

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW HAMPSHIRE**

In re:	)	Chapter 11
	)	
The Prospect-Woodward Home	)	Case No. 21-10523-BAH
dba Hillside Village,	)	
	)	<b>Re: Docket No. 337, 426, 427</b>
Debtor. <sup>1</sup>	)	
	)	

**ORDER (I) APPROVING THE ADEQUACY OF THE DISCLOSURES IN  
THE DISCLOSURE STATEMENT ON AN INTERIM BASIS, (II) SCHEDULING  
THE CONFIRMATION HEARING AND DEADLINE FOR FILING OBJECTIONS,  
(III) ESTABLISHING PROCEDURES FOR THE SOLICITATION AND  
TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN AND,  
(IV) APPROVING THE FORM OF BALLOT AND SOLICITATION PACKAGE,  
AND (V) APPROVING THE NOTICE PROVISIONS**

Upon the *Motion of Debtor for Entry of an Order (I) Approving the Adequacy of the Disclosures in the Combined Plan and Disclosure Statement on an Interim Basis, (II) Scheduling the Confirmation Hearing and Deadline for Filing Objections, (III) Establishing Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Combined Plan and Disclosure Statement, (IV) Approving the Form of Ballot and Solicitation Package, and (V) Approving the Notice Provisions* (the “Motion”);<sup>2</sup> the Court having reviewed the Motion and the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. 157 and §§ 1334(b); and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the 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 the Court having determined that the relief requested in the Motion is in the best interests of the Debtor, the estate, creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that

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<sup>1</sup> The last four digits of the Debtor’s federal taxpayer identification are 2146. The address of the Debtor’s headquarters is 95 Wyman Road, Keene, New Hampshire 03431.

<sup>2</sup> Capitalized terms used in this Order shall have the meanings provided in the Motion.

no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Disclosure Statement is hereby APPROVED on an interim basis under Bankruptcy Code section 1125 and Bankruptcy Rule 3017.
3. The schedule of the following dates is hereby approved:

Voting Procedures Hearing Objection Deadline	February 23, 2022
Voting Procedures and Interim Disclosure Statement Hearing	March 7, 2022 at 1:00 p.m.
Voting Record Date	March 14, 2022
Solicitation Commencement Date	Within five business days after entry of the Interim Approval and Procedures Order.
Voting Deadline for the Plan	April 14, 2022 at 4:00 p.m.
Plan Objection Deadline	April 14, 2022 at 4:00 p.m.
Deadline to File Confirmation Brief and Other Evidence Supporting the Plan	April 21, 2022 at 4:00 p.m.
Deadline to File Voting Tabulation Affidavit	April 21, 2022
Combined Hearing	The Combined Hearing will commence on May 5, 2022 at 9:00 a.m.

4. Combined Hearing. The Combined Hearing to consider final approval and Confirmation of the Plan shall commence on May 5, 2022 at 9:00 a.m. before the Honorable Bruce A. Harwood at the United States Bankruptcy Court for the District of New Hampshire, 55 Pleasant Street, Room 200, Concord, New Hampshire 03301. Pursuant to the Court's *Fifteenth General Order Regarding Court Operations Under the Exigent Circumstances Created by COVID-19*, the Hearing will be conducted by videoconference. Instructions for participation at the Hearing will be distributed prior to the Hearing. The Combined Hearing may be continued from time to time

by way of announcement of such continuance in open court or otherwise, without further notice to parties in interest.

5. Objections to Confirmation. Objections, if any, to the adequacy of the disclosures in the Disclosure Statement, or Confirmation of the Plan, must be filed and served by April 14, 2022 at 4:00 p.m. Objections must:

- a. be in writing;
- b. comply with the Bankruptcy Code, Bankruptcy Rules, and Local Rules;
- c. state the name and address of the objecting party and the amount and nature of the Claim or Interest asserted by such party against the Debtor, its estate, or property;
- d. state with particularity the basis and nature of any objection to the Plan; and
- e. be filed with the Court and served before the Objection Deadline on the following parties (collectively, the “Notice Parties”): (a) counsel for the Debtor, (i) Polsinelli PC, 600 Third Avenue, 42nd Floor, New York, New York 10016, Attn: Jeremy R. Johnson (jeremy.johnson@polsinelli.com) and Attn: Stephen J. Astringer (sastringer@polsinelli.com), and (ii) Hinckley, Allen & Snyder LLP, 650 Elm Street, Manchester, New Hampshire 03101, Attn: Daniel M. Deschenes (ddeschenes@hinckleyallen.com) and 28 State Street, Boston, Massachusetts 02109, Attn: Jennifer V. Doran (jdoran@hinckleyallen.com); (b) counsel for the Bond Trustee, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel S. Bleck (dsbleck@mintz.com) and Eric Blythe (erblythe@mintz.com); (c) counsel for the Committee, (i) Perkins Coie LLP, 131 S. Dearborn Street, Suite 1700, Chicago, Illinois 60603, Attn: Eric E. Walker (ewalker@perkinscoie.com), and (ii) McLane Middleton, 900 Elm Street, Manchester, New Hampshire 03101, Attn: Joseph A. Foster (joe.foster@mclane.com); (d) the Office of the United States Trustee for the District of New Hampshire, James C. Cleveland Building, 53 Pleasant Street, Suite 2300, Concord, NH 03301, Attn: Kimberly Bacher (Kimberly.Bacher@usdoj.gov); and (e) the Clerk of the Bankruptcy Court for the District of New Hampshire.

6. Replies and Briefs in Support of Confirmation. The deadline to file replies to objections, if any, and briefs in support of the Plan shall be April 21, 2022 at 4:00 p.m.

7. Voting Procedures. 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 have filed a timely Proof of Claim 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. 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 absent a further Order of the Court.
- b. Holders of Claims who are listed in the Schedules, provided that such Claim is not scheduled as contingent, disputed, or unliquidated;
- c. Holders of Claims whose Claims are in an amount agreed upon by the Debtor evidenced in a document filed with the Court, in an Order entered by the Court, or otherwise memorialized document pursuant to authority granted by the Court; and
- d. 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).

8. Voting Record Date. The Voting Record Date shall March 14, 2022.

9. Confirmation Hearing Notice. The Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 1** is approved as it complies with the requirements of Bankruptcy Rules 2002(b) and (d), and 3017(d). Within five business days after the Court enters this Order, the Debtor shall mail, or cause to be mailed, by first-class mail, the Confirmation Hearing Notice to: (a) all known creditors of the Debtor, as reflected in the Debtor’s books and records and creditor matrix; and (b) all other entities required to be served under Bankruptcy Rules 2002 and 3017.

10. Notice of Non-Voting Status. The Debtor is not required to transmit Solicitation Packages to Holders of Claims in Class 1 (Priority Claims), Class 5 (Other Secured Claims), and Class 6 (General Unsecured Claims) (collectively, the “Non-Voting Classes”). Within five business days after the Court enters this Order, the Debtor shall mail, or cause to be mailed, by first-class mail, a Notice of Non-Voting Status to Holders of Claims in Classes 1, 5, and 6.

11. Solicitation Packages. Within five business days after the Court enters this Order, the Debtor shall mail, or cause to be mailed, by first-class mail, the Solicitation Packages (the “Solicitation Date”). The Solicitation Packages will be comprised of:

- a. the Disclosure Statement and all other exhibits annexed thereto, which documents the Debtor proposes to distribute via USB instead of printed copies;
- b. the Plan and all other exhibits annexed thereto;
- c. this Interim Approval and Procedures Order, excluding the exhibits annexed thereto;
- d. the Confirmation Hearing Notice;
- e. a customized Ballot, substantially in the form attached hereto as **Exhibit 2-A**, which shall include voting instructions and a pre-addressed, postage prepaid return envelope, or a Bondholder Ballot (as defined below); and
- f. such other materials as the Court may direct.

12. Ballots shall *only* be provided in printed format. Printed copies of the other documents in the Solicitation Packages may be obtained by contacting the Claims and Balloting Agent by: (a) emailing hvkinfo@donlinrecano.com; (b) writing Donlin, Recano & Company, Inc., Re: The Prospect-Woodward Home, P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219; or (c) calling (877) 739-9997.

13. Notwithstanding the previous paragraphs, no service of any kind shall be required to be made upon any Person to whom the Debtor mailed a notice of the meeting of creditors under

Bankruptcy Code section 341, notice of the Sale, or notice of the applicable Bar Dates and received either of such notices returned by the United States Postal Service marked “undeliverable as addressed,” “moved--left no forwarding address,” “forwarding order expired” or similar marking or reason, unless the Debtor has been informed in writing by such Person of that Person’s new address.

14. Bondholder Solicitation Procedures. With respect to Bondholders, the Claims and Balloting Agent shall transmit Solicitation Packages for the beneficial holders of the Bonds to all banks, brokers, and other nominees (each a “Nominee”) identified by the Claims and Balloting Agent as an entity through which the Bondholders held Bonds as of the Voting Record Date. Each Nominee will be instructed to distribute the Solicitation Packages to the Bondholders for whom the Nominee held Bonds.<sup>3</sup> In addition to the Solicitation Package, the Claims and Balloting Agent shall transmit to Nominees both: (a) beneficial holder ballots, as appropriate, substantially in the form attached as Exhibit 2-B hereto (the “Beneficial Holder Ballots”), and (b) a master ballot, as appropriate, substantially in the form attached as Exhibit 2-C hereto (the “Master Ballots” and the Master Ballots collectively with the Beneficial Holder Ballots, the “Bondholder Ballots”).

15. Publication Notice. The Debtor is authorized, but not directed to publish the Publication Notice, substantially in the form attached hereto as Exhibit 5, at least twenty-one days prior to the Combined Hearing in the *Keene Sentinel*.

16. Voting Deadline. In order to be counted, Ballots for accepting or rejecting the Plan must be received by the Claims and Balloting Agent by April 14, 2022 (the “Voting Deadline”).

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<sup>3</sup> Solicitation Packages may be sent in paper format or via electronic transmission in accordance with the customary requirements of each Nominee. Each Nominee will then distribute the Solicitation Packages, as appropriate, in accordance with their customary practices and obtain votes to accept or to reject the Plan also in accordance with their customary practices. If it is the Nominee’s customary and accepted practice to submit a “voting instruction form” to the Beneficial Holders for the purpose of recording the Beneficial Holder’s vote, the Nominee will be authorized to send the voting instruction form in lieu of, or in addition to, a Beneficial Holder Ballot.

17. Tabulation Procedures. The following procedures shall apply in the tabulation of Ballots:

- a. any Ballot received after the Voting Deadline, unless the Court grants an extension to the Voting Deadline with respect to such Ballot;
- b. any Ballot that is illegible or contains insufficient information;
- c. any Ballot cast by a Person or Entity that does not hold a Claim in the Class that is entitled to vote to accept or reject the Plan;
- d. any Ballot for cast for a Claim designated as unliquidated, contingent, or disputed or as zero (0) or unknown in amount;
- e. any Ballot timely received that is cast in a manner that indicates neither acceptance nor rejection of the Plan or that indicates both acceptance and rejection of the Plan;
- f. simultaneous duplicative Ballots voted inconsistently;
- g. Ballots partially rejecting and partially accepting the Plan;
- h. any Ballot received other than the official form sent by the Claims and Balloting Agent;
- i. any unsigned Ballot; or
- j. any Ballot that is submitted by facsimile.

18. The following procedures shall apply in the tabulation of the Bondholder Ballots:

- a. Each Nominee to which Beneficial Holders return their Beneficial Holder Ballots shall tabulate on the Master Ballot all Beneficial Holder Ballots cast by the Beneficial Holders who hold Bonds through such Nominee and return the Master Ballot to the Claims and Balloting Agent; provided, however, that each Nominee shall be required to retain the Beneficial Holder Ballots cast by the respective Beneficial Holders for inspection for one year following submission of a Master Ballot;
- b. For purposes of tabulating votes, each Beneficial Holder will be deemed to have voted the principal amount of its Claim (although any principal amounts may be adjusted by the Claims and Balloting Agent to reflect the amount of the Claim actually voted, including prepetition interest);
- c. Votes cast by the Beneficial Holders, (i) through a Nominee by means of a Master Ballot, or on a (ii) Beneficial Holder Ballot, shall be applied against

the positions held by such Nominee as evidenced by the list of participants obtained from the record holders compiled as of the Voting Record Date; provided, however, that votes submitted by a Nominee on a Master Ballot with respect to a particular security shall not be counted in excess of the position held by such Nominee as a participant on the list obtained from a record holder of the applicable security;

- d. To the extent there are conflicting votes or over-votes submitted by a Nominee, whether pursuant to a Master Ballot or Beneficial Holder Ballot, the Debtor shall attempt to resolve the conflict or over-vote; provided, however, that to the extent over-votes on the Master Ballot or Beneficial Holder Ballot are not reconcilable prior to the Voting Deadline, votes to accept and to reject the Plan shall be applied by the Claims and Balloting Agent in the same proportion as the votes to accept or reject the Plan submitted on the Master Ballot or Beneficial Holder Ballot that contain the over-vote, but only to the extent of the position held by such Nominee as a participant on the list obtained from a record holder of the applicable security; and
- e. Multiple Master Ballots may be completed by a single Nominee and delivered to the Claims and Balloting Agent and votes reflected by multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots, or inconsistent, in which case the last Master Ballot received before the Plan Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot.

19. The following additional Tabulation Procedures shall apply:

- a. For purposes of the numerosity and amount requirements of Bankruptcy Code Section 1126(c), to the extent that it is possible to do so for the Voting Class, separate Claims held by a single Creditor against the Debtor within the same Voting Class will be aggregated as if such Creditor held a single Claim against the Debtor in such Voting Class, and the votes related to those Claims shall be treated as a single vote on the Plan.
- b. The method of delivery of Ballots to be sent to the Claims and Balloting Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims and Balloting Agent actually receives the original executed Ballot. Delivery of a Ballot by electronic mail is valid.
- c. If multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect such Holder's intent and will supersede and revoke any prior Ballot.



- d. Creditors with multiple Claims within the Voting Class must vote all such Claims in the Voting Class to either accept or reject the Plan, and may not split their vote(s).
- e. In the event a Claim is transferred after the transferor has executed and submitted a Ballot to the Claims and Ballot Agent, the transferee of such Claim shall be bound by any such vote (and the consequences thereof) made by the Holder of such transferred Claim as of the Voting Record Date.
- f. Unless otherwise provided, any party who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by delivering a written notice of withdrawal to the Claims and Ballot Agent at any time prior to the Voting Deadline. To be valid, a notice of withdrawal must (a) contain the description of the Claim(s) to which it relates and the aggregate principal amount represented by such Claim(s); (b) be signed by the withdrawing party in the same manner as the Ballot being withdrawn; and (c) contain a certification that the withdrawing party owns the Claim(s) and possesses the right to withdraw the vote sought to be withdrawn. The Debtor intends to consult with the Claims and Ballot Agent to determine whether any withdrawals of Ballots were received and whether the requisite acceptances of the Plan have been received. The Debtor expressly reserves the right to contest the validity of any such withdrawals of Ballots.
- g. A person signing a Ballot in his or her 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 a Claim must indicate such capacity when signing.
- h. Neither the Debtor, nor any other Entity, will be under a duty to provide notification of defects or irregularities with respect to delivered Ballots, other than as provided in the Voting Report, nor will any of them incur liability for failure to provide such notification.
- i. Unless waived by the Debtor or as ordered by the 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.
- j. The Claims and Ballot Agent will date and time stamp all Ballots when received. The Claims and Ballot Agent shall retain the original Ballots and electronic copy of the same for a period of one year after the Effective Date, unless otherwise ordered by the Court.

20. The Debtor is authorized to waive any of the above-specified requirements for completion and submission of Ballots, so long as such required is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules.

21. Voting Report. The Claims and Balloting Agent shall file the Voting Report on or before April 21, 2022 at 4:00 p.m. The Voting Report will contain, among other things: the voting results on a consolidated basis; a certification of the amount and number of Allowed Claims in each Class accepting or rejecting the Plan; and delineating every Ballot or Bondholder Ballot which does not conform to the Tabulation Procedures.

22. Service and Notice Adequate and Sufficient. Service of all notices and documents described herein in the time and manner set forth herein shall constitute due, adequate and sufficient notice, and no other or further notice shall be necessary.

23. The Debtor is authorized to make changes to typographical and grammatical errors, and to make conforming changes to the Plan and Disclosure Statement and any other materials comprising the Solicitation Packages without further order of the Court.

24. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled without prejudice to raise such objections to confirmation of the Plan.

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

26. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

27. Notwithstanding any Bankruptcy Rule that might otherwise delay the effectiveness of this Order, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

28. This Court shall retain jurisdiction over any and all matters arising from the interpretation, implementation, or enforcement of this Order.

Dated: March 16, 2022

/s/ Bruce A. Harwood

Bruce A. Harwood  
Chief Bankruptcy Judge