

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

In re:

AAC HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11648 (JTD)

(Jointly Administered)

SOLICITATION AND VOTING PROCEDURES

PLEASE TAKE NOTICE THAT on September 1, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Disclosure Statement Order”): (a) authorizing AAC Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) to solicit votes on the *Amended Joint Chapter 11 Plan of Reorganization of AAC Holdings Inc. and its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Amended Disclosure Statement for the Amended Joint Chapter 11 Plan of Reorganization of AAC Holdings, Inc.* and its Debtor Affiliates (as approved by the Disclosure Statement Order, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Recovery First of Florida, LLC (3005); Fitrx, LLC (5410); Oxford Treatment Center, LLC (7853); Oxford Outpatient Center, LLC (0237); Concorde Treatment Center, LLC (6483); New Jersey Addiction Treatment Center, LLC (7108); ABTTC, LLC (7601); Laguna Treatment Hospital, LLC (0830); AAC Las Vegas Outpatient Center, LLC (5381); Greenhouse Treatment Center, LLC (4402); AAC Dallas Outpatient Center, LLC (6827); Forterus Health Care Services, Inc. (4758); Solutions Treatment Center, LLC (8175); San Diego Addiction Treatment Center, Inc. (1719); River Oaks Treatment Center, LLC (0640); Singer Island Recovery Center LLC (3015); B&B Holdings Intl LLC (8549); The Academy Real Estate, LLC (9789); BHR Oxford Real Estate, LLC (0023); Concorde Real Estate, LLC (7890); BHR Greenhouse Real Estate, LLC (4295); BHR Ringwood Real Estate, LLC (0565); BHR Aliso Viejo Real Estate, LLC (2910); Behavioral Healthcare Realty, LLC (2055); Clinical Revenue Management Services, LLC (8103); Recovery Brands, LLC (8920); Referral Solutions Group, LLC (7817); Taj Media LLC (7047); Sober Media Group, LLC (4655); American Addiction Centers, Inc. (3320); Tower Hill Realty, Inc. (0039); Lincoln Catharine Realty Corporation (5998); AdCare Rhode Island, Inc. (2188); Green Hill Realty Corporation (4951); AdCare Hospital of Worcester, Inc. (3042); Diversified Healthcare Strategies, Inc. (3809); AdCare Criminal Justice Services, Inc. (1653); AdCare, Inc. (7005); Sagenex Diagnostics Laboratory, LLC (7900); RI - Clinical Services, LLC (6291); Addiction Labs of America, LLC (1133); AAC Healthcare Network, Inc. (0677); AAC Holdings, Inc. (6142); San Diego Professional Group, P.C. (9334). Grand Prairie Professional Group, P.A. (2102); Palm Beach Professional Group, Professional Corporation (7608); Pontchartrain Medical Group, A Professional Corporation (1271); Oxford Professional Group, P.C. (8234); and Las Vegas Professional Group - Calarco, P.C. (5901). The location of the Debtors’ corporate headquarters is 200 Powell Place, Brentwood, TN 37027.

² Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Plan or the Disclosure Statement Order.

A. The Voting Record Date

The Court has established **August 26, 2020**, as the record date for purposes of determining which Holders of Claims in Class 3, 4, and 5 are entitled to vote on the Plan (the “Voting Record Date”).

B. The Voting/Opt-Out Deadline

The Court has established **October 1, 2020, at 4:00 P.M. prevailing Eastern Time** as the deadline for Holders of Claims (other than Holders of Subordinated Claims) to submit Ballots and/or Opt-Out Forms (the “Voting/Opt-Out Deadline”).

To be counted as votes to accept or reject the Plan, all Class 3 ballots (the “Class 3 Ballots”), Class 4 ballots (the “Class 4 Ballots”), and Class 5 ballots (the “Class 5 Ballots,” collectively, with the Class 3 Ballots and the Class 4 Ballots, the “Ballots”) must be properly executed, completed, and delivered by: (1) first class mail; (2) overnight courier; (3) personal delivery; or (4) electronic mail (in PDF or other standard format), so that they are *actually received*, in any case, no later than the Voting/Opt-Out Deadline by Donlin, Recano & Company, Inc. (the “Notice and Claims Agent”). All Ballots should be sent to: (1) if by mail, Donlin, Recano & Company, Inc., Re: AAC Holdings, Inc., *et al.*, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219; (2) if by hand delivery or overnight courier, Donlin, Recano & Company, Inc., Re: AAC Holdings, Inc., *et al.*, 6201 15th Avenue, Brooklyn, New York 11219; or (3) if via electronic mail, DRCVotes@DonlinRecano.com.³ Delivery of a Ballot to the Notice and Claims Agent by facsimile shall not be valid.

To the extent the Holder of a Claim or Interest is entitled to opt out of the Third Party Release set forth in Article X.F of the Plan, to be counted as a Holder of a Claim deemed to have opted out of the Third Party Release, such Holder must properly execute, complete, and deliver (by (1) first class mail, (2) overnight courier, (3) personal delivery, or (4) electronic mail (in PDF or other standard format)), so that it is *actually received*, in any case, no later than the Voting/Opt-Out Deadline (as to Holders of Claims other than Subordinated Claims) by the Notice and Claims Agent, an Opt-Out Form. All Opt-Out Forms should be sent to: (1) if by mail, Donlin, Recano & Company, Inc., Re: AAC Holdings, Inc., *et al.*, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219; (2) if by hand delivery or overnight courier, Donlin, Recano & Company, Inc., Re: AAC Holdings, Inc., *et al.*, 6201 15th Avenue, Brooklyn, New York 11219; or (3) if via electronic mail, DRCVotes@DonlinRecano.com.⁴ Delivery of an Opt-Out Form to the Notice and Claims Agent by facsimile shall not be valid.

As provided in the Disclosure Statement Order, the Debtors will file a Plan Supplement by **September 24, 2020**, which will include the following, as applicable: (a) Asset Sale

³ For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (*i.e.*, industry-standard PDF file) and the received date and time in the Notice and Claims Agent’s inbox will be used as the timestamp for receipt

⁴ For any Opt-Out Form submitted via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (*i.e.*, industry-standard PDF file) and the received date and time in the Notice and Claims Agent’s inbox will be used as the timestamp for receipt

Agreements, if any; (b) material Exit Facility Documents, if any; (c) New Organizational Documents, if any; (d) New Board Composition, if applicable; (e) New Stockholders' Agreement, if any; (f) New Warrant Agreement, if any; (g) Schedule of Rejected Executory Contracts and Unexpired Leases; (h) identity and compensation of the Plan Administrator, if any; (i) Plan Administrator Agreement, if any; and (j) projected recovery, if any, to Holders of Class 5 Claims; and (k) any and all other documentation, which shall be consistent in all material respects with the Restructuring Support Agreement and/or otherwise in form and substance acceptable to the Debtors and the Requisite Consenting Lenders, necessary to effectuate the Reorganization Transaction or that is contemplated by the Plan.

If you would like to view the Plan Supplement, you may do so by visiting the section of the Notice and Claims Agent's website that contains information specific to the Plan and Disclosure Statement at: <https://www.donlinrecano.com/Clients/aac/PlanOfReorg>. The Plan Supplement will appear at the top of the page under "Plan of Reorganization."

C. Form, Content, and Manner of Notices

1. The Solicitation Package

The following materials shall constitute the solicitation package (the "Solicitation Package"):

- a. these *Solicitation and Voting Procedures*;
- b. the Disclosure Statement (and exhibits thereto, including the Plan);
- c. the applicable form of Ballot, in substantially the form of the Ballot annexed as Schedule 2A, 2B, and 2C to the Disclosure Statement Order, as applicable;
- d. a cover letter, in substantially the form annexed as Schedule 6 to the Disclosure Statement Order, describing the contents of the Solicitation Package and urging the Holders of Claims in the Voting Classes to vote to accept the Plan;
- e. the Disclosure Statement Order (without schedules or exhibits); and
- f. the *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan, Including Approval of the Sale Contemplated by the Bidding Procedures, Filed by the Debtors and Related Voting and Objection Procedures*, in substantially the form annexed as Schedule 7 to the Disclosure Statement Order (the "Sale/Confirmation Hearing Notice").

2. Distribution of the Solicitation Package

The Solicitation Package shall provide the Plan, the Disclosure Statement and the Disclosure Statement Order (without exhibits) in electronic format (CD-ROM or flash drive). Any party that received Solicitation Package materials in electronic format and desires paper

copies, or needs to obtain additional Solicitation Packages, may obtain them (at the Debtors' expense) by (i) calling the Notice and Claims Agent at 877-476-4387 (toll free); (ii) visiting the Debtors' restructuring website at: <https://www.donlinrecano.com/Clients/aac/Index>; and/or (iii) writing to the Notice and Claims Agent at Donlin Recano & Company, Inc. Re: AAC Holdings, Inc., *et al.*, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

The Debtors will provide complete Solicitation Packages (excluding the Ballots) to the United States Trustee for the District of Delaware, the Securities and Exchange Commission, counsel to the Committee, counsel to the ad hoc committee of certain Senior Lenders and Junior Lenders and the DIP Lenders, counsel to the Prepetition Agents and to all parties required to be notified under Bankruptcy Rule 2002 and Bankruptcy Local Rule 2002-1 (the "2002 List") as of the Voting Record Date. In addition, the Debtors shall mail, or cause to be mailed, the Solicitation Package to all Holders of Claims in the Voting Classes on or before **September 3, 2020**, who are entitled to vote, as described in section D below.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

3. **Resolution of Disputed Claims for Voting Purposes; Resolution Event**

- a. Absent a further order of the Court or a Resolution Event (as defined herein) to the contrary, the Holder of a Claim in a Voting Class that is the subject of a pending objection on a "reduce and allow" basis filed on or before September 17, 2020 shall be entitled to vote such Claim in the reduced amount contained in such objection. The Debtors shall cause the applicable Holder to be served with a Notice of Voting Status with Respect to Disputed Claims substantially in the form annexed as Schedule 5 to the Disclosure Statement Order (which notice shall be served with such objection).
- b. Absent a further order of the Court or a Resolution Event to the contrary, the Holder of a Claim that is the subject of a pending objection to reclassify the Claim into a Voting Class filed on or before September 17, 2020 shall be entitled to vote such Claim in such Voting Class and, to the extent the objection also seeks to "reduce and allow" the Claim, shall be entitled to vote such Claim in the reduced amount contained in such objection. The Debtors shall cause the applicable Holder to be served with a Notice of Voting Status with Respect to Disputed Claims substantially in the form annexed as Schedule 5 to the Disclosure Statement Order (which notice shall be served with such objection).

- c. If a Claim in a Voting Class is subject to an objection other than (i) a “reduce and allow” objection or (ii) an objection to reclassify the Claim into a Voting Class, in each case that is filed with the Court on or prior to September 17, 2020, the applicable Holder shall not be entitled to vote to accept or reject the Plan on account of such claim unless a Resolution Event occurs at or prior to the Confirmation Hearing; provided, however, such Holder shall be entitled to opt out of the Third Party Releases by returning the Opt-Out Form in accordance with the procedures provided herein. The Debtors shall cause the applicable Holder to be served with a Notice of Voting Status with Respect to Disputed Claims substantially in the form annexed as Schedule 5 to the Disclosure Statement Order (which notice shall be served with such objection).
- d. If a Claim or Interest in a Voting Class is subject to an objection that is filed with the Court after September 17, 2020, the applicable Claim or Interest shall be deemed temporarily allowed for voting purposes only in its filed amount without further action by the Holder of such Claim or Interest and without further order of the Court, unless the Court orders otherwise.
- e. A “Resolution Event” means the occurrence of one or more of the following events:
 - i. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
 - ii. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
 - iii. a stipulation or other agreement is executed between the Holder of such Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or
 - iv. the pending objection is voluntarily withdrawn by the objecting party.

4. **Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan**

Certain Holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will receive only the Non-Voting Status Notice for Unimpaired Claims Conclusively Presumed to Accept the Plan, substantially in the form attached as Schedule 3 to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Certain Holders of Claims and Interests who are not entitled to vote because they are deemed to reject the Plan under

section 1126(g) of the Bankruptcy Code will receive the Non-Voting Status Notice to Holders of Impaired Claims and Equity Interests Deemed to Reject the Plan, substantially in the form annexed as Schedule 4 to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). In addition, Holders of Claims and Interests in the classes deemed to reject the Plan will also receive the Disclosure Statement (together with the Plan attached as Exhibit A thereto).

5. **Notices to Executory Contract and Unexpired Lease Counterparties**

Counterparties to Executory Contracts and Unexpired Leases that receive a Cure Notice, substantially in the form attached as Schedule 8 to the Disclosure Statement Order, may file an objection to the Debtors' proposed assumption (and assignment if applicable) and Cure Cost, as applicable. Such objections must be filed with the Court (contemporaneously with a proof of service) upon the applicable notice parties (as set forth in the Cure Notice), so as to be ***actually received*** by **October 1, 2020, at 4:00 P.M.** prevailing Eastern Time.

In the event of an Asset Sale, counterparties to Executory Contracts and Unexpired Leases that receive an Adequate Assurance Information Notice, substantially in the form attached as Schedule 9 to the Disclosure Statement Order, may file an objection to adequate assurance of future performance by a Buyer. Such objections must be filed with the Court (contemporaneously with a proof of service) upon the applicable notice parties (as set forth in the Adequate Assurance Information Notice), so as to be ***actually received*** by **October 1, 2020, at 4:00 P.M.** prevailing Eastern Time.

D. Voting and Tabulation Procedures

1. **Holders of Claims Entitled to Vote**

Only the following Holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

- a. Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection filed with the Court at least seven days prior to the Voting/Opt-Out Deadline, pending a Resolution Event as provided herein shall receive a Solicitation Package and be entitled to vote such Claim;
- b. Holders of Claims that are listed in the Schedules; *provided* that such Claims are not scheduled as contingent, unliquidated, or disputed and/or have not been paid in full or superseded by a timely Filed Proof of Claim;
- c. Holders whose Claims arise (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Court, (ii) in an order entered by the Court, or (iii) in a document executed by the Debtors

pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed;

- d. Holders of any Disputed Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018; and
- e. the assignee of any Claim that was transferred on or before the Voting Record Date by any Person described in subparagraphs (a) through (d) above; *provided* that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

2. **Establishing Claim Amounts for Voting Purposes.**

Class 3 Claims. The amount of Class 3 Claims for voting purposes only will be established based on the amount of the applicable positions held by such Class 3 Claim Holder, as applicable, as of the Voting Record Date, as evidenced by the list of record holders provided by the Senior Lien Agent in electronic Microsoft Excel format (or similar format) to the Debtors or the Notice and Claims Agent no later than one (1) business day following the Voting Record Date. For voting purposes, each Class 3 Claim shall be deemed a separate claim in each Sub-Class of Class 3 in the amount determined by the preceding sentence.

Class 4 Claims. The amount of Class 4 Claims for voting purposes only will be established based on the amount of the applicable positions held by such Class 4 Claim Holder, as applicable, as of the Voting Record Date, as evidenced by the list of record holders provided by the Junior Lien Agent in electronic Microsoft Excel format (or similar format) to the Debtors or the Notice and Claims Agent no later than one (1) business day following the Voting Record Date. For voting purposes, each Class 4 Claim shall be deemed a separate claim in each Sub-Class of Class 4 in the amount determined by the preceding sentence.

Class 5 Claims. The amount of Class 5 Claims (including each Sub-Class within Class 5) for voting purposes only will be established based on the amount of the applicable positions held by such Class 5 Claim Holder as of the Voting Record Date, as evidenced by (a) the Schedules and (b) the claims register maintained in these chapter 11 cases. Proofs of Claim filed for \$0.00 are not entitled to vote.

If a timely filed Proof of Claim is amended, the last filed claim shall be subject to these rules and will supersede any earlier filed claim, and any earlier filed claim will be disallowed for voting purposes. Except as otherwise ordered by the Court, any amendments to Proofs of Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

Filed and Scheduled Claims. The Claim amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:

- i. the Claim amount (1) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (2) set forth in an

order of the Court, or (3) set forth in a document executed by the Debtors pursuant to authority granted by the Court;

- ii. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under section C.3.d. of these Solicitation and Voting Procedures;
- iii. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Bar Date (or deemed timely filed by the Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; *provided, however*, that any Ballot cast by a Holder of a Claim who timely files a Proof of Claim in respect of (1) a contingent Claim or a Claim in a wholly-unliquidated or unknown amount (based on a reasonable review by the Debtors and/or the Notice and Claims Agent) that is not the subject of an objection by September 17, 2020 will count toward satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as a Ballot for a Claim in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and (2) a partially liquidated and partially unliquidated Claim, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided further, however*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount (A) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (B) set forth in an order of the Court, or (C) set forth in a document executed by the Debtors pursuant to authority granted by the Court, such Claim amount shall supersede the Claim amount set forth on the respective Proof of Claim for voting purposes;
- iv. the Claim amount listed in the Schedules (to the extent such Claim is not superseded by a timely filed Proof of Claim); *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid in full; and
- v. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

3. **Voting and Ballot Tabulation Procedures.**

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Bankruptcy Local Rules:

- a. except as otherwise provided in these Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting/Opt-Out Deadline (as the same may be extended by the Debtors), the Debtors, in their sole discretion, shall be entitled to reject such Ballot as invalid and, therefore, not count it in connection with Confirmation of the Plan, unless otherwise ordered by the Court;
- b. the Debtors will file with the Court by no later than October 9, 2020, at 4:00 P.M., prevailing Eastern Time, a voting report (the “Voting Report”). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures, or lacking necessary information, received via facsimile, or damaged (collectively, in each case, the “Irregular Ballots”). The Voting Report shall indicate the Debtors’ intentions with regard to each Irregular Ballot;
- c. the method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each Holder. Except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the properly executed Ballot;
- d. an executed Ballot is required to be submitted by the Person submitting such Ballot. Subject to the other procedures and requirements herein, completed, executed Ballots may be submitted via electronic mail, in PDF format, to the Notice and Claims Agent at DRCvotes@DonlinRecano.com. However, Ballots submitted by facsimile will not be valid;
- e. no Ballot should be sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent), the Debtors’ financial or legal advisors, and if so sent will not be counted;
- f. if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting/Opt-Out Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter’s intent and will supersede and revoke any prior received Ballot;
- g. Holders must vote all of their Claims within a particular Class or Sub-Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted;
- h. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing;

- i. the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
- j. neither the Debtors, nor any other Person, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- k. unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting/Opt-Out Deadline or such Ballots will not be counted;
- l. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim or Interest will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- m. subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections will be documented in the Voting Report and such rejection may be disputed by the affected party;
- n. if a Claim has been estimated or a Claim or Interest has otherwise been Allowed only for voting purposes by order of the Court, such Claim or Interest shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- o. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;
- p. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim or Interest; (ii) any Ballot cast by any Person that does not hold a Claim or Interest in a Voting Class; (iii) any Ballot cast for a Claim or Interest scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date; (iv) any unsigned Ballot; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Person not entitled to vote pursuant to the procedures described herein;

- q. after the Voting/Opt-Out Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors;
- r. the Debtors are authorized to enter into stipulations with the Holder of any Claim or Interest agreeing to the amount of a Claim or Interest for voting purposes;
- s. where any portion of a single Claim has been transferred to a transferee, all Holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein), and (ii) required to vote every portion of such Claim or Interest collectively to accept or reject the Plan. In the event that (i) a Ballot, (ii) a group of Ballots within a Voting Class received from a single creditor, or (iii) a group of Ballots received from the various Holders of multiple portions of a single Claim or Interest partially reject and partially accept the Plan, such Ballots shall not be counted; and
- t. for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class or Sub-Class will be aggregated and treated as if such creditor held one Claim in such Class or Sub-Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; *provided, however,* that if separate affiliated entities hold Claims in a particular Class or Sub-Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class or Sub-Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan.

E. Amendments to the Plan and Solicitation and Voting Procedures.

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan (including, for the avoidance of doubt, the Plan Supplement), Ballots, Sale/Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution; *provided* that all such modifications shall be made in accordance with the terms of the document being modified and the Plan and the RSA.