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15 **UNITED STATES BANKRUPTCY COURT**
16 **NORTHERN DISTRICT OF CALIFORNIA**
SAN JOSE DIVISION

17 In re:) Case No. 20-50682 (MEH)
18 WAVE COMPUTING, INC., *et al.*,)
19 Debtors.¹) Chapter 11 (Jointly Administered)
20) **SOLICITATION AND VOTING**
21) **PROCEDURES**
22) Dated: December 4, 2020
23)
24)
25)
26)

27 ¹ The Debtors in these Chapter 11 Cases are Wave Computing, Inc., MIPS Tech, Inc., Hellosoft,
28 Inc., Wave Computing (UK) Limited, Imagination Technologies, Inc., Caustic Graphics, Inc., and
MIPS Tech, LLC. The Debtors' mailing address is 3201 Scott Blvd, Santa Clara, CA 95054.

1 **PLEASE TAKE NOTICE** that on December 3, 2020, the United States Bankruptcy Court
2 for the Northern District of California (the “Court”) entered two orders [Docket Nos. 859 and 860]
3 (collectively, the “Disclosure Statement Order”), (a) authorizing Wave Computing, Inc. and its
4 affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for
5 the *Fourth Amended Joint Chapter 11 Plan of Reorganization for Wave Computing, Inc. and Its*
6 *Debtor Affiliates* [Docket No. 846] (as modified, amended, or supplemented from time to time,
7 the “Plan”),² (b) approving the *Fifth Amended Disclosure Statement for the Joint Chapter 11 Plan of*
8 *Reorganization for Wave Computing, Inc. and Its Debtor Affiliates* [Docket No. 848] (as modified,
9 amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate
10 information” pursuant to section 1125 of the Bankruptcy Code, (c) approving the solicitation
11 materials and documents to be included in the solicitation packages (the “Solicitation Packages”),
12 and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing
13 objections to the Plan.

14 **A. Voting Record Date**

15 The Court has approved **November 18, 2020**, as the record date for purposes of determining
16 which holders of Claims in Class 3 (Tallwood Claims) and Class 5 (General Unsecured Claims) are
17 entitled to vote on the Plan (the “Voting Record Date”).

18 **B. Voting Deadline**

19 The Court has approved **January 11, 2021, at 4:00 p.m. (prevailing Pacific Time)**, as the
20 voting deadline (the “Voting Deadline”) for the Plan. The Debtors may extend the Voting Deadline
21 in their discretion and in consultation with the Committee without further order of the Court. To be
22 counted as votes to accept or reject the Plan, all votes must be incorporated on a ballot (“Ballot”)
23 that is properly executed, completed, and returned in the pre-paid, pre-addressed return envelope
24 included in the Solicitation Package or delivered by (1) first-class mail, (2) overnight courier,
25 (3) hand delivery, or (4) the online balloting portal (as appropriate and in accordance with the
26 instructions accompanying the Ballot), so that they are **actually received**, in any case, no later than
27

28 ² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

1 the Voting Deadline by Donlin Recano & Company, Inc. (the “Solicitation Agent”). All Ballots
2 returned by first-class mail, overnight courier, or hand delivery should be sent to: Donlin, Recano &
3 Company, Inc., Re: Wave Computing, Inc. et al., 6201 15th Avenue, Brooklyn, NY 11219. Delivery
4 of a Ballot to the Solicitation Agent by facsimile or any other electronic means other than the online
5 balloting portal will not be valid.

6 **C. Form, Content, and Manner of Notices**

7 **1. Solicitation Package**

8 The following materials shall constitute the solicitation package (the “Solicitation Package”):

- 9 a. a copy of these Solicitation and Voting Procedures;
- 10 b. the *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan Filed*
11 *by the Debtors and Related Voting and Objection Deadlines*, in substantially
12 the form attached as **Exhibit 2** to the order entered at [Docket No. 860] as part
13 of the Disclosure Statement Order (the “Confirmation Hearing Notice”);
- 14 c. a cover letter, in substantially the form attached as **Exhibit 3** to the order
15 entered at [Docket No. 860] as part of the Disclosure Statement Order,
16 describing the contents of the Solicitation Package and urging the holders of
17 Claims in each of the Voting Classes to vote to accept the Plan;
- 18 d. the applicable form of Ballot, in substantially the form of Ballots attached as
19 **Exhibits 4-5** to the order entered at [Docket No. 860] as part of the Disclosure
20 Statement Order, as applicable, including a pre-paid, pre-addressed return
21 envelope;
- 22 e. the approved Disclosure Statement (and exhibits thereto, including the Plan);
- 23 f. the Disclosure Statement Order (without exhibits); and
- 24 g. any additional documents that the Court has ordered to be made available.

25 **2. Distribution of the Solicitation Package**

26 The Solicitation Package shall provide the Disclosure Statement (and exhibits thereto,
27 including the Plan) and the Disclosure Statement Order (without exhibits) in electronic format (flash
28 drive or CD-ROM), and all other contents of the Solicitation Package, including Ballots and these
Solicitation and Voting Procedures, shall be provided in paper format. Any party that receives the
materials in electronic format but would prefer paper format (to be provided at the Debtors’ expense)
may contact the Solicitation Agent by: (a) calling the Debtors’ restructuring hotline at (877) 476-

1 4390; (b) visiting the Debtors' restructuring website at:
2 <https://www.donlinrecano.com/Clients/wave/Index>; (c) writing to the Solicitation Agent at the
3 following address: (i) if by U.S. Postal Service mail, Donlin, Recano & Company, Inc., Re: Wave
4 Computing, Inc. et al., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219, or (ii) if by
5 first-class mail, overnight courier, or hand delivery, Donlin, Recano & Company, Inc., Re: Wave
6 Computing, Inc. et al., 6201 15th Avenue, Brooklyn, NY 11219; and/or (d) emailing
7 wavecompinfo@donlinrecano.com and requesting paper copies of the corresponding materials
8 previously received in electronic format. You may also obtain copies of any pleadings filed in these
9 chapter 11 cases for a fee via PACER at: <http://www.canb.uscourts.gov>.

10 The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package
11 (excluding the Ballots and the cover letter) on the U.S. Trustee and all parties who have requested
12 service of papers in this case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In
13 addition, the Debtors shall mail, or cause to be mailed, the Solicitation Package to all holders of
14 Claims in the Voting Classes who are permitted to vote on or before **December 4, 2020**.

15 To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to
16 ensure that any holder of a Claim who has filed duplicative Claims against a Debtor (whether against
17 the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no
18 more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with
19 respect to that Class as against that Debtor.

20 **3. Resolution of Disputed Claims for Voting Purposes; Resolution Event**

- 21 a. Absent a further order of the Court, the holder of a Claim in a Voting
22 Class that is the subject of a pending objection on a “reduce and allow” basis
23 filed prior to the Voting Deadline shall be entitled to vote such Claim in the
24 reduced amount contained in such objection.
- 25 b. If a Claim in a Voting Class is subject to an objection other than a “reduce and
26 allow” objection that is filed with the Court on or prior to fourteen (14) days
27 before the Voting Deadline: (i) the Debtors shall cause the applicable holder
28 to be served with a Disputed Claim Notice substantially in the form attached
as **Exhibit 8** to the order entered at [Docket No. 860] as part of the Disclosure
Statement Order, and (ii) the applicable holder shall not be entitled to vote to
accept or reject the Plan on account of such claim unless a Resolution Event
(as defined herein) occurs as provided herein.

- 1 c. If a Claim in a Voting Class is subject to an objection other than a “reduce and
2 allow” objection that is filed with the Court less than fourteen (14) days prior
3 to the Voting Deadline, the applicable Claim shall be deemed temporarily
4 allowed for voting purposes only, without further action by the holder of such
5 Claim and without further order of the Court, unless the Court orders
6 otherwise.
- 7 d. A “Resolution Event” means the occurrence of one or more of the following
8 events no later than two (2) business days prior to the Voting Deadline:
- 9 i. an order of the Court is entered allowing such Claim pursuant
10 to section 502(b) of the Bankruptcy Code, after notice and a
11 hearing;
 - 12 ii. an order of the Court is entered temporarily allowing such
13 Claim for voting purposes only pursuant to Bankruptcy Rule
14 3018(a), after notice and a hearing;
 - 15 iii. a stipulation or other agreement is executed between the holder
16 of such Claim and the Debtors resolving the objection and
17 allowing such Claim in an agreed upon amount; or
 - 18 iv. the pending objection is voluntarily withdrawn by the objecting
19 party.
- 20 e. To the extent any holders of Disputed Claims seek to obtain a Resolution
21 Event, the Court has reserved January 6, 2021 at 10:15 a.m. (prevailing
22 Pacific Time) as available for hearings on shortened time with respect to such
23 matters if necessary.
- 24 f. No later than one (1) business day following the occurrence of a Resolution
25 Event, the Debtors shall cause the Solicitation Agent to distribute via email,
26 hand delivery, or overnight courier service a Solicitation Package and a pre-
27 addressed, postage pre-paid envelope to the relevant holder.

28 **D. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to
Reject the Plan**

Certain holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will receive only the *Notice of Non-Voting Status and Opt-In Form for Holders of Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form attached as **Exhibit 6** to the order entered at [Docket No. 860] as part of the Disclosure Statement Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the

1 Solicitation Package (excluding Ballots). Certain holders of Claims and Interests who are not
2 entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy
3 Code will receive the *Notice of Non-Voting Status and Opt-In Form for Holders of Impaired Claims*
4 *Deemed to Reject the Plan*, substantially in the form attached as **Exhibit 7** to the order entered at
5 [Docket No. 860] as part of the Disclosure Statement Order. Such notice will instruct these holders
6 as to how they may obtain copies of the documents contained in the Solicitation Package (excluding
7 Ballots).

8 **E. Voting and Tabulation Procedures**

9 **1. Holders of Claims Entitled to Vote**

10 Only the following holders of Claims in the Voting Classes shall be entitled to vote with
11 regard to such Claims:

- 12 a. holders of Claims who, on or before the Voting Record Date, have timely filed
13 a Proof of Claim (where such Proof of Claim is required to be filed) (or an
14 untimely Proof of Claim that has been Allowed as timely by the Court under
15 applicable law on or before the Voting Record Date) that (i) has not been
16 expunged, disallowed, disqualified, withdrawn, or superseded prior to the
17 Voting Record Date, and (ii) is not the subject of a pending objection, other
18 than a “reduce and allow” objection, filed with the Court at least fourteen (14)
19 days prior to the Voting Deadline, pending a Resolution Event as provided
20 herein; *provided* that a holder of a Claim that is the subject of a pending
21 objection on a “reduce and allow” basis shall receive a Solicitation Package
22 and be entitled to vote such Claim in the reduced amount contained in such
23 objection absent a further order of the Court; *provided, further*, that holders of
24 Claims in the Voting Classes are entitled to vote such Claims without filing
25 Proofs of Claim if such holders are authorized by any order of this Court not to
26 submit Proofs of Claim (including, pursuant to the Final DIP Order, the holders
27 of Class 3 Claims);
- 22 b. holders of Claims that are listed in the Schedules, *provided* that Claims that
23 are scheduled as contingent, unliquidated, or disputed (excluding such
24 scheduled disputed, contingent, or unliquidated Claims that have been paid or
25 superseded by a timely filed Proof of Claim) shall be allowed to vote only in
26 the amounts set forth in Section E(2)(b) of these Solicitation and Voting
27 Procedures;
- 26 c. holders whose Claims arise (i) pursuant to an agreement or settlement with the
27 Debtors, as reflected in a document filed with the Court (or otherwise), (ii) in
28 an order entered by the Court, or (iii) in a document executed by the Debtors

1 pursuant to authority granted by the Court, in each case regardless of whether
2 a Proof of Claim has been filed;

3 d. holders of any Disputed Claim that has been temporarily allowed to vote on
4 the Plan pursuant to Bankruptcy Rule 3018; and

5 e. with respect to any Entity described in subparagraphs (a) through (d) above,
6 who, on or before the Voting Record Date, has transferred such Entity's Claim
7 to another Entity, to the assignee of such Claim; *provided* that such transfer or
8 assignment has been fully effectuated pursuant to the procedures set forth in
9 Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register
10 on the Voting Record Date.

11 **2. Establishing Claim Amounts for Voting Purposes**

12 Each Holder of a Claim in a Voting Class shall be entitled to vote the amount of its Claim as
13 of the Voting Record Date, as provided below:

14 a. **Class 3 (Tallwood Claims)**. The Claim amount of each Holder of a Tallwood
15 Claim in Class 3 for voting purposes only will be established based on the
16 aggregate outstanding principal amount of the applicable positions held by
17 such Holder, as of the Voting Record Date, as evidenced by the applicable
18 records provided by Tallwood in electronic Microsoft Excel format to the
19 Debtors or the Solicitation Agent no later than one (1) business day following
20 the Voting Record Date.

21 b. **Class 5 (General Unsecured Claims)**. In tabulating votes, the following
22 hierarchy shall be used to determine the amount of the Class 5 Claims
23 associated with each claimant's vote:

24 i. the Claim amount (i) settled and/or agreed upon by the Debtors, as
25 reflected in a document filed with the Court (or otherwise), (ii) set
26 forth in an order of the Court, or (iii) set forth in a document executed
27 by the Debtors pursuant to authority granted by the Court;

28 ii. the Claim amount Allowed (temporarily or otherwise) pursuant to a
Resolution Event under Section C(3)(d) of these Solicitation and
Voting Procedures;

iii. the Claim amount contained in a Proof of Claim that has been timely
filed by the applicable Bar Date (or deemed timely filed by the Court
under applicable law), except for any amounts asserted on account of
any interest accrued after the Petition Date; *provided*, however, that (i)
any Ballot cast by a holder of a Claim who timely files a Proof of
Claim in respect of a contingent Claim or a Claim in a
wholly-unliquidated or unknown amount (based on a reasonable
review by the Debtors and/or the Solicitation Agent) that is not the
subject of an objection will count toward satisfying the numerosity

1 requirement of section 1126(c) of the Bankruptcy Code and will count
2 as a Ballot for a Claim in the amount of \$1.00 solely for the purposes
3 of satisfying the dollar amount provisions of section 1126(c) of the
4 Bankruptcy Code, and (ii) if a Proof of Claim is filed as partially
5 liquidated and partially unliquidated, such Claim will be Allowed for
6 voting purposes only in the liquidated amount; *provided, further,*
7 *however,* that to the extent the Claim amount contained in the Proof of
8 Claim is different from the Claim amount set forth in a document filed
9 with the Court as referenced in subparagraph (a) above, the Claim
10 amount in the document filed with the Court shall supersede the Claim
11 amount set forth on the respective Proof of Claim for voting purposes;
12 and

- 13
- 14 iv. the Claim amount listed in the Schedules (to the extent such Claim is
15 not superseded by a timely filed Proof of Claim) that is not scheduled
16 as contingent, disputed, or unliquidated and/or has not been paid;
17 *provided, however,* that if the applicable Bar Date has not expired
18 prior to the Voting Record Date, a Claim listed in the Schedules as
19 contingent, disputed, or unliquidated will count as a vote towards
20 satisfying the numerosity requirement of section 1126(c) of the
21 Bankruptcy Code and as a vote in the amount of \$1.00 solely for the
22 purposes of satisfying the dollar amount provisions of section 1126(c)
23 of the Bankruptcy Code; *provided, further,* that if the applicable Bar
24 Date has expired, a Claim listed in the Schedules as contingent,
25 disputed, or unliquidated shall not be entitled to vote.

26 Notwithstanding anything to the contrary contained herein: (x) any creditor who has filed or
27 purchased duplicate Claims or Interests against the same Debtor within the same Class may be
28 provided with only one Solicitation Package and one ballot for voting a single Claim in such Class,
regardless of whether the Debtors have objected to such duplicate Claims or Interests, (y) holders of
Claims or Interests filed for \$0.00 are not entitled to vote, and (z) if a Proof of Claim has been
amended by a later timely filed Proof of Claim, only the later filed amending Claim will be counted
for voting purposes, regardless of whether the Debtors have objected to such earlier filed Claim.

3. Voting and Ballot Tabulation Procedures

1 The following voting procedures and standard assumptions shall be used in tabulating
2 Ballots, subject to the Debtors' right to waive any of the below specified requirements for
3 completion and submission of Ballots so long as such requirement is not otherwise required by the
4 Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- 5 a. except as otherwise provided in the Solicitation and Voting Procedures, unless
6 the Ballot being furnished is timely submitted on or prior to the Voting
7 Deadline (as the same may be extended by the Debtors with the consent of
8 Tallwood (which consent may not be unreasonably withheld, conditioned, or
9 delayed)), the Debtors shall reject such Ballot as invalid and, therefore, shall
10 not count it in connection with Confirmation of the Plan;
- 11 b. the Solicitation Agent will date-stamp all Ballots when received and shall
12 retain the original Ballots and an electronic copy of the same for a period of
13 one year after the Effective Date of the Plan, unless otherwise ordered by the
14 Court. The Solicitation Agent shall tabulate Ballots on a Debtor-by-Debtor
15 basis;
- 16 c. the Debtors will file with the Court a certification of votes (the "Voting
17 Report") on January 15, 2021, at 4:00 p.m. (prevailing Pacific Time). The
18 Voting Report shall, among other things, certify to the Court in writing the
19 amount and number of Allowed Claims of each Class accepting or rejecting
20 the Plan, and delineate every Ballot that does not conform to the voting
21 instructions or that contains any form of irregularity including, but not limited
22 to, those Ballots that are late or (in whole or in material part) illegible,
23 unidentifiable, lacking signatures or lacking necessary information, received
24 via facsimile or electronic mail, or damaged ("Irregular Ballots"). The Voting
25 Report shall indicate the Debtors' intentions with regard to each such Irregular
26 Ballot. The Voting Report shall be served upon counsel to the Committee,
27 counsel to Tallwood, and the U.S. Trustee;
- 28 d. the method of delivery of Ballots to be sent to the Solicitation Agent is at the
election and risk of each holder, and except as otherwise provided, a Ballot
will be deemed delivered only when the Solicitation Agent actually receives
the executed Ballot;
- e. an executed Ballot is required to be submitted by the Entity submitting such
Ballot. Delivery of a Ballot to the Solicitation Agent by facsimile, or any
electronic means other than expressly provided in the Solicitation and Voting
Procedures will not be valid;
- f. no Ballot should be sent to the Debtors, the Debtors' agents (other than the
Solicitation Agent), or the Debtors' financial or legal advisors, and if so sent
will not be counted;

- 1 g. if multiple Ballots are received from the same holder with respect to the same
2 Claim prior to the Voting Deadline, the last properly executed Ballot timely
3 received will be deemed to reflect that voter's intent and will supersede and
4 revoke any prior Ballot;
- 5 h. holders must vote all of their Claims within a particular Class either to accept
6 or reject the Plan and may not split any votes. Accordingly, a Ballot that
7 partially rejects and partially accepts the Plan will not be counted. Further, to
8 the extent there are multiple Claims o within the same Class, each Debtor
9 may, in its discretion, aggregate the Claims of any particular holder within a
10 Class for the purpose of counting votes;
- 11 i. a person signing a Ballot in its capacity as a trustee, executor, administrator,
12 guardian, attorney in fact, officer of a corporation, or otherwise acting in a
13 fiduciary or representative capacity of a holder of Claims must indicate such
14 capacity when signing;
- 15 j. the Debtors, subject to a contrary order of the Court, may waive any defects or
16 irregularities as to any particular Irregular Ballot at any time, either before or
17 after the close of voting, and any such waivers will be documented in the
18 Voting Report;
- 19 k. neither the Debtors, nor any other Entity, will be under any duty to provide
20 notification of defects or irregularities with respect to delivered Ballots other
21 than as provided in the Voting Report, nor will any of them incur any liability
22 for failure to provide such notification;
- 23 l. unless waived or as ordered by the Court, any defects or irregularities in
24 connection with deliveries of Ballots must be cured prior to the Voting
25 Deadline or such Ballots will not be counted;
- 26 m. in the event a designation of lack of good faith is requested by a party in
27 interest under section 1126(e) of the Bankruptcy Code, the Court will
28 determine whether any vote to accept and/or reject the Plan cast with respect
to that Claim will be counted for purposes of determining whether the Plan
has been accepted and/or rejected;
- n. subject to any order of the Court, the Debtors reserve the right to reject any
and all Ballots not in proper form, the acceptance of which, in the opinion of
the Debtors, would not be in accordance with the provisions of the
Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections
will be documented in the Voting Report;
- o. if a Claim has been estimated or otherwise Allowed for voting purposes only
by order of the Court, such Claim shall be temporarily Allowed in the amount
so estimated or Allowed by the Court for voting purposes only, and not for
purposes of allowance or distribution;

- 1 p. if an objection to a Claim is filed, such Claim shall be treated in accordance
2 with the procedures set forth herein;
- 3 q. the following Ballots shall not be counted in determining the acceptance or
4 rejection of the Plan: (i) any Ballot that is illegible or contains insufficient
5 information to permit the identification of the holder of such Claim, (ii) any
6 Ballot cast by any Entity that does not hold a Claim in a Voting Class,
7 (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or
8 disputed for which no Proof of Claim was timely filed, (iv) any unsigned
9 Ballot or Ballot lacking an original signature (for the avoidance of doubt, a
10 Ballot cast via the online balloting portal will be deemed to be an original
11 signature), (v) any Ballot not marked to accept or reject the Plan or marked
12 both to accept and reject the Plan, and (vi) any Ballot submitted by any Entity
13 not entitled to vote pursuant to the procedures described herein;
- 14 r. after the Voting Deadline, no Ballot may be withdrawn or modified without
15 the prior written consent of the Debtors;
- 16 s. the Debtors are authorized to enter into stipulations with the holder of any
17 Claim agreeing to the amount of a Claim for voting purposes;
- 18 t. where any portion of a single Claim has been transferred to a transferee, all
19 holders of any portion of such single Claim will be (i) treated as a single
20 creditor for purposes of the numerosity requirements in section 1126(c) of the
21 Bankruptcy Code (and for the other voting and solicitation procedures set
22 forth herein), and (ii) required to vote every portion of such Claim collectively
23 to accept or reject the Plan. In the event that (x) a Ballot, (y) a group of
24 Ballots within a Voting Class received from a single creditor, or (z) a group of
25 Ballots received from the various holders of multiple portions of a single
26 Claim partially reject and partially accept the Plan, such Ballots shall not be
27 counted.

19 **F. Amendments to the Plan and Solicitation and Voting Procedures**

20 The Debtors reserve the right to make non-substantive or immaterial changes to
21 the Disclosure Statement, the Plan, these Solicitation and Voting Procedures, the Confirmation
22 Hearing Notice, the Non-Voting Status Notices, the Ballots, the cover letter, and related documents
23 without further order of the Court, including changes to correct typographical and grammatical
24 errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other
25 materials in the Solicitation Packages before distribution.

26 **G. Procedures for Filing Objections to Confirmation of the Plan**

27 The Court has established **January 11, 2021, at 4:00 p.m. (prevailing Pacific Time)** as the
28 deadline for filing objections to the Plan (the "Plan Objection Deadline"). Any objection to the Plan

1 (a “Plan Objection”) must: (a) be in writing, (b) conform to the Bankruptcy Rules, the Local Rules,
2 and any orders of the Court, (c) state, with particularity, the basis and nature of any objection to the
3 Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and
4 (d) be filed with the Court (contemporaneously with a proof of service) and served upon each of the
5 Notice Parties listed on the Confirmation Hearing Notice so as to be actually received on or before
6 the Plan Objection Deadline by such Notice Parties.

7 * * *