

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

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In re:	:	Chapter 11
	:	
RUPARI HOLDING CORP., <i>et al.</i> , ¹	:	Case No. 17-10793 (KJC)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**NOTICE OF (I) ESTABLISHMENT OF SOLICITATION AND VOTING
PROCEDURES AND (II) FINAL HEARING ON CONFIRMATION OF
COMBINED PLAN AND DISCLOSURE STATEMENT**

TO ALL PARTIES IN INTEREST WITH RESPECT TO RUPARI HOLDING CORP. AND RUPARI FOOD SERVICES, INC. (COLLECTIVELY, THE “DEBTORS”), PLEASE TAKE NOTICE THAT:

Plan Confirmation Hearing. The Court shall hold a hearing (the “Plan Confirmation Hearing”) to consider final approval of the adequacy of the Disclosure Statement and confirmation of the Plan set forth in the *First Amended Joint Combined Disclosure Statement Chapter 11 Plans of Liquidation* [Docket No. 564] (as amended, modified, or supplemented from time to time, the “Combined Plan and Disclosure Statement”) on **December 14, 2017 at 1:30 p.m. (prevailing Eastern Time)**, before the Honorable Kevin J. Carey, United States Bankruptcy Judge, in Courtroom #5 of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801. The Plan Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Plan Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court. The Plan Proponents may modify the Combined Plan and Disclosure Statement, if necessary, prior to, during, or as a result of the Plan Confirmation Hearing in accordance with the terms of the Combined Plan and Disclosure Statement without further notice.

Voting Procedures. Certain Holders² of impaired Claims against the Debtors’ estates as of **November 2, 2017** (the “Voting Record Date”) are entitled to vote. If you hold such a claim, you will receive a solicitation package which shall include, among other things, a copy of (i) this

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Rupari Holding Corp. (4943) and Rupari Food Services, Inc. (7933). The mailing address for the Debtors is 655 Deerfield Rd, Suite 100 pmb 325, Deerfield, Illinois 60015, Attn: Michael Goldman.

² Capitalized terms used or not otherwise defined here shall have the meanings ascribed to them in the Combined Plan and Disclosure Statement.

Notice, (ii) a copy of the Combined Plan and Disclosure Statement (either in hard copy format or on a disk in PDF format), and (iii) one or more ballots. Please review the ballot(s) and the instructions included therewith for how to vote on the Plan. Failure to follow the voting instructions may disqualify your vote.

Voting Deadline. The deadline to vote on the Plan is **December 1, 2017 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). The Debtors’ Balloting Agent, Donlin, Recano & Company, Inc., must **receive** your ballot with an original signature by the Voting Deadline, otherwise your vote will not be counted. In order for your Ballot to count, you must (1) properly complete, date, and execute the Ballot and (2) deliver the Ballot to the Balloting Agent by either (a) regular mail to the Balloting Agent at the following address: Donlin, Recano & Company, Inc., re: Rupari Holding Corp., *et al.*, P.O. Box 192016, Blythebourne Station, Brooklyn, NY 11219; (b) overnight courier or hand delivery to the Balloting Agent at the following address: Donlin, Recano & Company, Inc., re: Rupari Holding Corp., *et al.*, 6201 15th Avenue, Brooklyn, NY 11219.

Objections to Plan Confirmation. All objections and responses to confirmation of the Plan or the final approval of the adequacy of the Disclosure Statement must be in writing, must conform to the Bankruptcy Rules, must set forth the name of the objector, the nature and amount of Claims or Interests held or asserted by the objector against the Debtors, the basis for the objection and the specific grounds of the objection, and must be filed with the Court, with a copy to chambers, together with proof of service thereof, and served, so as to be received no later than **December 7, 2017 at 4:00 p.m. (prevailing Eastern Time)**, upon: (i) counsel to the Debtors, DLA Piper LLP (US), 444 West Lake Street, Suite 900, Chicago, Illinois 60606 (Attn: Richard A. Chesley, Esq. and John K. Lyons, Esq.) and 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801 (Attn: R. Craig Martin, Esq. and Maris J. Kandestin, Esq.); (ii) counsel to the Creditors’ Committee, 1251 Avenue of the Americas, New York, NY 10020 (Attn: Jeffrey Cohen, Esq. and Wojciech Jung, Esq.); (iii) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox #35, Wilmington, Delaware, 19899 (Attn: David L. Buchbinder, Esq. and Brya Keilson, Esq.); and (iv) such other parties as the Court may order.

Pursuant to Bankruptcy Rule 3020(b), if no objection to confirmation of the Plan is timely filed, the Court may determine that the Plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues.

Additional Information. For more information about the solicitation procedures, please contact Donlin, Recano & Company, Inc., the Balloting Agent, by phone at (212) 771-1128, or by emailing Balloting@DonlinRecano.com. To obtain a copy of the Combined Plan and Disclosure Statement or any related documents, please contact Donlin, Recano & Company, Inc. or visit the Debtors’ case website: www.donlinrecano.com/rupari. **Please note that the Balloting Agent is not permitted to give legal advice.**

Key Dates. Some of the key dates and deadlines related to the Combined Plan and Disclosure Statement are:

Timetable	
Voting Record Date	November 2, 2017 (or the date of entry of Interim Approval and Procedures Order)
Solicitation Commencement Date	November 3, 2017 (or within 1 day following entry of Interim Approval and Procedures Order)
Deadline to File Plan Supplement	November 20, 2017
Rule 3018 Motion Deadline	November 22, 2017
Rule 3018 Objection Deadline	November 30, 2017
Voting Deadline	December 1, 2017 at 5:00 p.m. (ET)
Plan Confirmation Objection Deadline	December 7, 2017 at 4:00 p.m. (ET)
Reply Deadline	December 12, 2017
Plan Confirmation Hearing	December 14, 2017 at 1:30 p.m. (ET)

Article XII of the Combined Plan and Disclosure Statement contains certain injunction, exculpation and release provisions, including, without limitation, an injunction which, if the Combined Plan and Disclosure Statement is confirmed, prevents, among other things, any Holder of any claim or equity interest or any other party in interest in the Debtors' Chapter 11 Cases from directly or indirectly commencing or continuing, in any manner, any action or other proceeding of any kind against the Debtors, enforcing judgments related to such claims or interests, asserting rights of setoff (except with respect to setoffs fully exercised pre-petition), or subrogation, or interfering in any way with the Combined Plan and Disclosure Statement.

Section XI of the Combined Plan and Disclosure Statement addresses the treatment of executory contracts and unexpired leases. Pursuant to Section XI.A. of the Combined Plan and Disclosure Statement, upon the Effective Date, all executory contracts and unexpired leases not previously assumed and/or assigned (including in connection with the 363 Sale and pursuant to the 363 Sale Order, or not rejected before the Effective Date, will be deemed rejected.

Pursuant to Section XI of the Combined Plan and Disclosure Statement, if the rejection of an Executory Contract, pursuant to the Combined Plan and Disclosure Statement or otherwise, gives rise to a Rejection Damages Claim, a proof of Claim must be filed with the Claims Agent at (i) if by regular mail, at (i) if by regular mail, Donlin, Recano & Company, Inc., re: Rupari Holding Corp., *et al.*, P.O. Box 899, Madison Square Station, New York, NY 10010, and (ii) if by overnight courier or hand delivery, Donlin, Recano & Company, Inc., re: Rupari Holding Corp., *et al.*, 6201 15th Avenue, Brooklyn, NY 11219, no later than thirty (30) days after the earlier of (i) the Effective Date or (ii) the date provided in any other applicable Order of the Court.

Dated: November 2, 2017
Wilmington, Delaware

Respectfully submitted,
DLA PIPER LLP (US)

By: /s/ Craig Martin
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– and –

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