

This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.

IT IS SO ORDERED.

Dated: December 4, 2018



John E. Hoffman, Jr.
John E. Hoffman, Jr.
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)
) Chapter 11
)
ASPC Corp., f/k/a AcuSport Corporation,)
) Case No. 18-52736
)
Debtor.)
) Hon. John E. Hoffman, Jr.
)
)

ORDER (I) APPROVING SECOND AMENDED DISCLOSURE STATEMENT, (II) FIXING TIME FOR SUBMITTING ACCEPTANCES OR REJECTIONS OF AGREED FIRST AMENDED PLAN OF LIQUIDATION OF DEBTOR AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS, AND (III) SETTING HEARING ON CONFIRMATION

Following a hearing on approval of the First Amended Disclosure Statement With Respect To The Agreed Plan Of Liquidation Of Debtor And Official Committee of Unsecured Creditors [Doc. No. 418] of ASPC Corp., f/k/a AcuSport Corporation (“Debtor”), Debtor has filed its Second Amended Disclosure Statement With Respect To The First Amended Plan Of Liquidation Of Debtor And Official Committee Of Unsecured Creditors (the “Disclosure

Statement”) [Doc. No. 424] and the Agreed First Amended Plan Of Liquidation Of Debtor And Official Committee Of Unsecured Creditors [Doc. No. 422] (the “Plan”).¹

The Court, having (a) reviewed the Disclosure Statement (as amended), (b) conducted a hearing on November 30, 2018 (the “Hearing”), and (c) heard the statements, representations, and arguments of counsel for Debtor and the Official Committee of Unsecured Creditors at the Hearing, hereby FINDS as follows:

(A) Notice of the Hearing on the approval of the Disclosure Statement and related relief requested in connection therewith was just and proper and in accordance with all applicable laws and rules including, *inter alia*, Bankruptcy Rules 2002, 3016, and 3017, and the Local Bankruptcy Rules;

(B) the Ballot For Accepting Or Rejecting Agreed First Amended Plan Of Liquidation Of Debtor And Official Committee Of Unsecured Creditors (attached hereto as Exhibit A and previously filed by Debtor in substantially the same form on November 21, 2018 [Doc. No. 401] conforms substantially to Official Form 14 (the “Ballot”);

(C) approving the Disclosure Statement and the Ballot and granting the relief requested in connection therewith is in the best interests of Debtor, its Estate, and all Creditors, Holders of Claims, and other parties-in-interest; and

(D) the Disclosure Statement contains adequate information within the meaning of 11 U.S.C. § 1125(a)(1); as such, pursuant to 11 U.S.C. § 1125(b), Debtor may now solicit acceptances of the Plan.

In light of the foregoing **FINDINGS**, it is therefore **ORDERED**, and **NOTICE** is hereby given, that:

¹ Unless otherwise defined or stated in this Order, all capitalized terms used in this order shall have the meanings ascribed to them in the Disclosure Statement (as amended) and the Plan.

1. The Disclosure Statement (as amended) and Ballot are hereby approved.
2. The date on which this Order is entered is the record date (the “Voting Record Date”) for purposes of voting on the Plan. Except as otherwise provided in this Order, only Holders of record, as of the Voting Record Date, of Allowed Claims otherwise entitled to vote to accept or reject the Plan will receive a Ballot and be entitled vote on the Plan.
3. A hearing on confirmation of the Plan (the “Confirmation Hearing”) shall be held on **January 24, 2019 at 2:00 p.m. EST** in the United States Bankruptcy Court, Courtroom A, Fifth Floor, 170 N. High Street, Columbus, Ohio 43215, and, if necessary, will continue on January 25, 2019. For cause shown, the Confirmation Hearing may be continued from time to time by order made in open court without further written notice.
4. **Debtor shall transmit by mail** to all creditors, equity security holders, and other parties in interest whose votes are to be solicited, **copies of the Plan, the Disclosure Statement, this Order, and the Ballot** by the close of business on **December 7, 2018**. Debtor shall transmit the same documents, excluding the Ballot, to the United States Trustee, the Internal Revenue Service at its address set out in the register maintained with the Court, and to any other governmental entities, agencies, instrumentalities, or departments as required by Fed. R. Bankr. P. 2002(j). At least ten (10) days prior to the Confirmation Hearing Debtor shall file a certificate of service evidencing compliance with the requirements set forth in this paragraph.
5. The original **ballot** accepting or rejecting the Plan must be mailed to Donlin, Recano & Company, Inc., if by first class mail, to PO Box 192016, Blythebourne Station, Brooklyn, New York 11219, and if by hand delivery or overnight mail, to 6201 15th Avenue, Brooklyn, New York 11219, by the holder of each claim or interest so as to be received by counsel on or before **5:00 p.m. EST on January 9, 2019** (the “Voting Deadline”). Ballots

received after the Voting Deadline shall not be counted. **Ballots shall not be filed with the Court.**

6. For voting purposes, Claim amounts (and Claim Holders' entitlement to vote) shall be determined according to the following methodology and hierarchy:

(a) With respect to claim amounts that are: (i) settled and/or agreed upon by Debtor, as reflected in a filing with the Court; (ii) set forth in an order of the Court; or (iii) set forth in a document executed by Debtor pursuant to authority granted by the Court, such Holders of Claims shall be entitled to vote to the extent of the Claim amounts set forth in any of the foregoing manners;

(b) With respect to timely filed proofs of Claim, such Holders of Claims shall be entitled to vote to the extent of the Claim amounts set forth in such proofs of Claims. To the extent a proof of Claim is timely filed as contingent, unliquidated or disputed, the Claim amount for voting purposes shall be \$1.00;

(c) With respect to untimely proofs of Claim, such Holders of Claims shall be entitled to vote to the extent of amounts listed in Debtor's Schedules; provided, however, that such scheduled claims are not listed as contingent, unliquidated, or disputed. To the extent such Claims are scheduled as contingent, unliquidated or disputed, the Claim amount for voting purposes shall be \$1.00;

(d) With respect to Claim amounts that are not established in the manners set forth above, such Holders of Claims shall be entitled to vote to the extent of amounts listed in Debtor's Schedules; provided, however, that such Claims are not scheduled as contingent, unliquidated, or disputed and/or have not been paid. To the extent such Claims are scheduled as contingent, unliquidated or disputed, the Claim amount for voting purposes shall be \$1.00; and

(e) With respect to filed proofs of Claim that list Claim amounts of \$0.00, such claimants shall be entitled to vote, and the Claim amount for voting purposes shall be \$1.00.

7. On or before **January 9, 2019**, any **objection to confirmation** of the Plan shall be filed with the Court, and a copy served on counsel for Debtor, the Committee, and the United States Trustee.

8. No later than **4:00 p.m. EST on January 16, 2019**, Debtor shall file a **certification and summary report** of ballots received, reflecting all votes by class, number of claims, and amount of claim.

9. If Debtor proposes to amend or modify the Plan in response to any objection, no later than **January 16, 2019**, Debtor shall file with the Court and serve on the United States Trustee and all objecting parties a **response** that specifically identifies any amendment(s) made in response to an objection. Debtor shall attach to such **response a red-lined copy of the Plan** reflecting such amendments.

10. All other responses to any timely-filed objection to confirmation of the Plan shall be filed with the Court, and served on (as applicable) the Debtor, the Committee, the United States Trustee, and all objecting parties, no later than **January 16, 2019**.

11. Any party wishing to present witnesses or other evidence in support of, or in opposition to, an objection shall, no later than **January 16, 2019**, file with the Court and serve upon the attorney for Debtor, the Committee, the United States Trustee, and any opposing party, witness and exhibit lists in the form prescribed by Local Bankruptcy Form 7016-1, Attachments A & B. Debtor need not file witness or exhibit lists if it wishes to present witnesses or other evidence in support of an uncontested Plan.

12. This Order is effective immediately.

IT IS SO ORDERED.

Copies to:

Default List

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EXHIBIT A

[FORM BALLOT]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:)	Chapter 11
)	
ASPC Corp., f/k/a AcuSport Corporation,)	Case No. 18-52736
)	
Debtor.)	Hon. John E. Hoffman, Jr.
)	

BALLOT FOR ACCEPTING OR REJECTING AGREED FIRST AMENDED PLAN OF LIQUIDATION OF DEBTOR AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS

ASPC Corp., f/k/a AcuSport Corporation, Debtor and Debtor in Possession (“*Debtor*”), has filed an *Agreed First Amended Plan of Liquidation of Debtor and Official Committee of Unsecured Creditors*, dated December 4, 2018 (the “*Plan*”) in the above-referenced bankruptcy proceeding. The Bankruptcy Court has approved the *Second Amended Disclosure Statement With Respect to the Agreed First Amended Plan of Liquidation of Debtor and Official Committee of Unsecured Creditors*, dated December 4, 2018 (the “*Disclosure Statement*”). The Disclosure Statement provides information to assist you in deciding how to vote on the Plan. A copy of the Disclosure Statement has been provided to you. You may also obtain a copy free of charge at the following website maintained by Debtor’s claims and noticing agent, Donlin, Recano & Company, Inc. (“*Claims Agent*”): www.donlinrecano.com/AcuSport.

The deadline for voting is January 9, 2019. If you wish to vote, you must complete this ballot and return the original to Debtor’s Claims Agent (address below) so as to be actually received on or before 5:00 p.m. EST, January 9, 2019. If Debtor’s Claims Agent receives your ballot after 5:00 p.m. EST on January 9, 2019, your vote will not count as either an acceptance or rejection of the Plan.

You should review the Disclosure Statement and the Plan before you vote. If you have additional questions after your review of the Disclosure Statement, you may also contact Debtor’s counsel as follows:

Bryan Cave Leighton Paisner LLP
161 N. Clark Street, Suite 4300, Chicago, Illinois 60601
Attn.: Jason J. DeJonker
Telephone: 312-602-5000
Fax: 312-698-7405
Email: jason.dejonker@bclplaw.com.

Court approval of the Disclosure Statement does not indicate Court approval of the Plan. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

The following impaired class of claims is entitled to vote under the Plan:

CLASS 3: All Allowed General Unsecured Claims.

ACCEPTANCE OR REJECTION OF THE PLAN

PLEASE CHECK THE APPROPRIATE VOTING BOX (CHECK ONLY ONE) AND COMPLETE THE OTHER REQUIRED INFORMATION BELOW.

Item 1. Class Vote.

The undersigned creditor, a holder of a Claim in Class 3 of the Plan in the unpaid principal amount of

\$ _____:¹

Accepts the Plan; or

Rejects the Plan.

Item 2. Acknowledgments.

By signing this ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed, executed, and timely returned ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted.

Creditor Name: _____

Signed: _____

By: _____

Title: _____

Address: _____

Email Address: _____

Dated: _____

Return the original of this Ballot, so as to be received on or before 5:00 p.m. EST **January 9, 2019**, to:

<u>If by First Class Mail:</u>	<u>If by Hand Delivery or Overnight Mail:</u>
<p>Donlin, Recano & Company, Inc. Re: ASPC Corp., f/k/a AcuSport Corporation Attn: Voting Department PO Box 192016 Blythebourne Station Brooklyn, NY 11219</p>	<p>Donlin, Recano & Company, Inc. Re: ASPC Corp., f/k/a AcuSport Corporation Attn: Voting Department 6201 15th Ave Brooklyn, NY 11219</p>

DO NOT SEND THIS BALLOT TO THE COURT

¹ The claim amount set forth herein is for purposes of voting on the Plan only and shall not be deemed a final allowance of such claim or a waiver of the right of any party, including Debtor, to object to such claim on any ground. The claim amount has been calculated in accordance with, and is subject to, the voting tabulation rules approved by the Bankruptcy Court.