, have voted to

accept the Plan. With respect to Classes 7, 8 and 9, no Holders of Claims or Equity Interests that are subordinate to Class 7 Specified Unsecured Claims, Class 8 Subordinated Claims, or Class 9 Oneida Equity Interests will receive or retain any property under the Plan. ~~Accordingly,~~ **For the reasons further stated in the Opinion, and based on the consent of the parties classified in Class 7,** the requirements of section 1129(b)(2)(C)(ii) are satisfied with respect to Classes 7, 8 and 9, the Plan is fair and equitable with respect to such Classes, and the Plan does not unfairly discriminate against such Classes. Accordingly, the Plan satisfies the requirements of section 1129(b) of the Bankruptcy Code and shall be confirmed notwithstanding the requirements of section 1129(a)(8) of the Bankruptcy Code.

27. Exemption from Securities Laws. The issuance, and the distribution transfer or exchange thereof in accordance with the Plan, of the Reorganized Oneida Common Stock pursuant to the terms of the Plan is on account of, and in exchange for, the Claims against the Debtors within the meaning of section 1145(a)(1) of the Bankruptcy Code. In addition, under section 1145 of the Bankruptcy Code, to the extent, if any, that the above-listed items constitute “securities” (i) the offering of such items is exempt and the issuance and distribution of such items will be exempt from Section 5 of the Securities Act and any state or local law requiring registration prior to the offering, issuance, distribution or sale of securities and (ii) all of the above-described items will be subject to, as applicable, the Reorganized Oneida Certificate of Incorporation and the Reorganized Oneida By-laws and shall be further subject to (a) the provisions of section 1145(b)(1) of the Bankruptcy Code relating to the definition of an underwriter in Section 2(a)(11) of the Securities Act, (b) compliance with any rules and regulations of the Securities and Exchange Commission, if any, applicable at the time of any future transfer of such securities or instruments and (c) all applicable regulatory approvals.

28. Rule 9019 Settlement of Claims and Controversies. The provisions of the Plan constitute a good faith compromise and settlement of all claims or controversies relating to the enforcement or termination of all contractual, legal and equitable subordination and turnover rights that a Holder of a Claim or Equity Interest may have with respect to any Allowed Claim or Equity Interest, or any distribution to be made pursuant to the Plan on account of such Claim. Such settlement, as reflected in the relative distributions and recoveries of Holders of Allowed Claims under the Plan, (i) will save the Debtors and their estates the costs and expenses of prosecuting various disputes, the outcome of which likely would consume substantial resources of the Debtors' estates and require substantial time to adjudicate, and (ii) has facilitated the creation and implementation of the Plan and benefits the Debtors' estates and creditors. Accordingly, such settlement is fair, equitable and reasonable.

29. Exit Financing. On the Effective Date, the Exit Facility Documents shall be executed and delivered by the Reorganized Debtors and shall become effective and binding in accordance with their terms and conditions upon the parties thereto and as specified herein and in the Plan. The Exit Facility was negotiated between the Debtors and the counterparties thereto in good faith and at arm's-length. The terms of the Exit Facility, together with the payment of fees and expenses thereunder, are fair and reasonable, reflect the Debtors' exercise of prudent business judgment consistent with their fiduciary duties, and are supported by reasonably equivalent value and fair consideration. The terms of the Exit Facility are in the best interests of the Reorganized Debtors, the Debtors, their estates, and other parties in interest.

30. Assumed Executory Contracts and Unexpired Leases. The Plan satisfies all requirements for the assumption of executory contracts and unexpired leases contained in the

Bankruptcy Code, including, without limitation, the requirement to cure all outstanding defaults, if any, and to provide adequate assurance of such contracts and leases.

31. Conditions to Confirmation. Entry of this Confirmation Order shall satisfy the conditions set forth in Section 9.1 of the Plan.

32. Releases, Exculpations and Injunctions. Pursuant to section 1123(b)(3) of the Bankruptcy Code and Bankruptcy Rule 9019(a), the settlements, compromises, releases, discharges, exculpations and injunctions set forth in the Plan and implemented by this Confirmation Order, are fair, equitable, reasonable, in good faith and in the best interests of the Debtors, the Reorganized Debtors and their estates and Holders of Claims and Equity Interests. **For the reasons further stated in the Opinion,** the releases of non-Debtors under the Plan and related injunctions are fair to **the** Holders of Claims **who have agreed to them** and ~~Equity Interests~~ and are necessary to the proposed reorganization of the Debtors and the successful administration of their estates. ~~thereby satisfying the requirements of In re Drexel Burnham Lambert Group, Inc., 960 F.2d 285 (2d Cir. 1992), In re Johns Mansville, 837 F.2d 89 (2d Cir. 1988), and In re Ionosphere Clubs, Inc., 184 B.R. 648, 655 (S.D.N.Y. 1995).~~ The record of the Confirmation Hearing and the Chapter 11 Cases is sufficient to support the releases, exculpations and injunctions provided for in Article X of the Plan.

33. Substantive Consolidation. The facts adduced by the Debtors during the Confirmation Hearing and in the Church Declaration supporting the substantive consolidation of the Debtors for purposes of voting, confirmation and distribution in respect of Class 2 and Class 3 are persuasive and credible, have not been controverted by other persuasive evidence, and provide an adequate basis for such substantive consolidation of the Debtors as provided in the Plan.

34. The Plan and the Plan Supplement. The technical modifications to the Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 23) set forth in the Plan, the Plan Supplement and this Confirmation Order do not materially or adversely affect or change the treatment of any Claim or Oneida Equity Interest. Accordingly, pursuant to Rule 3019 of the Bankruptcy Rules, these modifications and amendments neither require additional disclosure under section 1126 of the Bankruptcy Code nor require that Holders of Secured Tranche B Claims or Secured PBGC Claims be afforded an opportunity to change previously cast acceptances or rejections of the Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code as distributed in the Solicitation Packages.

35. Retention of Jurisdiction. Pursuant to sections 105(a) and 1142 of the Bankruptcy Code, and notwithstanding the entry of this Confirmation Order or the occurrence of the Effective Date, this Court, except as otherwise provided in the Plan or herein, shall retain exclusive jurisdiction over all matters arising out of, and related to, the Chapter 11 Cases and the Plan to the fullest extent permitted by law and shall also have exclusive jurisdiction over the matters set forth in Article XI of the Plan.

### **DECREES**

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

36. Confirmation. The Plan is confirmed under section 1129 of the Bankruptcy Code. **For the reasons further stated in the Opinion, and as stated therein,** all objections to the Plan not heretofore withdrawn are overruled in their entirety.

37. Provisions of Plan and Order Nonseverable and Mutually Dependent. The provisions of the Plan and this Confirmation Order, including the findings of fact and conclusions of law set forth herein, are nonseverable and mutually dependent.

38. Modifications to Plan. Upon entry of this Confirmation Order, in accordance with Section 12.4 of the Plan, the Debtors or the Reorganized Debtors, as the case may be, may, upon order of this Court, subject, in the event that the Tranche A Holders have not received the Tranche A Distribution, to the consent of the Requisite Tranche A Holders and, in the event that the Tranche B Holders have not received the Tranche B Distribution, to the consent of the Requisite Tranche B Holders, to amend or modify the Plan, in accordance with section 1127(b) of the Bankruptcy Code, or remedy any defect or omission or reconcile any inconsistency in the Plan in such manner as may be necessary to carry out the purpose and intent of the Plan. Except as provided in the preceding sentence, a Holder of a Claim that has accepted the Plan shall be deemed to have accepted the Plan as altered, amended, modified or clarified in accordance with Article XII of the Plan, unless the proposed alteration, amendment, modification or clarification adversely changes the treatment of the Claim of such Holder.

39. Plan Classification Controlling. The classification of Claims and Equity Interests for purposes of the distributions to be made under the Plan shall be governed solely by the terms of the Plan. The classifications and amounts of Claims, if any, set forth on the Ballots returned by the Debtors' creditors in connection with voting on the Plan (i) were set forth on the Ballots solely for purposes of voting to accept or reject the Plan, (ii) do not necessarily represent, and in no event shall be deemed to modify or otherwise affect, the actual amount or classification of such Claims under the Plan for distribution purposes and (iii) shall not be binding on the Debtors or the Reorganized Debtors except with respect to voting on the Plan.

40. Discharge of Debtors. Except as otherwise expressly provided in the Plan or this Confirmation Order, the discharge set forth in Section 12.3 of the Plan is approved;

provided that nothing in this paragraph or in Section 12.3 of the Plan shall affect, limit or enlarge the discharge provided to the Debtors under section 1141 of the Bankruptcy Code.

41. Binding Effect. Pursuant to section 1141 of the Bankruptcy Code, except as otherwise expressly provided in the Plan, on and after the Effective Date, the Plan and all exhibits thereto (including the Plan Supplement) shall bind all Holders of Claims and Equity Interests.

42. Exemption from Certain Transfer Taxes. Pursuant to section 1146 of the Bankruptcy Code: (i) the issuance, transfer or exchange of any securities, instruments or documents; (ii) the creation of any other Lien; (iii) the making or assignment of any lease or sublease or the making or delivery of any deed or other instrument of transfer under, pursuant to, in furtherance of, or in connection with the Plan, including, without limitation, any deeds, bills of sale, mortgages or assignments executed in connection with any of the transactions contemplated under the Plan or the reinvesting, transfer or sale of any real or personal property of the Debtors pursuant to, in implementation of, or as contemplated in the Plan, including, without limitation, (a) the sale of (i) the property more fully described in that certain Agreement made and entered into as of February 28, 2006 by and between Oneida Ltd. and the City of Sherrill, and (ii) the 17.612 acre parcel known as Lot#2 of the Oneida Knife Plant property located on Kenwood Road in the City of Sherrill and Town of Vernon, New York and (b) the granting of a security interest in or lien upon any real property in connection with the consumation of the Exit Facility; and (iv) the issuance, renewal, modification or securing of indebtedness by such means, and the making, delivery or recording of any deed or other instrument of transfer under, in furtherance of, or in connection with, the Plan, including, without limitation, this Confirmation Order, shall not be subject to any document recording tax, stamp tax, conveyance fee or other similar tax,

mortgage tax, real estate transfer tax, mortgage recording tax or other similar tax or governmental assessment. Consistent with the foregoing, each recorder of deeds or similar official for any county, city or governmental unit in which any instrument hereunder is to be recorded shall, pursuant to this Confirmation Order, be ordered and directed to accept such instrument without requiring the payment of any document recording tax, stamp tax, conveyance fee or other similar tax, mortgage tax, real estate transfer tax, mortgage recording tax or other similar tax or governmental assessment. The Reorganized Debtors and the Exit Facility Agent are authorized to serve upon all filing and recording officers a notice, substantially in the form annexed hereto as Exhibit A, in connection with the filing and recording of any instrument hereunder in accordance with the Plan, to evidence and implement the provisions of this paragraph. This Court retains jurisdiction to enforce the foregoing authorization.

43. Documentation. The Debtors and the Reorganized Debtors, as applicable, are authorized to execute and deliver the Stockholders' Agreement, all Exit Facility Documents and all other Plan Documents and to take all steps deemed necessary by the Debtors or the Reorganized Debtors to consummate the transactions contemplated thereby.

44. Substantive Consolidation. The estates of the Debtors shall be substantively consolidated solely for the purposes of (i) voting, (ii) confirmation and (iii) distribution, in respect of Class 2 and Class 3. The Plan as effectuated by this Confirmation Order does not contemplate the substantive consolidation of the Debtors with respect to the other Classes of Claims or Equity Interests set forth in the Plan, or for any other purpose. On the Effective Date, (i) all guarantees of any Debtor of the payment, performance or collection of another Debtor with respect to Class 2 and Class 3 Claims shall be deemed eliminated and canceled, (ii) any obligation of any Debtor and all guarantees with respect to Class 2 and Class 3

Claims thereof executed by one or more of the other Debtors shall be treated as a single obligation, and (iii) each Class 2 or Class 3 Claim against any Debtor shall be deemed to be against the consolidated Debtors and shall be deemed a single Class 2 or Class 3 Claim against, and a single obligation of, the consolidated Debtors. On the Effective Date, and in accordance with the terms of the Plan and the consolidation of the assets and liabilities of the Debtors, all Class 2 or Class 3 Claims based upon guarantees of collection, payment or performance made by the Debtors as to the obligations of another Debtor shall be released and of no further force and effect. Except as set forth in Section 5.1 of the Plan, such substantive consolidation shall not (other than for purposes related to the Plan) (w) affect the legal and corporate structures of the Reorganized Debtors, (x) cause any Debtor to be liable for any Claim under the Plan for which it otherwise is not liable, and the liability for any such Claim shall not be affected by such substantive consolidation, (y) affect Intercompany Claims or (z) affect any obligations under any leases or contracts assumed in the Plan or otherwise subsequent to the filing of the Chapter 11 Cases. On the Effective Date, (a) the Intercompany Claims of Debtors or their affiliates against Debtors shall be reinstated or discharged and satisfied at the option of the Reorganized Debtors by contributions, distributions or otherwise and (b) the Interests of a Debtor in any Debtor or non-Debtor subsidiary shall remain outstanding. Notwithstanding the foregoing, each Debtor shall pay any fees owed by such Debtor to the U.S. Trustee pursuant to 28 U.S.C. § 1930(a)(6).

45. Cancellation of Oneida Equity Interests. On the Effective Date, all Oneida Equity Interests shall be canceled and deemed terminated.

46. Rule 9019(a) Settlement. The provisions of the Plan constitute a good faith compromise of all Claims or controversies relating to the contractual, legal and subordination rights that a Holder of a Claim may have with respect to any Allowed Claim with

respect thereto, or any Distribution to be made on account of such an Allowed Claim. The entry of this Confirmation Order constitutes this Court's approval of the compromise or settlement of all such Claims or controversies, and this Court's finding that such compromise or settlement is in the best interests of the Debtors, their estates and Holders of Claims, and is fair, equitable and reasonable. This Court has found that the settlements embodied in the Plan will save the Debtors and their estates the costs and expenses of prosecuting various disputes, the outcome of which likely would consume substantial resources of the Debtors' estates and require substantial time to adjudicate. This Court also has found that such settlements have facilitated the creation and implementation of the Plan and benefit the creditors and shareholders of the Debtors.

47. Dissolution of Committees. On the Effective Date, any official committee appointed in these Chapter 11 Cases shall dissolve and its members shall be released and discharged from all rights and duties arising from, or related to, the Chapter 11 Cases, except with respect to fee applications, any expense reimbursements of such committee, and pending appeals relating to these Chapter 11 Cases.

48. Restructuring Transactions. Prior to **(subject to the effectiveness of the Plan) or on** or after the Effective Date, the applicable Debtors may enter into such transactions and may take such actions as may be necessary or appropriate to effect a corporate restructuring of their respective businesses, to otherwise simplify the overall corporate structure of the Debtors, or to reincorporate certain of the Debtors under the laws of jurisdictions other than the laws of which the applicable Debtors are presently incorporated. Such restructuring may include one or more mergers, consolidations, restructurings, dispositions, liquidations or dissolutions, as may be determined by the Debtors to be necessary or appropriate (collectively, the "Restructuring Transactions"). The actions to effect the Restructuring Transactions may include

(i) the execution and delivery of appropriate agreements or other documents of merger, consolidation, restructuring, disposition, liquidation or dissolution containing terms that are consistent with the terms of the Plan and that satisfy the applicable requirements of applicable state law and such other terms to which the applicable entities may agree, (ii) the execution and delivery of appropriate instruments of transfer, assignment, assumption or delegation of any asset, property, right, liability, duty or obligation on terms consistent with the terms of the Plan and having such other terms to which the applicable entities may agree, (iii) the filing of appropriate certificates or articles of merger, consolidation or dissolution pursuant to applicable state law and (iv) all other actions that the applicable entities determine to be necessary or appropriate, including making filings or recordings that may be required by applicable state law in connection with such transactions. The Restructuring Transactions may include one or more mergers, consolidations, restructurings, dispositions, liquidations or dissolutions, as may be determined by the Debtors to be necessary or appropriate to result in substantially all of the respective assets, properties, rights, liabilities, duties and obligations of certain of the Debtors vesting in one or more surviving, resulting or acquiring corporations. In each case in which the surviving, resulting or acquiring corporation in any such transaction is a successor to a Debtor, such surviving, resulting or acquiring corporation will perform the obligations of the applicable Debtor pursuant to the Plan to pay or otherwise satisfy the Allowed Claims against such Debtor, except as provided in any contract, instrument or other agreement or document effecting a disposition to such surviving, resulting or acquiring corporation, which may provide that another Debtor will perform such obligations.

49. Continued Corporate Existence and Vesting of Assets in Reorganized Oneida. Each of the Reorganized Debtors will continue to exist after the Effective Date as a

separate corporate entity, with all the powers of a corporation under the laws of its respective state of incorporation and without prejudice to any right to alter or terminate such existence (whether by merger or otherwise) under applicable law. Except as otherwise provided in the Plan or any agreement, instrument or indenture relating thereto, on or after the Effective Date, all property of the Estates of the Debtors, and any property acquired by the Debtors or the Reorganized Debtors under the Plan, shall vest in the Reorganized Debtors, free and clear of all Claims, Liens, charges or other encumbrances and Interests. On and after the Effective Date, the Reorganized Debtors may operate their respective businesses and may use, acquire or dispose of property and compromise or settle any Claims or Equity Interests, without supervision or approval by this Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules, other than those restrictions expressly imposed by the Plan and this Confirmation Order.

Without limiting the generality of the foregoing, all rights, privileges, entitlements, authorizations, grants, permits, licenses, easements, franchises and other similar items which constitute part of, or are necessary or useful in the operation of, the property of the Estates or the business of the Reorganized Debtors, whether in the United States or elsewhere, shall be vested in the Reorganized Debtors on the Effective Date, and shall thereafter be exercisable and usable by the Reorganized Debtors to the same and fullest extent they would have been exercisable and usable by the Debtors before the Petition Date.

50. Subordination. The classification and manner of satisfying all Claims and Interests and the respective distributions and treatments under the Plan take into account or conform to the relative priority and rights of the Claims and Equity Interests in each Class in connection with any contractual, legal and equitable subordination rights relating thereto whether arising under general principles of equitable subordination, section 510(b) of the Bankruptcy

Code or otherwise, and any and all such rights are settled, compromised and released pursuant to the Plan. This Confirmation Order permanently enjoins, effective as of the Effective Date, all Entities and Persons from enforcing or attempting to enforce any such contractual, legal and equitable subordination rights satisfied, compromised and settled pursuant to Article X of the Plan.

51. Releases. Except as otherwise expressly provided in the Plan, this Confirmation Order or a separate order of this Court, the release provisions set forth in Section 10.2 of the Plan are approved.

52. Preservation of Rights of Action. Except as otherwise provided in the Plan or in any contract, instrument, release, indenture or other agreement entered into in connection with the Plan, in accordance with section 1123(b) of the Bankruptcy Code, the Reorganized Debtors shall retain and may enforce exclusively any Claims, rights and Causes of Action that the Debtors or Estates may hold against any Person or Entity. The Reorganized Debtors may pursue such retained Claims, rights or Causes of Action, as appropriate, in accordance with the best interests of the Reorganized Debtors. On the Effective Date, the Reorganized Debtors shall be deemed to waive and release any Claims, rights or Causes of Action arising under sections 544, 545, 547, 548, 549, 550, 551 and 553 of the Bankruptcy Code, or otherwise arising under the Bankruptcy Code, held by the Reorganized Debtors against any Person or Entity, except for any such action which may be pending as of the Voting Deadline as to which the Reorganized Debtors' rights shall not be waived and released, and the Reorganized Debtors shall retain and may prosecute any such action.

53. Exculpation. Except as otherwise expressly provided in the Plan, this Confirmation Order or a separate order of this Court, the exculpation provisions set forth in

Section 10.4 of the Plan are approved. For the purposes of clarity, nothing in this ordered paragraph or Section 10.4 of the Plan shall be construed to release the Debtors, the Reorganized Debtors, each of their respective affiliates, the D&O Releases, the Prepetition Agent, all Prepetition Lenders, the DIP Agent, all parties to the DIP Credit Agreement, the Committees, each member of the Committees, in their capacity as such or the Prepetition Lenders or any of the foregoing Entities' or Persons' respective members, partners, officers, directors, employees and agents (including any attorneys, accountants, financial advisors, investment bankers and other representatives or professionals retained by such Entities or Persons), from causes of action or claims which Holders of Oneida Equity Interests are legally entitled to assert in their own right (whether individually or collectively) directly relating to the 2004 Financial Restructuring (as defined in the Disclosure Statement).

54. Injunction. Except as otherwise provided in the Plan or this Confirmation Order, and in addition to the injunction provided under sections 524(a) and 1141 of the Bankruptcy Code, on and after the Effective Date, all persons who have held, currently hold or may hold a Claim against the Debtors or an Equity Interest (whether directly or indirectly and whether as a beneficial holder of such Claim or Equity Interest or as a holder of record of such Claim or Equity Interest or otherwise) that is discharged under the Plan are permanently enjoined, on and after the Confirmation Date and subject to the occurrence of the Effective Date, from taking any of the following actions on account of any such Claim or Equity Interest:

(i) commencing or continuing in any manner (including by directly or indirectly assisting or facilitating the commencement or continuation of) any action or other proceeding of any kind with respect to any such Claim or Equity Interest, against the Debtors, the Reorganized Debtors or their respective properties; (ii) enforcing, attaching, collecting or recovering in any manner

any judgment, award, decree or order against the Debtors, the Reorganized Debtors or their respective properties on account of any such Claim or Equity Interest; (iii) creating, perfecting or enforcing any Lien or encumbrance of any kind against the Debtors, the Reorganized Debtors, or their respective properties or interests in their respective properties on account of any such Claim or Equity Interest; (iv) asserting any setoff, right of subrogation or recoupment of any kind against any obligation due from the Debtors, the Reorganized Debtors, or against the properties or interests in property of the Debtors or the Reorganized Debtors on account of any such Claim or Equity Interest; ~~(v) authenticating, delivering or facilitating the delivery of any certificate;~~ and (v) commencing, continuing or in any manner taking part or participating in any action, proceeding or event (whether directly or indirectly) that would be in contravention of the terms, conditions and intent of the Plan, including the releases and exculpations provided in Sections 10.2 and 10.4 of the Plan. For purposes of clarity, all Disputed Claims shall be determined, resolved or adjudicated in accordance with the terms of Section 8.1 of the Plan. The foregoing injunction will extend to the benefit of the successors of the Debtors (including, without limitation, the Reorganized Debtors) and the Entities and Persons entitled to the benefit of the releases and exculpations provided in Sections 10.2 and 10.4 of the Plan, and their respective properties and interests in property. Any person injured by any willful violation of such injunction may ~~recover~~ **seek** actual damages, including costs and attorneys' fees, and, in appropriate circumstances, may ~~recover~~ **seek** punitive damages from the willful violator.

55. Continuation of Automatic Stay. Except as otherwise expressly provided in the Plan, this Confirmation Order or a separate Order of this Court, all injunctions or stays provided for in the Chapter 11 Cases under sections 105 or 362 of the Bankruptcy Code, or

otherwise, and in existence on the Confirmation Date, shall remain in full force and effect until the occurrence of the Effective Date.

56. Provisions Regarding Distributions. The provisions contained in Article VII of the Plan, including without limitation, the provisions governing distributions, are found to be reasonable and are hereby approved.

57. No Distributions to Classes 7, 8 and 9. Pursuant to Section 3.3 of the Plan, Holders of Class 7 Specified Unsecured Claims, Class 8 Subordinated Claims and Class 9 Oneida Equity Interests shall not receive or retain any property or distributions under the Plan.

58. Setoffs and Recoupments. **Subject to further Court order,** the Reorganized Debtors may, pursuant to applicable law, set off or recoup against any Allowed Claim (other than Secured Prepetition Lender Claims (which Claims shall not be subject to setoff, recoupment or reduction of any kind, including pursuant to section 502(d) of the Bankruptcy Code)) and the distributions to be made pursuant to the Plan on account of such Claim (before any distribution is made on account of such Claim), the claims, rights and Causes of Action of any nature that the Debtors or Reorganized Debtors may hold against the Holder of such Allowed Claim; provided, however, that neither the failure to effect such a setoff or recoupment nor the allowance of any Claim hereunder shall constitute a waiver or release by the Debtors or Reorganized Debtors of any such claims, rights and Causes of Action that the Debtors or Reorganized Debtors may possess against such Holder.

59. Section 1145 Exemption. Pursuant to section 1145(a) of the Bankruptcy Code, the offer, issuance, transfer or exchange of any security under the Plan, or the making or delivery of an offering memorandum or other instrument of offer or transfer under the Plan, shall be exempt from section 5 of the Securities Act or any similar state or local law requiring the

registration for offer or sale of a security or registration or licensing of an issuer or a security.

All shares of Reorganized Oneida Common Stock issued under the Plan and covered by section 1145(a)(1) of the Bankruptcy Code may be resold by holders thereof without registration, unless the holder is an “underwriter” (as defined in section 1145(b)(1) of the Bankruptcy Code) with respect to such securities.

60. Issuance and Distribution of Tranche B Common Stock. The issuance of Tranche B Common Stock by Reorganized Oneida is hereby authorized without the need for any further corporate action or compliance with any applicable non-bankruptcy law. On or as soon as practicable after the Effective Date, and with respect to Holders of Secured Tranche B Claims that have provided appropriate registration information prior to the Effective Date, no later than five Business Days after the Effective Date, Reorganized Oneida shall distribute, in accordance with the terms of the Plan, the Tranche B Common Stock to Holders of Secured Tranche B Claims or, in the case of any Holder of a Tranche B Claim that is unable to hold shares of Reorganized Common Stock, to the designee(s) of such Holder; provided, however, that in no event will there be more than 100 Holders of Tranche B Common Stock on the Effective Date.

61. Management Incentive Program. Within 30 days after the Effective Date, the Management Incentive Plan shall be adopted by the Reorganized Oneida Board of Directors and shall become effective, subject to approval by a majority of the holders of Reorganized Oneida Common Stock. Following reconstitution of the Board of Directors, as contemplated by the Plan and Disclosure Statement, the Management Incentive Plan may be amended or modified by such Board.

62. Bank of America L/C. **In accordance with section 5.11 in of the Plan,** if, at any time, the BofA Cash Collateral together with the cash deposited with or letter of credit

issued to BofA pursuant to Section 3.3(a)(i) of the Plan exceeds 105 percent (105%) of the face amount of the Bank of America L/C then outstanding, BofA shall promptly remit to the Reorganized Debtors that portion of the BofA Cash Collateral, cash or letter of credit in excess of such amount.

63. Procedures for Resolving Disputed Claims and Unresolved Claims. The provisions contained in Article VIII of the Plan, including without limitation, the provisions governing the procedures for resolving Disputed Claims, are found to be reasonable and are hereby approved.

64. Professional Fees. All final applications for Professional Fees for services rendered in connection with the Chapter 11 Cases prior to the Confirmation Date shall be filed with this Court not later than sixty days after the Effective Date. Without limiting the foregoing, Oneida or Reorganized Oneida, as the case may be, may pay the charges incurred by the Debtors, the Creditors' Committee and the Equity Committee on or after the Confirmation Date for Professionals' fees, disbursements, expenses or related support services without application to or approval by this Court.

65. Executory Contracts and Unexpired Leases. The provisions contained in Article VI of the Plan, including, without limitation, the provisions regarding the assumptions and rejections of the Debtors' executory contracts and unexpired leases are hereby approved and found to be fair and reasonable. The assumptions and rejections of the Debtors' executory contracts and unexpired leases pursuant to the procedures set forth in Article VI of the Plan are hereby approved pursuant to sections 365 and 1123 of the Bankruptcy Code. Each executory contract and unexpired lease assumed pursuant to this Article VI shall revert in and be fully enforceable in accordance with its terms by the respective Reorganized Debtor, except as

modified by the provisions of the Plan, any order of this Court authorizing and providing for its assumption or applicable federal law. All proofs of claim with respect to Claims arising from the rejection of executory contracts or unexpired leases, if any, must be filed with this Court within thirty days after the date of **service by the Debtors of notice of** entry of this Confirmation Order approving such rejection **and service of a separate notice referring to the rejection of the relevant contract or contracts and the deadline for filing proofs of claim.** Any Claims arising from the rejection of an executory contract or unexpired lease for which proofs of claim are not filed within such time will be forever barred from assertion against the Debtors or Reorganized Debtors, their estates and property unless otherwise ordered by this Court. All Allowed Claims arising from rejection of executory contracts or unexpired leases for which proofs of claim have been timely filed will be, and will be treated as, Allowed General Unsecured Claims subject to the provisions of Article III of the Plan, subject to any limitation on allowance of such Claims under section 502(b) of the Bankruptcy Code or otherwise. Notwithstanding anything to the contrary contained in the Plan, the rights of any party with respect to a dispute regarding the amount of any cure payments required by section 365(b) of the Bankruptcy Code shall survive the entry of this Order. The Reorganized Debtors shall remain liable for unbilled charges and indemnity obligations that accrue prior to the assumption of any lease that become due after such lease is assumed.

66. Authorization to Take Acts Necessary to Implement Plan. Pursuant to section 1142(b) of the Bankruptcy Code, NY CLS Bus Corp § 808, 8 Del. C. § 303 and any comparable provision of the business corporation laws of any other state, each of the Debtors and the Reorganized Debtors hereby is authorized and empowered to take such actions and to perform such acts as may be necessary, desirable or appropriate to comply with or implement the

Plan and any matters under the Plan, and all documents, instruments and agreements related thereto, including but not limited to those contained in the Plan Supplement, and all annexes, exhibits, and schedules appended thereto, and the obligations thereunder shall constitute legal, valid, binding and authorized obligations of each of the respective parties thereto, enforceable in accordance with their terms without the need for any shareholders' or board of directors' approval. Each of the Debtors and the Reorganized Debtors hereby is authorized and empowered to take such actions, to perform all acts, to make, execute, file and deliver all instruments and documents, and to pay all fees and expenses as set forth in the documents relating to the Plan, including but not limited to those contained in the Plan Supplement, and that may be required or necessary for its performance thereunder without the need for any shareholders' or board of directors' approval. On the Effective Date, the appropriate officers or representatives of the Reorganized Debtors and members of the boards of directors of the same are authorized and empowered to issue, execute, file and deliver the agreements, documents, securities and instruments contemplated by the Plan, including, but not limited to, those contained in the Plan Supplement, in the name of and on behalf of the Reorganized Debtors. Each of the Debtors and the Reorganized Debtors and the officers and directors thereof are authorized to take any such actions without further corporate action or action of the directors or stockholders of the Debtors and the Reorganized Debtors.

67. Claims Under DIP Credit Agreement. On the Effective Date, all Obligations (as defined in the DIP Credit Agreement) under the DIP Credit Agreement shall be paid in full in Cash or as otherwise provided in the DIP Credit Agreement provided further, and notwithstanding anything to the contrary contained in the Plan or this Confirmation Order, the Obligations of the Debtors (as defined in the DIP Credit Agreement), pursuant to Section 10.12

of the DIP Credit Agreement, and paragraph 15(d) of the Final Order authorizing and approving the DIP Credit Agreement, shall remain in full force and effect and shall not be discharged by the entry of this Confirmation Order, and pursuant to section 1141(d)(4) of the Bankruptcy Code, the Debtors shall have waived discharge with respect to such Obligations.

68. Exit Facility. The terms and conditions of the Exit Facility and any documents related thereto are approved and ratified as being entered into in good faith and being critical to the success and feasibility of the Plan. The Reorganized Debtors are hereby authorized to execute and deliver the loan and security agreement for the Exit Facility, all mortgages, security documents and all other related documents (the "Exit Facility Documents") and perform their obligations thereunder. The Exit Facility Documents shall constitute legal, valid, binding and authorized obligations of the Reorganized Debtors enforceable in accordance with their terms. On the Effective Date, all of the liens and security interests to be granted in accordance with the Exit Facility Documents shall be deemed approved and shall be legal, valid, binding and enforceable first priority liens on the collateral for the Exit Facility. In furtherance of the foregoing, the Reorganized Debtors and the other persons granting such liens and security interests are authorized to make all filings and recordings, and to obtain all governmental approvals and consents necessary to establish and perfect such liens and security interests under the provisions of any applicable state, provincial, federal or other law (whether domestic or foreign) that would be applicable in the absence of this Confirmation Order, and will thereafter cooperate to make all other filings and recordings that otherwise would be necessary under applicable law to give notice of such liens and security interests to third parties. All fees, costs and expenses paid by or to be paid by the Reorganized Debtors in connection with the Exit Facility are ratified and approved.

69. Execution by Third Parties. Each and every federal, state and local governmental agency or department is hereby directed to accept, and lessors and holders of liens are directed to execute, any and all documents and instruments necessary and appropriate to consummate the transactions contemplated by the Plan including, without limitation, documents and instruments for recording in county and state offices where the Reorganized Oneida Certificate of Incorporation and Reorganized Oneida By-Laws or any other agreement, document or instrument that may be filed in order to effectuate the Plan.

70. Governmental Approvals Not Required. This Confirmation Order shall constitute all approvals and consents required, if any, by the laws, rules or regulations of any State or any other governmental authority with respect to the implementation or consummation of the Plan and any documents, instruments or agreements, and any amendments or modifications thereto, and any other acts referred to in or contemplated by the Plan, the Disclosure Statement, the Plan Supplement and any documents, instruments or agreements contained therein, and any amendments or modifications of any of the foregoing.

71. Notice of Entry of Confirmation Order. Within ten business days following the date of entry of this Confirmation Order, the Debtors shall serve notice of entry of this Confirmation Order, substantially in the form annexed hereto as Exhibit B (the “Confirmation Notice”), upon all parties that received notice of the Confirmation Hearing and shall cause publication of the Confirmation Notice once in USA Today. The form of Confirmation Notice is hereby approved. Service of the Confirmation Notice as provided herein shall constitute good and sufficient notice pursuant to Bankruptcy Rules 2002(f)(7), 2002(k) and 3020(c) of entry of this Confirmation Order and, except as provided herein, no other or further notice need be given.

72. Notice of Effective Date. Within ten business days after the occurrence of the Effective Date, the Reorganized Debtors shall publish a notice of the occurrence of the Effective Date of the Plan substantially in the form annexed hereto as Exhibit C (the “Effective Date Notice”) in USA Today. The form of Effective Date Notice is hereby approved. Publication of the Effective Date Notice as provided herein shall be good and sufficient notice of the occurrence of the Effective Date under Bankruptcy Rule 2002(1).

73. References to Plan Provisions. The failure specifically to include or reference any particular provision of the Plan in this Confirmation Order shall not diminish or impair the effectiveness of such provision, it being the intent of this Court that the Plan be confirmed in its entirety.

74. Confirmation Order Controlling. If there is any direct conflict between the Plan and this Confirmation Order, the terms of this Confirmation Order shall control.

75. Reversal. If any or all of the provisions of this Confirmation Order are hereafter reversed, modified or vacated by subsequent order of this Court or any other court, such reversal, modification or vacatur shall not affect the validity of the acts or obligations incurred or undertaken under or in connection with the Plan prior to the Debtors’ receipt of written notice of any such order. Notwithstanding any such reversal, modification or vacatur of this Confirmation Order, any such act or obligation incurred or undertaken pursuant to, and in reliance on, this Confirmation Order prior to the effective date of such reversal, modification or vacatur shall be governed in all respects by the provisions of this Confirmation Order, the Plan and any related documents or any amendments or modifications thereto.

76. Applicable Non-Bankruptcy Law. Pursuant to sections 1123(a) and 1142(a) of the Bankruptcy Code, the provisions of this Confirmation Order, the Plan and the

Plan Documents or any amendments or modifications thereto shall apply and be enforceable notwithstanding any otherwise applicable non-bankruptcy law.

77. Effectiveness of Order. Notwithstanding Bankruptcy Rules 3020(e), 6004(h) and 6006(d), or any other provision of the Bankruptcy Code or the Bankruptcy Rules, this Confirmation Order shall be effective immediately upon its entry. This Confirmation Order is and shall be deemed to be a separate order with respect to each of the Debtors for all purposes.

78. Substantial Consummation. Substantial consummation of the Plan shall be deemed to occur on the Effective Date.

79. The Record. The record of the Confirmation Hearing is closed. The findings of fact and conclusions of law of this Court set forth herein and at the Confirmation Hearing shall constitute findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, as made applicable herein by Bankruptcy Rule 9014, and the findings of fact and conclusions of law of this Court at the Confirmation Hearing are incorporated herein by reference. To the extent that any of the foregoing findings of fact constitute conclusions of law, they are adopted as such. To the extent any that any of the foregoing conclusions of law constitute findings of fact, they are adopted as such.

Dated: New York, New York  
August 30, 2006

/s/ Allan L. Gropper  
HONORABLE ALLAN L. GROPPER  
UNITED STATES BANKRUPTCY JUDGE