

**UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re:	:	Chapter 11
	:	
Museum of American Jewish History, d/b/a	:	Case No. 20-11285 (MDC)
National Museum of American Jewish History	:	
	:	
Debtor.	:	

**ORDER APPROVING: (I) DISCLOSURE STATEMENT; (II) PROCEDURES  
FOR THE SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT  
THE PLAN; AND (III) RELATED NOTICE AND OBJECTION PROCEDURES**

Upon the motion (the “Motion”<sup>1</sup>) of the above-captioned debtor and debtor in possession (the “Debtor”) for the entry of an order approving: (1) the Disclosure Statement; (2) procedures for the solicitation and tabulation of votes to accept or reject the Plan; and (3) related notice and objection procedures; it appearing that the relief requested in the Motion is in the best interests of the Debtor, its estate, and other parties in interest; the Court having jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Debtor having filed with the Court the Disclosure Statement and the Plan; the Disclosure Statement Hearing Notice having been served on the Debtor’s creditors and interest holders; the Court having reviewed the Disclosure Statement, the Motion, the papers in support thereof and the responses thereto, if any; and upon such documents and the record established at the Disclosure Statement hearing, the Court having found and determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein and that the relief requested in the Motion is in the best interests of the Debtor, its estate and creditors; and after due deliberation and sufficient cause appearing therefor;

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<sup>1</sup> Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Motion.

**IT IS HEREBY FOUND THAT:**

A. The Disclosure Statement Hearing Notice was properly served upon the Debtor's creditors and interest holders.

B. The Disclosure Statement filed in the Chapter 11 Case on or about September 24, 2020 with respect to the Debtor's Fourth Amended Plan of Reorganization and as the same may be amended and/or revised from time to time, including in connection with the Disclosure Statement hearing) contains "adequate information" within the meaning of section 1125 of title 11 of the Bankruptcy Code.

C. The forms of the Ballots filed with the Motion are substantially consistent with Official Form No. 314, adequately address the particular needs of the Chapter 11 Case, and are appropriate for each Class of Claims entitled to vote to accept or reject the Plan.

D. The Ballots require the furnishing of sufficient information to assure that duplicate Ballots are not submitted and tabulated and that Ballots reflect the votes of creditor or equity holders.

E. The period set forth below during which the Debtor may solicit acceptances to the Plan is a reasonable and adequate period of time for creditors to make an informed decision to accept or reject the Plan.

F. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

G. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit 1**, the procedures set forth below for providing notice to all creditors and parties in interest of the time, date and place of the Confirmation Hearing, and the contents of the

Solicitation Packages comply with Rules 2002 and 3017 of the Bankruptcy Rules and constitute sufficient notice to all interested parties.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is granted on the terms set forth herein.
2. The Disclosure Statement is approved.
3. September 2, 2020 is established as the Voting Record Date for purposes of this Order and determining the creditors who are entitled to vote for or against the Plan.
4. On or before September 28, 2020 (the “Solicitation Date”), the Debtor is directed to distribute or cause to be distributed Solicitation Packages to Holders of Claims in Classes 3a, 3b, and 5 (the “Voting Classes”).
5. The Solicitation Packages shall contain copies of: (a) a cover letter describing the contents of the Solicitation Package; (b) the Approval Order (without exhibits); (c) the Confirmation Hearing Notice (as defined below); (d) an appropriate form of Ballot; and (e) the Disclosure Statement (together with the Plan annexed thereto and all other appendices, whether by paper copy, CD-ROM, or USB Flash Drive).
6. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit 1** is approved and shall be transmitted to all parties on the creditors’ matrix in this case, which matrix excludes Members of the Museum. Posting of the Confirmation Hearing Notice on the website of the claims agent, Donlin Recano, shall be deemed notice by publication with respect to the Members of the Museum.
7. With respect to addresses from which notices of the hearing to approve the Disclosure Statement were returned as undeliverable by the United States Postal Service: (a) the Debtor is excused from distributing Solicitation Packages to those entities listed at such

addresses unless the Debtor is provided with accurate addresses for such entities at least one Business Day prior to the Solicitation Date; and (b) failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline (as defined below) or violation of Bankruptcy Rule 3017(d). Furthermore, with respect to undelivered Solicitation Packages and other undeliverable solicitation-related notices that are returned marked “undeliverable” or “moved – no forwarding address” or for a similar reason, the Debtor is excused from re-mailing such materials unless the Debtor has been informed in writing by such person of such person’s new address.

8. The Debtor is not required to distribute Solicitation Packages, Ballots, copies of the Disclosure Statement or Plan or any other notices (except the Confirmation Hearing Notice) to Holders of Claims that have not been classified in the Plan pursuant to section 1123(a)(1) of the Bankruptcy Code.

9. Except as otherwise provided herein, to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed, completed and the original thereof delivered to the Voting Agent so as to be actually received by the Voting Agent no later than **November 6, 2020** at 4:00 pm prevailing Eastern time (the “Voting Deadline”).

10. Ballots shall be sent to: NMAJH Plan Voting, Dilworth Paxson LLP, 1500 Market Street, Suite 3500E, Philadelphia, Pennsylvania 19102, Attention: Christine Chapman-Tomlin (“The Voting Agent”).

11. The Debtor may extend the Voting Deadline, if necessary, without further order of this Court, to a date that is no later than five (5) Business Days before the Confirmation Hearing.

12. Solely for purposes of voting to accept or reject the Plan, not for the purposes of the allowance of or distribution on account of a Claim, and without prejudice to the rights of

the Debtor in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such Claim as set forth in the Schedules (as may be amended from time to time) unless such Holder has timely filed a proof of claim, in which event such Holder would be entitled to vote the amount of such Claim as set forth in such proof of claim:

- a. If a Claim is deemed “Allowed” under the Plan or an order of the Court, such Claim shall be Allowed for voting purposes in the deemed “Allowed” amount set forth in the Plan or the Court’s order;
- b. If a Claim for which a proof of claim has been timely filed is contingent, unliquidated or disputed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, and the Ballot of the Holder of such Claim shall be marked as voting at \$1.00;
- c. If a Claim is partially liquidated and partially unliquidated, the Claim shall be Allowed for voting purposes only in the liquidated amount;
- d. If a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim 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;
- e. If a Claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, then, unless the Debtor has consented in writing to Allow such Claim for voting purposes, such Claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);
- f. If the Debtor has filed an objection to a Claim before the Voting Deadline, such Claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection;
- g. Notwithstanding anything to the contrary contained herein, (i) any creditor who has filed or purchased duplicate Claims that are classified under the Plan in the same Class, shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such

Class, regardless of whether the Debtor has objected to such duplicate Claims; and (ii) if a proof of claim amends or supersedes a proof of claim filed by or on behalf of the same creditor, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes; and

- h. For purposes of voting, classification, and treatment under the Plan, each holder of an Impaired Claim that holds or has filed more than one (1) Claim shall be treated as if such holder has only one (1) Claim in each applicable Class; the Claims filed by such holder shall be aggregated in each applicable Class; and the total dollar amount of such holder's Claims in each applicable Class shall be the sum of the aggregated Claims of such holder in each applicable Class.

13. If any claimant seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, such claimant is directed to serve on counsel for Debtor and file with the Court no later than the Voting Deadline, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan.

14. As to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily Allowed by the Court for voting purposes after notice and a hearing.

15. If a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior Ballots.

16. Creditors with multiple Claims within a particular Class must vote all of their Claims within a particular Class under the Plan either to accept or reject the Plan and may not split their votes, and thus neither (i) any Ballot that partially rejects and partially accepts the Plan nor (ii) any Ballot filed by a creditor with multiple Claims within a Class who votes inconsistently will be counted.

17. Any Ballot that is properly completed, executed and timely returned to the Voting Agent but does not indicate an acceptance or rejection of the Plan or indicates both an acceptance and a rejection of the Plan, shall not be counted.

18. Any Ballot actually received by the Voting Agent after the Voting Deadline shall not be counted unless the Debtor granted an extension of the Voting Deadline with respect to such Ballot.

19. Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted.

20. Any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan shall not be counted.

21. Any Ballot cast for a Claim identified as unliquidated, contingent or disputed and for which no proof of claim was timely filed shall not be counted.

22. Any unsigned Ballot or non-originally signed Ballot shall not be counted.

23. Any Ballot sent directly to any of the Debtor, its agents (other than the Voting Agent), or the Debtor's financial or legal advisors or to any party other than the Voting Agent shall not be counted.

24. Any Ballot cast for a Claim that has been disallowed (for voting purposes or otherwise) shall not be counted.

25. Any Ballot transmitted to the Voting Agent by facsimile or other electronic means shall not be counted.

26. The Debtor and the Voting Agent may, but are not under any duty to, provide notification of defects or irregularities with respect to delivered Ballots, nor shall the Debtor, the Voting Agent or any other person or entity incur any liability for failure to provide such notification.

27. The Confirmation Hearing will be held at **10:30 a.m.** (prevailing Eastern time ) on **November 20, 2020**; *provided, however*, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtor without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing.

28. Objections to confirmation of the Plan or proposed modifications to the Plan, if any, must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state with particularity the basis and nature of any objection to the Plan; and (e) be filed, together with proof of service, with the Court and served on the parties listed in the Confirmation Hearing Notice, on or before **November 13 , 2020**.

29. Objections to confirmation of the Plan not timely filed and served in the manner set forth above may not be considered and may be overruled.

30. The Debtor shall file the vote tabulation certification no later than **November 10, 2020**.


31. The Debtor is authorized to take or refrain from taking any action and expending such funds necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

32. The Debtor is authorized to make nonsubstantive changes to the Disclosure Statement, Plan, Ballots, the Confirmation Hearing Notice, any other notice related to the Plan



or Disclosure Statement and all exhibits and appendices to any of the foregoing without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Package prior to their distribution.

Dated: September 25, 2020  
Philadelphia, Pennsylvania

  
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Magdeline D. Coleman  
Chief U.S. Bankruptcy Judge