EXHIBIT A

THE PLAN

FILED ON THE DOCKET

EXHIBIT B

ORDER APPROVING DISCLOSURE STATEMENT

FILED ON THE DOCKET

EXHIBIT C

CHAPTER 7 LIQUIDATION ANALYSES

CATHOLIC DIOCESE OF WILMINGTON, INC.

LIQUIDATION ANALYSIS - Minimum Assets (Compare Section I.D.2.a.)

(\$,000 USD)

- Book Value

		 Book Value 					
		as of	Pot	ential Recove	ry		
	Notes	02/28/2011	%		\$		
Unrestricted Cash and Equivalents	Α	\$591	100%		\$591		
	В	\$9,808	100%		\$9,808		
Unrestricted PIA Funds	Č	\$3,965	80%		\$3,172		
Real Property			5%		\$168		
Accounts Receivable	D	\$3,369					
Notes Receivable	E	\$1,450	90%		\$1,305		
PIA Distribution Clawback Claims	F	\$0	0%		\$0		
Miscellaneous Unrestricted Assets	G	\$1,048	90%		\$943		
Interest in Life Insurance Policies, less Restrictions	н	\$0	0%		\$0		
Insurance Recoveries	I	\$0			\$13,307		
Disputed Non-Debtor PIA Funds (as of Petition Date)	j	\$0	0%		\$0		
Disputed Non-Debtor PIA Funds (postpetition appreciation)	ĸ	\$0	0%		\$0		
Impact of Operations on Gross Proceeds Apr-Jul, 2011	Ë	-\$261	100%		-\$261		
	_	\$19,970			\$29,034		
Gross Liquidation Proceeds		\$13,370			+ ,		
Secured Debt					\$0		
Liquidation Costs							
Shutdown Costs	М				\$320		
Litigation Support	M				\$100		
Chapter 7 Trustee Fees	N		-3%		\$851		
	N		9.0		\$50		
US Trustee Fees	0				\$3,500		
Chapter 7 Professional Fees	U	-			\$4,821		
Total Liquidation Costs					\$4,021		
Net Liquidation Proceeds Available for Unsecured Creditors					\$24,213		
Administrative and Priority Claims					40		
Accrued Compensation	Р				\$0		
Accrued Vacation and Benefits	Q				\$148		
Administrative Professional Fees	R				\$10,000		
Insurance IBNR	5				\$2,644		
Est. Allowed Priority Claims	Т				\$0		
Total Administrative and Priority Claims					\$12,792		
Total Administrative and Friority Claims							
Net Liquidation Proceeds Available for Pre Petition General U	Insecured C	reditors			\$11,421		
		Estimated	Claims	Amount of Di	stribution	Dist as %	of Claim
			High	Low	High		
		Low Survivor	Survivor	Survivor	Survivor	Low Dist.	High Dist.
		Avg.	Avg.	Avg.	Avg.	%	%
na di dia dia dia	U	\$35,076	\$107,596	\$8,575	\$10,306	9.6%	24.4%
3A Survivor Claims	v	\$47,190	\$47,190	\$0,575	\$0	0.0%	0.0%
3B Lay Pension Claims (vested benefits)	-		\$11,408	\$0 \$0	\$0	0.0%	0.0%
3C DEDA Bond Transaction Claims	w	\$11,408		\$0 \$0	\$0 \$0	0.0%	0.0%
Gift Annuity Claims	X	\$106	\$106		•		
3D Clergy Pension Claims	Y	\$13,107	\$13,107	\$0	\$0	0.0%	0.0%
3F PIA Investment Claims	Z	\$0	\$0	\$0	\$0	0.0%	0.0%
3F Miscellaneous/Trade Claims	AA	\$300	\$300	\$73	\$29	9.6%	24.4%
Lay Pension Termination Liability (unvested benefits)	AB	\$1,141	\$1,141	\$279	\$109	9.6%	24.4%
Third-Party Indemnity Claims	AC	\$9,700	\$9,700	\$2,371	\$929	9.6%	24.4%
PIA Breach Claims	AD	\$500	\$500	\$122	\$48	9.6%	24.4%
FIA DIEGUI CIGINS		\$118,528	\$191,048	\$11,421	\$11,421		
		, ,	,		• •		
Net Liquidation Proceeds Available for Subordinated Unsecu	red Credito	'S		\$0	\$0		

\$0

\$0

4 Penalty Claims

CATHOLIC DIOCESE OF WILMINGTON, INC.

LIQUIDATION ANALYSIS - Status Quo (Compare Section I.D.2.b.) (\$,000 USD)

		Book Value					
		as of		ential Recove			
	Notes	02/28/2011	%		\$ + 501		
Unrestricted Cash and Equivalents	A	\$591	100%		\$591 \$9,808		
Unrestricted PIA Funds	В	\$9,808	100%		\$9,808 \$3,172		
Real Property	С	\$3,965	80%		\$3,172 \$168		
Accounts Receivable	D	\$3,369	5%				
Notes Receivable	Ē	\$1,450	90%		\$1,305 \$3,975		
PIA Distribution Clawback Claims	F	\$3,975	100% 90%		\$3,973 \$943		
Miscellaneous Unrestricted Assets	G	\$1,048	90%		\$943 \$0		
Interest in Life Insurance Policies, less Restrictions	Ĥ	\$0 \$0	0%		\$13,307		
Insurance Recoveries	I	•	1000		\$75,773		
Disputed Non-Debtor PIA Funds (as of Petition Date)	j	\$75,773	100% 100%		\$8,465		
Disputed Non-Debtor PIA Funds (postpetition appreciation)	κ	\$8,465	100%		-\$261		
Impact of Operations on Gross Proceeds Apr-Jul, 2011	L	-\$261	100%		\$117,247		
Gross Liquidation Proceeds		\$108,183			\$117,247		
Secured Debt					\$0		
Liquidation Costs					4900		
Shutdown Costs	M				\$320		
Litigation Support	М				\$100		
Chapter 7 Trustee Fees	N		-3%		\$3,497		
US Trustee Fees	N				\$50		
Chapter 7 Professional Fees	0				\$3,500		
Total Liquidation Costs					\$7,467		
Net Liquidation Proceeds Available for Unsecured Creditors					\$109,779		
Administrative and Priority Claims	р				\$0		
Accrued Compensation	0				\$148		
Accrued Vacation and Benefits	Q R				\$10,000		
Administrative Professional Fees Insurance IBNR	5				\$2,644		
Est. Allowed Priority Claims	T				\$0		
Total Administrative and Priority Claims	'	-			\$12,792		
Net Liquidation Proceeds Available for Pre Petition General l	Insecured Cr	editors			\$96,988		
		Estimated	l Claims	Amount of Di	stribution	Dist as %	of Claim
			High	Low	High		
		Low Survivor	Survivor	Survivor	Survivor	Low Dist.	High Dist.
		Avg.	Avg.	Avg.	Avg.	%	%
3A Survivor Claims	U	\$35,076	\$107,596	\$18,992	\$41,468	38.5%	54.1%
3B Lay Pension Claims (vested benefits)	v	\$47,190	\$47,190	\$25,551	\$18,187	38.5%	54.1%
3C DEDA Bond Transaction Claims	w	\$11,408	\$11,408	\$0	\$0	0.0%	0.0%
Gift Annuity Claims	X	\$106	\$106	\$0	\$0	0.0%	0.0%
3D Clergy Pension Claims	Ŷ	\$13,107	\$13,107	\$5,116	\$3,642	27.8%	39.0%
3F PIA Investment Claims	ż	\$75,773	\$75,773	\$41,026	\$29,203	38.5%	54.1%
3F Miscellaneous/Trade Claims	AA	\$300	\$300	\$162	\$116	38.5%	54.1%
Lay Pension Termination Liability (unvested benefits)	AB	\$1,141	\$1,141	\$618	\$440	38.5%	54.1%
Third-Party Indemnity Claims	AC	\$9,700	\$9,700	\$5,252	\$3,738	38.5%	54.1%
PIA Breach Claims	AD	\$500	\$500	\$271	\$193	38.5%	54.1%
, p. D. Gadii Cianno		\$194,301	\$266,821	\$96,988	\$96,988		
Net Liquidation Proceeds Available for Subordinated Unsecu	red Creditors	:		\$0	\$0		
4 Penalty Claims	AE			\$0	\$0		

CATHOLIC DIOCESE OF WILMINGTON, INC.

LIQUIDATION ANALYSIS - Maximum Assets (Compare Section I.D.2.c.) (\$,000 USD)

		Book Value					
		as of		ential Recove			
	Notes	02/28/2011	%		\$		
Unrestricted Cash and Equivalents	Α	\$591	100%		\$591		
Unrestricted PIA Funds	В	\$42,791	100%		\$42,791		
Real Property	С	\$3,965	80%		\$3,172		
Accounts Receivable	D .	\$3,369	5%		\$168		
Notes Receivable	· E	\$1,450	90%		\$1,305		
PIA Distribution Clawback Claims	F	\$3,975	100%		\$3,975		
Miscellaneous Unrestricted Assets	G	\$1,048	90%		\$943		
	Ĥ·	\$54	100%		\$54		
Interest in Life Insurance Policies	Ï	\$0	20070		\$13,307		
Insurance Recoveries	j ·	\$75,773	100%		\$75,773		
Disputed Non-Debtor PIA Funds (as of Petition Date)	-	\$8,465	100%		\$8,465		
Disputed Non-Debtor PIA Funds (postpetition appreciation)	ĸ		100%		-\$261		
Impact of Operations on Gross Proceeds Apr-Jul, 2011	L	-\$261	10078		\$150,284		
Gross Liquidation Proceeds		\$141,220			\$130,204		
					\$0		
Secured Debt					40		
Liquidation Costs					+===		
Shutdown Costs	M				\$320		
Litigation Support	M				\$100		
Chapter 7 Trustee Fees	N		-3%		\$4,489		
US Trustee Fees	N				\$50		
Chapter 7 Professional Fees	0				\$3,500		
Total Liquidation Costs					\$8,459		
Net Liquidation Proceeds Available for Unsecured Creditors					\$141,825		
Administrative and Priority Claims							
Accrued Compensation	Р				\$0		
	Q				\$148		
Accrued Vacation and Benefits Administrative Professional Fees	R				\$10,000		
	S				\$2,644		
Insurance IBNR	Ť				\$0		
Est. Allowed Priority Claims	'	-			\$12,792		
Total Administrative and Priority Claims					412,752		
Net Liquidation Proceeds Available for Pre Petition General	Unsecured Cr	editors			\$129,033		
		Estimated	l Claims	Amount of Di	stribution	Dist as %	o of Claim
			High	Low	High		
		Low Survivor	Survivor	Survivor	Survivor	Low Dist.	High Dist.
		Avg.	Avg.	Avg.	Avg.	%	%
3A Survivor Claims	U	\$35,076	\$107,596	\$23,294	\$52,033	48.4%	66.4%
	v	\$47,190	\$47,190	\$31,338	\$22,821	48.4%	66.4%
3B Lay Pension Claims (vested benefits)	w	\$11,408	\$11,408	\$7,576	\$5,517	48.4%	66.4%
3C DEDA Bond Transaction Claims	×	\$106	\$106	\$70	\$51	48.4%	
Gift Annuity Claims	Ŷ	\$13,107	\$13,107	\$8,704	\$6,338	48.4%	
3D Clergy Pension Claims				\$50,320	\$36,643	48.4%	
3F PIA Investment Claims	Z	\$75,773	\$75,773		\$30,643 \$145	48.4%	
3F Miscellaneous/Trade Claims	AA	\$300	\$300	\$199	\$552	48.4%	
Lay Pension Termination Liability (unvested benefits)	AB	\$1,141	\$1,141	\$758			
Third-Party Indemnity Claims	AC	\$9,700	\$9,700	\$6,442	\$4,691	48.4%	
PIA Breach Claims	AD	\$500	\$500	\$332	\$242	48.4%	66.4%
		\$194,301	\$266,821	\$129,033	\$129,033		
Net Liquidation Proceeds Available for Subordinated Unsecu	red Creditors			\$0	\$0		
Met Liquidacion Proceeds Available for Subordinated diffect	arca Creattors			7-0	4-		

ΑE

4 Penalty Claims

\$0

\$0

NOTES TO LIQUIDATION ANALYSES

I. INTRODUCTION

The Debtor, with the assistance of its restructuring professionals, has prepared these hypothetical liquidation analyses (the "Liquidation Analyses") in connection with the Disclosure Statement. The Debtor believes the Plan satisfies the "best interest of creditors" test set forth in § 1129(a)(7) of the Bankruptcy Code with respect to each impaired Class of creditors under the Plan. The Debtor believes these Classes will receive at least as much as they would if the Debtor's assets were liquidated in a case under chapter 7 of the Bankruptcy Code. The Debtor believes this Liquidation Analyses and the conclusions set forth herein are fair and accurate, and represent management's best judgment with regard to the results of a liquidation of this Debtor. There are four (4) impaired Classes under the Plan:

- Class 3A Claims (Survivor Claims);
- Class 3B Claims (Lay Pension Claims);
- Class 3C Claims (DEDA Bond Transaction Claims);
- Class 4 Claims (Penalty Claims).

In addition, there are three (3) potentially impaired Classes under the Plan:

- Class 3D Claims (Clergy Pension Claims);
- Class 3E Claims (Gift Annuity Claims); and
- Class 3F Claims (Other Unsecured Claims).

The Liquidation Analyses are based on the Debtor's unaudited and preliminary balance sheet as of February 28, 2011, appraisals of the Debtor's real estate and certain other personal property, and other information as disclosed in the Debtor's Schedules and Statement of Financial Affairs, and assume a hypothetical conversion of the Debtor's current Chapter 11 Case to a case under chapter 7 of the Bankruptcy Code on or about August 1, 2011 (the "Liquidation Date"). They further assume that all parishes would stop paying assessments or otherwise providing financial support to the Debtor immediately upon conversion to chapter 7.

The Liquidation Analyses also assume that the liquidation of the Debtor would be completed during a four-month period after the Liquidation Date, during which time all of the Debtor's major assets would be sold and initial distributions to creditors would be made, net of liquidation-related costs. Although the liquidation of some assets might not require four months, other assets would be more difficult to collect or sell, thus requiring a liquidation period that could require substantially longer than four months. The liquidation period would allow

¹ These Classes are unimpaired in a Settlement Plan, but in a CDOW-Only Plan (i) Class 3F is impaired and (ii) Classes 3D and 3E may become impaired in the event the restricted assets available to satisfy the claims in these Classes are determined to be Unrestricted Assets of the Debtor's Estate.

for the orderly sale or abandonment of fixed assets and the orderly wind-down of daily operations. For certain assets, estimates of the liquidation values were made for each asset individually. For other assets, liquidation values were assessed for general classes of assets by estimating the percentage recoveries that a trustee might achieve through an orderly disposition. It is presumed that over an additional 18-month period, the chapter 7 trustee would resolve all claims and other matters involving the Debtor's estate and make additional distributions.

It is assumed that proceeds realized from the liquidation of the Debtor's unrestricted assets would be aggregated in a common distribution "pot." For purposes of these Liquidation Analyses, each and every Claim asserted against the Debtor is presumed to be entitled to a distribution from the aggregated net proceeds. Neither the Debtor nor its restructuring advisor has evaluated the validity or value of these claims. The Debtor, if before the Liquidation Date, or the chapter 7 trustee, if after the Liquidation Date, may object to certain Claims. assets or their proceeds are only available to satisfy certain claims due to legally enforceable restrictions on the use or distribution of such funds. The Liquidation Analyses assume that each claim for which restricted funds are or may be available (specifically, the Lay Pension Claims, DEDA Bond Transaction Claims, Clergy Pension Claims, and Gift Annuity Claims) would first be paid to the extent of the restricted funds, and the remaining claim, if any, would then share pari passu with other general unsecured claims as necessary to provide the holder of such claim with a percentage recovery at least equal to the percentage The Liquidation Analyses further assume that, if a given paid to other creditors. creditor's percentage recovery from restricted assets exceeded the percentage recovery for general unsecured claims from general assets, the chapter 7 trustee would make no further distributions to such creditor.

The Liquidation Analyses reflect the estimated cash proceeds, net of estimated liquidation-related costs, that would be realized if the Debtor were to be liquidated in an orderly manner through a chapter 7 process. The Liquidation Analyses assume that liquidation proceeds would be distributed in accordance with § 726 of the Bankruptcy Code. If a chapter 7 liquidation were pursued for the Debtor, the amount of liquidation value available to unsecured creditors would be reduced (i) by the costs of the liquidation, including fees and expenses of the chapter 7 trustee, fees and expenses of other professionals retained by the trustee to assist with the liquidation, and asset disposition expenses; and (ii) by priority and administrative claims against the bankruptcy estate, including unpaid operating expenses and any accrued and unpaid professional fees allowed in the chapter 11 case.

A chapter 7 liquidation would likely prompt certain other events to occur, including the establishment of a new bar date for asserting claims, the termination of the Debtor's pension and benefit plans, and the rejection of remaining executory contracts and unexpired leases, including equipment leases. In addition, several Third-Party Indemnity Claims relating to sexual abuse litigation may be asserted against the Debtor by certain Non-Debtor Catholic Entities who, in a Settlement Plan, would benefit from a channeling injunction protecting them from Survivor Claims arising prior to the Effective Date. Thus, a hypothetical chapter 7 estate would likely be subjected to considerably more claims than would the chapter 11 Estate if the Plan were confirmed as a Settlement Plan. Estimated claim amounts for some, but not all, of these categories of additional claims are set forth in the Liquidation Analyses. No attempt has been

made to estimate each and every additional general unsecured claim that might result in the event of a liquidation under chapter 7.

These Liquidation Analyses necessarily contain an estimate of the amount of liquidated Claims that will ultimately become Allowed Claims, but generally assumes that Disputed Claims against the Debtor will be resolved in favor of the Debtor. Accordingly, estimates for non-Survivor Claims are based solely upon the Debtor's own books and records, where applicable. Estimation of Survivor Claims for purposes of these Liquidation Analyses is discussed below.

The Liquidation Analyses assume that there are no recoveries from the pursuit of any potential preferences, fraudulent conveyances, or other causes of action and does not include the estimated costs of pursuing those actions. The Lay Employees Committee asserts that the Liquidation Analyses are misleading because the Debtor does not value potential causes of action. The Debtor disagrees, however, because the Debtor is unaware of any such causes of action that would be viable.

Like the alternative CDOW-Only Plan distribution analyses in Section I.D.2. of the Disclosure Statement, the Liquidation Analyses assume three different potential litigation outcomes regarding pending (or expected) disputes regarding the scope of the property of the Debtor's bankruptcy estate. The first such litigation outcome is that Disputed Non-Debtor PIA Funds, the Restricted PIA Funds, and the Lay Pension Fund are all determined <u>not</u> to be Unrestricted Assets of the Debtor's bankruptcy estate, and therefore are <u>not</u> available for distribution to the Debtor's general creditors (the "Minimum Assets" Liquidation Analysis). (Compare Section I.D.2.a.) The second litigation outcome assumes the current *status quo* for any matters that are subject to pending litigation (the "Status Quo" Liquidation Analysis). (Compare Section I.D.2.b.) The final litigation outcome assumes all property held by the Debtor is determined by a Final Order to be Unrestricted Assets of the Debtor's bankruptcy estate (the "Maximum Assets" Liquidation Analysis). (Compare Section I.D.2.c.)

The litigation outcomes illustrated in the Liquidation Analyses are not exhaustive of all potential litigation outcomes in a hypothetical chapter 7 liquidation of the Debtor. Indeed, given the differences between the disputed assets themselves, the nature of the disputes and the relative costs and benefits of pursuing them to a litigated result, and the procedural posture of pending litigation, it is simply not possible to predict all potential permutations of litigated outcomes, and the Debtor has not attempted to do so. Rather, the Debtor has assumed "extreme" litigation outcomes that illustrate (i) the maximum and minimum amount of estate assets that would ultimately be available for distribution to creditors, and (ii) how those assets would be shared among creditors.

For purposes of the Liquidation Analyses, the Debtor has not attempted to predict the possible effect of substantive consolidation of the Debtor with any Non-Debtor Catholic Entity, because (i) such predictions would necessarily turn on information not in the Debtor's possession (e.g., realizable asset values and claims information) and (ii) as discussed in more detail in Section IV of the Disclosure Statement, the Debtor believes, based upon controlling law and the facts and circumstances in this case, that the likelihood of entry of a Final Order substantively consolidating the Debtor with any Non-Debtor Catholic Entity is remote.

II. GLOBAL NOTES

A. Basis of Presentation

To the extent possible, the Liquidation Analyses reflect the assets and liabilities of the Debtor as shown in its Financial Statements. The Financial Statements do not, and thus the Liquidation Analyses do not, purport to represent financial information prepared in accordance with U.S. Generally Accepted Accounting Principles.

B. Causes of Action

As of the time the Debtor prepared these Liquidation Analyses, the Debtor was unaware of any viable causes of action against third parties, other than cross-claims and/or counterclaims asserted, or that may be asserted, in connection with pending litigation. The Debtor during the course of the bankruptcy has reserved all of its rights with respect to any causes of action it may have against any party, and as a result, the chapter 7 trustee could choose to bring such causes of action and these causes of action may affect the assets and/or expenses of the estate.

C. Valuation

The Debtor is a tax-exempt, not-for-profit corporation and has not adopted Statement of Financial Accounting Standards No. 93 ("SFAS93"). SFAS93 requires not-for-profit organizations to recognize depreciation as a cost of using up the future economic benefits of its long-lived tangible assets. Since the Debtor has not adopted SFAS93, it does not recognize and record depreciation on its property and equipment or any other asset. Accordingly, owned property and equipment are stated on the Debtor's books at original cost plus, in some circumstances, the cost of capital improvements. It would be unduly burdensome and an inefficient use of estate assets for the Debtor to obtain current market valuations of all of its assets in connection with the preparation of these Liquidation Analyses. However, the Debtor did obtain appraisals on its collection of rings, crosses and chalices, and certain of its real estate. These assets continue to be carried on the Debtor's books at cost, but for purposes of these Liquidation Analyses, appraised values for insurance purposes were used.

D. The Pooled Investment Account

Assets within the Pooled Investment Account include (i) Disputed Non-Debtor PIA Funds, (ii) Restricted PIA Funds, and (iii) Unrestricted PIA Funds (collectively with the Disputed Non-Debtor PIA Funds and the Restricted PIA Funds, "Pooled Investment Assets"). Pooled Investment Assets are valued as of February 28, 2011, the close of the last reporting period for which data is available prior to the date this analysis was prepared.

In the PIA Litigation, the Bankruptcy Court ruled that the Disputed Non-Debtor PIA Funds are property of the Debtor's bankruptcy estate, which ruling is currently on appeal. The Plan contemplates that, if the Plan is confirmed as a CDOW-Only Plan, Disputed Non-Debtor PIA Funds will be held in escrow pending resolution of the PIA Litigation by a Final Order. However, for purposes of the "Status Quo" and "Maximum Assets" Liquidation Analyses, it is assumed that the Disputed Non-Debtor PIA Funds are unrestricted assets of the estate distributable to general creditors. If the Bankruptcy Court's ruling were overturned completely,

the unrestricted assets of the estate would be reduced by approximately \$84.2 million and the liabilities would be reduced by approximately \$75.8 million, which would substantially reduce the percentage distribution to creditors as illustrated in the "Minimum Assets" Liquidation Analysis.

E. Restricted Assets

A substantial portion of the Debtor's assets are subject to donor-imposed restrictions on use or disposition which the Debtor believes preclude the use of such assets, or proceeds thereof, to satisfy the claims of general creditors of the Debtor. The majority of these Restricted Assets are maintained in the Pooled Investment Account. The "Minimum Assets" and "Status Quo" Liquidation Analyses assume that, consistent with § 363(d)(1) of the Bankruptcy Code, the chapter 7 trustee would abide by any legally enforceable restrictions to which Restricted Assets are subject, and would not use Restricted Assets for general administrative or corporate purposes, or to satisfy the claims of general creditors. For this reason, Restricted Assets are not listed as a "top line" asset in these Liquidation Analyses. However, as noted above and discussed below with respect to the Lay Pension Claims, DEDA Bond Transaction Claims, Clergy Pension Claims, and Gift Annuity Claims, the "Minimum Assets" and "Status Quo" Liquidation Analyses do assume that the chapter 7 trustee would exhaust any Restricted Assets before making a distribution on such claim from unrestricted assets. The "Maximum Assets" Liquidation Analysis assumes that all assets held by the Debtor are determined to be unrestricted and available for distribution to general creditors.

E. Reservation of Rights

Estimation of claims in these Liquidation Analyses is not intended, nor should it be construed, as an admission or acknowledgment of the validity or amount of any Claim. Except as expressly provided, and expressly subject to confirmation of, the Plan, the Debtor reserves all rights with respect to all Claims asserted against the Estate.

III. LINE-ITEM NOTES

A. Unrestricted Cash and Cash Equivalents

Represents unrestricted cash held in corporate accounts as of February 28, 2011. Prior to the Liquidation Date, this balance would be expected to be reduced by the amount set forth in line L (Impact of Operations on Gross Proceeds). Projected cash balances are valued at 100% for purposes of the Liquidation Analyses. It is assumed that all restricted cash of the Debtor would be used in the ordinary course of business prior to the Liquidation Date. Accordingly, the "Maximum Assets" Liquidation Analysis does not contemplate any additional cash beyond the unrestricted cash.

B. Unrestricted PIA Funds

Unrestricted PIA Funds comprise various types of investment options including: securities, corporate bonds, government bonds and treasuries, many of which fluctuate substantially in value. These investment options are held either separately or in various managed investment funds as part of the Pooled Investment Account. No attempt has been made to project the

market value of these assets as of the Liquidation Date, and they have been valued at their market value as of February 28, 2011.

For purposes of the "Status Quo" and "Maximum Assets" Liquidation Analyses, the total Unrestricted PIA Funds includes the Lay Pension Fund. The Lay Employees Committee has commenced an action asserting that the Lay Pension Fund is restricted to be used only for payment of Lay Pension Claims. Because the Lay Pension Litigation has commenced, the Plan contemplates that, in a CDOW-Only Plan, the Lay Pension Fund will be held in escrow pending resolution of such litigation. However, for purposes of the "Status Quo" and "Maximum Assets" Liquidation Analyses, it is assumed that the Lay Pension Fund is an unrestricted asset of the estate distributable to general creditors. The "Minimum Assets" Liquidation Analysis assumes that the Lay Pension Fund is a Restricted Asset that is used to satisfy Lay Pension Claims. In a Settlement Plan, the Lay Pension Fund would be contributed to the Lay Pension Plan Trust by the Debtor.

C. Real Estate

The real estate of the Debtor consists of a variety of buildings and the land on which they sit, and is identified in Section III.B.3. of the Disclosure Statement. All real estate has been independently appraised and the value in the Liquidation Analysis reflects these appraised values. Due to the passage of time since the appraisals and the current state of the real estate markets in Delaware, as well as the costs that would be associated with any sale, the Liquidation Analysis assumes a recovery of 80% of the appraised value of the real property. Due to market conditions and risk, the value realized from the sale of the real property may be higher or lower than the value assumed by the Liquidation Analyses, and this variance may be significant.

D. Accounts Receivable

The Debtor's accounts receivable comprise outstanding parish assessments and rights to reimbursement from Non-Debtor Catholic Entities for health insurance and workers' compensation insurance.

It is anticipated that the vast majority of non-parish accounts receivable and parish accounts receivable for health and workers compensation insurance will have been fully converted to cash that is included in the estimated cash balance as of the Liquidation Date. The Liquidation Analysis assumes that receivables for parish assessments will be uncollectible by the chapter 7 trustee because there is no secular legal basis for payment or collection of these amounts. As such, for purposes of this Liquidation Analysis, accounts receivable are valued between 0% and 10% of their book value.

E. Notes Receivable

Notes Receivable of the Debtor are assumed for the purposes of this Liquidation Analysis to be legally enforceable. It is further assumed that collections on the Notes Receivable would be approximately 85%-95% of the net book value.

F. PIA Distribution Clawback

This represents distributions made to Non-Debtor Pooled Investors on account of their respective Disputed Non-Debtor PIA Funds between the Petition Date and February 28, 2011, pursuant to the series of interim orders entered by the Bankruptcy Court. The orders provide that such distributions are presumed to be recoverable pursuant to § 549 of the Bankruptcy Code, subject to the Non-Debtor Pooled Investors' right to rebut such presumption. For purposes of the "Status Quo" and "Maximum Assets" Liquidation Analyses it is assumed (i) that no Non-Debtor Pooled Investor would rebut the presumption of avoidability with respect to any of these distributions, and (ii) accordingly, the chapter 7 trustee would set off the amount of these distributions dollar-for-dollar against any distributions to be made on account of PIA Investment Claims. The foregoing assumptions are for illustration purposes only, and are without prejudice to the right of any Non-Debtor Pooled Investor to rebut the presumption of avoidability established by the Bankruptcy Court's orders (which would eliminate the chapter 7 trustee's setoff rights and, as a result, reduce the amount of assets available for distribution to other creditors). The "Minimum Assets" Liquidation Analysis assumes that the property distributed to Non-Debtor Pooled Investors pursuant to the Bankruptcy Court's interim orders is determined to have belonged to the Non-Debtor Pooled Investors, thus nullifying any PIA Distribution Clawback Claims of the estate.

G. Miscellaneous Unrestricted Assets

The Debtor has estimated a realizable value for certain personal property. This property includes items such as used furniture and appliances. It also includes miscellaneous artwork. The Debtor determined that the benefit of assigning a realizable value to a relatively small amount of used personal property did not justify the significant cost and delay in obtaining a professional appraisal.

The Debtor expects to receive the net proceeds from the sale of the property owned by St. Stanislaus Kostka Roman Catholic Church, which is the secular legal embodiment of a Parish that was closed prepetition. Because the Debtor's expectancy interest in proceeds of real property is not an interest in the property itself, its value is included in the Miscellaneous Unrestricted Assets, not the Real Estate.

The Debtor's collection of former bishops' rings, crosses, and chalices, are listed at replacement value included in a professional appraisal dated December 8, 2009. Replacement value is used to designate the amount of insurance that may be or should be carried on items of personal property in order to indemnify someone in the event of loss or damage. The actual realizable value of these items (e.g., in a sale) may differ materially from the replacement value. Indeed, the Debtor also obtained an appraisal at fair market value of these items, which was significantly less than the replacement value.

The Debtor is occasionally the beneficiary of wills and trusts. However, these endowments are completely at the discretion of the donor and are inherently revocable. The Debtor cannot ascertain whether it will be the beneficiary of such endowments, nor can it ascertain any amount relating thereto. Accordingly, the value is estimated at \$0.00.

The Debtor has estimated a realizable value for its automobiles based upon the Kelley Blue Book website (www.kbb.com), using the "fair" to "good" condition range.

The Debtor has estimated a realizable value for its used office equipment and furniture, with the assistance of its restructuring advisors using their experience in disposing of these types of assets in other cases and the current market conditions for such assets.

H. Interest in Life Insurance Policies

The Debtor is the beneficiary of a number of life insurance policies. Because these policies were part of a solicitation for restricted education purposes, the "Minimum Assets" and "Status Quo" Liquidation Analyses assume the value of these policies is not available for distribution to general creditors of the Debtor. The "Maximum Assets" Liquidation Analysis assumes these policies are unrestricted assets of the estate available for distribution to general creditors.

I. Insurance Recoveries

The Debtor has an interest in a number of liability insurance policies covering a number of periods (the "<u>Liability Coverage</u>"). The details of the Liability Coverage have been shared with the Official Committee of Unsecured Creditors and are discussed at length in the Disclosure Statement. The Debtor reserves all rights with respect to the Liability Coverage. This amount represents the estimated insurance proceeds that would be realized by the chapter 7 trustee from the Debtor's interest in the Liability Coverage.

J. Disputed Non-Debtor PIA Funds (as of Petition Date)

This represents the value of the Disputed Non-Debtor PIA Funds as of October 20, 2009, the nearest day to the Petition Date for which reliable data is available. The "Status Quo" and "Maximum Assets" Liquidation Analyses assume these assets are determined to be unrestricted assets of the estate. The "Minimum Assets" Liquidation Analysis assumes these assets are determined to belong to the Non-Debtor Pooled Investors, and are thus not included in the chapter 7 estate.

K. Disputed Non-Debtor PIA Funds (Post-Petition Appreciation)

This represents the appreciation in the value of the Disputed Non-Debtor PIA Funds between October 20, 2009, and February 28, 2011. The "Status Quo" and "Maximum Assets" Liquidation Analyses assume these assets are determined to be unrestricted assets of the estate. The "Minimum Assets" Liquidation Analysis assumes these assets are determined to belong to the Non-Debtor Pooled Investors, and are thus not included in the chapter 7 estate.

L. Impact of Operations on Gross Proceeds

The Debtor has analyzed its projected revenue and expenses for the period from March 1, 2011 through July 31, 2011. This number represents the estimated net decrease to Gross Liquidation Proceeds that operations will have during the period between the valuation date and the Liquidation Date. This projection further assumes that CVA defendant Parish Corporations

will not withhold assessment funding from CDOW prior to the Effective Date to defray the cost of litigation against them.

M. Shutdown Costs; Litigation Support

Estimates for corporate payroll and operating costs incurred during the liquidation are based upon the assumption that certain corporate functions would be retained to oversee the liquidation process. Certain minimum staff would be required at the physical locations during the four months of the liquidation period to prepare necessary financial documents, to review and preserve files and store documents. For purposes of estimating the maximum liquidation value for the Debtor, no payments for employee retention or incentives through the chapter 7 liquidation period are assumed to be made.

The hypothetical chapter 7 trustee would require support after shutdown from current Debtor employees to effectively collect receivables, negotiate and/or dispute claims, provide court testimony in claims resolution matters, and assist in insurance negotiations. In a chapter 7 the cost of these people are wind-down expenses. In the Plan, if confirmed as a CDOW-Only Plan, these services are provided by the Reorganized Debtor without employee cost to the Plan Trust.

N. Chapter 7 Trustee Fees; U.S. Trustee Fees

Chapter 7 trustee fees include those fees associated with the appointment of a chapter 7 trustee in accordance with § 326 of the Bankruptcy Code. Under the Bankruptcy Code, trustee fees are subject to caps depending on the amount of distributions made, generally at rates between 3% and 5% of the total liquidation value of the Debtor. U.S. Trustee fees are quarterly fees assessed on disbursements from the bankruptcy estate.

O. Chapter 7 Professional Fees

Chapter 7 professional fees include legal, appraisal, broker and accounting fees expected to be incurred during the liquidation period that are not already deducted from liquidation values. Professional fees are assumed to be \$3.5 million for legal advisors, financial advisors and other expenses because significant issues remain that will most likely require litigation. Trustee professionals will spend significant time getting up to speed on difficult issues that the Debtor has already paid its professionals to learn.

P. Accrued Compensation

This amount includes accrued employee compensation and related taxes. The Debtor pays payroll at the end of each month that is current through the date of the payroll. Because the Liquidation Analyses assume a beginning-of-month Liquidation Date, accrued payroll is expected to be \$0.00.

O. Accrued Vacation and Benefits

The Debtor accrues for its vacation obligation. Vacation is earned on the first day of the Debtor's fiscal year (July 1) for the year. For purposes of these Liquidation Analyses, the accrued but unused vacation obligation balance on the Debtor's records on its February 28, 2011,

financial statements is used as the balance on the Liquidation Date as an accrued administrative expense.

R. Chapter 11 Professional Fees

Chapter 11 professional fees include legal, appraisal, financial advisory and/or accounting fees, for retained firms and those expected to be retained, that have been incurred or are projected to be incurred through the assumed Liquidation Date.

In the chapter 11 distribution analyses, by way of comparison, the Debtor assumed that, between March 1, 2011, and an assumed Effective Date of August 1, 2011, there will be chapter 11 administrative expenses (including previously accrued, but unpaid) of (i) \$10 million, if the Plan is confirmed as a CDOW-Only Plan, and (ii) \$6.5 million if the Plan is confirmed as a Settlement Plan.

S. Insurance IBNR Reserves

The Debtor provides self-insured medical plans for lay employees of the Debtor and the Non-Debtor Catholic Entities and for clergy. This line item represents the amount of cash needed to pay medical claims for services provided during the pendency of the Chapter 11 Case and prior to the Liquidation Date, but not yet paid. Claims for medical benefits are estimated to come in for three months after the service date. The Third-Party Administrators have estimated these claims at approximately \$225,000 per week and suggest that approximately three months of bills remain incurred but not paid at any point in time. These constitute an administrative expense of the Debtor.

T. Priority Claims

The Debtor believes it will have insubstantial, if any, Priority Claims. The Debtor is a not-for-profit corporation and does not file or pay income or property taxes, and prepetition payroll has been paid during the bankruptcy.

U. Survivor Claims

The item represents the Debtor's estimate of the range of allowed Survivor Claim, including compensatory damages only. The Debtor arrived at the "low" and "high" amounts for Allowed Survivor Claims by multiplying the 148 Survivor Claims asserted in this Chapter 11 Case² by, respectively, (i) the average payout per abuse claim in the chapter 11 case of the Diocese of Davenport, Iowa (approximately \$237,000), and (ii) twice the average payout per abuse claim under the settlements in the chapter 11 cases of the Davenport diocese, the Archdiocese of Portland, Oregon, the Diocese of Spokane, Washington, and the Diocese of Tucson, Arizona,

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² In addition to the 147 Confidential Tort Proofs of Claim filed by Survivors in this case, one Parish-Only Survivor Claimant was assigned a Parish Corporation's Third-Party Indemnity Claim against the Debtor as part of a settlement between the Parish-Only Survivor Claimant and the Parish Corporation. The Plan provides that this Third-Party Indemnity Claim will be treated for all intents and purposes as a Survivor Claim against the Debtor.

and the proposed settlement in this Chapter 11 Case $(\$363,500 \times 2 = \$727,000)$.³ As of the date of these Liquidation Analyses, no order or finding has been entered by the Bankruptcy Court or any other court estimating or otherwise fixing the amount of any Survivor Claim against the Debtor.

The Debtor believes that nationwide bankruptcy settlements are likely to be better predictors of the ultimate amount of Allowed Survivor Claims in this case than prepetition settlements by the Debtor and nationwide non-bankruptcy settlements, in particular because settlements outside of bankruptcy are made against a backdrop of potential punitive damages and the possible avoidance of bankruptcy,⁴ both of which command a premium not specifically related to the amount of compensatory damages that would be awarded on account of the abuse at issue.

The Debtor also believes that nationwide bankruptcy settlements are likely to be better predictors of the ultimate amount of Allowed Survivor Claims in this case than the few Delaware jury verdicts that are available for comparison, because the settlements have covered a much wider population of claims, and in a bankruptcy context where, again, the threat of punitive damages is muted. Abuse verdicts by Delaware juries against individual Perpetrators (premised upon an intentional tort theory) have resulted in significant compensatory and punitive damage awards, whereas recent damages awards against corporate defendants (premised upon a negligence and/or gross negligence theory) have been \$0 (against the Oblates of St. Francis de Sales, which judgment was reversed on appeal (retrial pending)) and \$3 million (against St. Elizabeth Roman Catholic Church).

V. Lay Pension Claims (Vested Benefits)

The Debtor maintains the Lay Pension Plan for employees of the Debtor and the Non-Debtor Catholic Entities. This plan is not governed by ERISA funding requirements and is substantially underfunded vis-à-vis the accrued, vested pension benefits under the Lay Pension Plan. The "vested" Lay Pension Claims represent (i) the estimated net present value of accrued future pension benefits that were vested as of January 1, 2010, based upon actuarial assumptions as to life expectancies and the applicable discount rate, less (ii) the current funding in the Lay Pension Plan Trust. The allowed amount of Lay Pension Claims is reduced by the funding in the Lay Pension Plan Trust because, to the extent of such funding, the Debtor had already satisfied such Claims prepetition. For the purpose of these Liquidation Analyses, the Debtor estimated the allowed amount of Lay Pension Claims based upon actuarial analysis performed by The Standard, an independent provider of financial products and services.

W. DEDA Bond Transaction Claims

The DEDA Bond Transaction Claims arise in connection with tax-exempt public bond financing obtained by the Debtor for the construction of schools prepetition. For purposes of the

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³ The Debtor excluded from this calculation the average payout per abuse claim in the Diocese of Fairbanks, Alaska case, which was approximately \$33,000 per claim, plus an as-yet undetermined amount of insurance proceeds.

⁴ The Diocese of San Diego, California reached a settlement during its chapter 11 case which was effectuated outside of bankruptcy following the voluntary dismissal of the case. The Debtor considers this to be a non-bankruptcy settlement, however, because that chapter 11 case was at peril of involuntary dismissal had a settlement not been reached.

Liquidation Analyses, the DEDA Bond Transaction Claims are estimated to be equal to the amount asserted in Allied Irish Bank's proof of claim, plus the claims for interest and expenses by Wilmington Trust. The "Minimum Assets" and "Status Quo" Liquidation Analyses further assume that the chapter 7 trustee would satisfy the DEDA Bond Transaction Claims using the restricted Capital Campaign Fund (valued at approximately \$8.9 million as of February 28, 2011). Because the resulting percentage distribution on the DEDA Bond Transaction Claims from the Capital Campaign Fund would exceed – substantially – the percentage distribution to general creditors from unrestricted assets of the estate, the "Minimum Assets" and "Status Quo" Liquidation Analyses assume the chapter 7 trustee would make no further distributions upon the DEDA Bond Transaction Claims. The "Maximum Assets" Liquidation Analysis assumes that the Capital Campaign Fund is determined to be an unrestricted asset of the estate, and that the DEDA Bond Transaction Claims would share *pari passu* with all general creditors.

X. Gift Annuity Claims

The Debtor holds several Gift Annuity Funds (having an aggregate value of approximately \$106,000 as of February 28, 2011), representing tax-advantaged gifts made to the Debtor in exchange for a stream of income to the donor during his or her lifetime. The gifts are invested in the Pooled Investment Account as Restricted PIA Funds and the earnings therefrom are used to pay the donor-annuitant. Upon the donor-annuitant's death, the gift becomes a general unrestricted asset of the Debtor. For purposes of these Liquidation Analyses, it is assumed the net present value of future annuity payments due to the donor-annuitants is equal to the value of the Gift Annuity Funds. The "Minimum Assets" and "Status Quo" Liquidation Analyses assume that the holders of Gift Annuity Claims would receive their respective Gift Annuity Funds in full satisfaction of their claims in a hypothetical chapter 7 liquidation. The "Maximum Assets" Liquidation Analysis assumes that the Gift Annuity Funds are determined to be unrestricted assets of the estate, and that the Gift Annuity Claims would share pari passu with all general creditors.

Y. Clergy Pension Claims

The Debtor maintains a pension plan for the benefit of diocesan clergy. This plan is not governed by ERISA funding requirements and is substantially underfunded vis-à-vis accrued, vested benefits. The Clergy Pension Claims represent the estimated net present value of future pension benefits that were vested as of the Petition Date, based upon actuarial assumptions as to life expectancy and the applicable discount rate. The "Minimum Assets" and "Status Quo" Liquidation Analyses further assume that the chapter 7 trustee would satisfy the Clergy Pension Claims using the restricted Clergy Pension Fund (valued at approximately \$3.7 million as of February 28, 2011). Because the resulting percentage distribution on the Clergy Pension Claims from the Clergy Pension Fund in the "Status Quo" scenario would be less than the percentage distribution to general creditors from unrestricted assets, the "Status Quo" Liquidation Analysis assumes the chapter 7 trustee would make further distributions upon the Clergy Pension Claims from general assets until the percentage distribution on such claims at least equaled the percentage distribution on general claims. Because the percentage distribution on the Clergy Pension Claims from the Clergy Pension Fund in the "Minimum Assets" scenario would exceed the percentage distribution to general creditors, the "Minimum Assets" Liquidation Analysis assumes that the chapter 7 trustee would make no further distributions to

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Clergy Pension Claims. The "Maximum Assets" Liquidation Analysis assumes that the Clergy Pension Fund is determined to be an unrestricted asset of the estate, and that the Clergy Pension Claims would share *pari passu* with all general creditors.

Z. PIA Investment Claims

Section 502(b) of the Bankruptcy Code requires claims to be allowed as of the Petition Date. Accordingly, this amount reflects the value of the Disputed Non-Debtor PIA Funds as of October 20, 2009, the nearest day to the Petition Date for which reliable data is available. The "Minimum Assets" Liquidation Analysis assumes it is determined that the Disputed Non-Debtor PIA Funds belong to the Non-Debtor Pooled Investors, thus nullifying any PIA Investment Claims.

AA. Miscellaneous/Trade Claims

For purposes of these Liquidation Analyses, it is assumed that unsecured claims will consist of the Debtor's accounts payables as of the Petition Date, less any amounts entitled to priority under §§ 503(b)(9) and 507(a)(4) of the Bankruptcy Code. The Debtor expects that additional claims might arise as a result of cessation of operations as contemplated herein, but does not expect such claims to be substantial in amount.

AB. Lay Pension Claims (Unvested Benefits)

The "unvested" Lay Pension Claims represent the estimated net present value of future pension benefits that were accrued and unvested as of January 1, 2010, but which may become vested upon termination of the Lay Pension Plan. Estimates were based upon analysis performed by The Standard, an independent provider of financial products and services, utilizing actuarial assumptions as to life expectancies and the applicable discount rate.

AC. Third-Party Indemnity Claims

This amount represents Third Party Indemnity Claims, primarily of Parish Corporations, arising from or relating to Survivor Claims. As of the date of these Liquidation Analyses, no order or finding has been entered by the Bankruptcy Court or any other court estimating or otherwise fixing the amount of any Third-Party Indemnity Claim against the Debtor.

AD. PIA Breach Claims

This amount represents the estimated claims for indemnification and reimbursement of legal fees and costs incurred by the non-debtor Pooled Investment Participants in defense of the PIA Litigation, and other amounts that may be asserted by the Pooled Investment Participants as consequential damages resulting from the Debtor's alleged breach of fiduciary duties in connection with the Pooled Investment Account.

AE. Penalty Claims

Under the Bankruptcy Code, Penalty Claims (including, without limitation, any claims for punitive damages in connection with Survivor Claims) are subordinated to general unsecured

creditors for distribution purposes. Because general unsecured claims would not be paid in full in a hypothetical chapter 7 liquidation, Penalty Claims would receive no distribution. Accordingly, no estimate of the potential allowed amount of Penalty Claims, if any, is provided.

EXHIBIT D

FINANCIAL PROJECTIONS

Catholic Diocese of Wilmington, Inc. 3 Year Financial Projections

5/17/2011

	Projection 2014	Ľ.	Projection 2013	u	Projection 201 <u>2</u>	E.	Budget 2011		Actual 2010		Actual 2009	
General Revenues: Assessments Net Appeal Communications Collection Campaign for Human Development Collection Affiliated Pension Contribution	4,105,358 4,348,484 18,000 3,000 397,838	46% 49% 0% 0% 4%	4,044,688 4,242,424 18,000 3,000 386,250	46% 49% 0% 0% 4%	3,986,039 4,138,950 18,000 3,000 375,000	47% 48% 0% 0% 4%	3,835,547 4,038,000 18,000 3,000 380,000	46% 49% 0% 0% 5%	3,863,750 4,057,580 10,567 3,000	49% 51% 0% 0%	3,869,750 3,846,175 21,862 3,000 175,097	49% 48% 0% 0% 2%
Gifts and Contributions and Other Total Revenues	37,945 8,910,625	100%	<u>37,945</u> 8,732,307	100%	37,945 8,558,934	100%	<u>37,945</u> 8,312,492	100%	<u>27,636</u> 7,962,533	100%	46,990 7,962,874	100%
SERVICE DE LA LA PERSONA DE LA												
Net budget Expenses. Administration	2,343,888	28%	2,282,629	28%	2,435,258	30%	2,918,648	35%	2,706,589	40%	2,260,312	31%
Pension Contribution	2,101,250	25%	2,050,000	79%	2,000,000	722%	1,380,000	17%	250,000	4%	1,000,000	14%
Catholic Charities	816,714	70%	800,700	10%	785,000	10%	1,030,292	13%	1,131,211	17%	1,233,454	12%
Camolic Educations Communications	292.217	%4	284,683	%4	277.404	%6	123,878	2%		2%	121,058	2%
Development	505,407	%9	489,748	%9	474,746	%9	508,543	%9		%2	489,600	%2
Finance	581,093	7%	557,681	7%	535,446	7%	578,239	2%		8%	567,485	%8
Pastoral Services	797,655	10%	765,801	10%	735,788	% 6	813,630	10%	698,323	10%	773,425	11%
Net Budget Expenses	8,260,303	100%	8,019,719	100%	8,000,297	100%	8,241,098	100%	6,842,692	100%	7,326,543	100%
ting Surplus (Deficit)	9		712,	2000	558,637		71,394		1,394 1,119,841		636,331	000000000000000000000000000000000000000
Less: Non-Operating Expenses												
St. Thomas More Academy Funding	0	%0	00	%0	00	%0	00		211,960	70%	556,669	73%
Most blessed Sacrament School Funding Debt Service Costs	647,186	100%	647,186	100%	540,000	100%	O OI		0	%	0	%0
Total Non-Operating Expenses	647,186	100%	647,186	100%	540,000	100%	0	%0	304,372	100%	758,569	100%
Total Surplus (Deficit)	3,136		65,402		18,637		71,394	·	815,469		(122,238)	
Total All Expenses	8,907,489		8,666,905		8,540,297		8,241,098		7,147,064		8,085,112	

EXHIBIT E

INSURANCE COVERAGE PRE-1977

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en Church / E	· 12 @ 8/1/60	12 @ 0/11/61	42 @ B/14/B1	12@ 8/11/62	12 @ 8/11/62	12 (0, 6/11/83	36 @ 15/10/65	12 @ 23/1/60	12回 23/11/61	12 @ 23/1/161	12 色 24 18 185	35 @ 24/BITS	36 @ 24/8/69	36 @ 24/8/75	36 @ 9/6/75	12 @ 19/5/62	12 @ 19/5/62	亿 @ 18/4/60 ·	. 12 @ 19/46년	18/4/62 - 1/5/62	36 @ 267/66	38 @ 267769	12 @ 24/4/62	12 @ 2414162	12 回 24/463	12 @ 24/4/60	36 @ 67776	12 @ 5/11/61
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CH 429441	CH 43817B		WA 510176	CH 601168	CH 601467	NM 419145	NM 420524	CH 422591	픕	ij	CH 424431	CH 430187	CH 430187	CH 436323	WA 510128	CH 601326	NM 420445	CH 422531	CH 422502	CH 423383		CH 424273	CH 428494	CH 428873	CH 430258
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Found	Found	Found	Found	Found	Found	Found	Found	Found	Found .	Faund	Found	Found
429365	430600	434B24	436890	801178 ·	601669	603518	438752	42B241		438182	436565	500153
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36 @ 22/1/69	35 @ 23 <i>1516</i> 9 .	12 @ 17/9/69	12 @ 17/2/70	38 @ 22/1 <i>0</i> .5	35 @ 23/ <i>5</i> 075	36 @ 22/4/76	12@17 <i>190</i> 71	36 @ 26BT71	36 9 1011/72	36~221/172	· 36 @2315/72	12 @ 1719/1Z
The Bishap of Wilmingian	The Blahap of Wilmington	The Bishop of Wilminglon	The Bishop of Wilmington	The Bishop of Wilmington	The Bishop of Wilmington	The Bishop of Wilminglan	The Bishop of Wilminglan	The Osh'op o <i>l</i> Wilminglan	The Bishop of Wilmington	The Bishop of Wiminglon	The Bishop of Wilmingian	The Bishop of Wilmington
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WD Church Property Slips

Slip No. Insured	State	· Coverage	USO Limit	Period
710022 Church of the Holy Spirit, Newcastle	ÞE	Instillullonal Property / CGL	1.025m	36 m 08)09/74
CH503383 Church of the immaculate Heart of Mary, Wilmington	DĘ	Institutional Property / CGL	CGL 100K	36 m 26/03/73
CH43555 The Most Reverend Bishop of Wilmington / Our Lady of Courdes	. DE	InsUluBonal Property / CGL	CGL 100k	20/05/73, 36 m 23/05/69
CHGO1569: The Most Reversing Bishop of Wilmington / Our Lady of Louides	DE	Inalliutional Property / CGL	cäLjoõk	36m
CH6Q366D.Ene.Woolldeyorendelidegat.Wijningsbn/Stlagner	DE	កើនប៉ែប៉ូចិត្តកង្វ Pröperty/CGL	c'GL'100k	23/05/72 36m 15/06/73
CH600191 The Most Reverend Bishop of Wilmington / St Mallhews	DÉ	Institutional Proporty / CGL	CGF100K	36 m
(TATO) ZENTINE MONTEVERNUO STOP OF WITHIN TOTAL SI MANTEY	DE	Institutional Property/ CGL	CGL 100k	28/09/71 36 m 26/09/74.
7,10012. The Most Reverend Bishop of Wilmington / St Michaels	면	Institutional Proporty i CGL	CGL 100k	38m 17/09/74
: CHSO,1325 T.he,Most Reverend Archbishop of Wilipington / St Peler, St Coltridate	DĘ	Institutional Property / CGL	CGL-25k	17/05/74 38 m 12/02/72
TECH 42 EA 93 SI E OTTU HOS THE HOLD TO	DE.	EGL.	700k	12.m 16/03/65
EH600178' St Hedwigs RC Church; Wilmington	Đ€	Institutional Property:/ CGL	CGL 100k	35 m 21/06/71
CH 430នីវ៉ង់ St.Josephs on the Brandywine Heiny Clay	DE	inalilubonal Property ' (NoCGL);	.BÖ4k	12.m 15/03/88.
7 10024 - SI Mary of the Assumption; Hochessin	οÉ	ปกรโปบซัอกิฮโ Property / CGL	769k,	36 m 01/09/74
Cl:14Z4306 Si Pouj's RC Churdi, Deloware	DE	Excess Public Liability	10k·	12 m 16/01/63
:CH\$04570 StPelers, Newcostle	DE	lក្នុនពីឃុំចែកនៅ Properly/TCGL	CGL 100k	36 <i>m</i> 1508/74

EXHIBIT F

INSURANCE COVERAGE 1977-1994

DIOCESE OF WILMINGTON INSURANCE POLÏCIES 1977-94

<u>Insurer</u>	Policy Number	Policy Period	Type of Coverage	Limits of Coverage
Certain Underwriters at Lloyd's, London	510984WA	7/1/77-7/1/80	Comprehensive General Liability (CGL)	\$500,000/occurrence & annual aggregate
Adriatic ·	EL-1971 -	7/1/77-7/1/78	Excess Liability	\$500,000 Combined Single Limit (CSL) ¹ Excess of \$500,000
CNA	85-01-13	7/1/79-7/1/80 :	Excess Liability	\$500,000 CSL ² Excess of \$500,000
Fireman's Fund	XLB-1420608	1/17/80-7/1/80	Excess Liability	\$3,000,000 Excess of \$1,000,000
Certain Underwriters at Lloyd's, London	511918WA	7/1/80-7/1/83	CGL	\$500,000/occurrence & annual aggregate
Mission ³	M877302	7/1/82-7/1/83	Umbrella Liability	\$10,000,000 Excess of \$500,000
Certain Underwriters at Lloyd's, London	512892WA	7/1/83-7/1/86	CGL	\$500,000/occurrence & annual aggregate
Mission National ⁴	MN027210	· 7/1/83-7/1/84 ·	Umbrella Liability	\$10,000,000 Excess of \$500,000
Mission National	MN027652	7/1/84-7/1/85	Umbrella Liability	\$10,000,000 Excess of \$500,000
Fireman's Fund	XLX-1686515	7/1/84-7/1/85	Excess Liability	\$5,000,000 Excess of \$10,000,000
Granite State	6485-0429	6/30/85-6/30/86	Umbrella Liability	\$10,000,000 Excess of \$500,000

With respect to all of the umbrella, umbrella excess, and excess liability policies, there may be a dispute regarding whether the stated Limits of Coverage incorporate aggregate limits for Personal Injury Tort Claims.

This policy has not yet been located.

Insurer is insolvent

⁴ Insurer is insolvent.

Fireman's Fund	XLX-1750591	7/1/85-7/1/86	Excess Liability	\$5,000,000 Excess of \$10,000,000	
Certain Underwriters at Lloyd's, London	513849WA	7/1/86-7/1/89 ·	CGL	\$500,000/occurrence & annual aggregate	
Insurance Company of the State of Pennsylvania (ICSOF	UML 41 86-4041 P)	6/30/86-6/1/87	Umbrella Liability	\$5,000,000 CSL Excess of \$500,000	
First State	EU-001642	7/22/86-6/30/87	Excess Umbrella Liability	\$2,500,000 Excess of \$5,000,000	
ICSOP	4486-9146	8/8/86-6/30/87	Excess Umbrella Liability	\$2,500,000 Excess of \$8,000,000	
ICSOP .	UML 4187-4659	6/30/87-6/30/88	Umbrella Liability	\$5,000,000 CSL Excess of \$500,000	
First State	EU-004550	6/30/87-6/30/88	Excess Umbrella Liability	\$5,000,000 Excess of \$5,000,000	
ICSOP	UML 4188-4934	7/1/88-7/1/89	Umbrella Liability	\$5,000,000 CSL Excess of \$500,000	
First State	EU-004610	7/1/88-7/1/89	Excess Umbrella Liability	\$5,000,000 Excess of \$5,000,000	
ICSOP	4488-1278	8/4/88-7/1/89	Excess Umbrella Liability	\$5,000,000 Excess of \$10,000,000	
Transamerica	XLX-1317687 ⁵	7/1/88-7/1/89	Excess Liability	\$5,000,000 Excess of \$15,000,000	
Certain Underwriters at Lloyd's, London	515347WA	7/1/89-7/1/92	CGL	\$500,000/occurrence & annual aggregate	
ICSOP	UML 4189-5601	7/1/89-7/1/90	Umbrella Liability	\$5,000,000 Excess of \$500,000	
First State	FL-0000435	7/1/89-7/1/90	Excess Liability	\$10,000,000 Excess of \$5,000,000	
Transamerica	XLX-1318666	7/1/89-7/1/90	Excess Liability	\$5,000,000	

⁵ This policy has not yet been located.

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				Excess of \$15,000,000
National Casualty	UM011250	7/1/90-7/1/91	Umbrella Liability	\$5,000,000 Excess of \$500,000
First State	FL 0000495	7/1/90-7/1/91 ·	Excess Liability	\$10,000,000 Excess of \$5,000,000
Transamerica	XLX-2709526 ⁶	7/1/90-7/1/91	Excess Liability	\$5,000,000 Excess of \$15,000,000
·National Casualty	UM011250	7/1/91-7/1/92	Umbrella Liability	\$5,000,000 Excess of \$500,000
First State	FL 0002651	7/1/91-7/1/92	Excess Liability	\$10,000,000 Excess of \$5,000,000
Transamerica	XLX-2710656	7/1/91-7/1/92	Excess Liability	\$5,000,000 Excess of \$15,000,000
Certain Underwriters at Lloyd's, London	517274WA	7/1/92-7/1/95	CGL	\$500,000/occurrence & annual aggregate
National Casualty	UM009866	7/1/92-7/1/93	Umbrella Liability	\$5,000,000 Excess of \$500,000
First State	FL 0002698	7/1/92-7/1/93	Excess Liability	\$10,000,000 Excess of \$5,000,000
Transamerica	XLX-2711809	7/1/92-7/1/93	Excess Liability	\$5,000,000 Excess of \$15,000,000
National Casualty	UM0020811	7/1/93-7/1/94	Umbrella Liability	\$5,000,000 Excess of \$500,000
Nutmeg	YA 0000130	7/1/93-7/1/94	Excess Liability	\$10,000,000 Excess of \$5,000,000
Transamerica	XLX-2711809	7/1/93-7/1/94	Excess Liability	\$5,000,000 Excess of \$15,000,000

⁶ This policy has not yet been located.

EXHIBIT G

CLAIMS-MADE INSURANCE COVERAGE 2007-2009

DIOCESE OF WILMINGTON INSURANCE POLICIES Claims-Made Coverage 2007-2009

<u>Insurer</u>	Policy Number	Policy Period	Type of Coverage	Limits of Coverage
Certain Underwriters at Lloyd's, London	B0901/LU0737828	7/1/07-7/1/08	Sexual Misconduct Liability	\$1,000,000/claim (incl. Defense Costs)
Certain Underwriters at Lloyd's, London	180/F080128	7/1/08-7/1/09	Sexual Misconduct Liability	\$1,000,000/claim (incl. Defense Costs)
Certain Underwriters at Lloyd's, London	180/F090128	7/1/09-7/1/10	Sexual Misconduct Liability	\$1,000,000/claim (incl. Defense Costs)
		·	Employee Benefits Administration and Fiduciary Liability	\$1,000,000/claim (incl. Defense Costs)

EXHIBIT H

DISPUTED NON-DEBTOR PIA FUNDS (Balances as of February 28, 2011)

Sub-Fund #	Amount (\$)	Non-Debtor Pooled Investor
F0550	1,511,543.28	St. Thomas the Apostle Roman Catholic Church
F0560, F0565, F0570	596,455.49	Corpus Christi Roman Catholic Church
F0592	141,956.96	St. Francis de Sales Roman Catholic Church
F0600	524.98	Holy Rosary Roman Catholic Church
F0620	3,544.24	Mullery Memorial Scholarship Trust
F0640	379,091.80	Our Lady of Lourdes Roman Catholic Church
F0655	111,176.13	St. Mary Refuge of Sinners Roman Catholic Church
F0660	46,303.92	Holy Cross Roman Catholic Church
F0545, F0670, F1080, F1090	517,053.44	Cathedral of St. Peter Roman Catholic Church
F0680, F0690	115,213.67	Holy Family Roman Catholic Church
F0700	113,241.43	St. Polycarp Roman Catholic Church
F0710	13,134.71	St. Paul Roman Catholic Church
F1230, F1240	102,236.75	St. Benedict Roman Catholic Church
F1250	4,989.62	St. Luke/St. Andrew Roman Catholic Church
F1260	144,270.74	St. Edmond Roman Catholic Church
F1270, F1280	324,043.38	St. John the Beloved Roman Catholic Church

Sub-Fund #	Amount (\$)	Non-Debtor Pooled Investor
F0720, F0745, F0750, F0760	48,392,199.15	Catholic Diocese Foundation
F0770, F0775, F0780, F0790, F0870	2,489,162.08	Catholic Charities, Inc.
F0800, F0810	3,899,678.22	Seton Villa, Inc.
F0820	4,005,550.85	Siena Hall, Inc.
F0830	4,846,888.48	Children's Home, Inc.
F0840, F0842, F0843, F0844, F0845, F0846, F0847, F0848, F0849, F0850, F0860	8,284,156.00	Catholic Cemeteries, Inc.
F0880, F0890, F0891, F0892, F0900, F1130, F1140, F1150, F1160, F1170, F1180, F1190, F1200	7,806,004.22	Diocese of Wilmington Schools, Inc.

TOTAL	84,238,228.25	
F0930	128,280.97	Society for the Propagation of the Faith
F0910, F0920	261,527.74	Catholic Youth Organization, Inc.
Sub-Fund #	Amount (\$)	Non-Debtor Pooled Investor

EXHIBIT I

NON-DEBTOR CATHOLIC ENTITY PLEDGES TOWARD CONSUMMATION OF SETTLEMENT PLAN

Non-Debtor Catholic Entity	Cash and/or Investments (\$)	Real Property(\$) ¹
Catholic Diocese Foundation	47,070,858	6,343,000
Catholic Charities, Inc.	-	-
DOW Schools, Inc.	-	-
Catholic Cemeteries, Inc.	3,393,007	-
Catholic Ministry to the Elderly, Inc.	-	-
Catholic Press of Wilmington, Inc.	-	
Catholic Youth Organization, Inc.	-	-
Seton Villa, Inc.	2,170,434	-
Children's Home, Inc.	1,500,000	1,600,000
Siena Hall, Inc.	1,500,000	-
Cathedral of St. Peter Roman Catholic Church	-	-
Christ Our King Roman Catholic Church	-	-
Corpus Christi Roman Catholic Church	250,000	-
Good Shepherd Roman Catholic Church	-	-
Holy Child Roman Catholic Church	-	-
Holy Cross Roman Catholic Church	-	-
Holy Family Roman Catholic Church	-	-
Holy Name of Jesus Roman Catholic Church	-	-
Holy Rosary Roman Catholic Church	-	-
Holy Spirit Roman Catholic Church	_	-
Immaculate Conception Roman Catholic Church (Elkton)	_	-
Immaculate Conception Roman Catholic Church (Marydel)	-	_
Immaculate Heart of Mary Roman Catholic Church	200,000	-
Our Lady of Fatima Roman Catholic Church	-	-
Our Lady of Good Counsel Roman Catholic Church	-	-

 $^{^{1}\,}$ Reflects appraised value as of September 2010.

Non-Debtor Catholic Entity	Cash and/or Investments (\$)	Real Property(\$) ¹
Our Lady of Lourdes Roman Catholic Church	-	-
Our Mother of Sorrows Roman Catholic Church		
Parish of The Resurrection Roman Catholic Church	-	-
Sacred Heart Roman Catholic Church	-	-
St. Andrew Roman Catholic Church		-
St. Ann Roman Catholic Church (Bethany Beach)	_	_
St. Ann Roman Catholic Church (Wilmington)	-	-
St. Anthony of Padua Roman Catholic Church		-
St. Benedict Roman Catholic Church	-	_
St. Catherine of Siena Roman Catholic Church	-	-
St. Christopher Roman Catholic Church	-	-
St. Dennis Roman Catholic Church	-	-
St. Edmond Roman Catholic Church	200,000	-
St. Elizabeth Roman Catholic Church	300,000	-
St. Elizabeth Ann Seton Roman Catholic Church	-	-
St. Francis de Sales Roman Catholic Church	-	-
St. Hedwig Roman Catholic Church	-	-
St. Helena Roman Catholic Church	-	-
St. John Neumann Roman Catholic Church	-	
St. John the Apostle Roman Catholic Church	-	-
St. John the Baptist – Holy Angels Roman Catholic Church	-	-
St. John the Beloved Roman Catholic Church	500,000	-
St. Joseph Roman Catholic Church (Middletown)	-	_
St. Joseph Roman Catholic Church (Wilmington)	-	
St. Joseph on the Brandywine Roman Catholic Church	150,000	
St. Jude the Apostle Roman Catholic Church	-	****
St. Luke Roman Catholic Church	-	
St. Margaret of Scotland Roman Catholic Church	-	_
St. Mary of the Assumption Roman Catholic Church	-	-
St. Mary of the Immaculate Conception Roman Catholic Church	-	-

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Non-Debtor Catholic Entity	Cash and/or Investments (\$)	Real Property(\$) ¹
St. Mary Magdalen Roman Catholic Church	-	-
St. Mary Refuge of Sinners Roman Catholic Church	-	
St. Mary Star of the Sea Roman Catholic Church	-	***
St. Matthew Roman Catholic Church	***	-
St. Michael the Archangel Roman Catholic Church	_	-
St. Patrick Roman Catholic Church	-	-
St. Paul Roman Catholic Church (Delaware City)	-	•••
St. Paul Roman Catholic Church (Wilmington)	-	-
Ss. Peter and Paul Roman Catholic Church	-	-
St. Peter the Apostle Roman Catholic Church	100,000	-
St. Polycarp Roman Catholic Church	-	•••
St. Thomas the Apostle Roman Catholic Church	500,000	-
TOTAL	57,834,299	7,943,000