

**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)
	:
	: Hearing Date: November 2, 2017 at 2:00 p.m. (ET)
	: Objection Deadline: October 30, 2017 at 4:00 p.m. (ET)
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**JOINT MOTION OF THE DEBTORS AND THE CREDITORS' COMMITTEE
FOR ENTRY OF AN ORDER (A) APPROVING THE DISCLOSURE STATEMENT
ON AN INTERIM BASIS, (B) ESTABLISHING PROCEDURES FOR
SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE
PLAN, (C) APPROVING THE FORM OF BALLOT AND SOLICITATION
MATERIALS, (D) ESTABLISHING THE VOTING RECORD DATE, (E)
SCHEDULING A PLAN CONFIRMATION HEARING AND DEADLINE FOR
FILING OBJECTIONS TO FINAL APPROVAL OF THE DISCLOSURE
STATEMENT AND CONFIRMATION OF THE PLAN,
AND (F) APPROVING THE RELATED FORM OF NOTICE**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned counsel, DLA Piper LLP (US), and the Official Committee of Unsecured Creditors appointed in these cases (the “Creditors’ Committee,” and together with the Debtors, the “Plan Proponents”), by and through its under signed counsel, Lowenstein Sandler LLP and Whiteford Taylor & Preston LLC, hereby move (the “Motion”) under sections 105(a), 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2002(b), 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2002-1 and 3017-2 of the Local Rules of

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.

Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for entry of an order, substantially in the form attached to this Motion as **Exhibit A** (the “Interim Approval and Procedures Order”), (a) approving, on an interim basis, the adequacy of the disclosures (the “Disclosure Statement”) set forth in the *Joint Combined Disclosure Statements and Chapter 11 Plans of Liquidation* (as may be amended, modified, or supplemented, the “Combined Plan and Disclosure Statement” or the “Plan”),² which is being filed contemporaneously herewith, (b) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan, (c) approving the forms of ballot and solicitation materials, (d) establishing a voting record date, (e) scheduling a joint hearing to consider final approval of the adequacy of the Disclosure Statement and confirmation of the Plan (the “Plan Confirmation Hearing”) and setting the deadline for objections thereto (the “Plan Confirmation Objection Deadline”), and (f) approving the related form of notice. In support hereof, the Plan Proponents respectfully state as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012. This matter is a core proceeding under 28 U.S.C. § 157(b)(2). Venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested in this Motion are sections 105(d)(2)(B)(vi), 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002(b), 3017, 3018, and 3020, and Local Rules 2002-1 and 3017-2.

² Capitalized terms not defined in this Motion shall have the same meaning given to them in the Combined Plan and Disclosure Statement.

BACKGROUND

A. General Background

3. On April 10, 2017 (the “Petition Date”), each Debtor filed with this Court voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors continue to be in possession of their properties and to operate their business and manage their properties as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On April 20, 2017, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Creditors’ Committee. As of the date of this Motion, no trustee or examiner has been appointed in these cases.

B. The Debtor’s Former Business Operations

6. Debtor, Rupari Food Services, Inc. (“Rupari Food” or the “Company”), was a leading culinary supplier of uncooked and ready-to-eat sauced and unsauced ribs, barbeque (“BBQ”) pork, and BBQ chicken. Since 1978, Rupari Food had been producing and distributing the finest, restaurant-quality, pre-cooked, sauced, bone-in proteins, and related barbeque products. With a focus primarily on the manufacture and sale of pork ribs, the Company operated four core businesses: (a) prepackaged retail; (b) food service; (c) deli; and (d) private label. The Company offered a full line of meats under the Rupari brand name, as well as a variety of products under the retail names of Tony Roma’s® and Butcher’s Prime®. The Company’s products were available fresh, frozen, and in the hot and cold deli sections at large and mid-sized retailers throughout the United States and Canada.

7. A variety of both external and operational challenges resulted in a decline in historical performance, including a rise in the price of pork due to the Chinese pork epidemic and

the livestock virus that affected pork in the United States in 2014 and 2015. These macroeconomic and natural forces caused the Company to experience liquidity issues, which exacerbated the Debtors' capital structure and debt load. These issues precipitated the filing of these chapter 11 cases and the Debtors' decision to pursue a sale of substantially all of their assets under section 363 of the Bankruptcy Code.

C. The Sale Process

8. On April 11, 2017, the Debtors filed the *Motion of Debtors for Entry of Order (I)(A) Approving and Authorizing Bidding Procedures in Connection with the Sale of Substantially All Assets; (B) Approving Stalking Horse Protections; (C) Approving Procedures Related to Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving the Form and Manner of Notice Thereof; (II)(A) Approving and Authorizing Sale of Substantially All of Debtor Assets to Successful Bidder Free and Clear of All Liens, Claims, Encumbrances, and Other Interests; (B) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (C) Granting Related Relief* [Docket No. 27] with the Court.

9. On April 27, 2017, the Court entered an *Order (I)(A) Approving and Authorizing Bidding Procedures in Connection with the Sale of Substantially All Assets; (B) Approving Stalking Horse Protections; (C) Approving Procedures Related to Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving the Form and Manner of Notice Thereof* [Docket No. 100].

10. On April 28, 2017, the Debtors filed a *Notice of Sale Procedures, Auction Date and Sale Hearing* [Docket No. 106], and on May 2, 2107 and May 16, 2017, respectively, the Debtors filed a *Notice to Counterparties to Executory Contracts and Unexpired Leases that*

may be Assumed and Assigned [Docket No. 121] and a *Supplemental Notice to Counterparties to Executory Contracts and Unexpired Leases That May Be Assumed and Assigned* [Docket No. 171].

11. On May 30, 2017, after receiving no Qualified Bids other than the bid submitted by the Stalking Horse Purchaser, the Debtors filed a *Notice of Successful Bidder* [Docket No. 230], announcing that CBQ, LLC (“CBQ”) was the Successful Bidder for the purchase of substantially all of the Debtors’ assets.

12. On June 6, 2017, the Court conducted a hearing on, among other things, the Debtors’ request to approve the sale of its assets to CBQ, under the terms of the asset purchase agreement.

13. On June 7, 2017, the Court entered the *Order (A) Approving and Authorizing Sale of Substantially all of Debtors’ Assets Pursuant to Successful Bidder’s Asset Purchase Agreement, Free and Clear of All Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief* [Docket No. 260].

14. The Sale of the Debtors’ businesses to CBQ closed on June 14, 2017.

15. On August 7, 2017, the Debtors filed a *Motion of Debtors to Extend the Exclusive Periods for the Filing and Solicitation of Acceptances of a Chapter 11 Plan* [Docket No. 396] (the “Exclusivity Motion”), requesting that the Court grant a 90-day extension of both the 120-day exclusivity period for the Debtors to file a chapter 11 plan (“Exclusive Filing Period”), from August 8, 2017 to November 6, 2017, and the 180-day exclusivity period for the Debtors to solicit acceptances of the plan (“Exclusive Solicitation Period”), from October 6, 2017 to January 4, 2018. After the Committee and Roma (as defined below) objected to the

Debtor's request for a 90-day extension, on September 1, 2017, the Debtors filed the *Certification of Counsel Regarding Order Under 11 U.S.C. Section 1121 (d) Extending the Exclusive Period for Filing and Acceptances of a Chapter 11 Plan* [Docket No. 455], requesting a reduced extension period, such that the Exclusive Filing Period would be extended through October 12, 2017, and the Exclusive Solicitation Period would be extended through December 11, 2017. On September 6, 2017, the Court entered the *Order Under 11 U.S.C. Section 1121 (d) Extending the Exclusive Period for Filing and Acceptances of a Chapter 11 Plan* [Docket No. 460] (the "Exclusivity Extension Order"), granting the extension of the Exclusive Filing Period through October 12, 2017, and the Exclusive Solicitation Period through December 11, 2017. After the Court's entry of the Exclusivity Extension Order, the Debtors consulted with the parties who objected to entry of the full relief requested in the Exclusivity Motion, as well as the U.S. Trustee, and those parties agreed not to object to the Debtors' submission of a second order granting the full relief requested in the Motion. On October 10, 2017, the Debtors submitted a second order granting the full relief requested in the Motion under certification of counsel [Docket No. 524] (the "Second Exclusivity Order"). On October 16, 2017, the Court entered the Second Exclusivity Order.

D. Roma Litigation

16. During the months leading up to the Petition Date and throughout these chapter 11 cases, the Debtors have been in a dispute (the "Licensing Dispute") with Roma Dining, LLC and Romacorp., Inc. (together, "Roma") regarding the Debtors' rights under a license agreement with Roma (the "License Agreement"). The License Agreement provides the Debtors with their largest asset—the exclusive rights to utilize certain licensed TONY ROMA's marks in connection with the manufacture, sale, and distribution of certain refrigerated or frozen meat

products to domestic retailers for a period through 2030, assuming certain conditions are met (the “Exclusive Licensing Rights”). Rupari Food filed two adversary proceedings in these cases related to the Licensing Dispute. The Licensing Dispute also gave rise to prolific motion practice between Roma and the Debtors.

17. On October 11, 2017, the Debtors, Roma, and Ruprecht Company (“Ruprecht,” and together with the Debtors and Roma, the “Settlement Parties”), entered into the *Settlement Agreement Among Debtors Rupari Holding Corp. and Rupari Food Services, Inc., the Roma Parties, and Ruprecht* (the “Settlement Agreement”), which resolved all issues between the Settlement Parties, including the Licensing Dispute. On October 12, 2017, the Debtors filed the *Debtors’ Motion to Approve Settlement Agreement Among the Debtors, the Roma Parties, and Ruprecht Company* [Docket No. 527], which is scheduled to be heard by the Court on November 2, 2017.

E. The Plan Term Sheet

18. In addition to resolving their disputes with Roma through the Settlement Agreement, the Debtors have negotiated with their key constituents to formulate a plan term sheet (the “Plan Term Sheet”), the terms of which are embodied in the Combined Plan and Disclosure Statement, which provides, among other things, key benefits to the Debtors, including, but not limited to the following (which is qualified in full by the Plan Term Sheet and the Combined Plan and Disclosure Statement):

- a. The Professionals have agreed to a cap on payments to be received on account of total fees equal to 90% of aggregate fees billed in during the chapter 11 cases (the “Fee Cap”). The Professionals estimate that the Fee Cap will reduce aggregate professional fees by approximately \$300,000.
- b. The Debtors and Creditors’ Committee will file a joint, combined plan and disclosure statement, which will establish a liquidation trust (the

“Liquidation Trust”). The Liquidation Trust shall be funded by (a) cash held by the Debtors as of the effective date of the plan, (b) the Plan Contribution Payments (as defined below) on the effective date, (c) net proceeds of avoidance actions (the “Preference Actions”) under chapter 5 of the Bankruptcy Code, and (d) net recoveries resulting from the prosecution of other estate claims and Causes of Action (as defined below). Further, certain claims against directors and officers, which will be negotiated and delineated in the final version of the Plan Term Sheet, shall not be released and shall remain estate assets that will be transferred to the Liquidation Trust.

- c. The “Plan Contribution Payments” shall constitute the following new money payments from WPP and Danish Crown: (1) payment in the amount of \$700,000 by WPP and (2) payment of \$300,000 by Danish Crown. Further, Danish Crown shall have an allowed Class 3 Claim in the amount of \$2,463,312.07 and an Allowed Administrative Expense Claim in the amount of \$3,894.00. Rupari Bridge Company shall have an allowed Class 3A Claim in the amount of \$_____ and a Class 3B Claim in the amount of \$_____, but shall agree in the Plan to waive any right to distribution on account of such claim.
- d. The Plan releases related to WPP contemplated above shall cover WPP and, among others, partners, affiliates, subsidiaries, and present and former employees, agents, advisors, officers and directors (in their capacity as such), and, to the extent not included in the preceding, each of Mark Burgett, Robert Cummings, Jose Luis Prado, Konrad Salaber, David Finch, and John Rice (collectively, the “WPP Released Parties”).
- e. WPP has agreed not to receive a distribution under the Plan on account of its claims against the estates, thereby removing \$33 million in claims against Rupari Food’s estate from the claims pool and nearly \$96 million in claims against the estate of Rupari Holding Corp. from the claims pool.
- f. The Plan Term Sheet Parties further agree to exercise reasonable efforts to procure a waiver from the Prepetition Senior Secured Lenders with respect to any right to receive a distribution or payment of any kind on account of any unsecured deficiency claim arising or related to the Prepetition Senior Secured Lenders’ pre or post-petition credit facilities, which would further reduce the general unsecured creditors pool.
- g. In addition to the releases set forth in the Plan Term Sheet, the plan shall contain exculpation provisions for the estates’ fiduciaries.

- h. In exchange for the foregoing, the Plan Term Sheet Parties shall support and vote in favor of the plan and also agree not to object to fee applications filed by the Professionals, including all interim and final fee applications.

19. The Plan Term Sheet, which resolves numerous, key issues in these chapter 11 case, will result in the Debtors saving estate resources and receiving additional funds that will be available for distribution to creditors. As a result, the Debtors will have sufficient funds to propose and consummate a chapter 11 plan, which the Debtors and the Creditors' Committee believe will result in a meaningful recovery to the Debtors' general unsecured creditors.

F. The Combined Plan and Disclosure Statement

20. Following the closing of the Sale, the Debtors shifted their focus to winding down their estates, including the rejection of burdensome executory contracts and unexpired leases, and the formulation of a plan of liquidation and related disclosure statement. Further, as noted above, the Debtors made significant progress in negotiating and entering into agreements or settlements with their key constituents, all of which made it possible for the Plan Proponents to present a joint plan of liquidation that will result in a distribution to general unsecured creditors.

21. The Combined Plan and Disclosure Statement is the result of extensive, arms'-length, good faith negotiations among the Debtors, the Creditors' Committee, and the Plan Term Sheet Parties.

22. Section III of the Combined Plan and Disclosure Statement provides a detailed description of, among other things, the Debtors' organizational structure, prepetition capital structure, historical business operations, and summaries of certain material events that have occurred during these chapter 11 cases.

23. The Combined Plan and Disclosure Statement is being proposed by the Plan Proponents because they believe that the Plan provides the most efficient means to maximize

value of the Debtors' remaining assets, distribute proceeds thereof to Holders of Allowed Claims, and otherwise wind down and conclude the Debtors' chapter 11 cases. The Plan Proponents wish to maintain the productive momentum of these cases and save meaningful estate resources by responsibly streamlining a chapter 11 plan process.

24. The Plan is a liquidating plan within the purview of Local Rule 3017-2. In general, the Plan provides for, among other things, the establishment of a Liquidating Trust for the purpose of administering the Debtors' remaining assets and making distributions to Holders of Allowed Claims.

25. A summary of the key dates that the Plan Proponents seek to establish by the Interim Approval and Procedures Order are as follows:

Proposed 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)
Rule 3018 Motion Deadline	November 23, 2017
Rule 3018 Objection Deadline	November 30, 2017
Voting Deadline	November 30, 2017 at 5:00 p.m. (ET)
Deadline to File Plan Supplement	December 4, 2017
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)

26. The above-dates reflect a slight deviation from the timing requirements under Local Rule 3017-2 in that the period between the hearing on interim approval of the Disclosure Statement and the requested hearing on confirmation of the Plan and approval of the Disclosure Statement on a final basis is 42 days, not the 45 days required by Local Rule 3017-2. Under the circumstances, and given that the Debtors have resolved all issues between the estates and their

key constituents, the Plan Proponents' desire to avoid incurring further administrative expenses, and that the Plan is being jointly filed by the Debtors and the Creditors' Committee, the Plan Proponents believe that this small deviation from Local Rule 3017-2 is appropriate, necessary, and warranted under the facts of these cases.

27. The Plan contemplates classifying all Claims against and Interests in the Debtors, other than Administrative Expense Claims, Priority Tax Claims, Compensation and Reimbursement Claims, and Statutory Fees, as follows:

RUPARI HOLDING CORP.				
Class	Type	Status Under Plan	Voting Status	Anticipated Recovery
1A	Miscellaneous Secured Claims	Unimpaired	Deemed to Accept	100%
2A	Non-Tax Priority Claims	Unimpaired	Deemed to Accept	100%
3A	General Unsecured Claims	Impaired	Entitled to Vote ³	0%
4A	Intercompany Claims	Impaired	Deemed to Reject	0%
5A	Existing Equity Interests	Impaired	Deemed to Reject	0%

RUPARI FOOD SERVICES, INC.				
Class	Type	Status Under Plan	Voting Status	Anticipated Recovery
1B	Miscellaneous Secured Claims	Unimpaired	Deemed to Accept	100%
2B	Non-Tax Priority Claims	Unimpaired	Deemed to Accept	100%

³ Rupari Holding General Unsecured Claims include Claims relating to the Unsecured Notes, which are held by insiders, and therefore, votes in favor of the Plan will not be counted in accord with section 1129(a)(10) of the Bankruptcy Code. Also included in the Rupari Holding General Unsecured Claims pool is any deficiency claim held by the Prepetition Senior Secured Lenders related to the Prepetition Senior Secured Credit Facility. The Prepetition Senior Secured Lenders are entitled to vote to accept or reject the Plan.

3B	General Unsecured Claims	Impaired	Entitled to Vote ⁴	at least 8%
4B	Intercompany Claims	Impaired	Deemed to Reject	0%
5B	Existing Equity Interests	Impaired	Deemed to Reject	0%

28. As set forth above, Holders of Allowed Claims in Classes 3A and 3B are the only Holders of Claims or Interests that are entitled to vote on the Plan. All other Holders of Claims or Interests are not entitled to vote on the Plan because each such Holder either holds (i) a Claim that is unimpaired under the Plan, or (ii) a Claim or Interest that does not entitle it to receive or retain any property under the Plan and therefore is deemed to reject the Plan.

29. The Plan Proponents respectfully submit that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code; *however*, by this Motion, the Debtors seek only interim approval of the adequacy of the Disclosure Statement. At the Plan Confirmation Hearing, the Plan Proponents will seek final approval of the adequacy of the Disclosure Statement (as well as confirmation of the Plan).

30. The Plan Proponents submit that Local Rule 3017-2 applies because (a) substantially all of the Debtors' assets were sold through the Sale and the remaining assets will be liquidated under the Plan, (b) the Plan complies with section 1129(a)(9) of the Bankruptcy Code, (c) the Plan does not seek non-consensual releases/injunctions with respect to claims creditors may hold against non-debtor parties, and (d) the Debtors' combined assets to be distributed under the Plan are estimated, in good faith, to be worth less than \$25 million (excluding Causes of Action). *See* Del. Bankr. L.R. 3017-2(a).

⁴ Rupari Food General Unsecured Claims include Claims relating to the Subordinated Notes, which are held by insiders, and therefore, votes in favor of the Plan will not be counted in accord with section 1129(a)(10) of the Bankruptcy Code.

HIGHLIGHTED PROVISIONS UNDER LOCAL RULE 3017-2(c)(ii)

31. Local Rule 3017-2(c)(ii) requires the Plan Proponents to highlight certain provisions included in the Plan and/or Interim Approval and Procedures Order as follows:

(a) Local Rule 3017-2(c)(ii)(A) requires the disclosure of provisions that seek consensual releases/injunctions with respect to claims creditors may hold against non-debtor parties. The Plan does not provide for third-party releases.

(b) Local Rule 3017-2(c)(ii)(B) requires the disclosure of provisions that seek to release any claims the debtor[s] may have against non-debtor parties who are insiders of a debtor. Section XII of the Combined Plan and Disclosure Statement provides for Debtor Releases of the Released Parties, provided that the releases do not apply to D&O Claims and claims, causes of action, or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross negligence.

(c) Local Rule 3017-2(c)(ii)(C) requires the disclosure of any provision that seeks an exemption under section 1146 of the Bankruptcy Code. Section IX.J. of the Combined Plan and Disclosure Statement provides for an exemption from certain taxes and fees pursuant to section 1146(a) of the Bankruptcy Code with respect to the making or delivery of any instrument or transfer from the Debtors to the Liquidating Trust or to any other person pursuant to the Plan.

RELIEF REQUESTED

I. Interim Approval of the Disclosure Statement.

32. Under section 1125(b) of the Bankruptcy Code, a plan proponent must provide holders of impaired claims and interests entitled to vote with “adequate information” regarding the proposed chapter 11 plan. *See* 11 U.S.C. § 1125(b). The Plan Proponents respectfully submit that the Disclosure Statement contains “adequate information” within the meaning of section 1125(a)(1) of the Bankruptcy Code and, thus, should be approved by this Court on an interim basis and, at the Plan Confirmation Hearing, on a final basis.

33. Section 1125(a)(1) of the Bankruptcy Code provides:

[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the

nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the Holders of claims or interests in the case, that would enable such hypothetical investor of the relevant class to make an informed judgment about the plan . . .

11 U.S.C. § 1125(a)(1). Thus, a debtor's disclosure statement must, as a whole, provide information that is sufficiently detailed, so far as "reasonably practicable," to permit an "informed judgment" by impaired creditors entitled to vote on the plan. *See In re Ryan Operations G.P. v. Santiam-Midwest Lumber Co.*, 81 F.3d 355, 362 (3d Cir. 1996); *In re Autobacs Strauss, Inc.*, 473 B.R. 525, 584 (Bankr. D. Del. 2012); *In re Dakota Rail, Inc.*, 104 B.R. 138, 142 (Bankr. D. Minn. 1989). At a minimum, a disclosure statement "must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution." *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).

34. The Disclosure Statement contains the necessary information for Holders of claims entitled to vote to make an informed decision about whether to vote to accept or reject the Plan, including, among other things:

- (a) information on the Debtors' business operations, organizational structure, and capital structure;
- (b) an overview of certain events preceding and leading to the commencement of these Chapter 11 Cases;
- (c) an overview of the major events that occurred during the course of these Chapter 11 Cases, including the Sale, the Settlement, and the Plan Term Sheet;
- (d) a summary of the classification and treatment of all classes of creditors and equity interests;
- (e) the provisions governing distributions under the Plan; and

- (f) the means for implementation of the Plan, including the creation of the Liquidation Trust and the transfer of the Liquidation Trust Assets (including the Plan Funding Contribution Payments) into the Liquidating Trust for the benefit of the Beneficiaries;
- (g) risk factors affecting the Plan; and
- (h) a summary of the Bankruptcy Code and other requirements for confirmation of the Plan.

35. The Plan Proponents respectfully submit that the Disclosure Statement satisfies the requirements of section 1125 of the Bankruptcy Code; *however*, at the hearing on this Motion, the Plan Proponents seek only interim approval of the Disclosure Statement. At the Plan Confirmation Hearing, the Plan Proponents will seek final approval of the adequacy of the Disclosure Statement and confirmation of the Plan.

II. The Solicitation Procedures.

A. Establishment of Voting Record Date

36. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. The Plan Proponents propose that the Court establish the date the Court enters the Interim Approval and Procedures Order as the record date (the “Voting Record Date”) for purposes of determining which Holders of Claims are entitled to vote on the Plan.

B. Approval of Solicitation Package

37. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to Holders of Claims and Interests entitled to vote for the purpose of soliciting their votes and providing adequate notice of the Plan Confirmation Hearing.

38. Except as provided below, upon entry of the Interim Approval and Procedures Order, the Debtors propose that the following materials (collectively, the “Solicitation Package”) be distributed by or on behalf of the Debtors to each record and beneficial Holder of a Claim and/or Interest entitled to vote on the Plan:

- (a) a cover letter describing the contents of the Solicitation Package;
- (b) the Combined Plan and Disclosure Statement, and all exhibits thereto (either in on a disk in PDF format of thumb drive);
- (c) the Interim Approval and Procedures Order;
- (d) the Plan Confirmation Hearing Notice (as defined below);
- (e) an appropriate Ballot, including voting instructions;
- (f) a pre-addressed stamped return envelope; and
- (g) such other materials as the Court may direct.

39. The Plan Proponents expect that they will be able to commence distribution of the Solicitation Packages no later than one business day after the date on which the Interim Approval and Procedures Order is entered (the “Solicitation Commencement Date”). All other parties in interest, including Holders of Claims or Interests not entitled to vote on the Plan, will receive a copy of the Plan Confirmation Hearing Notice.

40. Although the Plan Proponents have made, and will make, every effort to ensure that the Solicitation Packages described are in final form, the Plan Proponents nonetheless request authority to make non-substantive changes to the Combined Plan and Disclosure

Statement and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Combined Plan and Disclosure Statement and any other materials in the Solicitation Packages following entry of the Interim Approval and Procedures Order and prior to mailing.

C. Approval of Forms of Ballots

41. Bankruptcy Rule 3017(d) requires that a debtor mail a form of ballot to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). The Plan Proponents propose to distribute to creditors entitled to vote on the Plan one or more ballots (each a “Ballot” and collectively, the “Ballots”), substantially in the form attached hereto as **Exhibit B**, applicable to each such creditor. The form of Ballot is based on Official Form No. 314, but has been modified to address the particular aspects of these chapter 11 cases, and to include certain additional information that the Plan Proponents believe to be relevant and appropriate to each class of Claims and Interests that is entitled to vote to accept or reject the Plan.

D. Voting Deadline and Procedures for Vote Tabulation

1. Establishment of Voting Deadline.

42. Bankruptcy Rule 3017(c) provides that, in connection with or before approval of a disclosure statement, a court shall fix a time within which the holders of claims or equity security interests may accept or reject the relevant chapter 11 plan. *See* Fed. R. Bankr. P. 3017(c). Local Rule 3017-2(d)(ii) provides that the Voting Deadline shall be no more than ten (10) days prior to the Plan Confirmation Hearing.

43. In accordance with Bankruptcy Rule 3017(c), the Plan Proponents request that the Court enter an order requiring that, in order to be counted as a vote to accept or reject the Plan, any Ballot accepting or rejecting the Plan be properly executed, completed, have only one box

checked to accept or reject, and **the original** of which shall be delivered so as to be actually received by Donlin, Recano & Company, Inc. (the “Balloting Agent”), not later than 5:00 p.m. (prevailing Eastern Time) on the date that is fourteen (14) days prior to the Plan Confirmation Hearing (the “Voting Deadline”). Ballots are to be delivered 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.

44. The Plan Proponents submit that a solicitation period of twenty-seven (27) days provides sufficient time for creditors entitled to vote to make informed decisions to accept or reject the Plan and submit timely Ballots under the circumstances. Therefore, the Voting Deadline should be approved.

2. Temporary Allowance of Claims for Voting Purposes

45. Bankruptcy Rule 3018(a) provides that if a claim has been scheduled as other than matured, liquidated, and not disputed, then “notwithstanding objection to a claim or interest, the court after notice and hearing may temporarily allow the claim or interest in an amount that the court deems proper for the purposes of accepting or rejecting a plan.” Fed. R. Bankr. 3018(a); *see also* 11 U.S.C. §§ 502, 1126. The Plan Proponents respectfully request that if a creditor files a motion seeking to have its Claim temporarily allowed for voting purposes (any such motion, a “3018 Motion”), the Court set the deadline for filing and serving (i) the 3018 Motion as the date that is twenty-one (21) days prior to the Plan Confirmation Hearing (the

“3018 Motion Deadline”), and (ii) any objection to a 3018 Motion as the date that is fourteen (14) days prior to the Plan Confirmation Hearing (the “3018 Objection Deadline”).

3. Approval of Procedures for Vote Tabulation.

46. Section 1126(c) of the Bankruptcy Code provides that:

[a] class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c).

47. The Plan Proponents propose, solely for purposes of voting to accept or reject the Plan and not for purposes of allowance or distribution on account of a Claim and without prejudice to the rights of the Debtors or the Liquidation Trust in any other context, that the amount of a Claim or Interest used to tabulate acceptance or rejection of the Plan be one of the following alternatives:

- (a) if no proof of Claim or Interest was timely filed, the Claim amount listed in the Debtors’ Schedules, provided that such Claim is not scheduled as contingent, disputed, or unliquidated;
- (b) the liquidated amount specified in a proof of Claim or Interest timely filed with the Court or submitted to Donlin, Recano & Company, Inc., as the Debtors’ claims agent (or otherwise deemed timely filed by the Court under applicable law), to the extent that the proof of Claim or Interest is not the subject of an objection; or
- (c) the amount temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a), after notice and a hearing at or before the Plan Confirmation Hearing.

48. If a Claim Holder casts a Ballot and the entirety of such creditor’s Claim is the subject of an objection filed before the Voting Deadline, the Debtors request that such creditor’s Ballot not be counted. If a creditor casts a Ballot and part of such creditor’s Claim is the subject

of an objection filed before the Voting Deadline, the Plan Proponents request that such creditor's Ballot be treated as a Claim for voting purposes only to the extent of the remaining amount of the Claim not subject to any objection. In either case, if a creditor desires to vote in a higher amount, the creditor may seek authority from the Court to do so following notice and a hearing, pursuant to Bankruptcy Rule 3018(a). For voting purposes only, either of the Plan Proponents may file objections to Claims by November 30, 2017, which is 14 days prior to the Plan Confirmation Hearing.

49. Notwithstanding anything to the contrary contained herein, any creditor who has filed a proof of Claim that is duplicative of another Claim(s) within the same Class of Claims entitled to vote to accept or reject the Plan, as determined by the Debtors, shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such class, regardless of whether the Debtors or the Creditors' Committee have objected to such duplicate Claim(s).

50. Any creditor who holds multiple Claims within a single Class shall have such Claims aggregated, for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, as if such creditor held one Claim in such Class; the creditor will receive a single Ballot with respect to all of its Claims in each such Class, and the votes related to such Claims will be treated as a single vote to accept or reject the Plan.

51. With respect to any Claims that are transferred or assigned to another party, the assignee of a transferred and assigned claim (whether a filed or scheduled claim) whose transfer and assignment has been properly noted on the Court's docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Voting Record Date and whose claims have not been disallowed or expunged prior to the Solicitation Date is entitled to vote to accept or reject the Plan.

52. In addition, the Plan Proponents request that the following voting procedures and standard assumptions (“Tabulation Rules”) be used in tabulating Ballots:

(a) Any Ballot that is timely received, that contains sufficient information to permit the identification of the claimant and that is cast as an acceptance or rejection of the Plan will be counted and cast as an acceptance or rejection, as the case may be, of the Plan. Except as otherwise ordered by the Court, a claimant may not change its vote once a Ballot is submitted to the Balloting Agent.

(b) Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant will not be counted;

(c) 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 this Plan will not be counted;

(d) Any Ballot cast for a Claim designated or determined as unliquidated, contingent, or disputed or as zero or unknown in amount and for which no 3018(a) Motion has been Filed by the 3018(a) Motion Deadline will not be counted unless otherwise directed by the Debtors and Creditors’ Committee;

(e) Any Ballot timely received that is cast in a manner that indicates neither acceptance nor rejection of this Plan or that indicates both acceptance and rejection of this Plan will not be counted;

(f) Any Ballot received by the Balloting Agent after the Voting Deadline will be not be counted, unless the Debtors, in consultation with the Committee, agree in writing to an extension of such deadline;

(g) Any Ballot not bearing an original signature will not be counted; and

(h) Any Ballot received by the Balloting Agent by facsimile or other electronic communication will not be counted.

53. The Plan Proponents submit that the proposed Tabulation Rules and other related vote tabulation procedures set forth above will establish a fair and equitable voting process and, therefore, should be approved.

III. Confirmation Hearing

A. The Plan Confirmation Hearing and Notice Thereof

54. Bankruptcy Rule 3017(c) provides that “on or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and equity interests may accept or reject the plan and may fix a date for the hearing on confirmation.” Fed. R. Bankr. P. 3017(c). Section 105(d)(2)(B)(vi) of the Bankruptcy Code provides that in a case under chapter 11, the Court on its own initiative, or at the request of a party in interest, may provide that the hearing on approval of a disclosure statement may be combined with the hearing on confirmation of the plan. In this District, the Court has adopted a specific local rule that implements a procedure regarding such a request, Local Rule 3017-2(f).

55. In slight deviation from Local Rule 3017-2(f), the Plan Proponents request that the Plan Confirmation Hearing be scheduled for a date that is 42 days after the date of entry of the Interim Approval and Procedures Order. The Plan Proponents believe that this slight deviation from Local Rule 3017-2(f) is necessary and appropriate under the circumstances and facts of these cases. The Plan Confirmation Hearing may be adjourned or continued from time to time by the Court or the Plan Proponents, without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court. The proposed date for the Plan Confirmation Hearing is in compliance with the Bankruptcy Rules and the Local Rules and will enable the Plan Proponents to pursue confirmation of the Plan in a timely fashion.

56. The Plan Proponents propose to provide to all parties in interest a copy of the Plan Confirmation Hearing Notice, a form of which is attached hereto as Exhibit C, setting forth: (i) the Voting Deadline, (ii) the Plan Confirmation Objection Deadline, (iii) procedures for filing

objections and responses to the final approval of the adequacy of the Disclosure Statement or to confirmation of the Plan, and (iv) the time, date, and place for the Plan Confirmation Hearing.

B. Objection Procedures

57. In accordance with Local Rule 3017-2(f), the Debtors propose that the Plan Confirmation Objection Deadline be set for 28 days after the date of entry of the Interim Approval and Procedures Order. Any objection to confirmation of the Plan 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 by no later than the Plan Confirmation Objection Deadline 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 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.

58. The Plan Proponents submit that if there are objections, it will assist the Court and may expedite the Plan Confirmation Hearing if the Debtors or the Creditors' Committee reply to any such objections. Accordingly, the Plan Proponents request authorization to file and serve replies or an omnibus reply to any such objections no later than two (2) business days prior to the Plan Confirmation Hearing.

59. The Plan Confirmation Objection Deadline and reply schedule proposed will afford the Debtors, the Creditors' Committee, and other parties in interest sufficient time to consider the objections and file any replies, while leaving the Court sufficient time to consider any such objections and replies before the Plan Confirmation Hearing.

60. The Plan Proponents respectfully request that the Court approve these procedures for filing objections to final approval of the adequacy of the Disclosure Statement and confirmation of the Plan and replies thereto pursuant to Bankruptcy Rules 2002, 3017, and 3020, and Local Rule 3017-2.

NOTICE

61. Notice of this Motion will be provided to: (a) the U.S. Trustee; (b) counsel to the Creditors' Committee; and (c) all parties entitled to notice of this Motion pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice is necessary or required.

WHEREFORE, the Plan Proponents respectfully request that the Court enter the Interim Approval and Procedures Order and provide such further relief as the Court deems just and proper.

Dated: October 16, 2017
Wilmington, Delaware

Respectfully submitted,
DLA PIPER LLP (US)

By: /s/ R. Craig Martin
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*Counsel or the Official Committee of Unsecured
Creditors*

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

-----X
:
In re: : Chapter 11
:
RUPARI HOLDING CORP., *et al.*,¹ : Case No. 17-10793 (KJC)
:
Debtors. : (Jointly Administered)
:
: **Hearing Date: November 2, 2017 at 2:00 p.m. (ET)**
: **Objection Deadline: October 30, 2017 at 4:00 p.m. (ET)**
:
-----X

**NOTICE OF JOINT MOTION OF THE DEBTORS AND THE CREDITORS'
COMMITTEE FOR ENTRY OF AN ORDER (A) APPROVING THE
DISCLOSURE STATEMENT ON AN INTERIM BASIS, (B) ESTABLISHING
PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO
ACCEPT OR REJECT THE PLAN, (C) APPROVING THE FORM OF BALLOT
AND SOLICITATION MATERIALS, (D) ESTABLISHING THE VOTING
RECORD DATE, (E) SCHEDULING A PLAN CONFIRMATION HEARING AND
DEADLINE FOR FILING OBJECTIONS TO FINAL APPROVAL OF THE
DISCLOSURE STATEMENT AND CONFIRMATION OF THE PLAN,
AND (F) APPROVING THE RELATED FORM OF NOTICE**

PLEASE TAKE NOTICE that, on October 16, 2017, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their counsel, DLA Piper LLP (US), filed the *Joint Motion of the Debtors and the Creditors’ Committee for the Entry of an Order (A) Approving the Disclosure Statement on an Interim Basis, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan, (C) Approving the Form of Ballot and Solicitation Materials, (D) Establishing the Voting Record Date, (E) Scheduling a Plan Confirmation Hearing and Deadline for Filing Objections to Final Approval of the Disclosure Statement and Confirmation of the Plan, and (F) Approving the Related Form of Notice* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses to the Motion, if any, must be in writing, filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel for the Debtors on or before **October 30, 2017 at 4:00 p.m. (prevailing Eastern Time)**.

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.

PLEASE TAKE FURTHER NOTICE that if a response is timely filed, served and received, you or your attorney must attend the hearing on the Motion scheduled to be held before The Honorable Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **November 2, 2017 at 2:00 p.m. (prevailing Eastern Time)**.

IF NO REPONSES TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: October 16, 2017
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

By: /s/ R. Craig Martin
R. Craig Martin (DE 5032)
Maris J. Kandestin (DE 5294)
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– and –

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Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Interim Approval and Procedures Order

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

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

**ORDER (A) APPROVING THE DISCLOSURE STATEMENT ON AN INTERIM BASIS,
(B) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF
VOTES TO ACCEPT OR REJECT THE PLAN, (C) APPROVING THE FORM OF
BALLOT AND SOLICITATION MATERIALS, (D) ESTABLISHING THE VOTING
RECORD DATE, (E) SCHEDULING A PLAN CONFIRMATION HEARING AND
DEADLINE FOR FILING OBJECTIONS TO FINAL APPROVAL OF THE
DISCLOSURE STATEMENT AND CONFIRMATION OF THE PLAN,
AND (F) APPROVING THE RELATED FORM OF NOTICE**

Upon consideration of the *Joint Motion of the Debtors and the Creditors' Committee for Entry of an Order (A) Approving the Disclosure Statement on an Interim Basis, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan, (C) Approving the Form of Ballot and Solicitation Materials, (D) Establishing the Voting Record Date, (E) Scheduling a Plan Confirmation Hearing and Deadline for Filing Objections to Final Approval of the Disclosure Statement and Confirmation of the Plan, and (F) Approving the Related Form of Notice* (the "Motion");² all pleadings related thereto, and based on the record in these cases; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

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 but not defined in this Order shall have the meanings given to them in the Motion.

THE COURT HEREBY FINDS AS FOLLOWS:

A. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012.

B. This is a core proceeding under 28 U.S.C. § 157(b)(2).

C. Notice of the Motion was sufficient and proper under the circumstances and was provided in accordance with the Bankruptcy Code, Bankruptcy Rules, and Local Rules.

D. The relief requested in the Motion and granted herein is warranted under the circumstances and is in the best interests of the Debtors, their estates, their creditors, and other parties in interest.

E. The forms of ballot attached to the Motion as *Exhibit B* (the “Ballots”) (i) are consistent with Official Form No. 314, (ii) adequately address the particular needs of these Chapter 11 Cases, (iii) are appropriate for the Voting Classes, and (iv) comply with Bankruptcy Rule 3017(d).

F. Ballots need not be provided to Holders of Claims or Interests in the following Classes, as such Non-Voting Classes are either (i) Unimpaired and are conclusively presumed to have accepted the Plan under section 1126(f) of the Bankruptcy Code or (ii) Impaired but will neither retain nor receive any property under the Plan and, thus, are conclusively deemed to have rejected the Plan under section 1126(g) of the Bankruptcy Code:

RUPARI HOLDING CORP.				
Class	Type	Status Under Plan	Voting Status	Anticipated Recovery
1A	Miscellaneous Secured Claims	Unimpaired	Deemed to Accept	100%
2A	Non-Tax Priority Claims	Unimpaired	Deemed to Accept	100%

3A	General Unsecured Claims	Impaired	Entitled to Vote ³	0%
4A	Intercompany Claims	Impaired	Deemed to Reject	0%
5A	Existing Equity Interests	Impaired	Deemed to Reject	0%

RUPARI FOOD SERVICES, INC.				
Class	Type	Status Under Plan	Voting Status	Anticipated Recovery
1B	Miscellaneous Secured Claims	Unimpaired	Deemed to Accept	100%
2B	Non-Tax Priority Claims	Unimpaired	Deemed to Accept	100%
3B	General Unsecured Claims	Impaired	Entitled to Vote ⁴	at least 8%
4B	Intercompany Claims	Impaired	Deemed to Reject	0%
5B	Existing Equity Interests	Impaired	Deemed to Reject	0%

G. The period during which the Plan Proponents may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for Holders of Claims and Interests to make informed decisions to accept or reject the Plan and timely submit their Ballots.

H. The Tabulation Rules for the solicitation and tabulation of votes to accept or reject the Plan, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

I. The contents of the Solicitation Packages and the procedures for providing notice

³ Rupari Holding General Unsecured Claims include Claims relating to the Unsecured Notes, which are held by insiders, and therefore, votes in favor of the Plan will not be counted in accord with section 1129(a)(10) of the Bankruptcy Code. Also included in the Rupari Holding General Unsecured Claims pool is any deficiency claim held by the Prepetition Senior Secured Lenders related to the Prepetition Senior Secured Credit Facility. The Prepetition Senior Secured Lenders are entitled to vote to accept or reject the Plan.

⁴ Rupari Food General Unsecured Claims include Claims relating to the Subordinated Notes, which are held by insiders, and therefore, votes in favor of the Plan will not be counted in accord with section 1129(a)(10) of the Bankruptcy Code.

of the hearing on confirmation of the Plan and the other matters set forth in the Plan Confirmation Notice comply with Bankruptcy Rules 2002 and 3017 and, under the circumstances, constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules, and Local Rules.

IT IS HEREBY FOUND AND DETERMINED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Disclosure Statement is approved on an interim basis under section 1125 of the Bankruptcy Code, Bankruptcy Rule 3017, and Local Rule 3017-2.
3. The Plan Confirmation Hearing is scheduled for 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 deadline to file objections to the adequacy of the Disclosure Statement and confirmation of the Plan (the “Objection Deadline”) shall be 4:00 p.m. (prevailing Eastern Time) on December 7, 2017. The Plan Confirmation Hearing may be continued from time to time by the Court or the Plan Proponents without further notice other than adjournments announced in open court.
4. Objections to the adequacy of the Disclosure Statement and confirmation of the Plan, if any, must:
 - (a) be in writing;
 - (b) comply with 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 equity interest of such entity or person;
 - (d) state with particularity the basis and nature of any objection to the adequacy of the Disclosure Statement and confirmation of the Plan and, if practicable, a proposed modification to the Combined Plan and Disclosure Statement that would resolve such objection; and

- (e) be filed, together with proof of service, with the Court and served so that they are actually received by the notice parties identified in the Plan Confirmation Hearing Notice by the Objection Deadline.

5. The Plan Confirmation Hearing Notice, in substantially the form of *Exhibit C* to the Motion, is approved, and shall be served upon the Debtors' creditor matrix and all interest holders of record as soon as practicable after the entry of this Order.

6. The record date (the "Voting Record Date") for determining which Holders of Claims and Interests are entitled to vote to accept or reject the Plan shall be the date on which this Order is entered.

7. The Plan Proponents shall cause the transmittal of a package (the "Solicitation Package") containing, among other materials, (a) the Combined Plan and Disclosure Statement (either in hard copy format or on a disk in PDF format), (b) an appropriate Ballot, (c) the Plan Confirmation Hearing Notice, and (d) this Order to the Holders of Claims in the Voting Classes within three (3) business days following entry of this Order.

8. As part of the Solicitation Package, the Plan Proponents shall distribute, to creditors entitled to vote on the Combined Plan and Disclosure Statement, one or more Ballots based on Official Form No. 314, modified to address the particular circumstances of these Chapter 11 Cases and to include certain additional information that the Plan Proponents believe to be relevant and appropriate for each class of Claims entitled to vote to accept or reject the Plan. The form of Ballot attached as *Exhibit B* to the Motion is hereby approved.

9. The deadline to submit Ballots to accept or reject the Plan shall be 5:00 p.m. (prevailing Eastern Time) on November 30, 2017 the (the "Voting Deadline"). Ballot are to be delivered 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.

10. Ballots shall be transmitted by mail to the record holders of claims in the Voting Class. All other Holders of Claims or Interests will not be provided with a Ballot because such Holders are either (a) unimpaired and presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, or (b) impaired and deemed to reject the Plan under section 1126(g) of the Bankruptcy Code. Such non-voting Holders will receive a copy of the Plan Confirmation Hearing Notice.

11. If a creditor seeks to challenge the allowance of its Claim for voting purposes, such creditor must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing its claim in a different amount or classification for purposes of voting to accept or reject the Plan (a “3018 Motion”) and serve the 3018 Motion on the Debtors so that it is received no later than twenty-one (21) days prior to the Plan Confirmation Hearing (the “3018 Motion Deadline”), which is November 23, 2017. The deadline to file an objection to a 3018 Motion shall be 14 days prior to the Plan Confirmation Hearing (the “3018 Objection Deadline”), which is November 30, 2017.

12. The following Tabulation Rules are approved and shall be utilized in tabulating the Ballots:

(a) Any Ballot that is timely received, that contains sufficient information to permit the identification of the claimant and that is cast as an acceptance or rejection of the Plan will be counted and cast as an acceptance or rejection, as the case may be, of the Plan. Except as otherwise ordered by the Court, a claimant may not change its vote once a Ballot is submitted to the Balloting Agent.

(b) Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant will not be counted;

(c) 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 will not be counted;

(d) Any Ballot cast for a Claim designated or determined as unliquidated, contingent, or disputed or as zero or unknown in amount and for which no 3018(a) Motion has been Filed by the 3018(a) Motion Deadline will not be counted;

(e) Any Ballot timely received that is cast in a manner that indicates neither acceptance nor rejection of the Plan or that indicates both acceptance and rejection of the Plan will not be counted;

(f) Any Ballot received by the Balloting Agent after the Voting Deadline will not be counted, unless the Debtors, in consultation with the Committee, agree in writing to an extension of such deadline;

(g) Any Ballot not bearing an original signature will not be counted; and

(h) Any Ballot received by the Balloting Agent by facsimile or other electronic communication will not be counted.

13. Upon completion of the balloting, the Balloting Agent will certify the amount and number of allowed Claims in each Voting Class accepting or rejecting the Plan. The Plan Proponents shall cause such certification to be filed with the Court prior to Plan Confirmation Hearing.

14. The Balloting Agent shall commence mailing or transmittal the Solicitation Packages no later than one (1) business day after the entry of this Order.

15. The Plan Proponents are authorized to make non-substantive and ministerial changes to any documents in the Solicitation Package without further approval of the Court prior to its dissemination, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Combined Plan and Disclosure Statement and any other materials included in the Solicitation Package prior to their distribution.

16. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

17. The Plan Proponents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

18. Notwithstanding the possible applicability of Bankruptcy Rules 6004, 7062, and 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

19. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2017
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Exhibit B-1

Class 3A Form of Ballot

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

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

**BALLOT FOR HOLDERS OF GENERAL UNSECURED CLAIMS
IN CLASS 3A AGAINST RUPARI HOLDING CORP.**

The above-captioned debtors (the “Debtors”) and the Official Committee of Unsecured Creditors (the “Creditors’ Committee,” and together with the Debtors, the “Plan Proponents”) are soliciting votes with respect to the *Joint Combined Disclosure Statements and Chapter 11 Plans of Liquidation*, dated _____, 2017 (as it may be amended, supplemented, or modified, the “Combined Plan and Disclosure Statement”), from the Holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Combined Plan and Disclosure Statement. If you have any questions on how to properly complete this Ballot, please contact Donlin, Recano & Company, Inc. (the “Balloting Agent”) by phone at (212) 771-1128, or by email at Balloting@DonlinRecano.com.

On _____, 2017, the Court entered the Interim Approval and Procedures Order [Docket No. ____], approving on an interim basis the adequacy of the Disclosure Statement. Your rights are described in the Interim Approval and Procedures Order and the Combined Plan and Disclosure Statement, which were included in the Solicitation Package you are receiving with this Ballot. At the Plan Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Disclosure Statement, as well as confirmation of the Plan.

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF
GENERAL UNSECURED CLAIMS AGAINST DEBTOR RUPARI HOLDING
CORP.**

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.

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR
HOLDERS OF GENERAL UNSECURED CLAIMS IN CLASS 3A
AGAINST RUPARI HOLDING CORP.**

You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Plan. Your claim has been placed in Class 3A under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE COMBINED PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 3A if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Plan and. In the event that Class 3A rejects the Plan, the Court may nevertheless confirm the Plan and thereby make it binding on Holders of Claims in such Class if at least one other Class of Claims impaired under the Plan has accepted the Plan and the Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the Holders of Claims in such Class and all other Classes of Claims and Interests rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Court, all Holders of Claims against and Interests in the Debtors (including those Holders who abstain from voting on or reject the Plan, and those Holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
3. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure to supply the information requested in Item 1 below;
 - b. cast a vote to accept or reject the Plan by checking the appropriate box in Item 2 below;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold other Claims in Classes entitled to vote, you should receive a different Ballot for each such Claim. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class

only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;

- e. if you believe that you have received the wrong Ballot, please contact the Balloting Agent, Donlin, Recano & Company, Inc., by phone at (212) 771-1128, or by email at Balloting@DonlinRecano.com;
- f. fill in all of the information sought under Item 3 below including your name and mailing address;
- g. sign and date your Ballot where indicated in Item 3 below;
- h. 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; or (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. **Ballots will NOT be accepted by e-mail, telecopy, facsimile, or other electronic means of transmission;** and
- i. in order for your vote to be counted, the Balloting Agent **must receive** all Ballots with original signatures by no later than **5:00 p.m. (prevailing Eastern Time) on November 30, 2017** (the "Voting Deadline"), unless such time is extended in writing by the Debtors.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE COMBINED PLAN AND DISCLOSURE STATEMENT OR INTERIM APPROVAL AND PROCEDURES ORDER OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' BALLOTING AGENT, DONLIN, RECANO & COMPANY, INC., BY PHONE AT (212) 771-1128, OR BY EMAIL AT BALLOTING@DONLINRECANO.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE COURT. PLEASE ALSO NOTE THAT THE BALLOTING AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Claims. The undersigned hereby certifies that it holds a Class 3A Claim(a) against the Debtor referenced below in the amount set forth below.

Debtor: Rupari Holding Corp.

Amount of Claims: \$_____

Item 2. Vote on the Combined Plan and Disclosure Statement. The undersigned Holder of the **Class 3A Claims** identified in Item 1 above hereby votes to:

Check One Box Only☐ **Accept** the Combined Plan and Disclosure Statement☐ **Reject** the Combined Plan and Disclosure Statement

Item 3. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with copies of the Interim Approval and Procedures Order, the Combined Plan and Disclosure Statement, including all exhibits thereto, and the Plan Confirmation Hearing Notice. The undersigned certifies that (i) it is the Holder of the **Class 3A Claims** identified in Item 1 above as of the Voting Record Date and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Interim Approval and Procedures Order and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant _____**Social Security No./Federal Tax I.D. No.** _____**Signature** _____**Name of Signatory (if different than claimant)** _____**If by Authorized Agent, Title of Agent** _____**Street Address** _____**City, State and Zip Code** _____**Telephone Number** _____**Email Address** _____**Date Completed** _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

☐ *future notice mailings; **AND/OR***☐ *distribution payments*

Exhibit B

Exhibit B-2

Class 3B Form of Ballot

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

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

**BALLOT FOR HOLDERS OF GENERAL UNSECURED CLAIMS
IN CLASS 3B AGAINST RUPARI FOOD SERVICES, INC.**

The above-captioned debtors (the “Debtors”) and the Official Committee of Unsecured Creditors (the “Creditors’ Committee,” and together with the Debtors, the “Plan Proponents”) are soliciting votes with respect to the *Joint Combined Disclosure Statements and Chapter 11 Plans of Liquidation*, dated _____, 2017 (as it may be amended, supplemented, or modified, the “Combined Plan and Disclosure Statement”), from the Holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Combined Plan and Disclosure Statement. If you have any questions on how to properly complete this Ballot, please contact Donlin, Recano & Company, Inc. (the “Balloting Agent”) by phone at (212) 771-1128, or by email at Balloting@DonlinRecano.com.

On _____, 2017, the Court entered the Interim Approval and Procedures Order [Docket No. ____], approving on an interim basis the adequacy of the Disclosure Statement. Your rights are described in the Interim Approval and Procedures Order and the Combined Plan and Disclosure Statement, which were included in the Solicitation Package you are receiving with this Ballot. At the Plan Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Disclosure Statement, as well as confirmation of the Plan.

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF GENERAL
UNSECURED CLAIMS AGAINST DEBTOR RUPARI FOOD SERVICES, INC.**

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR
HOLDERS OF GENERAL UNSECURED CLAIMS IN CLASS 3B
AGAINST RUPARI FOOD SERVICES, INC.**

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.

You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Plan. Your claim has been placed in Class 3B under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE COMBINED PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 3B if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Plan and. In the event that Class 3B rejects the Plan, the Court may nevertheless confirm the Plan and thereby make it binding on Holders of Claims in such Class if at least one other Class of Claims impaired under the Plan has accepted the Plan and the Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the Holders of Claims in such Class and all other Classes of Claims and Interests rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Court, all Holders of Claims against and Interests in the Debtors (including those Holders who abstain from voting on or reject the Plan, and those Holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
3. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure to supply the information requested in Item 1 below;
 - b. cast a vote to accept or reject the Plan by checking the appropriate box in Item 2 below;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold other Claims in Classes entitled to vote, you should receive a different Ballot for each such Claim. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
 - e. if you believe that you have received the wrong Ballot, please contact the Balloting Agent, Donlin, Recano & Company, Inc., by phone at (212) 771-1128, or by email at Balloting@DonlinRecano.com;

- g. fill in all of the information sought under Item 3 below including your name and mailing address;
- h. sign and date your Ballot where indicated in Item 3 below;
- i. 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; or (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. **Ballots will NOT be accepted by e-mail, telecopy, facsimile, or other electronic means of transmission;** and
- j. in order for your vote to be counted, the Balloting Agent **must receive** all Ballots with original signatures by no later than **5:00 p.m. (prevailing Eastern Time) on November 30, 2017** (the "Voting Deadline"), unless such time is extended in writing by the Debtors.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE COMBINED PLAN AND DISCLOSURE STATEMENT OR INTERIM APPROVAL AND PROCEDURES ORDER OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' BALLOTING AGENT, DONLIN, RECANO & COMPANY, INC., BY PHONE AT (212) 771-1128, OR BY EMAIL AT BALLOTING@DONLINRECANO.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE COURT. PLEASE ALSO NOTE THAT THE BALLOTING AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Claims. The undersigned hereby certifies that it holds a Class 3B Claim(a) against the Debtor referenced below in the amount set forth below.

Debtor: Rupari Food Services, Inc.

Amount of Claims: \$_____

Item 2. Vote on the Combined Plan and Disclosure Statement. The undersigned Holder of the **Class 3B Claims** identified in Item 1 above hereby votes to:

Check One Box Only

☐ **Accept** the Combined Plan and Disclosure Statement

☐ **Reject** the Combined Plan and Disclosure Statement

Item 3. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with copies of the Interim Approval and

Procedures Order, the Combined Plan and Disclosure Statement, including all exhibits thereto, and the Plan Confirmation Hearing Notice. The undersigned certifies that (i) it is the Holder of the **Class 3B Claims** identified in Item 1 above as of the Voting Record Date and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Interim Approval and Procedures Order and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant _____

Social Security No./Federal Tax I.D. No. _____

Signature _____

Name of Signatory (if different than claimant) _____

If by Authorized Agent, Title of Agent _____

Street Address _____

City, State and Zip Code _____

Telephone Number _____

Email Address _____

Date Completed _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

- ☐ *future notice mailings; **AND/OR***
- ☐ *distribution payments*

Exhibit C

Plan Confirmation Hearing Notice

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

-----X	:	
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 *Joint Combined Disclosure Statements and Plan and Chapter 11 Plans of Liquidation* [D.I. ____] (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 Notice, (ii) a copy of the Combined Plan and Disclosure Statement (either in hard copy format or

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.

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 **November 30, 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)
Rule 3018 Motion Deadline	November 23, 2017
Rule 3018 Objection Deadline	November 30, 2017
Voting Deadline	November 30, 2017 at 5:00 p.m. (ET)
Deadline to File Plan Supplement	December 4, 2017
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: _____, 2017
Wilmington, Delaware

Respectfully submitted,
DLA PIPER LLP (US)

By: /s/
R. Craig Martin (DE 5032)
Maris J. Kandestin (DE 5294)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801
Telephone: (302) 468-5700
Facsimile: (302) 394-2341
craig.martin@dlapiper.com
maris.kandestin@dlapiper.com

– and –

Richard A. Chesley (admitted *pro hac vice*)
John K. Lyons (admitted *pro hac vice*)
444 West Lake Street, Suite 900
Chicago, Illinois 60606
Telephone: (312) 369-4000
Facsimile: (312) 236-7516
richard.chesley@dlapiper.com
john.lyons@dlapiper.com

Counsel to the Debtors and Debtors in Possession