

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

In re:)	
)	Chapter 11
AMERICAN TIRE DISTRIBUTORS, INC., <i>et al.</i> , ¹)	Case No. 24-12391 (CTG)
)	
Debtors.)	(Jointly Administered)
)	

SOLICITATION AND VOTING PROCEDURES

PLEASE TAKE NOTICE THAT on February 19, 2025, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. 766] (the “Disclosure Statement Order”): (a) authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes on the *Amended Joint Chapter 11 Plan of American Tire Distributors, Inc. and Its Debtor Affiliates* [Docket No. 761] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) conditionally approving the *Disclosure Statement for the Amended Joint Chapter 11 Plan of American Tire Distributors, Inc. and Its Debtor Affiliates* [Docket No. 762] (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; (d) approving procedures for soliciting, receiving, and tabulating votes to accept or reject the Plan and for filing objections to the Plan; and (e) granting related relief.

A. The Voting Record Date.

The Court has established **February 20, 2025** as the record date for purposes of determining which Holders of Claims in Class 3 (Term Loan Secured Claims), Class 4 (Term Loan Deficiency Claims), and Class 5 (General Unsecured Claims) are entitled to vote on the Plan (the “Voting Record Date”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are American Tire Distributors, Inc. (4594); ATD New Holdings II, Inc. (4985); ATD New Holdings III, Inc. (0977); ATD New Holdings, Inc. (3406); ATD Sourcing Solutions, LLC (5225); ATD Technology Solutions Inc. (N/A); FLX FWD Logistics, LLC (3334); Hercules Tire International Inc. (N/A); Terry’s Tire Town Holdings, LLC (7409); The Hercules Tire & Rubber Company (3365); Tire Pros Francorp, LLC (1813); Tirebuyer.com, LLC (9093); and Torqata Data and Analytics LLC (4992). The location of Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is 12200 Herbert Wayne Court, Huntersville, NC 28078.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.

B. The Voting Deadline.

The Court has established **March 24, 2025, at 4:00 p.m., prevailing Eastern Time**, as the voting deadline (the “Voting Deadline”) for the Plan. The Debtors may extend the Voting Deadline without further order of the Court; *provided* that such extension shall be made only after advanced notice and consultation with the Committee. To be counted as votes that accept or reject the Plan, all ballots (collectively, the “Ballots”) must be properly executed, completed, and delivered pursuant to the instructions provided on or with the applicable Ballot.

C. Form, Content, and Manner of Notices.

1. The Solicitation Package.

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

- a. the Disclosure Statement Order (without exhibits, except for the Solicitation and Voting Procedures);
- b. a copy of these Solicitation and Voting Procedures;
- c. a Ballot, with applicable voting instructions, attached as Exhibit 3, 4, or 5, as determined by the Class of each Holder of Claims being solicited, to the Disclosure Statement Order;
- d. a pre-addressed, postage prepaid return envelope, to the extent a Hold of Claims is solicited by mail;³
- e. the Cover Letter in support of the Plan, in substantially the form attached as Exhibit 9 to the Disclosure Statement Order; and
- f. the Combined Hearing Notice, substantially in the form attached as Exhibit 10 to the Disclosure Statement Order.

2. Distribution of the Solicitation Package.

The Debtors shall provide the Solicitation Packages to the Holders of Claims that are entitled to vote on the Plan. In addition, these Solicitation and Voting Procedures, the Disclosure Statement, the Plan, and the Disclosure Statement Order shall be made available on the Debtors’ case website at <https://www.donlinrecano.com/atd> and if requested, the Debtors shall provide a hard copy or flash drive containing the Disclosure Statement, the Plan, and the Disclosure Statement Order.

³ The Debtors will provide pre-addressed, postage pre-paid reply envelopes only to those Holders who receive a Ballot directly from the Debtors.

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding the Ballots) on the U.S. Trustee, counsel to the Committee, and all parties required to be notified under Bankruptcy Rule 2002 and Local Rule 2002-1 (the “2002 List”) as of the Voting Record Date. In addition, the Debtors shall distribute (or cause to be distributed) by first-class mail or e-mail, as applicable, the Solicitation Package to all Holders of Claims in the Voting Classes who are entitled to vote, by no later than one (1) business day following entry of the Disclosure Statement Order, as described in **Section D** below.

For purposes of serving the Solicitation Packages, the Debtors may rely on the address information for Voting Classes as compiled, updated, and maintained by the Notice, Claims, and Solicitation Agent as of the Voting Record Date. The Debtors and the Notice, Claims, and Solicitation Agent are not required to conduct any additional research for updated addresses or email addresses based on undeliverable Solicitation Packages (including Ballots) or Non-Voting Status Notices.

To avoid duplication and reduce expenses, the Debtors will use commercially reasonable efforts to ensure that each Holder of one or more Claims will receive only one copy of the materials designated for distribution to the applicable Class or Classes of Claims that such Holder is a member of; *provided* that a Holder may receive multiple Ballots and/or Notices of Non-Voting Status, to the extent necessary to allow such Holder to complete and return such documents with respect to each Claim that each Holder has, including if such Claims may be asserted against multiple Debtors.

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

- a. Absent a further order of the Court, the Holder of a Claim in a Voting Class that is the subject of a pending objection on a “reduce and allow” basis shall be entitled to vote such Claim in the reduced amount contained in such objection.
- b. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court on or prior to the Voting Deadline: (i) the Debtors shall cause the applicable Holder to be served with a *Notice of Non-Voting Status and Opt In Form Regarding Releases to Holders of Disputed Claims* substantially in the form attached as Exhibit 8 to the Disclosure Statement Order (which notice shall be served together with such objection); 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.
- c. A “Resolution Event” means the occurrence of one or more of the following events no later than two (2) business days prior to the Voting Deadline:
 - i. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
 - ii. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;

- iii. a stipulation or other agreement is executed between the Holder and the Debtors resolving the objection and allowing such Claim in an agreed upon amount; or
 - iv. the pending objection is voluntarily withdrawn by the objecting party.
- d. To the extent an applicable Claim is in a Voting Class, no later than one (1) business day following the occurrence of a Resolution Event, or as soon as reasonably practicable thereafter, the Debtors shall cause the Notice, Claims, and Solicitation Agent to distribute via email, hand delivery, or overnight courier service a Solicitation Package and a pre-addressed, postage pre-paid envelope, if applicable, to the relevant Holder to the extent such Holder has not already received a Solicitation Package.

4. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.

Certain Holders of Claims and Interests that are not classified pursuant to 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 Regarding Releases to Holders of Unimpaired Claims or Interests Conclusively Presumed to Accept the Plan*, substantially in the form attached as Exhibit 6 to the Disclosure Statement Order. Certain Holders of Claims who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive the *Notice of Non-Voting Status and Opt In Form Regarding Releases to Holders of Impaired Claims or Interests Deemed to Reject the Plan*, substantially in the form attached as Exhibit 7 to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Such notice will also include a form by which all Holders or potential Holders of Claims or Interests can elect to opt in to the Third-Party Release included in the Plan. The Holders of Claims may affirmatively opt in by completing and returning the form (the paper version or electronically via the Opt In Portal) on or before **March 24, 2025, at 4:00 p.m., prevailing Eastern Time.**

5. Notices Regarding Executory Contracts and Unexpired Leases Assumed, Assumed and Assigned, or Rejected Under the Plan.

Counterparties to Executory Contracts or Unexpired Leases that receive an Assumption Notice or a Rejection Notice, substantially in the forms attached as Exhibit 12 and Exhibit 13 to the Disclosure Statement Order, respectively, may file an objection to the Debtors' proposed assumption, assumption and assignment, rejection, and/or cure amount, each under the Plan, as applicable. Any objection by a counterparty to an Executory Contract or Unexpired Lease to a proposed assumption or assumption and assignment or related cure amount (in each case, under the Plan) must be Filed, served, and actually received by the Debtors by no later than fourteen (14) days after actual receipt of this Notice; *provided* that if the Debtors modify the Assumed Executory Contract or Unexpired Lease List (for the avoidance of doubt, under the Plan), any party affected by such modifications shall have fourteen (14) days to object to the proposed modified treatment from the date of service of such modification. Any objection by a counterparty

to an Executory Contract or Unexpired Lease in connection with the rejection of the Executory Contract(s) and Unexpired Lease(s) and/or related rejection damages proposed in connection with the Plan must be filed with the Court by **March 24, 2025, at 12:00 p.m., prevailing Eastern Time**. For the avoidance of doubt, the objection deadline(s) as to any proposed assumption, assumption and assignment, or rejection of an Executory Contract or Unexpired Lease outside of the Plan (including as to related cure amounts) shall be as set forth in the Court order(s) applicable to such proposed assumption, assumption and assignment, or rejection, including the *Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases and (II) Granting Related Relief* [Docket No. 286] and the *Order (I) Approving Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving Certain Bid Protections in Connection with the Debtors' Entry into Any Potential Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Assumed Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief* [Docket No. 361] (the "**Bidding Procedures Order**") as the case may be.

D. Voting and Tabulation Procedures.

1. Holders of Claims Entitled to Vote.

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

- a. Holders of Claims who on or before the Voting Record Date, have filed a Proof of Claim prior to the Voting Deadline that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date and (ii) is not the subject of a pending objection, other than a "reduce and allow" objection, filed with the Court prior to the Voting Deadline, pending a Resolution Event as provided herein; *provided* that a Holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection;
- b. Holders of Claims who have timely filed a Proof of Claim after the Voting Record Date but prior to the Voting Deadline that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Deadline and (ii) is not the subject of a pending objection, other than a "reduce and allow" objection, filed with the Court prior to the Voting Deadline, pending a Resolution Event as provided herein; *provided* that a Holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection;
- c. Holders of Claims that are listed in the Exhibits; *provided* that Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim prior to the Voting Deadline) shall be disallowed for voting purposes

(unless the applicable Claims Bar Date has not yet expired, in which case such scheduled claims would be allowed to vote in the amount of \$1.00);

- d. Holders of Claims that arise (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Court, (ii) in an order entered by the Court, or (iii) in a document executed by the Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed;
- e. Holders of Disputed Claims that have been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018; and
- f. the assignee of any Claim that was transferred on or before the Voting Record Date by any Entity described in subparagraphs (a) through (d) above; *provided* that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

2. Establishing Claim Amounts for Voting Purposes.

Claims in Class 3 (Term Loan Secured Claims). For voting purposes, claim amounts for Claims in Class 3 (Term Loan Secured Claims) will be established by reference to the (a) Plan, (b) Debtors' applicable books and records, and (c) list of record holders maintained by the Term Loan (as defined in the Plan), dated as of the Voting Record Date, as evidenced by the applicable records provided by the Term Loan to the Debtors, which records shall be provided no later than one (1) business day following the Voting Record Date. In the event of any conflict between the Debtors' applicable books and records and the list of record holders maintained by the Term Loan, the list of record holders maintained by the Term Loan shall control for purposes of determining the amount of any Term Loan Secured Claim for voting purposes.

Claims in Class 4 (Term Loan Deficiency Claims). For voting purposes, claim amounts for Claims in Class 4 (Term Loan Deficiency Claims) will be established by reference to the (a) Plan, (b) Debtors' applicable books and records, and (c) list of record holders maintained by the Term Loan (as defined in the Plan), dated as of the Voting Record Date, as evidenced by the applicable records provided by the Term Loan to the Debtors, which records shall be provided no later than one (1) business day following the Voting Record Date. In the event of any conflict between the Debtors' applicable books and records and the list of record holders maintained by the Term Loan, the list of record holders maintained by the Term Loan shall control for purposes of determining the amount of any Term Loan Deficiency Claim for voting purposes.

Claims in Class 5 (General Unsecured Claims). For voting purposes only, the claim amounts for Claims in Class 5 (General Unsecured Claims) will be established based on the amount of the applicable positions held by such Holder of General Unsecured Claims as of the Voting Record Date, as evidenced by (a) the Schedules and (b) the Claims Register maintained in these chapter 11 cases.

Filed and Scheduled Claims. The Claim amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Notice, Claims, and Solicitation Agent, as

applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:

- a. the Claim amount (i) settled or agreed upon by the Debtors, as reflected in a document filed with the Court, (ii) set forth in an order of the Court, or (iii) set forth in a document executed by the Debtors pursuant to authority granted by the Court;
- b. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under Section C.3 of these Solicitation and Voting Procedures;
- c. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Claims 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 any Ballot cast by a Holder of a Claim who timely files a Proof of Claim in respect of (i) a contingent Claim or a Claim in a wholly-unliquidated or unknown amount (based on a reasonable review by the Debtors or the Notice and Claims Agent) that is not the subject of an objection will count toward satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as a Ballot for a Claim in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and (ii) a partially liquidated and partially unliquidated Claim, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided further, however*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim for voting purposes;
- d. the Claim amount listed in the Schedules (to the extent such Claim is not superseded by a timely filed Proof of Claim); *provided* that such Claim is not scheduled for \$0.00, or as contingent, disputed, or unliquidated or has not been paid; *provided, however*, that if the applicable Claims Bar Date has not expired prior to the Voting Record Date, a Claim listed in the Schedules for \$0.00, or as contingent, disputed, or unliquidated, shall vote at \$1.00; and
- e. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

3. Voting and Ballot Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for

completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules.

- a. Except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Debtors, in their sole discretion, shall be entitled to reject such Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan.
- b. The Debtors will file with the Court by **no later than three (3) business days before the Combined Hearing** a voting report (the “Voting Report”). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures, or lacking necessary information, received via facsimile, or damaged (in each case, an “Irregular Ballot”). The Voting Report shall indicate the Debtors’ intentions with regard to each Irregular Ballot.
- c. The Voting Report shall identify any creditor in a Voting Class as to whom a Solicitation Package was returned as undeliverable, and anyone in a Voting Class as to whom the Debtors did not send a Solicitation Package.
- d. The Voting Report shall identify all creditors who opt in to the releases in the Plan.
- e. The Voting Report shall identify any extension granted to any party with respect to their Ballot or Notice of Non-Voting Status.
- f. The method of delivery of Ballots to be sent to the Notice, Claims, and Solicitation Agent is at the election and risk of each Holder. Except as otherwise provided, a Ballot will be deemed delivered only when the Notice, Claims, and Solicitation Agent actually receives the properly executed Ballot.
- g. An executed Ballot or Opt In Form is required to be submitted by the Entity submitting such Ballot or Opt In Form. Delivery of a Ballot or Opt In Form to the Notice, Claims, and Solicitation Agent by facsimile, telecopy, electronic mail, or any electronic means other than the Notice, Claims, and Solicitation Agent’s E-Ballot Portal or Opt In Portal will not be valid.
- h. No Ballot or Opt In Form should be sent to the Debtors, the Debtors’ agents (other than the Notice, Claims, and Solicitation Agent), or the Debtors’ financial or legal advisors, and if so sent, will not be counted.
- i. If multiple Ballots or Opt In Forms are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot or Opt In Form timely received will be deemed to reflect that voter’s intent and will supersede and revoke any prior received Ballot(s) or Opt In Form(s).

- j. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes.
- k. A person signing a Ballot or Opt In Form in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing, and if so requested by the Debtors or the Notice, Claims, and Solicitation Agent, must submit proper evidence satisfactory to the Debtors of its authority to so act.
- l. The Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot or Opt In Form at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report or a supplemental Voting Report, as applicable.
- m. Neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots or Opt In Forms other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification.
- n. Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots or Opt In Forms must be cured by the Holder of Claims or their Nominee prior to the Voting Deadline or such Ballots or Opt In Forms will not be counted.
- o. In the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will 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.
- p. 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.
- q. If a Claim has been estimated or a Claim has otherwise been Allowed only for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution.
- r. If an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein.

- s. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any unsigned Ballot or Ballot lacking an original signature;⁴ (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein.
- t. After the Voting Deadline, any Holder of a Claim who had delivered a valid Ballot voting on the Plan may withdraw or change such vote solely in accordance with Bankruptcy Rule 3018(a).
- u. The Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes.
- v. Where any portion of a single Claim has been transferred to a transferee, all Holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein) and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (x) a Ballot, (y) a group of Ballots within a Voting Class received from a single creditor, or (z) a group of Ballots received from the various Holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted.
- w. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated and treated as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; *provided* that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan.

E. Amendments to the Plan and Solicitation and Voting Procedures.

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan (including, for the avoidance of doubt, the Plan Supplement), Ballots, Combined Hearing Notice, Notices of Non-Voting Status, Cover Letter, Assumption Notice, Rejection Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the

⁴ For the avoidance of doubt, Ballots submitted online shall be deemed to contain an original signature.

Solicitation Package before their distribution; *provided* that all such modifications shall be made in accordance with the terms of the document being modified and the Plan; *provided, further* that all such modifications shall be made only after advanced notice and consultation with the Committee.