

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

In re:

ECEC Wind-Down LLC (f.k.a. Ector County
Energy Center LLC),¹

Debtor.

Chapter 11

Case No. 22-10320 (JTD)

Re: Docket Nos. 345, 468

**ORDER (A) APPROVING FORM OF MODIFIED FIRST AMENDED DISCLOSURE
STATEMENT; (B) APPROVING PLAN SOLICITATION AND VOTING
PROCEDURES; (C) APPROVING THE MANNER AND FORMS OF NOTICES AND
BALLOTS; (D) ESTABLISHING CERTAIN DEADLINES IN CONNECTION WITH
APPROVAL OF THE DISCLOSURE STATEMENT AND PLAN; (E) SCHEDULING A
CONFIRMATION HEARING AND (F) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of ECEC Wind-Down LLC, (f.k.a Ector County Energy Center LLC), the above-captioned debtor and debtor in possession (the “Debtor”), for entry of an order, pursuant to Bankruptcy Code sections 105(a), 1124, 1125, 1126, and 1128, Bankruptcy Rules 2002, 3016, 3017, 3018, and 3020, and Local Rules 3016-2 and 3017-1: (a) approving the adequacy of the *Modified First Amended Disclosure Statement of the Debtor in Support of Liquidating Chapter 11 Plan* [Docket No. 468] (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”); (b) approving and establishing deadlines and procedures for, among other things, the solicitation and tabulation of votes to accept or reject the *Debtor’s Modified First Amended Liquidating Chapter 11 Plan* [Docket No. 467] (as may be amended, modified, or supplemented from time to time, the “Plan”), including, but not limited to,

¹ The last four digits of the Debtor’s federal tax identification are 6852. The Debtor’s mailing address is One South Wacker Drive, Suite 1900, Chicago, IL, 60606, and the Debtor has a principal place of business at 8200 OB Holt Road, Goldsmith, Ector County, Texas, 79761. More information about the Debtor and this case is available on the website maintained by Donlin, Recano & Company, Inc., the Debtor’s claims and noticing agent, at www.donlinrecano.com/ecec, or can be requested by e-mail at ecinfo@donlinrecano.com.

² Capitalized terms used in this Order but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or the Plan, as applicable.

the filing of motions for temporary allowance of Claims pursuant to Rule 3018 and objections to confirmation of the Plan (“Solicitation Procedures”), as described herein (c) approving the forms of Ballots; (d) approving the manner and forms of certain related notices; (e) scheduling a hearing to consider confirmation of the Plan and establishing certain deadlines in connection with the foregoing; and (f) granting related relief, as set forth therein, Docket No. 345; and this Court having jurisdiction over this matter pursuant to 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; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this District is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and opportunity to be heard having been provided and it appearing that no further notice of the Motion is required; a hearing having been held on November 16, 2022 to consider approval of the Disclosure Statement (the “Hearing”) after due and proper notice of the Hearing; any objections to the Motion having been resolved or overruled; and upon the record of the Motion and after due deliberation; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein:

IT IS HEREBY FOUND AND DETERMINED THAT:

A. The Disclosure Statement contains “adequate information” regarding the Plan within the meaning of section 1125 of the Bankruptcy Code. No further information is necessary or required.

B. The Disclosure Statement complies with Bankruptcy Rule 3016(c) and describes in specific and conspicuous language, the acts to be enjoined and the entities subject to the injunction,

exculpation, and release provisions contained in the Plan, with such provisions also included in the Ballots and the Confirmation Hearing Notice.

C. Notice of the Hearing to consider this Motion, provided in the manner described in the Motion and as indicated in affidavits of service filed by Donlin prior to entry of this Order, was sufficient and appropriate under the circumstances and complied with all applicable requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules. No further notice is required.

D. The Solicitation Procedures described in detail in the Motion provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules.

E. The proposed method for establishing Voting Claims and the procedure for temporary allowance of Claims is appropriate and in compliance with sections 1126(a) and 502(a) of the Bankruptcy Code, and Bankruptcy Rule 3018(a).

F. The procedures set forth below and as described in the Motion regarding service of the Confirmation Hearing Notice and distribution of the contents of the Solicitation Package comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties of the Voting Record Date, the Voting Deadline, the Plan Objection Deadline, the Confirmation Hearing, the Plan, and the procedures for solicitation of votes to accept or reject the Plan.

G. The proposed method for providing direct notice of the Plan and Confirmation Hearing by the Solicitation Agent on behalf of the Debtor, including through service of the Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 1**, along with the publication notice of the Plan and Confirmation Hearing described in the Motion, provides

due, proper and sufficient notice of the Plan, the Confirmation Hearing, the opportunity to vote on the Plan, and the deadline for filing objections to classification within or confirmation of the Plan, complies with Bankruptcy Rule 2002 and 3017 and Local Rule 9006-1, and satisfies the requirements of due process with respect to all known and unknown creditors. No further notice is required.

H. Pursuant to the Plan, Holders Claims in Class 1 (Other Priority Claims) and Class 4 (Other Secured Claims) are unimpaired and conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code and not entitled to vote on the Plan on account of such Claims. The Holder of Interests classified in Class 8 is conclusively deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. In addition, in compliance with section 1123(a)(1) of the Bankruptcy Code, Administrative Expense Claims, Priority Tax Claims and Professional Claims asserted against the Debtor are not classified under the Plan (collectively, the “Unclassified Claims”) and therefore, not entitled to vote.

I. Holders of Claims in Class 2, Class 3, Class 5, Class 6, and Class 7 are entitled to vote towards the Plan, subject to the limitations set forth herein. The forms of the Ballots attached hereto as **Exhibits 2-A, 2-B, 2-C, 2-D, and 2-E** (i) are sufficiently consistent with Official Form No. B314, for purpose of solicitation of votes for the Voting Classes (ii) adequately address the particular needs of the Chapter 11 Case, and (iii) provide adequate instructions and information for each Holder of Claims in the Voting Classes to vote to accept or reject the Plan. No further information or instructions are necessary.

J. The forms of Non-Voting Status Notices attached hereto as **Exhibits 3A and 3-B**, comply with the Bankruptcy Code, Bankruptcy Rule 3017(d), and applicable Local Rules, and provide adequate notice to Holders of Claims and Interests in the Non-Voting Classes (or other

Holders of Claims and Interests that are otherwise deemed not entitled to vote to accept or reject the Plan) of their non-voting status; no further notice is required.

K. The time period set forth below during which the Debtor may solicit votes on the Plan is a reasonable period of time for Claim and Interest holders to make an informed decision as to whether to accept or reject the Plan.

NOW THEREFORE, IT IS ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted, as set forth herein.

I. Approval of the Disclosure Statement and the Disclosure Statement Hearing Notice

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

3. The Hearing, *Notice of the Hearing* [Docket No. 350] and *Notice of Rescheduled Hearing* [Docket No. 406] filed by the Debtor and the accompanying affidavits of service were in compliance with the Orders of this Court and the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules for the United States Bankruptcy Court for the District of Delaware, and no further notice or hearing is required with respect to the Disclosure Statement.

4. The Disclosure Statement provides Holders of Claims and Interests and other parties in interest with sufficient notice of the release, exculpation, and injunction provisions contained in Article X of the Plan for purposes of Bankruptcy Rule 3016(c).

II. Confirmation Hearing and Objections.

5. A hearing regarding confirmation of the Plan (“Confirmation Hearing”) is scheduled for **December 21, 2022 at 11:00 A.M. EST**, before the Honorable John T. Dorsey, at the U.S. Bankruptcy Court, District of Delaware (“Bankruptcy Court”), 824 N. Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware, 19801. The Confirmation Hearing may be conducted virtually, at the discretion of the Bankruptcy Court, and as will be forth in the

Confirmation Hearing Notice and the respective form of hearing agenda filed by the Debtor in advance of the Confirmation Hearing. The Debtor may adjourn or continue the Confirmation Hearing from time to time, without further motion, unless subsequently ordered.

6. Any objection to confirmation of the Plan or to classification of a Claim within the Plan (“Confirmation Objection”) must be filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware, 19801, **so as to be received no later than December 15, 2022 at 4:00 P.M. EST** (the “Objection Deadline”).

7. Confirmation Objections, if any, shall (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objector and the nature and amount of any Claim or Interest asserted by the objector against or in the Debtor, (d) state with particularity the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan that would resolve such objection, and (e) be filed by the Objection Deadline and served upon: (a) counsel to the Debtor (i) Holland & Knight LLP, 10 St. James Avenue, Boston, MA 02116, Attn: John J. Monaghan, Esq. and Lynne B. Xerras, Esq. (john.monaghan@hklaw.com; lynne.xerras@hklaw.com) and (ii) Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, DE 19801, Attn: Christopher A. Ward, Esq. and Michael V. DiPietro, Esq., (cward@polsinelli.com; mdipietro@polsinelli.com); (b) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Juliet M. Sarkessian (Juliet.M.Sarkessian@usdoj.gov); and (c) counsel to the Agent and the Ad Hoc Group, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Brian Resnick, Esq. and Joshua Sturm, Esq. (brian.resnick@davispolk.com; joshua.sturm@davispolk.com). (collectively, the “Notice Parties”).

8. ABSENT ORDER OF THE COURT TO THE CONTRARY, ANY CONFIRMATION OBJECTION NOT FILED AND SERVED AS SET FORTH IN THIS ORDER SHALL BE DEEMED WAIVED AND SHALL NOT BE CONSIDERED BY THE COURT.

9. Any brief in support of confirmation of the Plan or Reply to a Confirmation Objection, together with the proposed form of confirmation order, shall be filed so as to be received no later than **December 19, 2022 at 12:00 P.M. EST** (or, in the event that the Confirmation Hearing is adjourned, the date that is three (3) business days prior to the adjourned hearing), and served upon the Notice Parties and any party that files a Confirmation Objection.

III. Voting Record Date and Voting Deadline.

10. In accordance with Bankruptcy Rule 3018(a), the date upon which this Order enters be deemed the “Record Holder Date” for purposes of determining the scope of Holders of Claims that shall be entitled to vote on the Plan (“Voting Record Date”), subject to the additional limitations described herein.

11. The Court establishes **December 15, 2022 at 4:00 P.M. EST** (the “Voting Deadline”) as the deadline by which the Solicitation Agent must actually receive completed Ballots from Holders of Claims in the Voting Classes (or from their counsel), in accordance with the Solicitation Procedures set forth herein, and the provisions of this Order.

12. The Debtor may extend, for any reason deemed appropriate by the Debtor, the Voting Deadline. Any instance in which the Voting Deadline is extended shall be highlighted and listed in the Voting Record (as defined below) to be filed by the Solicitation Agent.

13. The following is a summary of the schedule for solicitation of votes and confirmation of the Plan established through this Order (subject to modification by the Debtor as

necessary in consultation with the U.S. Trustee's office or further order of the Court) as more specifically delineated throughout this Order:

Event	Date/Deadline³
Deadline to Serve Solicitation Package	November 21, 2022
Deadline to File Rule 3018(a) Motions	December 2, 2022 at 4:00 p.m. EST
Deadline to Object to Rule 3018(a) Motions	December 14, 2022 at 12:00 p.m. EST
Deadline to Object to Plan Classification/Confirmation	December 15, 2022 at 4:00 p.m. EST
Voting Deadline	December 15, 2022 at 4:00 p.m. EST
Deadline to File Voting Report	December 19, 2022 at 12:00 p.m. EST
Deadline to File Confirmation Brief and Reply to Plan Objection(s) and proposed form of Confirmation Order	December 19, 2022 at 12:00 p.m. EST
Confirmation Hearing	December 21, 2022 at 11:00 a.m. EST

IV. Ballots and Non-Voting Status Notice

14. Holders of Claims in the Voting Classes are entitled to vote towards the Plan, to the extent holding Voting Claims (as described herein). The forms of Ballots attached hereto as **Exhibits 2-A, 2-B, 2-C, 2-D, and 2-E** for the Voting Classes are hereby approved. Ballots shall be distributed by the Debtor or Solicitation Agent to Holders of Claims in the Voting Classes, accompanied by a pre-addressed, postage prepaid return envelope.

15. Ballots need not be provided to Holders of Claims or Interests in the Non-Voting Classes (Classes 1, 4 and 8). The forms of Non-Voting Status Notices attached hereto as

³ Unless subsequently extended by Bankruptcy Court order.

Exhibits 3A and **3-B** are hereby approved for distribution to Holders of Claims in the Non-Voting Classes.

V. Plan Solicitation Procedures

A. Determination of Voting Claims.

16. For the purpose of voting to accept or reject and not distribution on account of a Claim, only (and only if these prerequisites are established, the “Voting Claims”):

(1) the holders of proofs of claim in the Voting Classes (“Filed Claims”); and

(2) claimants in the Voting Classes (that did not file a proof of claim) whose claims were listed in the Schedules as not being unliquidated, contingent, or disputed (“Scheduled Claims”),

shall be entitled to vote with regard to such Claims, to the extent that the Filed Claim or Scheduled Claim has not been assumed or satisfied by the Purchaser in connection with the Sale or satisfied during the pendency of the Case pursuant to authority granted under a prior order of the Bankruptcy Court, *unless the Claim is the subject of a proceeding objecting to or seeking estimation of the amount of the Claim that is pending as of the Voting Record Date* (“Claim Objection Proceeding”).

B. Temporary Allowance For Voting Purposes.

17. Notwithstanding the foregoing, nothing shall limit the right of the holder of a Claim classified within a Voting Class that is the subject of a Claim Objection Proceeding or other objection to allowance or assignment of the Claim (“Disputed Claim”) or other party in interest to seek temporary allowance of a Disputed Claim for voting purposes under Bankruptcy Rule 3018(a).

18. Any motion seeking temporary allowance of a Disputed Claim for purposes of voting towards the Plan (a “Rule 3018(a) Motion”) shall be filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware, 19801, so as to be received no later than **December 2, 2022 at 4:00 P.M. EST** (the “Rule 3018(a) Motion Deadline”) and timely

served upon the Notice Parties (and any Holder of the Disputed Claim, if not the moving party) in order for a Disputed Claim to be permitted to cast a provisional Ballot to accept or reject the Plan. The Debtor and other parties-in-interest shall have until **December 14, 2022 at 12:00 P.M. EST**, to file and serve on the Notice Parties (and any Holder of the Disputed Claim) any response or objection to a timely filed Rule 3018(a) Motion.

19. If, and to the extent that, the Debtor and the holder of the Disputed Claim are unable to resolve the issues raised by a Rule 3018(a) Motion prior to the Voting Deadline by stipulation or stipulated order, then, at the Confirmation Hearing, the Bankruptcy Court shall rule on the Rule 3018 Motion and determine whether the provisional Ballot should be counted as a vote on the Plan.

20. Nothing in this Order shall otherwise affect the Debtor's rights to object to, dispute, or contest any Proof of Claim or Rule 3018(a) Motion.

C. Approval of the Form of, and Distribution of, Solicitation Packages

1. *Voting Classes.*

21. On or before November 21, 2022 (the "Solicitation Deadline"), the Debtor shall cause the Solicitation Agent to transmit to Holders of Claims and Interests in Voting Classes, subject to the limitations contained elsewhere in this Order, by United States mail, first-class postage prepaid, personal service, overnight delivery, or, if elected by the Holder of the Claim in the Voting Class, by electronic mail, a solicitation package (each a "Solicitation Package," and collectively, the "Solicitation Packages") containing the following:

- a. the Disclosure Statement with all exhibits thereto, including the Plan, and this Order (excluding exhibits in draft form);
- b. the Confirmation Hearing Notice, as approved;
- c. if the recipient is the holder of a Voting Claim, a Ballot in the form approved, and a postage-prepaid return envelope (as to any holder of a

Voting Claim as to which there is a Claim Objection Proceeding pending, such Ballot shall be treated as provisional, and shall be counted only in accordance with Section VI of this Order, below); and

- d. any supplemental documents filed with the Bankruptcy Court and any documents that the Bankruptcy Court orders to be included in the Solicitation Package, including any letters in support of the Plan.

2. *Holders of Claims In Non-Voting Classes and Unclassified Claims.*

22. On or prior to the Solicitation Deadline, the Debtor shall cause the Solicitation Agent to distribute to (i) Holders of Unclassified Claims; (ii) Holders of Claims in Non-Voting Classes that are unimpaired, Classes 1 and 4, a *Notice of Non-Voting Status* in the form attached hereto as Exhibit 3-A, along with the Confirmation Hearing Notice. In addition, the Debtor shall cause the Solicitation Agent to distribute, on or prior to the Solicitation Deadline, (i) to the Holder of Interest classified in Class 8, a Notice of Non-Voting Status in the form attached hereto as Exhibit 3-B, along with the Confirmation Hearing Notice. These Notices will be in addition to the other documents comprising the Solicitation Package, but for a form of Ballot.

3. *Rule 2002 Notice and Confirmation Hearing Notice.*

23. On or prior to the Solicitation Deadline or as soon as reasonably practicable thereafter, the Debtor shall be further required to serve or cause to be served a copy of the Solicitation Package *without Ballots or a Notice of Non-Voting Status*, along with a copy of this Order and all exhibits, and a Confirmation Hearing Notice, on (a) all other parties that have filed requests for notice in the Chapter 11 Case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date, but are not otherwise receiving a Solicitation Package; (b) the U.S. Trustee; (c) all entities that are party to executory contracts and unexpired leases with the Debtor; (d) all entities that are party to litigation with the Debtor and their counsel (if known); (e) all current and former employees, directors, and officers (to the extent that contact information for former employees, directors, and officers is available in the Debtor's records); (f) all federal, state and local regulatory

authorities that regulate the Debtor's business; (g) the office of the attorney general for each state in which the Debtor maintain(ed) or conduct(ed) business; (h) the Internal Revenue Service and all state and local taxing authorities for the jurisdictions in which the Debtor maintain(ed) or conduct(ed) business; (i) the Securities and Exchange Commission; and (j) the U.S. Attorney for the District of Delaware.

24. The Confirmation Hearing Notice shall also be served on all holders of claims or interests, whether in Voting Classes, non-Voting Classes, or Unclassified, and all other persons and entities on the Debtor's creditor mailing matrix.

25. The Debtor shall also cause the Solicitation Agent to post on the Solicitation Agent's website various chapter 11 documents, including the following: (i) the Plan (and any related documents); (ii) the Disclosure Statement (with all exhibits); (iii) the Motion and this Order (and all exhibits); and (iv) the Confirmation Hearing Notice, at <https://www.donlinrecano.com/Clients/ecec/Index>.

26. The Debtor and its Solicitation Agent shall also publish the Confirmation Hearing Notice (or a substantially similar notice) on or prior to the date that is five business days after the Solicitation Deadline, in the national edition of *USA Today*.

27. The Debtor is not required to give notice of any kind to any Person or Entity to whom the Debtor mailed the Disclosure Statement Hearing Notice and received the Disclosure Statement Hearing Notice returned by the United States Postal Service marked "undeliverable as addressed," "moved - left no forwarding address," "forwarding order expired," or any similar reason, unless the Debtor has been informed in writing by such Person or Entity of that Person's or Entity's new address; provided, however, that if the Debtor has an email address for such Person or Entity they shall provide notice by email.

VI. Vote Tabulation Procedures

a. Voting Methods.

28. In order for a Ballot to be counted as a vote to accept or reject the Plan, *all Ballots must be properly executed, completed and received by the Solicitation Agent by no later than the Voting Deadline.*

29. If voting by paper copy, Ballots shall only be accepted by the Solicitation Agent prior to expiration of the Voting Deadline, **via first-class mail, overnight courier, or hand delivery**, at the following addresses:

If by Regular Mail:

Donlin, Recano & Company, Inc.
Re: ECEC Wind-Down LLC, (f/k/a Ector
County Energy Center LLC)
Attn: Voting Department
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If by Messenger or Overnight Delivery:

Donlin, Recano & Company, Inc.
Re: ECEC Wind-Down LLC (f.k.a. Ector
County Energy Center LLC)
Attn: Voting Department
6201 15th Avenue
Brooklyn, NY 11219

30. In addition, *and as an alternative to accepting hard copy Ballots via first class mail, overnight courier, and hand delivery*, the Debtor and the Solicitation Agent shall be authorized to accept Ballots via electronic, online transmissions, solely through a customized online balloting portal on the Debtor's case website to be maintained by the Solicitation Agent ("E-Voting Portal"). In that instance, holders of Voting Claims, *in addition to having the ability to use paper Ballots*, will therefore have the additional option of casting an electronic Ballot and electronically signing and submitting Ballots the E-Voting Portal (which allows a Holder to submit an electronic signature). Instructions for electronic, online transmission of Ballots will be set forth on the forms of Ballots. The encrypted ballot data and audit trail created by such electronic submission shall

become part of the record of any Ballots submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective.

b. Vote Tabulation Procedures.

31. Additionally, the procedure set forth herein shall govern the process for the Debtor and the Solicitation Agent to tabulate Ballots received as votes to accept or reject the Plan:

- Votes Counted. Any timely received Ballot that contains sufficient information to permit the identification of the claimant and the amount of the Claim and is cast as an acceptance or rejection of the Plan will be counted and will be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan, subject to the following exceptions:
 - (1) if a Claim is deemed Allowed in accordance with the Plan, such Claim is Allowed for voting purposes in the deemed Allowed amount set forth in the Plan;
 - (2) if a Claim for which a Proof of Claim has been filed lists a contingent or unliquidated claim amount, *that is not subject to a pending objection*, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
 - (3) if a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, such Claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
 - (4) if a Claim is *not* listed on the Debtor's Schedules, or is scheduled at zero, in an unknown amount, or, as unliquidated, contingent, or disputed, and a Proof of Claim was *not* filed in a liquidated, non-contingent amount, such Claim shall be disallowed for voting purposes; *provided however* that a Claim listed in the Schedules as contingent, unliquidated, or disputed for which the bar date has not yet passed shall vote in the amount of \$1.00;
 - (5) if an objection to a Claim or any portion thereof has been Filed prior to the Voting Record Date, such Claim shall be temporarily disallowed for voting purposes only and not for the purposes of the allowance or distribution, except to the extent and in the manner as set forth in the objection or an order granting a Rule 3018(a) Motion;
 - (6) for purpose of tabulating votes, each Holder of Prepetition Term Loan Claims and of Prepetition Revolving Lender Payment Claims

classified in Classes 2 and 3 will be entitled to vote the principal amount of its Claim(s) in the respective Voting Class, 2 or 3, held (directly or beneficially) as of the Voting Record Date, subject to verification in amount (in the event of any dispute or for clarification) by the Solicitation Agent of those applicable records maintained by the Agent under the Prepetition Loan Documents; and

(7) any Ballot cast in an amount in excess of the Allowed amount of the relevant Claim will only be counted to the extent of such Allowed Claim.

- Votes Not Counted. The following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (1) Any Ballot received after the Voting Deadline unless the Debtor shall have granted an extension of the Voting Deadline in writing with respect to such Ballot;
- (2) Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- (3) Any Ballot cast by a person or entity that does not hold a Claim in a Voting Class;
- (4) Any Ballot that is properly completed, executed and timely received by the Solicitation Agent but (a) does not indicate an acceptance or rejection of the Plan, (b) indicates both an acceptance and rejection of the Plan, or (c) partially accepts and partially rejects the Plan;
- (5) Any Ballot submitted by telecopy, facsimile, e-mail, or other electronic means not using the Solicitation Agent's E-Voting Portal (as described in the respective Ballot and above);
- (6) Any unsigned Ballot, provided however, for the avoidance of doubt, any Ballot timely and properly submitted through the E-Voting Portal shall be deemed to contain an original signature;
- (7) Any Ballot sent to any party other than the Solicitation Agent; or
- (8) Any Ballot not cast in accordance with the procedures approved herein.

- Duplicate Votes. Any duplicate Ballots will only be counted once. If multiple Ballots are received from the holder of a Claim and someone purporting to be his, her, or its attorney or agent, the Ballot received from the holder of the Claim will be the Ballot that is counted, and the vote of the purported attorney or agent will not be counted. If no Ballot is received from the holder of the Claim, but

multiple Ballots are received from the same attorney, agent or other party claiming to have the authority to vote such Claim with respect to the same Claim, the latest dated otherwise valid Ballot submitted prior to the Voting Deadline (unless otherwise extended by the Debtor, in writing) shall be counted as a vote to assume or reject the Plan. If multiple Ballots are received from different attorneys, agents, or parties claiming to have the authority to vote the same Claim (but not the holder itself) purporting to vote the same Claim, the vote will be counted only once and only if such votes are consistent with respect to acceptance or rejection of the Plan. In the event that the votes are not consistent, and the vote *is not* necessary (alone or in conjunction with other inconsistent, multiple, votes) to determine whether the Voting Class voted to accept the Plan, then neither vote will be counted. If the votes are not consistent, and the vote *is* necessary (alone or in conjunction with other inconsistent, multiple votes) to determine whether the Voting Class voted to accept the Plan, the attorney, agent or other party who submitted such Ballots must provide evidence to support their assertion that they hold such Claim in a representative capacity, or have the authority to vote such Claim, and the Court will determine which attorney, agent or other party has the right to vote such Claims.

- Changing Votes. Whenever two or more Ballots are cast which attempt to vote the same Claim prior to the Voting Deadline, the last Ballot received prior to the Voting Deadline will be deemed to reflect the voter's intent and thus to supersede any prior Ballots, *provided, however*, that where an ambiguity exists as to which Ballot was the latest received, the Solicitation Agent shall have the right to contact the Holder of the Claim and tabulate the vote according to such voter's stated intent. This procedure is without prejudice to the Debtor's rights to object to the validity of the superseding Ballot(s) on any basis permitted by law and, if the objection is sustained, to count the first Ballot for all purposes. Pursuant to Bankruptcy Rule 3018(a), any creditor who seeks to withdraw an acceptance or rejection of the Plan at any time, or seeks to change their vote after Voting Deadline, must seek Court approval of the same, upon a motion on notice to parties in interest.
- No Vote Splitting; Effect. Claim splitting is not permitted and Holders of Claims must vote all of their Claims within a particular Class to either accept or reject the Plan.
- Vote Aggregation: Separate Claims held by a single creditor in a particular Class may be aggregated and treated as if such creditor held one Claim in such Class, in which case all votes related to such Claim will be treated as a single vote to accept or reject the Plan; *provided, however*, that if separate affiliated entities, including any funds or accounts that are advised or managed by the same entity or by 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 or managed fund or account will be counted separately as a vote to accept or reject the Plan.

32. The Debtor, with the assistance of the Solicitation Agent, shall file a Voting Report which shall, among other things, delineates every Ballot that does not conform to the voting instructions as established through this Order, or that contains any form of irregularity including, but not limited to, Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or damaged (collectively, the “Irregular Ballots”) on or before **December 19, 2022 at 12:00 P.M. (EST)**. The Voting Report shall indicate the Debtor’s intentions with regard to each Irregular Ballot. The Voting Report shall also indicate the following: (i) any ballot that has been withdrawn, the date of such withdrawal, and whether the ballot reflected a vote to accept or reject the plan, (ii) any situation in which a holder of a claim submitted multiple ballots, specifying the date each ballot was submitted, whether the ballot reflected a vote to accept or reject, and which ballot, if any, the Debtor accepted, (iii) any ballot that was rejected by the Debtor, and the reason for such rejection, and (iv) any ballot that was filed after the Voting Deadline, and whether it was accepted or rejected by the Debtor.

33. Unless waived or as ordered by the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.

VII. Miscellaneous

34. The Debtor is authorized to take all actions necessary to implement the relief granted in this Order.

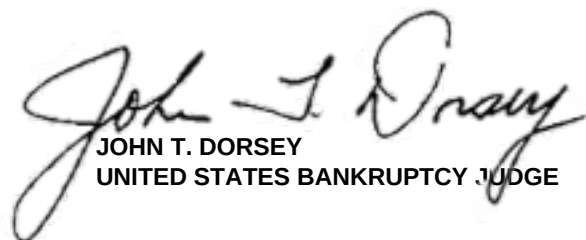
35. To the extent there is any conflict or inconsistency between the terms of this Order and the terms set forth in the Ballots, the Non-Voting Status Notices, the Confirmation Hearing Notice, and/or any other document approved by this Order, the terms of this Order shall control.

36. The Debtor shall have authority to make non-substantive and nonmaterial changes to the Disclosure Statement, the Plan, the Ballots, the Non-Voting Status Notices, the Disputed Claim Non-Voting Status Notices, and the Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, insert dates, and to make conforming changes among any materials in the Solicitation Package prior to mailing. If such changes are made, the Debtor shall promptly file a notice on the Court's docket reflecting all such changes in a manner that highlights each such change.

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

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

Dated: November 17th, 2022
Wilmington, Delaware



JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE