

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

In re:	)	
	)	Chapter 11
LSC Wind Down, LLC, <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 17-10124 (KJC)
Debtors.	)	
	)	(Jointly Administered)
	)	
	)	Related to Docket No. 700

**FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER CONFIRMING THE  
SECOND MODIFIED JOINT CHAPTER 11 PLAN OF LIQUIDATION OF LSC WIND  
DOWN, LLC F/K/A LIMITED STORES COMPANY, LLC AND ITS DEBTOR  
AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

The *Second Modified Joint Chapter 11 Plan of Liquidation of LSC Wind Down, LLC f/k/a Limited Stores Company, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 700] (as amended, modified or supplemented from time to time, the “**Plan**”),<sup>2</sup> having been filed with the United States Bankruptcy Court for the District of Delaware (the “**Court**”) by the above-referenced debtors and debtors in possession (collectively, the “**Debtors**”); and the Court having entered an order dated November 7, 2017 (the “**Disclosure Statement Order**”) [Docket No. 614], after due notice and a hearing pursuant to sections 105, 502, 1125 and 1128 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 3017, 3020, 9013, 9014, and 9021 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 2002-1, 3017-1, 3020-1, 9013-1 and 9021-1 of the Local Rules of Bankruptcy

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: LSC Wind Down, LLC f/k/a Limited Stores Company, LLC (6463), LS Wind Down, LLC f/k/a Limited Stores, LLC (0165), and TLSGC Wind Down, LLC f/k/a The Limited Stores GC, LLC (6094).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

Practice and Procedure of the United States District Court for the District of Delaware (the “**Local Rules**”), (i) approving the Disclosure Statement, (ii) fixing the voting record date, (iii) approving the notice and objection procedures in respect of confirmation of the Plan, (iv) approving solicitation packages and procedures for distribution thereof, (v) approving the forms of ballots and establishment of procedures for voting on the Plan, (vi) approving the forms of notices to non-voting classes under the Plan, (vii) fixing the voting deadline to accept or reject the Plan, and (viii) approving procedures for vote tabulations in connection therewith; and the Disclosure Statement and Plan having been transmitted to all Holders of Claims in Classes 3, 5, 6, and 7 (collectively, the “**Voting Classes**”) as provided for by the Disclosure Statement Order; and the Confirmation Hearing having been held before the Court on December 20, 2017, after due notice to Holders of Claims and Interests and all other parties in interest in accordance with the Disclosure Statement, the Disclosure Statement Order, the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; and upon all of the proceedings had before the Court, and after full consideration of (i) the *Declaration of Jung W. Song of Donlin, Recano & Company, Inc. Regarding Voting and Tabulation of Ballots Accepting and Rejecting Modified Joint Chapter 11 Plan of Liquidation of LSC Wind Down, LLC f/k/a Limited Stores Company, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* dated December 18, 2017 [Docket No. 702] (the “**Vote Declaration**”), and the testimony contained therein, (ii) the *Declaration of Timothy D. Boates in Support of Confirmation of the Second Modified Joint Chapter 11 Plan of Liquidation of LSC Wind Down, LLC f/k/a Limited Stores Company, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* dated December 18, 2017 [Docket No. 703] (the “**Boates Declaration**”), and the testimony contained therein, (iii) the Debtors’ memorandum of law filed in support of Confirmation of the Plan, dated December 18, 2017

[Docket No. 704], and (iv) all other evidence proffered or adduced at the Confirmation Hearing, as well as oral arguments of counsel made in connection therewith; and after due deliberation and sufficient cause appearing therefor;

**FINDINGS OF FACT AND CONCLUSIONS OF LAW**

**A. Exclusive Jurisdiction; Venue; Core Proceeding**

1. The Court has jurisdiction over the Debtors' chapter 11 cases in accordance with 28 U.S.C. §§ 157 and 1334. Confirmation is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Court has jurisdiction to enter a final order with respect thereto. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The Court has exclusive jurisdiction to determine whether the Plan complies with the applicable provisions of the Bankruptcy Code and should be confirmed.

**B. Eligibility for Relief**

2. The Debtors were and are Entities eligible for relief under section 109 of the Bankruptcy Code.

**C. Commencement and Joint Administration of these Chapter 11 Cases**

3. On the Petition Date, each of the Debtors commenced a case under chapter 11 of the Bankruptcy Code. By prior order of the Court, the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015 [Docket No. 56]. Since the Petition Date, the Debtors managed their estates as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

**D. Judicial Notice**

4. The Court takes judicial notice of the main case docket of these chapter 11 cases maintained by the Clerk of the Court under Case No. 17-10124 (KJC), including all pleadings and other documents filed and orders entered thereon. The Court also takes judicial notice of all evidence proffered or adduced and all arguments made at the hearings held before the Court during the pendency of these chapter 11 cases.

**E. Claims Bar Date**

5. On February 16, 2017, the Court entered an order (the “**Bar Date Order**”) [Docket No. 235] which, among other things: (a) established bar dates for filing Proofs of Claim including claims under 11 U.S.C. § 503(b)(9) and administrative expense requests; (b) approved form and manner for filing Proofs of Claim and administrative expense requests; and (c) approved notice of the General Bar Date. The Bar Date Order established, as applicable, (i) 5:00 p.m. prevailing Eastern Time on April 5, 2017 as the General Bar Date, (ii) 5:00 p.m. prevailing Eastern Time on July 17, 2017 as the Governmental Bar Date, (iii) for any counterparty or other party in interest asserting a claim or claims against the Debtors arising from the rejection of an executory contract or unexpired lease, the later of (a) 5:00 p.m. prevailing Eastern Time on the date that is thirty (30) days after entry of an order approving the rejection of the executory contract or unexpired lease, and (b) the General Bar Date. All requests for payment of a Substantial Contribution Claim or an Administrative Claim other than Professional Fee Claims, DIP Facility Claims, Administrative Tax Claims under sections 503(b)(1)(B) and (C) of the Bankruptcy Code, amounts owed to the U.S. Trustee, must be filed with the Bankruptcy Court and served on counsel to the Plan Trustee no later than thirty (30) days after the Effective Date of the Plan.

**F. Burden of Proof**

6. The Debtors, as proponents of the Plan in accordance with section 1121(a) of the Bankruptcy Code, have met their burden of proving the elements of sections 1129(a) and 1129(b) of the Bankruptcy Code by a preponderance of the evidence, which is the applicable evidentiary standard for Confirmation.

**G. Transmittal and Mailing of Materials; Notice**

7. As evidenced by the *Affidavit of Donlin, Recano and Company, Inc. Regarding Service of Solicitation Packages with Respect to Modified Joint Chapter 11 Plan of Liquidation of LSC Wind Down, LLC f/k/a Limited Stores Company, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 641], which was filed with this Court on November 17, 2017, due, adequate and sufficient notice of the Disclosure Statement, the Plan, and the Confirmation Hearing, together with all deadlines for objecting to and voting to accept or reject the Plan, has been provided to: (a) the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee*”); (b) counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases (the “*Creditors’ Committee*”); (c) counsel for the Debtors’ prepetition and postpetition secured lenders; (d) the Internal Revenue Service; (e) all parties entitled/required to receive notice pursuant to the Disclosure Statement Order; and (f) any persons who have filed a request for notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002 and the Local Rules, in substantial compliance with the Disclosure Statement Order and Bankruptcy Rules 2002(b), 3017 and 3020(b). Adequate and sufficient notice of the Confirmation Hearing and other dates and hearings described in the Disclosure Statement Order was provided in compliance with the Bankruptcy Rules and Disclosure Statement Order, and no other or further notice is or shall be required.

8. The Debtors published notice of the Confirmation Hearing (the “**Confirmation Hearing Notice**”) in *The New York Times* (national edition) on November 13, 2017, in substantial compliance with the Disclosure Statement Order and Bankruptcy Rule 2002(l), as evidenced by *Certificate of Publication of The New York Times Regarding Notice of (I) Approval of Disclosure Statement; (II) Establishment of Record Dates; (III) Hearing on Confirmation of the Plan and Procedures for Objecting to Confirmation of the Plan; and (IV) Procedures and Deadline for Voting on the Plan* [Docket No. 624], filed on November 13, 2017.

#### **H. Solicitation**

9. Votes for acceptance and rejection of the Plan were solicited in good faith and in compliance with sections 1125 and 1126 of the Bankruptcy Code, Bankruptcy Rules 3017 and 3018, the Disclosure Statement, the Disclosure Statement Order, all applicable provisions of the Bankruptcy Code and all other applicable rules, laws and regulations. Specifically, the solicitation materials approved by the Court in the Disclosure Statement Order (including, the Disclosure Statement, the Plan, ballots (“**Ballots**”), and the Disclosure Statement Order) (the “**Solicitation Packages**”) were transmitted to and served on all Holders of Claims in the Voting Classes, as well as to other parties in interest in the Debtors’ chapter 11 cases, in compliance with section 1125 of the Bankruptcy Code, the Disclosure Statement Order, the Bankruptcy Rules and the Local Rules. Such transmittal and service of the Solicitation Packages were adequate and sufficient and no further notice is or shall be required. In addition, Holders of Claims or Interests in the Non-Voting Classes were provided with a notice of non-voting status in lieu of a Solicitation Package, the form of which was approved by the Court as part of the Disclosure Statement Order. All procedures used to distribute the Solicitation Packages to Holders of Claims and Interests were fair and conducted in accordance with the Disclosure

Statement Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and all other applicable rules, laws and regulations.

**I. Vote Declaration**

10. Before the Confirmation Hearing, the Debtors filed the Vote Declaration. All procedures used to tabulate the Ballots were fair and conducted in accordance with the Disclosure Statement Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and all other applicable rules, laws and regulations.

11. As evidenced by the Vote Declaration, Classes 5, 6, and 7 voted to accept the Plan. No classes of creditors or interest holders voted to reject the Plan.

**J. Bankruptcy Rule 3016**

12. The Plan is dated and identifies the Entities submitting it, thereby satisfying Bankruptcy Rule 3016(a). The filing of the Disclosure Statement with the Clerk of the Court satisfied Bankruptcy Rule 3016(b).

**K. Compliance with the Requirements of Section 1129 of the Bankruptcy Code**

13. The Plan complies with all applicable provisions of section 1129(a) of the Bankruptcy Code, as follows:

**i. Section 1129(a)(1) - Compliance with the Applicable Provisions of the Bankruptcy Code**

**a. Section 1122 and 1123(a)(1) - Proper Classification**

14. The classification of Claims and Interests under the Plan is proper under the Bankruptcy Code. Pursuant to sections 1122(a) and 1123(a)(1) of the Bankruptcy Code, Article III of the Plan provides for the separate classification of Claims and Interests into 9 Classes, based on differences in the legal nature or priority of such Claims and Interests (other than Administrative Claims and Priority Tax Claims, which are addressed in Article II of the

Plan and are required not to be designated as separate Classes pursuant to section 1123(a)(1) of the Bankruptcy Code). Valid business, factual and legal reasons exist for the separate classification of the various Classes of Claims and Interests created under the Plan, the classifications were not done for any improper purpose and the creation of such Classes does not unfairly discriminate between or among Holders of Claims or Interests.

15. As required by section 1122(a) of the Bankruptcy Code, each Class of Claims and Interests contains only Claims or Interests that are substantially similar to the other Claims or Interests within that Class. As a result, the requirements of sections 1122 and 1123(a)(1) of the Bankruptcy Code have been satisfied.

**b. Section 1123(a)(2) - Specification of Not Impaired Classes**

16. Article III of the Plan specifies that Claims in Classes 1, 2, and 4 are Unimpaired under the Plan. Additionally, Article II of the Plan specifies that DIP Facility Claims, Administrative Claims, Professional Fee Claims, and Priority Tax Claims are not Impaired, and these Claims are not classified under the Plan. As a result, the requirements of section 1123(a)(2) of the Bankruptcy Code have been satisfied.

**c. Section 1123(a)(3) - Specification of Treatment of Impaired Classes**

17. Article V of the Plan specifies the treatment of each Impaired Class under the Plan, including Classes 3, 5, 6, 7, 8, and 9. As a result, the requirements of section 1123(a)(3) of the Bankruptcy Code have been satisfied.

**d. Section 1123(a)(4) - No Discrimination**

18. Pursuant to section 1123(a)(4) of the Bankruptcy Code, Article V of the Plan uniformly provides for the same treatment of each Claim or Interest in a particular Class, as the case may be, unless the Holder of a particular Claim or Interest has agreed to a less favorable



treatment with respect to such Claim or Interest. As a result, the requirements of section 1123(a)(4) of the Bankruptcy Code have been satisfied.

**e. Section 1123(a)(5) - Adequate Means for Plan Implementation**

19. Article VI of the Plan, as well as various other provisions of the Plan, provide adequate and proper means for implementation of the Plan. The Plan is predicated upon appointment of a Plan Trustee who shall be vested with the full legal power, capacity and authority of the Debtors and who shall be directed to administer, collect and liquidate the Plan Trust Assets and to implement the Plan. As a result, the requirements of section 1123(a)(5) of the Bankruptcy Code have been satisfied.

**f. Section 1123(a)(6) - Voting Power of Equity Securities**

20. The Plan does not contemplate the issuance of non-voting equity securities. As a result, the requirements of section 1123(a)(6) of the Bankruptcy Code have been satisfied.

**g. Section 1123(a)(7) - Selection of Officers and Directors**

21. Article VI of the Plan describes the manner of selection of directors and officers of the Debtors. As the Plan is a liquidating Plan, there will be no officers or directors of the Debtors after Plan confirmation. Rather, the Plan Trustee will be tasked with administering, collecting and liquidating Plan Trust Assets and implementing the Plan. As a result, the requirements of section 1123(a)(7) of the Bankruptcy Code have been satisfied.

**h. Section 1123(b) - Discretionary Contents of the Plan**

22. The Plan contains various provisions that may be construed as discretionary but are not required for Confirmation under the Bankruptcy Code. As set forth below, such discretionary provisions comply with section 1123(b) of the Bankruptcy Code and are not

inconsistent in any way with the applicable provisions of the Bankruptcy Code. As a result, the requirements of section 1123(b) of the Bankruptcy Code have been satisfied.

*(1) Section 1123(b)(1)-(2) - Claims and Interests; Executory Contracts and Unexpired Leases*

23. Pursuant to sections 1123(b)(1) and 1123(b)(2) of the Bankruptcy Code, Article III of the Plan impairs or leaves unimpaired, as the case may be, each Class of Claims or Interests, and Article VII of the Plan provides for the rejection of the Executory Contracts and Unexpired Leases of the Debtors not previously assumed or rejected pursuant to section 365 of the Bankruptcy Code.

*(2) Settlement, Exculpation and Injunction Provisions*

24. **Settlement and Compromise and Settlement of Claims, Interests and Controversies.** Pursuant to sections 363 of the Bankruptcy Code and Bankruptcy Rule 9019, and in consideration for the distributions and other benefits provided pursuant to the Plan, the provisions of the Plan shall constitute a good faith compromise of all Claims, Interests and controversies relating to the contractual, legal and subordination rights that a holder of a Claim may have with respect to any Allowed Claim or Interest or any distribution to be made on account of such Allowed Claim or Interest. The entry of this Confirmation Order shall constitute the Bankruptcy Court's approval of the compromise by the Bankruptcy Court that such compromise or settlement is in the best interests of the Debtors, their Estates and holders, and is fair, equitable and reasonable. In accordance with the provisions of the Plan, pursuant to section 363 of the Bankruptcy Code and Bankruptcy Rule 9019(a), without any further notice to or action, order or approval of the Bankruptcy Court, after the Effective Date, the Plan Trustee may compromise and settle Claims against the Debtors and Causes of Action, including Third Party Claims, against other Entities.

25. **Exculpation.** Section 9.6 of the Plan exculpates parties critical to the formulation of the Plan for any acts or omissions in connection with the Plan (the “*Exculpation*”).

26. **Injunction.** The injunction provision set forth in Section 9.7 of the Plan (the “*Injunction*”) is necessary to preserve and enforce the Exculpation and the Injunction is narrowly tailored to achieve this purpose.

27. Thus, the Exculpation and the Injunction set forth in the Plan: (a) is within the jurisdiction of the Court under 28 U.S.C. §§ 1334(a), 1334(b) and 1334(d); (b) is necessary to implement the Plan pursuant to section 1123(a)(6) of the Bankruptcy Code; (c) is an integral element of the transactions incorporated into the Plan; (d) confers material benefits on, and is in the best interests of, the Debtors, their Estates and the Holders of Claims and Interests; (e) is important to the overall objectives of the Plan to finally resolve all Claims among or against the parties in interest in these chapter 11 cases with respect to the Debtors; and (f) is consistent with sections 105, 1123, 1129, and other applicable provisions of the Bankruptcy Code. The record of the Confirmation Hearing and these chapter 11 cases is sufficient to support the Exculpation and the Injunction provisions contained in Article IX of the Plan. The failure to implement the Exculpation and the Injunction provisions of the Plan would seriously impair the Debtors’ ability to confirm the Plan.

**i. Section 1123(d) - Cure of Defaults**

28. Section 7.2 of the Plan provides that monetary amounts by which each executory contract and unexpired lease to be assumed may be in default shall be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by Cure and that, “in the event of a dispute regarding (a) the nature or the amount of any Cure, (b) the ability of any assignee to provide ‘adequate assurance of future performance’ (within the meaning of section 365 of the Bankruptcy Code)

under the executory contract or unexpired lease to be assumed, or (c) any other matter pertaining to assumption, Cure shall occur following the entry of a Final Order resolving the dispute and approving the assumption and assignment.” Section 7.1 of the Plan provides for the rejection of all executory contracts and unexpired leases that remain as of the Effective Date or such earlier date as the Debtors may have unequivocally terminated such lease or contract.

**ii. Section 1129(a)(2) - Compliance of the Debtors and Others with the Applicable Provisions of the Bankruptcy Code**

29. The Debtors, as proponents of the Plan, have complied with all applicable provisions of the Bankruptcy Code and the Bankruptcy Rules, including sections 1123, 1125 and 1126 of the Bankruptcy Code and Bankruptcy Rules 3017, 3018 and 3019. As a result, the requirements of section 1129(a)(2) of the Bankruptcy Code have been satisfied.

30. The Debtors and their members (including ex officio members), officers, directors, employees, partners, attorneys, financial advisors, accountants, managed funds, investment bankers, investment advisors, actuaries, professionals, agents, affiliates, fiduciaries and representatives (collectively, the “*Debtors’ Representatives*”) as of or after the Petition Date did not solicit the acceptance or rejection of the Plan by any Holders of Claims or Interests after the Petition Date and before the approval and transmission of the Disclosure Statement. Votes to accept or reject the Plan were only solicited after the Petition Date by the Debtors and certain of the Debtors’ agents after disclosure to Holders of Claims and Interests of adequate information as defined in section 1125(a) of the Bankruptcy Code.

31. The Debtors’ Representatives as of or after the Petition Date have solicited acceptance or rejection of the Plan in good faith and in compliance with the applicable provisions of the Disclosure Statement Order, the Disclosure Statement, the Bankruptcy Code, the Bankruptcy Rules and all other applicable rules, laws and regulations and have participated

in good faith and in compliance with the applicable provisions of the Disclosure Statement Order, the Disclosure Statement, the Bankruptcy Code, the Bankruptcy Rules and all other applicable rules, laws and regulations and are entitled to the protections afforded by section 1125(e) of the Bankruptcy Code, the Exculpation and the Injunction provisions set forth in the Plan.

32. The Debtors, the Creditors' Committee, and each of their respective members (including ex officio members), officers, directors, principals, managers, employees, partners, attorneys, financial advisors, accountants, investment bankers, investment advisors, actuaries, professionals, consultants, agents, affiliates, management companies, fund advisors, managed accounts or funds and representatives of each of the foregoing Entities (in each case in his, her, or its capacity as such) as of or after the Petition Date, have participated in good faith and in compliance with the applicable provisions of the Bankruptcy Code with regard to the offering, issuance and distribution of recoveries under the Plan and, therefore, are not, and on account of such distributions will not be, liable at any time for the violation of any applicable law, rule or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

**a. Section 1129(a)(3) - Proposal of Plan in Good Faith**

33. The Debtors have proposed the Plan in good faith and not by any means forbidden by law. In determining that the Plan has been proposed in good faith, the Court has examined the totality of the circumstances surrounding the filing of these chapter 11 cases, the Plan itself and the process leading to its formulation. The good faith of each of the Entities which negotiated the Plan is evident from the facts and records of these chapter 11 cases, the Disclosure Statement and the hearing thereon and the record of the Confirmation Hearing and other

proceedings held in these chapter 11 cases. The Plan is the product of arm's-length negotiations between the Debtors and the Creditors' Committee through their respective professionals. The Plan itself, and the process leading to its formulation, provide independent evidence of the good faith of such Entities who negotiated the Plan, serve the public interest and assure fair treatment of Holders of Claims and Interests. The Debtors and the Creditors' Committee through their respective professionals negotiated with the legitimate and honest purposes of maximizing the value of the Debtors' Estates for the benefit of all creditors.

**b. Section 1129(a)(4) - Court Approval of Certain Payments as Reasonable**

34. The procedures set forth in the Plan for the Court's review and ultimate determination of the fees and expenses to be paid by the Debtors in connection with these chapter 11 cases, or in connection with the Plan and incident to these chapter 11 cases, satisfy the objectives of, and are in compliance with, section 1129(a)(4) of the Bankruptcy Code. As a result, the requirements of section 1129(a)(4) of the Bankruptcy Code have been satisfied.

**c. Section 1129(a)(5) - Disclosure of Identity of Proposed Management, Compensation of Insiders and Consistency of Management Proposals with the Interests of Creditors and Public Policy**

35. As the Plan is a liquidating Plan, there will be no officers or directors of the Debtors after Plan confirmation. Rather, the Plan Trustee, will be tasked with administering, collecting and liquidating the Plan Trust Assets and implementing the Plan. As a result, the requirements of section 1129(a)(5) of the Bankruptcy Code have been satisfied.

**d. Section 1129(a)(6) - Approval of Rate Changes**

36. The Plan does not contain any rate changes subject to the jurisdiction of any governmental regulatory commission and will not require any such governmental regulatory

approval. As a result, the requirements of section 1129(a)(6) of the Bankruptcy Code have been satisfied.

**e. Section 1129(a)(7) - Best Interests of Holders of Claims and Interests**

37. The liquidation analysis set forth in the Disclosure Statement (the “*Liquidation Analysis*”) and the other evidence related thereto, including the Boates Declaration, that was proffered or adduced at or before the Confirmation Hearing: (a) are reasonable, persuasive and credible; (b) utilize reasonable and appropriate methodologies and assumptions; (c) have not been controverted by other evidence; and (d) establish that, with respect to each Impaired Class, each Holder of an Allowed Claim in such Class has voted to accept the Plan or will receive under the Plan on account of such Claim property of a value, as of the Effective Date, that is not less than the amount such Holder would receive if the Debtors were liquidated on the Effective Date under chapter 7 of the Bankruptcy Code. As a result, the requirements under section 1129(a)(7) of the Bankruptcy Code have been satisfied.

**f. Section 1129(a)(8) - Conclusive Presumption of Acceptance by Unimpaired Classes; Acceptance of the Plan by Each Impaired Class**

38. Classes 1, 2, and 4 are Classes of Unimpaired Claims and are conclusively presumed to have accepted the Plan under section 1126(f) of the Bankruptcy Code.

39. Classes 3, 5, 6, and 7 are classes of Impaired Claims that have voted to accept the Plan.

40. Class 8 Subordinated Claims and Class 9 Interests are Impaired and are deemed to have rejected the Plan under section 1126(g) of the Bankruptcy Code because Holders of Claims or Interests in these Classes are not entitled to receive or retain any property under the Plan. While the Plan does not satisfy section 1129(a)(8) of the Bankruptcy Code with respect to

Classes 8 and 9, the Plan is confirmable because it satisfies sections 1129(a)(10) and 1129(b) of the Bankruptcy Code, as discussed below.

**g. Section 1129(a)(9) - Treatment of Claims Entitled to Priority Pursuant to Section 507(a) of the Bankruptcy Code**

41. Allowed Administrative Claims and Allowed Priority Tax Claims are not Impaired pursuant to Article II of the Plan. Allowed Priority Non-Tax Claims are Impaired pursuant to Article III of the Plan. As a result, the requirements of section 1129(a)(9) of the Bankruptcy Code with respect to such Classes have been satisfied.

**h. Section 1129(a)(10) - Acceptance by At Least One Impaired Class**

42. As set forth in the Vote Declaration, Classes 5, 6, and 7 are Classes of Impaired Claims and have voted to accept the Plan. As such, there is at least one Class of Claims that is Impaired and has accepted the Plan, determined without including any acceptance of the Plan by any insider. As a result, the requirements of section 1129(a)(10) of the Bankruptcy Code have been satisfied.

**i. Section 1129(a)(11) - Feasibility of the Plan**

43. The evidence proffered or adduced at, or before, the Confirmation Hearing in connection with the feasibility of the Plan is reasonable, persuasive and credible, has not been controverted by other evidence and the Plan proposes the liquidation of the Debtors, thereby satisfying the requirements of section 1129(a)(11) of the Bankruptcy Code.

**j. Section 1129(a)(12) - Payment of Bankruptcy Fees**

44. Section 13.10 of the Plan provides that all fees payable pursuant to section 1930 of the United States Judicial Code shall be paid for each quarter (including any fraction thereof) until these chapter 11 cases are converted, dismissed or closed, whichever occurs first. As a result, the requirements of section 1129(a)(12) of the Bankruptcy Code have been satisfied.



**k. Section 1129(a)(13) - Retiree Benefits**

45. Section 1129(a)(13) of the Bankruptcy Code requires a plan to provide for retiree benefits at levels established pursuant to section 1114 of the Bankruptcy Code. The Debtors do not have any obligations on account of retiree benefits (as such term is used in section 1114 of the Bankruptcy Code) and, therefore, section 1129(a)(13) of the Bankruptcy Code is inapplicable to these chapter 11 cases. As a result, the requirements of section 1129(a)(13) of the Bankruptcy Code have been satisfied.

**l. Sections 1129(a)(14), (15), and (16) - Domestic Support Obligations; Unsecured Claims Against Individual Debtors; Transfers by Nonprofit Organizations**

46. None of the Debtors have domestic support obligations, are individuals or are nonprofit organizations. Therefore, sections 1129(a)(14), (15), and (16) of the Bankruptcy Code do not apply to these chapter 11 cases.

**m. Section 1129(b) - No Unfair Discrimination; Fair and Equitable**

47. Despite the Debtors' inability to satisfy section 1129(a)(8) of the Bankruptcy Code, based upon the evidence proffered, adduced and presented by the Debtors at the Confirmation Hearing, or otherwise filed or on the record in these chapter 11 cases, including the Disclosure Statement and the exhibits thereto, the Plan does not discriminate unfairly and is fair and equitable with respect to Classes 8 and 9, as required by sections 1129(b)(1) and (b)(2) of the Bankruptcy Code. Thus, the Plan may be confirmed notwithstanding the deemed rejection of the Plan by Classes 8 and 9.

**n. Section 1129(c) - Only One Plan**

48. Other than the Plan (including previous versions thereof), no other plan has been filed in these chapter 11 cases. As a result, the requirements of section 1129(c) of the Bankruptcy Code have been satisfied.

**o. Section 1129(d) - Principal Purpose of the Plan Is Not Avoidance of Taxes**

49. No Governmental Unit has requested that the Court refuse to confirm the Plan on the grounds that the principal purpose of the Plan is the avoidance of taxes or the avoidance of the application of section 5 of the Securities Act. As a result, the requirements of section 1129(d) of the Bankruptcy Code have been satisfied.

**L. Satisfaction of Confirmation Requirements**

50. Based upon the foregoing, all other filed pleadings, documents, exhibits, statements, declarations and affidavits filed in connection with Confirmation of the Plan and all evidence and arguments made, proffered or adduced at the Confirmation Hearing, the Plan satisfies the requirements for confirmation set forth in section 1129 of the Bankruptcy Code.

**M. Good Faith**

51. Based on the record before the Court in these chapter 11 cases: (a) the Debtors; (b) the Sponsor; (c) the Debtors' prepetition and postpetition secured lenders; (d) the Creditors' Committee; and (e) all of the current members (including ex officio members), officers, directors, employees, partners, attorneys, financial advisors, accountants, managed funds, investment bankers, investment advisors, actuaries, professionals, agents, affiliates, fiduciaries and representatives of each of the foregoing Entities (in each case in his, her or its capacity as such) as of or after the Petition Date have acted in good faith within the meaning of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any applicable non-bankruptcy

law, rule or regulation, will continue to act in good faith if they proceed to: (i) consummate the Plan and the agreements, settlements, transactions and transfers contemplated thereby; and (ii) take the actions authorized and directed by this Confirmation Order, and are entitled to the protections afforded by section 1125(e) of the Bankruptcy Code and, to the extent such parties are listed therein, the Exculpation provisions set forth in Article IX of the Plan.

**N. Disclosure: Agreements and Other Documents**

52. The Debtors have disclosed all material facts regarding the Plan Trust Agreement.

**O. Likelihood of Satisfaction of Conditions Precedent to the Effective Date**

53. Each of the conditions precedent to the Effective Date, as set forth in Article X of the Plan, has been satisfied or waived in accordance with the provisions of the Plan or is reasonably likely to be satisfied or waived.

**P. Implementation of Necessary Documents and Agreements**

54. All documents and agreements necessary to implement the Plan, including, but not limited to, the Plan Trust Agreement and all other relevant and necessary documents and agreements, are in the best interests of the Debtors, and Holders of Claims and Interests, have been negotiated in good faith and at arm's-length and shall, upon completion of documentation and execution, be valid, binding and enforceable agreements and not be in conflict with any federal or state law. The Debtors have exercised reasonable business judgment in determining to enter into all such documents and agreements and have provided sufficient and adequate notice of such documents and agreements. The terms and conditions of such documents and agreements are fair and reasonable and are approved. The Debtors are authorized, without any further notice to or action, order, or approval of the Court, to finalize and execute and deliver all

agreements, documents, instruments and certificates relating thereto and perform their obligations thereunder in accordance with the Plan.

**Q. Executory Contracts and Unexpired Leases**

55. The Debtors have exercised reasonable business judgment in determining whether to assume or reject each of their Executory Contracts and Unexpired Leases as set forth in Article VII of the Plan, this Confirmation Order or otherwise. Each assumption or rejection of an Executory Contract or Unexpired Lease in accordance with Article VII of the Plan, this Confirmation Order or otherwise shall be legal, valid and binding upon (a) the applicable Debtor if such Executory Contract or Unexpired Lease is assumed and (b) all non-Debtor parties to such Executory Contract or Unexpired Lease, all to the same extent as if such assumption or rejection had been authorized and effectuated pursuant to a separate order of the Court that was entered pursuant to section 365 of the Bankruptcy Code before Confirmation.

56. Any Proofs of Claim Filed with respect to an Executory Contract or Unexpired Lease that has been assumed shall be deemed disallowed and expunged, without further notice to or action, order or approval of the Court.

**ORDER**

**NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

57. **Confirmation of the Plan.** All requirements for Confirmation of the Plan have been satisfied. The Plan, and the provisions thereof are confirmed in each and every respect pursuant to section 1129 of the Bankruptcy Code, as may be modified by this Confirmation Order. Without any further notice to or action, order or approval of the Court, the Debtors, and their successors are authorized and empowered to make all modifications to all documents that

are consistent with the Plan. As set forth in the Plan, once finalized and executed, all documents contemplated by the Plan shall constitute legal, valid, binding and authorized obligations of the respective parties thereto, enforceable in accordance with their terms.

58. **Objections.** All objections, responses to, statements, comments and all reservations of rights pertaining to Confirmation that have not been withdrawn, waived or settled, before or on the record at, the Confirmation Hearing are hereby overruled on the merits or addressed separately herein..

59. **Findings of Fact and Conclusions of Law.** The findings of fact and the conclusions of law stated in this Confirmation Order shall constitute findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, made applicable to the proceeding by Bankruptcy Rule 9014. To the extent any finding of fact shall be determined to be a conclusion of law, it shall be so deemed, and to the extent any conclusion of law shall be determined to be a finding of fact, it shall be so deemed.

60. The terms of the Plan and Plan Trust Agreement are incorporated by reference into, and are an integral part of, this Confirmation Order. The terms of the Plan, all exhibits thereto, the Plan Trust Agreement, and all other relevant and necessary documents, shall be effective and binding as of the Effective Date.

61. **Plan Classifications Controlling.** The classification of Claims and Interests for purposes of distributions made under the Plan shall be governed solely by the terms of the Plan. The classifications set forth on the Ballots tendered to or returned by the creditors in connection with voting on the Plan (a) were set forth on the Ballots solely for purposes of voting to accept or reject the Plan, (b) do not necessarily represent, and in no event shall be deemed to modify or

otherwise affect, the actual classification of such Claims under the Plan for distribution purposes and (c) shall not be binding on the Debtors.

62. **Operation as of the Effective Date.** Subject to Article X of the Plan and notwithstanding Bankruptcy Rules 3020(e), 6004(h) or 7062 or otherwise, upon the occurrence of the Effective Date, the terms of the Plan shall be immediately effective and enforceable and deemed binding upon the Debtors and any and all Holders (irrespective of whether their Claims or Interests are deemed to have accepted the Plan), all Entities that are parties to or are subject to the settlements, compromises, and injunctions described in the Plan, each Entity acquiring property under the Plan and any and all non-Debtor parties to Executory Contracts and Unexpired Leases with the Debtors. This Confirmation Order shall not be stayed and the terms and conditions of this Confirmation Order shall be immediately effective and enforceable upon its entry.

63. **Administrative Claims.** Except with respect to Administrative Claims that are Professional Fee Claims and except to the extent that a Holder of an Allowed Administrative Claim and the applicable Debtor(s) agree to less favorable treatment, each Holder of an Allowed Administrative Claim shall be paid in full in Cash on the later of: (a) on or as soon as reasonably practicable after the Effective Date; (b) on or as soon as reasonably practicable after the date such Administrative Claim is Allowed; and (c) the date such Allowed Administrative Claim becomes due and payable, or as soon thereafter as is practicable.

64. **Administrative Claim Bar Date.** Except as otherwise provided in Article IV of the Plan, all requests for payment of an Administrative Claim, other than Professional Fee Claims, DIP Facility Claims, Administrative Tax Claims under sections 503(b)(1)(B) and (C) of the Bankruptcy Code, amounts owed to the U.S. Trustee, Substantial Contribution Claims and

Section 503(b)(9) Claims, must be Filed with the Court and served on counsel to the Plan Trustee, no later than 30 days after the Effective Date. **Any Holder of an Administrative Claim that is required to, but does not, File and serve a request for payment of such Administrative Claim by such date shall be forever barred, estopped and enjoined from asserting such Administrative Claim against the Debtors or their property and such Administrative Claim shall be deemed discharged as of the Effective Date.** Objections to such requests, if any, must be Filed and served on the requesting party no later than first Business Day that is at least 180 calendar days after the Effective Date (subject to extensions by consent or court order).

65. **Professional Fee Claims.** Except as otherwise provided in the Plan, pursuant to Article IV of the Plan, Professionals asserting a Professional Fee Claim for services rendered prior to and including the Effective Date must File and serve on counsel to the Debtors, counsel to the Creditors' Committee, counsel to the Plan Trustee, and counsel to the U.S. Trustee no later than forty-five (45) calendar days after the Effective Date, unless otherwise ordered by the Bankruptcy Court (the "***Professional Fee Claim Bar Date***"). Objections to such applications must be Filed and served on counsel to the Debtors, counsel to the Plan Trustee, counsel to the Creditors' Committee, counsel to the U.S. Trustee, and the requesting Professional on or before the date that is fifteen (15) calendar days after the date on which the applicable application was served (or such longer period as may be allowed by order of the Bankruptcy Court or by agreement with the requesting Professional).

66. **Professional Fee Claim Escrow.** On the Effective Date, in accordance with the Plan, the Debtors shall establish and fund the Professional Fee Claim Escrow maintained by counsel to the Debtors in an amount equal to all Professional Fee Claims outstanding as of the

Effective Date (including unbilled and estimated amounts, if applicable). Amounts held in the Professional Fee Claim Escrow shall not constitute property of the Plan Trust or the Debtors. The Professional Fee Claim Escrow need not be an interest-bearing account. In the event there is a remaining balance in the Professional Fee Claim Escrow following final payment to all Allowed Professional Fee Claims, such remaining amount, if any, shall be paid over to the Plan Trust in accordance with the Plan.

67. **The Plan Trustee and Plan Trust Agreement.** UMB Bank, National Association is designated and approved as the Plan Trustee and shall be vested with full legal power, capacity and authority of the Debtors, and shall be directed to administer, collect and liquidate the Plan Trust Assets and to implement the Plan. The Plan Trust Agreement is hereby approved.

68. **Rejection Claims and Rejection Bar Date.** All Proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases not previously rejected, pursuant to the Plan or this Confirmation Order, if any, must be Filed no later than 30 days after the Effective Date. **Any Claims arising from the rejection of an Executory Contract or Unexpired Lease that were not previously rejected by order of the Court, not Filed within such time will be automatically disallowed, forever barred from assertion and shall not be enforceable against the Debtors, the Estates or their property without the need for any objection by the Debtors or further notice to, or action, order or approval of the Court.** All Allowed Claims arising from the rejection of the Debtors' Executory Contracts or Unexpired Leases shall be classified as General Unsecured Claims (against the applicable Debtor) and shall be treated in accordance with the Plan, as applicable.



69. **Exculpation.** As provided for in Article IX of the Plan, as of the Effective Date, the Exculpation is approved and authorized in all respects.

70. **Injunction.** From and after the Effective Date, and as contemplated in Article IX of the Plan, the Injunction shall be in full force and effect.

71. **Term of Injunction or Stays.** Pursuant to the Plan, unless otherwise provided, all injunctions or stays in effect in these chapter 11 cases pursuant to sections 105 or 362 of the Bankruptcy Code or otherwise shall remain in full force and effect until the Effective Date. All injunctions or stays contained in the Plan or this Confirmation Order shall remain in full force and effect in accordance with their terms.

72. **Section 1146 Exemption.** Pursuant to section 1146(a) of the Bankruptcy Code, the issuance, transfer or exchange of any security, or the making, delivery, filing, or recording of any instrument of transfer under, or in connection with, the Plan shall not be taxed under any law imposing a recording tax, stamp tax, transfer tax, or similar tax. Furthermore, and without limiting the foregoing, any transfers from a Debtor to any other Person pursuant to the Plan, including the Plan Trust and Plan Trustee, shall not be subject to any document recording tax, stamp tax, real estate transfer tax, mortgage recording tax, Uniform Commercial Code filing or recording tax, or other similar tax or governmental assessment. All filing or recording officers (or any other Person with authority over any of the foregoing), wherever located and by whomever appointed, shall comply with the requirements of section 1146(b) of the Bankruptcy Code, shall forego the collection of any such tax or governmental assessment, and shall accept for filing and recordation any of the foregoing instruments or other documents without the payment of any such tax or governmental assessment. The Court shall retain specific jurisdiction with respect to these matters.

73. **Severability of Plan Provisions.** This Confirmation Order shall constitute a judicial determination and shall provide that each term and provision of the Plan, as it may have been altered or interpreted in accordance with the foregoing, is valid and enforceable pursuant to its terms. Should any provision of the Plan or this Confirmation Order, including the findings of fact and conclusions of law set forth herein, be determined to be unenforceable after the Effective Date, such determination shall in no way limit or affect the enforceability and operative effect of any and all of the other provisions of the Plan.

74. **Substantial Consummation.** On the Effective Date, the Plan shall be deemed to be substantially consummated under sections 1101 and 1127(b) of the Bankruptcy Code.

75. **Conflicts with the Plan.** Except as set forth in the Plan, to the extent that any provision of the Disclosure Statement, the Plan Trust Agreement, or any other order (other than this Confirmation Order) referenced in the Plan (or any exhibits, schedules, appendices, supplements or amendments to any of the foregoing), conflict with or are in any way inconsistent with any provision of the Plan, the Plan shall govern and control.

76. **Conflicts Between Confirmation Order and Plan.** The provisions of the Plan and of this Confirmation Order shall be construed in a manner consistent with each other so as to effect the purposes of each; *provided, however*, that if there is determined to be any inconsistency between any Plan provision and any provision of this Confirmation Order that cannot be so reconciled, then, solely to the extent of such inconsistency, the provisions of this Confirmation Order shall govern and any such provision of this Confirmation Order shall be deemed a modification of the Plan and shall control and take precedence.

77. **Effectiveness of All Actions and Reservation of Rights.** Except as expressly set forth in the Plan, the Plan shall have no force or effect before the entry by the Court of this

Order, and this Order shall have no force or effect if the Effective Date does not occur. None of the Filing of the Plan, any statement or provision contained in the Plan or the taking of any action by any Debtor with respect to the Plan, the Disclosure Statement or the Plan Supplement shall be or shall be deemed to be an admission or waiver of any rights of any Debtor with respect to the Holders before the Effective Date.

**78. Notice of Entry of Confirmation Order and Occurrence of the Effective Date.**

Pursuant to Bankruptcy Rules 2002(f)(7), 2002(k) and 3020(c), the Debtors shall file and serve notice of entry of this Confirmation Order and occurrence of the Effective Date in substantially the form annexed hereto as **Exhibit 1** (the “*Notice of Confirmation and Effective Date*”) on all Holders of Claims and Interests, the U.S. Trustee, counsel to the Creditors’ Committee, counsel to the Plan Trustee, and other parties in interest by first-class mail, postage prepaid, within three Business Days after the Effective Date. Such notice is adequate under the particular circumstances and no other or further notice is necessary. The form of Notice of Confirmation and Effective Date substantially in the form annexed hereto as **Exhibit 1** is approved.

**79. Final Order.** This Confirmation Order is a final order.

**80. Effectiveness of Order.** In accordance with Bankruptcy Rules 3020(e), 6004(h) and 6006(d) (and notwithstanding any other provision of the Bankruptcy Code or the Bankruptcy Rules), this Confirmation Order shall not be stayed and shall be effective immediately upon its entry. This Confirmation Order is and shall be deemed to be a separate order with respect to each Debtor for all purposes.

**81. Retention of Jurisdiction.** Notwithstanding the entry of this Confirmation Order and the occurrence of the Effective Date, and subject to applicable law, on and after the Effective Date, the Court shall retain jurisdiction over all matters arising out of, or related to, these chapter

11 cases and the Plan pursuant to sections 105(a) and 1142 of the Bankruptcy Code, including, without limitation, jurisdiction over those matters set forth in Article XI of the Plan.

82. The Secretary of State of each applicable jurisdiction and other applicable government offices shall accept this Order as conclusive evidence of the authority of LSC Wind Down, LLC f/k/a Limited Stores Company, LLC, LS Wind Down, LLC f/k/a Limited Stores, LLC, and TLSGC Wind Down, LLC f/k/a The Limited Stores GC, LLC to dissolve under applicable State law and for the Plan Trustee or the Debtors to execute and file such documents, certificates and other instruments as are necessary to effect such dissolution.

Dated: December 20, 2017  
Wilmington, Delaware



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THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Notice of Confirmation and Effective Date**

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

In re:  LSC Wind Down, LLC, <i>et al.</i> , <sup>1</sup>  <div style="text-align: right; padding-right: 50px;">Debtors.</div>	) ) ) ) ) ) )	Chapter 11  17-10124 (KJC)  Jointly Administered  Related to Docket No. ____
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**NOTICE OF THE (A) ENTRY OF ORDER CONFIRMING  
THE SECOND MODIFIED JOINT CHAPTER 11 PLAN OF LIQUIDATION OF LSC  
WIND DOWN, LLC F/K/A LIMITED STORES COMPANY, LLC AND ITS DEBTOR  
AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE; (B)  
EFFECTIVE DATE UNDER THE PLAN; (C) ADMINISTRATIVE CLAIM BAR DATE;  
AND (D) DEADLINE FOR PROFESSIONALS TO FILE FINAL FEE APPLICATIONS**

PLEASE TAKE NOTICE that on December [●], 2017, the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) entered the *Findings of Fact, Conclusions of Law and Order Confirming Second Modified Joint Chapter 11 Plan of Liquidation of LSC Wind Down, LLC f/k/a Limited Stores Company, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Confirmation Order**”). Among other things, the Confirmation Order confirmed the *Second Modified Joint Chapter 11 Plan of Liquidation of LSC Wind Down, LLC f/k/a Limited Stores Company, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, dated December 15, 2017 (as amended, supplemented, or modified from time to time, the “**Plan**”) <sup>2</sup> as satisfying the requirements of the Bankruptcy Code, thereby authorizing LSC Wind Down, LLC f/k/a Limited Stores Company, LLC and its debtor affiliates (collectively, the “**Debtors**”) to implement the Plan.

PLEASE TAKE FURTHER NOTICE that on December [●], 2017, the Effective Date under the Plan occurred and the transactions contemplated by the Plan were effectuated.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: LSC Wind Down, LLC f/k/a Limited Stores Company, LLC (6463), LS Wind Down, LLC f/k/a Limited Stores, LLC (0165), and TLSGC Wind Down, LLC f/k/a The Limited Stores GC, LLC (6094).

<sup>2</sup> Capitalized terms used but not otherwise not defined herein shall have the meanings set forth in the Plan or the Confirmation Order, as applicable.

PLEASE TAKE FURTHER NOTICE that the Confirmation Order and the Plan are available for inspection during regular business hours in the office of the Clerk of the Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801. The Confirmation Order is also available on the internet site of the Debtors' notice and claims agent, Donlin, Recano & Company, Inc. [www.donlinrecano.com/limitedstores](http://www.donlinrecano.com/limitedstores). or by accessing the Bankruptcy Court's website <http://www.deb.uscourts.gov>. Please note that a PACER password and login are required to access documents on the Bankruptcy Court's website.

PLEASE TAKE FURTHER NOTICE that all requests for payment of a Substantial Contribution Claim or an Administrative Claim other than Professional Fee Claims, DIP Facility Claims, Administrative Tax Claims under sections 503(b)(1)(B) and (C) of the Bankruptcy Code, and amounts owed to the U.S. Trustee, must be filed with the Bankruptcy Court and served on counsel to the Plan Trustee no later than [●], 2018, which is the date that is 30 days after the Effective Date.

PLEASE TAKE FURTHER NOTICE that, except as provided in the Confirmation Order and the Plan, all final requests for payment of Professional Fee Claims incurred in connection with services rendered prior to and including the Effective Date, must be filed with the Bankruptcy Court and served on counsel to the Debtors, counsel to the Creditors' Committee, counsel to the Plan Trustee, and counsel to the U.S. Trustee no later than [●], 2018, which is the date that is 45 days after the Effective Date.

PLEASE TAKE FURTHER NOTICE that, if an executory contract or unexpired lease is rejected pursuant to the Plan, the counterparty to such executory contract or unexpired lease must file with the Bankruptcy Court and serve on counsel to the Plan Trustee a proof of claim no later than [●], 2018, which is the date that is 30 days after the Effective Date.

PLEASE TAKE FURTHER NOTICE that the Confirmation Order, the Plan and its provisions are binding on the Debtors, the Creditors Committee, any Holder of a Claim or Interest, and such Holder's respective successors and assigns, whether or not the Claim or Interest of such Holder is Impaired under the Plan and whether or not such Holder or Entity

Dated: December [●], 2017  
Wilmington, Delaware

/s/

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Domenic E. Pacitti (DE Bar No. 3989)  
Michael W. Yurkewicz (DE Bar No. 4165)  
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