

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TBAC WIND DOWN, LTD.,

Debtor.

Chapter 11

Case No. 16-13297 (SHL)

NOTICE TO CONTRACT AND LEASE COUNTERPARTIES

PLEASE TAKE NOTICE THAT on November 1, 2017, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) entered its *Order Approving (I) the Adequacy of the Circus’ Disclosure Statement, (II) Solicitation and Notice Procedures with Respect to Confirmation of the Circus’ Chapter 11 Plan of Liquidation, (III) the Form of Ballots and Notices in Connection Therewith, and (IV) the Scheduling of Certain Dates with Respect Thereto* [Docket No. 285] (the “**Disclosure Statement Order**”) that, among other things, (a) approved the *Disclosure Statement for the Chapter 11 Plan of Liquidation for TBAC Wind Down, Ltd.* [Docket No. 275] (as may be further amended from time to time and including all exhibits and supplements thereto, the “**Disclosure Statement**”) as containing adequate information, as required under section 1125(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), and (b) authorized the above-captioned debtor and debtor in possession (the “**Circus**”) to solicit votes with regard to the acceptance or rejection of the *Chapter 11 Plan of Liquidation for TBAC Wind Down, Ltd.* [Docket No. 274] (as may be further amended from time to time and including all exhibits and supplements thereto, the “**Plan**”).¹

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because you are a party to a contract or lease with the Circus that may be an executory contract or unexpired lease. Your rights may be affected by the Plan. If you are a party to a contract or lease with the Circus that may be an executory contract or unexpired lease, then your contract or lease might be assumed or rejected by the Circus.

YOUR STATUS AS A COUNTERPARTY TO AN EXECUTORY CONTRACT OR AN UNEXPIRED LEASE DOES NOT, IN AND OF ITSELF ENTITLE YOU TO VOTE ON THE PLAN. Accordingly, this notice and the *Notice of Hearing to Consider Confirmation of, and Deadline for Objecting to, and Voting on, the Circus’ Chapter 11 Plan of Liquidation* are being sent to you for informational purposes only.

PLEASE TAKE FURTHER NOTICE THAT under the terms of Article V of the Plan, except as otherwise provided in the Plan, each executory contract and unexpired lease to which the Circus is a party will be deemed automatically rejected as of the Effective Date, unless such executory contract or unexpired lease:

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

1. will have been previously assumed or rejected by the Circus pursuant to a Final Order of the Court;
2. is the subject of a separate motion to assume or reject under section 365 of the Bankruptcy Code pending on the Effective Date; or
3. is otherwise assumed pursuant to the terms of the Plan.

PLEASE TAKE FURTHER NOTICE THAT if you are a holder of a claim in the Voting Class as of the Voting Record Date, you will receive a Solicitation Package in accordance with the Solicitation Procedures. The Disclosure Statement, the Disclosure Statement Order, the Plan, and other documents and materials included in the Solicitation Package may be obtained at no charge from Donlin, Recano & Company, Inc., the administrative agent retained by the Circus in this chapter 11 case (the “**Administrative Agent**”) by: (a) accessing the Administrative Agent’s website at www.donlinrecano.com/bigapplecircus; (b) writing to the administrative agent, by first-class mail to Donlin, Recano & Company, Inc., P.O. Box 199043, Blythebourne Station, Brooklyn, New York 11219, Re: TBAC Wind Down, Ltd. or by hand delivery or overnight mail to Donlin, Recano & Company, Inc., 6201 15th Ave., Blythebourne Station, Brooklyn, New York 11219, Re: TBAC Wind Down, Ltd.; (c) calling the Administrative Agent at (212) 771-1128; or (d) emailing drcvote@donlinrecano.com. You may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at www.nysb.uscourts.gov.

PLEASE REVIEW THE PLAN AND THE DISCLOSURE STATEMENT FOR DETAILS REGARDING THE ASSUMPTION, ASSUMPTION AND ASSIGNMENT, AND REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES.

YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND THE PLAN’S TREATMENT OF YOUR CONTRACT OR LEASE.

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about this Notice you should contact the Administrative Agent in accordance with the instructions provided above.

Dated: November 3, 2017
New York, New York

/s/ Christopher Updike
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