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Order Filed on April 18, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CAREISMATIC BRANDS, LLC, *et al.*

Debtors.

Chapter 11

Case No. 24-10561 (VFP)

(Jointly Administered)

**ORDER APPROVING (I) THE
ADEQUACY OF THE DISCLOSURE STATEMENT,
(II) THE SOLICITATION AND VOTING PROCEDURES,
(III) THE FORMS OF BALLOTS AND NOTICES IN CONNECTION
THEREWITH, AND (IV) CERTAIN DATES WITH RESPECT THERETO**

The relief set forth on the following pages, numbered three (3) through fourteen (14), is
ORDERED.

DATED: April 18, 2024



Honorable Vincent F. Papalia
United States Bankruptcy Judge

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Debtors: CAREISMATIC BRANDS, LLC, *et al.*

Case No. 24-10561 (VFP)

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Upon the *Debtors' Motion for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement, (II) the Solicitation and Voting Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto* (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors")² for entry of an order (this "Order"), pursuant to sections 105, 363, 502, 1123(a), 1124, 1125, 1126, and 1128 of the Bankruptcy Code; Bankruptcy Rules 2002, 3001, 3016, 3017, 3018, 3020, and 9006; and Local Rules 2002(b), 3016-1, 3018-1 and 9013-1 approving: (i) the adequacy of the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Careismatic Brands, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, [Docket No. 588] (the "Disclosure Statement"); (ii) the Solicitation and Voting Procedures; (iii) the Ballots; (iv) the Solicitation Packages; (v) the Notice of Non-Voting Status; (vi) the Opt-Out Forms; (vii) the Confirmation Hearing Notice; (viii) the Publication Notice; (ix) the Cover Letter; (x) the Plan Supplement Notice; (xi) the Assumption and Rejection Notices; (xii) any other notices in connection therewith; and (xiii) certain dates with respect thereto, including but not limited to the Solicitation Mailing Deadline, the Publication Deadline, the Plan Supplement Filing Deadline, the Voting Deadline, the Confirmation Objection Deadline, the Deadline to file Voting Report, the Confirmation Brief and Confirmation Objection Reply Deadline, and the Confirmation Hearing

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

² A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.donlinrecano.com/careismatic>. The location of Debtor Careismatic Brands, LLC's principal place of business and the Debtors' service address in these Chapter 11 Cases is: 1119 Colorado Avenue, Santa Monica, California 90401.

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Date; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that sufficient cause exists for the relief set forth herein; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as provided herein.

I. Approval of the Disclosure Statement.

2. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125(a)(1) of the Bankruptcy Code.

3. The Disclosure Statement (including all applicable exhibits thereto) provides Holders of Claims and Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rules 2002(c)(3) and 3016(b) and (c).

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II. Approval of the Procedures, Materials, and Timeline for Soliciting Votes on and Confirming the Plan.

A. Approval of the Solicitation and Voting Procedures.

4. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures attached hereto as **Exhibit 2**, which are hereby approved in their entirety and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

B. Approval of Certain Dates and Deadlines with Respect to the Plan and Disclosure Statement.

5. The following Confirmation Dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept the Plan, voting on the Plan, and confirming the Plan:

Event	Date	Description
Voting Record Date	April 11, 2024	The date to determine which Holders of Claims are entitled to vote to accept or reject the Plan (the “ <u>Voting Record Date</u> ”).
Solicitation Mailing Deadline	Three (3) business days following entry of this Order	The deadline by which the Debtors must distribute Notices of Non-Voting Status, including Opt-Out Forms, and Solicitation Packages, including Ballots, to Holders of Claims entitled to vote to accept or reject the Plan (the “ <u>Solicitation Mailing Deadline</u> ”).
Publication Deadline	Five (5) business days following entry of this Order	The date by which the Debtors will submit the Confirmation Hearing Notice in a format modified for publication (such notice, the “ <u>Publication Notice</u> ,” and such date, the “ <u>Publication Deadline</u> ”).
Plan Supplement Filing Deadline	The date that is no later than seven (7) days prior to the Voting Deadline	The date by which the Debtors shall file the Plan Supplement (the “ <u>Plan Supplement Deadline</u> ”).

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Event	Date	Description
Voting Deadline	May 23, 2024, at 4:00 p.m., prevailing Eastern Time	The deadline by which all Ballots and Opt-Out Forms must be properly executed, completed, and submitted so that they are actually received by Donlin, Recano & Company, LLC (the “ <u>Claims and Noticing Agent</u> ”).
Confirmation Objection Deadline	May 23, 2024, at 4:00 p.m., prevailing Eastern Time	The deadline by which parties in interest may file objections to Confirmation of the Plan (the “ <u>Confirmation Objection Deadline</u> ”).
Deadline to File Voting Report	May 27, 2024	The date by which the report tabulating the voting on the Plan (the “ <u>Voting Report</u> ”) shall be Filed with the Court.
Confirmation Brief and Confirmation Objection Reply Deadline	May 27, 2024	The deadline by which the Debtors shall file their brief in support of confirmation of the Plan and reply to objections to objections to confirmation of the Plan.
Confirmation Hearing Date	May 30, 2024, at 10:00 a.m., prevailing Eastern Time or such other date as may be scheduled by the Court	The date of the Confirmation Hearing (the “ <u>Confirmation Hearing Date</u> ”).

6. The Solicitation Mailing Deadline provides sufficient time for Holders of Claims entitled to vote on the Plan to make informed decisions with respect to voting on the Plan. The Debtors may adjourn the Confirmation Hearing Date and any related dates and deadlines from time to time, without notice to the parties in interest other than announcement of such adjournment in open court and/or Filing a notice of adjournment with the Court and serving such notice on the 2002 List.

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C. Approval of the Form and Distribution of Solicitation Packages to Parties Entitled to Vote on the Plan.

7. The Solicitation Packages to be transmitted on or before the Solicitation Mailing Deadline to those Holders of Claims entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

- a. a copy of the Solicitation and Voting Procedures, substantially in the form attached hereto as **Exhibit 2**;
- b. the applicable forms of Ballots, substantially in the forms of the Ballots attached hereto as **Exhibits 3A, 3B, and 3C**, together with detailed voting instructions and instructions on how to submit the Ballots;
- c. the Cover Letter, substantially in the form attached hereto as **Exhibit 5**, describing the contents of the Solicitation Package and urging the Holders of Claims in each of the Voting Classes to vote to accept the Plan;
- d. for Holders of Class 5 General Unsecured Claims only, the Committee's cover letter (the "**Committee Letter**") to Holders of Class 5 General Unsecured Claims regarding the Plan as **Exhibit 6**;
- e. the Confirmation Hearing Notice substantially in the form attached hereto as **Exhibit 7**;
- f. the Disclosure Statement, substantially in the form attached hereto as **Exhibit 1** (and exhibits thereto, including the Plan);
- g. this Order granting the relief requested herein (without exhibits, except for the Solicitation and Voting Procedures);
- h. a pre-addressed, postage pre-paid reply envelope; and
- i. any additional documents that the Court has ordered to be made available to Holders of Claims in the Voting Classes.

8. The Debtors shall distribute Solicitation Packages to all Holders of Claims entitled to vote on the Plan on or before the Solicitation Mailing Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

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9. The Solicitation Packages provide the Holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

10. The Debtors are authorized to cause the Solicitation Packages to be delivered via e-mail (to the extent the Debtors' records, as of the date hereof, contain an e-mail address) or first-class mail, as applicable, through the Claims and Noticing Agent to Holders of Claims in the Voting Classes. Any party that receives materials in electronic format, but would prefer to receive materials in paper format, may contact the Claims and Noticing Agent and request paper copies of the materials previously received in electronic format (to be provided at the Debtors' expense).

11. The Debtors are authorized to cause the Notices of Non-Voting Status (which include the Opt-Out Forms) to be delivered via e-mail (to the extent the Debtors' records, as of the date hereof, contain an e-mail address) or first-class mail, as applicable, through the Claims and Noticing Agent to Holders of Claims and Interests in the Non-Voting Classes.

12. On or before the Solicitation Mailing Deadline, the Debtors (through the Claims and Noticing Agent) will provide complete Solicitation Packages (other than Ballots) to the U.S. Trustee and all parties on the 2002 List as of the Voting Record Date.

13. The Claims and Noticing Agent is authorized to assist the Debtors in: (a) distributing the Solicitation Packages and Notices of Non-Voting Status; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by Holders of Claims against the Debtors; (c) receiving, tabulating, and reporting on Opt-Out Forms received by Holders of

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Claims and Interests; (d) responding to inquiries from Holders of Claims or Interests and other parties in interest relating to the approved Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, the Notices of Non-Voting Status, the Opt-Out Forms, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan, opting out of the Third-Party Release, and for objecting to confirmation of the Plan; (e) soliciting votes on the Plan; and (f) if necessary, contacting creditors or interest Holders regarding the Plan and/or the approved Disclosure Statement.

14. The Claims and Noticing Agent is also authorized to accept Ballots and Opt-Out Forms via electronic online transmission through an online balloting portal on the Debtors' case website at <https://www.donlinrecano.com/Clients/cbi/Vote> (the "E-Ballot Portal") as set forth in the Solicitation and Voting Procedures. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot or Opt-Out Form submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots and Opt-Out Forms submitted via E-Ballot shall be deemed to contain an original signature.

15. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions so that the Ballots are **actually received** by the Claims and Noticing Agent by no later than the Voting Deadline. Alternatively, Class 3 Ballots, Class 4 Ballots, Class 5 Ballots, attached hereto as **Exhibits 3A, 3B, and 3C**, may be submitted via an E-Ballot through the Claims and Noticing Agent's E-Ballot Portal, as applicable, by no later than the Voting Deadline.

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16. The Debtors are authorized to extend the Voting Deadline in their discretion and without further order of the Court.

D. Approval of the Form of Notices to Non-Voting Classes and Opt-Out Forms.

17. On or before the Solicitation Mailing Deadline the Claims and Noticing Agent shall mail and/or e-mail, as applicable, the Notice of Non-Voting Status and applicable Opt-Out Forms, the form of which, attached hereto as **Exhibit 4** is hereby approved and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, to those parties outlined below, who are not entitled to vote on the Plan:

Class	Status	Treatment
Class 1, Class 2	Unimpaired—Presumed to Accept	Holders of Claims that are presumed to accept the Plan are not entitled to vote. As such, Holders of such Claims will receive a Notice of Non-Voting Status, substantially in the form attached hereto as <u>Exhibit 4</u> , and applicable Opt-Out Form, in lieu of a Solicitation Package.
Class 6	Impaired—Deemed to Reject	Holders of Claims that are deemed to reject the Plan are not entitled to vote. As such, Holders of such Claims will receive a Notice of Non-Voting Status, substantially in the form attached hereto as <u>Exhibit 4</u> , and applicable Opt-Out Form, in lieu of a Solicitation Package.
Class 9	Impaired—Deemed to Reject	Holders of Claims or Interests that are deemed to reject the Plan are not entitled to vote. As such, Holders of such Claims or Interests will receive a Notice of Non-Voting Status, substantially in the form attached hereto as <u>Exhibit 4</u> , and applicable Opt-Out Form, in lieu of a Solicitation Package.

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Class	Status	Treatment
N/A	Disputed Claims	Holders of Claims or Interests that are subject to a pending objection Filed by the Debtors are not entitled to vote the disputed portion of their Claim or Interest. As such, Holders of such Claims or Interests will receive a Notice of Non-Voting Status, substantially in the form attached hereto as <u>Exhibit 4</u> and applicable Opt-Out Form.

18. The Debtors are not required to distribute Solicitation Packages, other Solicitation Materials, or a Notice of Non-Voting Status to: (a) Holders of Claims that have already been paid in full during these Chapter 11 Cases or that are otherwise paid in full in the ordinary course of business pursuant to an order previously entered by this Court; (b) any party to whom the notice of the Motion was sent but was subsequently returned as undeliverable without a forwarding address by the Voting Record Date; (c) the holders of Class 7 (Intercompany Claims) and Class 8 (Intercompany Interests); or (d) parties that received a Notice of Non-Voting Status, as applicable.

E. Approval of the Confirmation Hearing Notice.

19. The Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 7**, which shall be Filed by the Debtors and served upon parties in interest in these Chapter 11 Cases by no later than the Solicitation Mailing Deadline and published in a format modified for publication one time no later than the Publication Deadline, in the *New York Times* (national edition) and the *Financial Times* (global edition) constitutes adequate and sufficient notice of the hearing to consider approval of the Plan, the manner in which a copy of the Plan and Disclosure Statement can be obtained, and the time fixed for Filing objections thereto, in

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satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

F. Approval of Notice of Filing of the Plan Supplement.

20. The Debtors are authorized to send notice of the Filing of the Plan Supplement to parties in interest, substantially in the form attached hereto as **Exhibit 8**, within the time periods specified in the Plan. Notwithstanding the foregoing, the Debtors may amend the documents contained in, and exhibits to, the Plan Supplement through the Effective Date in accordance with the Plan.

G. Approval of Notice to Contract and Lease Counterparties.

21. The Debtors are authorized to mail and/or e-mail, as applicable, a notice of assumption or rejection of any Executory Contracts or Unexpired Leases, in the form attached hereto as **Exhibit 9** and **Exhibit 10**, to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan, within the time periods specified in the Plan.

H. Non-Substantive Modifications.

22. The Debtors are authorized to make changes, to the Plan, Disclosure Statement, Solicitation and Voting Procedures, Ballots, Solicitation Packages, Notice of Non-Voting Status, Opt-Out Forms, Confirmation Hearing Notice, Publication Notice, Cover Letter, Plan Supplement Notice, Assumption and Rejection Notices, and any notice attached hereto, and any related documents without further order of the Bankruptcy Court, including formatting changes, changes to correct typographical and grammatical errors, if any, and to make conforming changes to the

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Disclosure Statement, the Plan, and any other materials (including any appendices thereto) in the Solicitation Packages before distribution. Subject to the foregoing, the Debtors are authorized to solicit, receive, and tabulate votes to accept or reject the Plan in accordance with this Order, without further order of the Bankruptcy Court.

III. Approval of Procedures for Confirming the Plan.

A. Approval of the Procedures for Filing Objections to the Confirmation of the Plan.

23. Objections to the Confirmation of the Plan will not be considered by the Court unless such objections are timely Filed and properly served in accordance with this Order and the *Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures, and (II) Granting Related Relief* [Docket No. 70]. Specifically, all objections to the confirmation of the Plan or requests for modifications to the Plan, if any, **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of this Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be Filed with the Court (contemporaneously with a proof of service) and served upon the notice parties so as to be **actually received** on or before the Confirmation Objection Deadline by each of the notice parties identified in the Confirmation Hearing Notice.

IV. Miscellaneous.

24. The Debtors' rights are reserved to modify the Plan without further order of the Bankruptcy Court in accordance with Article X of the Plan, including the right to withdraw the Plan as to an individual Debtor at any time before the Confirmation Date.

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25. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

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

27. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

28. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

29. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

30. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

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