

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
In re: :
 : **Chapter 11**
O-CEDAR HOLDINGS, INC., et al.,¹ :
 : **Case No. 03-12667 (PJW)**
 : **Jointly Administered**
 :
 : **Debtors.** : **Objection Deadline: March 4, 2004 @ 4:00 p.m.**
 : **Hearing Date: March 11, 2004 @ 11:00 a.m.**
-----X

**NOTICE OF HEARING TO CONSIDER
APPROVAL OF DEBTORS' DISCLOSURE STATEMENT**

NOTICE IS HEREBY GIVEN as follows:

1. On February 6, 2004, O-Cedar Holdings, Inc. and O-Cedar Brands, Inc. (collectively, the "Debtors") filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") a proposed joint chapter 11 plan of liquidation (the "Plan") and a proposed disclosure statement (the "Disclosure Statement") pursuant to sections 1125 and 1126(b) of the United States Bankruptcy Code. Copies of the Plan and the Disclosure Statement are on file with the Clerk of the Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801 and may be reviewed on business days from 8:00 a.m. to 3:00 p.m.

2. A hearing to consider approval of the Disclosure Statement and any objections or proposed amendments or modifications thereto will be held before the Honorable Peter J. Walsh, United States Bankruptcy Judge of the United States Bankruptcy Court for the District of Delaware, 824 Market Street – Sixth Floor, Wilmington, Delaware 19801 on March 11, 2004 at 11:00 a.m. (Eastern Time), or as soon thereafter as counsel may be heard (the "Disclosure Statement Hearing"). The Disclosure Statement Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Disclosure Statement Hearing or at an adjourned Disclosure Statement Hearing.

3. Any objections or proposed modifications or amendments to the Disclosure Statement shall be in writing, shall set forth the name of the objectant, the nature and amount of any claims or interests held by the objectant against the Debtors, and the basis for the objection and the specific grounds therefor and shall be filed with the Bankruptcy Court at the address specified in paragraph 1 of this Notice, together with proof of service thereof, and served upon the following persons so as to be received on or before March 4, 2004, at 4:00 p.m. (Eastern Time): (i) Attorneys for the Debtors, Richards, Layton, & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn: John H. Knight, Esq. and Michael J. Merchant, Esq.; (ii) O-Cedar Brands, Inc., 1000 Titus Road, Springfield, Ohio 45502, Attn: Mark L. Carr; (iii) Co-Attorneys for the Creditors' Committee, Testa, Hurwitz & Thibeault, LLP, 125 High Street, Boston, Massachusetts 02110, Attn: Kevin T. Lamb, Esq.; (iv) Co-Attorneys for the Creditors' Committee, Adelman Lavine Gold and Levin, P.C., 1900 Two Penn Center Plaza, Philadelphia, Pennsylvania 19102-1799, Attn: Leon R. Barson, Esq.; (v) Co-Attorneys for the Prepetition Lenders, Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, New York 10178-0060, Attn: Leonard Klingbaum, Esq.; (vi) Co-Attorneys for the Prepetition Lenders, Duane Morris LLP, 744 Broad Street, Suite 1200, Newark, New Jersey 07012, Attn: William S. Katchen, Esq.; and (vii) Office of the United States Trustee, 844 King Street, Suite 2313, Wilmington, Delaware 19801-3519, Attn: David L. Buchbinder, Esq.

Dated: February 6, 2004
Wilmington, Delaware

RICHARDS, LAYTON, & FINGER, P.A.
One Rodney Square
P.O. Box 551
Wilmington, Delaware 19801
(302) 651-7700 (telephone)
(302) 651-7701 (fax)

¹ The Debtors are the following two entities: O-Cedar Holdings, Inc. and O-Cedar Brands, Inc.