

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

In re:	)"	
	)"	Chapter 11"
SIO2 MEDICAL PRODUCTS, INC., <i>et al.</i> , <sup>1</sup>	)"	
	)"	Case No. 23-10366 (JTD)"
Debtors.	)"	
	)"	(Jointly Administered)"
	)"	
	)"	<b>Re: Docket Nou 45'ēpf '598</b>

**ORDER (I) APPROVING THE ADEQUACY  
OF THE DISCLOSURE STATEMENT, (II) APPROVING THE  
SOLICITATION AND NOTICE PROCEDURES WITH RESPECT  
TO CONFIRMATION OF THE DEBTORS' PROPOSED JOINT PLAN OF  
REORGANIZATION, (III) APPROVING THE FORMS OF BALLOTS AND  
NOTICES IN CONNECTION THEREWITH, (IV) SCHEDULING CERTAIN  
DATES WITH RESPECT THERETO, AND (V) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), (a) approving the adequacy of the *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of SiO2 Medical Products, Inc. and Its Debtor Affiliates* (the "Disclosure Statement"), (b) approving the Disclosure Statement Hearing Notice; (c) approving the Solicitation and Voting Procedures, (d) the forms of the Ballots and notices in connection therewith; (e) approving the Non-Voting Status Notices, (f) approving the manner and form of the Solicitation Packages and the materials contained therein, (g) approving the Cover Letter; (h) approving the Confirmation Hearing Notice; (i) approving the Plan Supplement Notice, (j) approving the form of notices to counterparties to Executory Contracts

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: SiO2 Medical Products, Inc. (8467); Advanced Bioscience Labware, Inc. (1229); and Advanced Bioscience Consumables, Inc. (2510). The location of the Debtors' principal place of business and service address in these chapter 11 cases is 2250 Riley Street, Auburn, Alabama 36832.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

and Unexpired Leases that will be assumed or rejected pursuant to the Plan, (k) approving the Voting and Tabulation Procedures, and (l) scheduling certain dates and deadlines related thereto, all as more fully set forth in the Motion; and upon the First Day Declarations; 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 having found that this Court may enter 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 pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate 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 and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

**I. Approval of the Disclosure Statement.**

2. The Disclosure Statement is hereby approved as providing Holders of Claims or Interests entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.

3. The Disclosure Statement (including all applicable exhibits thereto) provides Holders of Claims, Holders of 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).

**II. Approval of the Disclosure Statement Hearing Notice.**

4. The Disclosure Statement Hearing Notice [Docket No. 99] filed by the Debtors on May 3, 2023 and served upon parties in interest in these chapter 11 cases via email, constitutes adequate and sufficient notice of the hearing to consider approval of the Disclosure Statement, the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

**III. Approval of the Solicitation and Voting Procedures.**

5. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan consistent with the Solicitation and Voting Procedures attached hereto as **Exhibit 1**, which are hereby approved in their entirety.

**IV. Approval of the Materials and Timeline for Soliciting Votes and the Procedures for Confirming the Plan, and for the Disclosure Statement on a Final Basis.**

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

6. The following dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept or reject the Plan, as well as to file objections to the Plan and Disclosure Statement and approve the Disclosure Statement and confirm the Plan, respectively:

Event	Date
Voting Record Date	June 7, 2023
Solicitation Deadline	Three (3) days following the entry of the Order
Publication Deadline	Five (5) days following the entry of the Order
Plan Supplement Deadline	July 3, 2023
Voting Deadline	July 10, 2023, at 4:00 p.m., prevailing Eastern Time
Opt-Out Deadline	July 10, 2023, at 4:00 p.m., prevailing Eastern Time
Plan Objection Deadline	July 10, 2023, at 4:00 p.m., prevailing Eastern Time
Deadline to File Voting Report	July 14, 2023, at 4:00 p.m., prevailing Eastern Time
Confirmation Hearing Date	July 18, 2023, at 11:00 a.m., prevailing Eastern Time

**B. Approval of the Form of, 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 Deadline to those Holders of Claims in the Voting Classes 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. this Order (excluding the exhibits hereto, except the Solicitation and Voting Procedures, substantially in the form attached hereto as **Exhibit 1**);
- b. the Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 8**;
- c. a Cover Letter, substantially in the form attached hereto as **Exhibit 7**, 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 Claims only) the Committee's cover letter (the "**Committee Letter**") to Holders of Class 5 Claims regarding the Plan;
- e. the applicable form of Ballot, substantially in the form of the Ballot attached hereto as **Exhibit 3**, for the Voting Classes in which such Holder holds a Claim and voting instructions, together with a pre-addressed, postage prepaid reply envelope;<sup>3</sup> and

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<sup>3</sup> The Debtors will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class is only entitled to submit one Ballot on account of such Claim and with respect to that Class.

- f. the approved Disclosure Statement (and all exhibits thereto, including the Plan and all exhibits thereto).

8. 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 Bankruptcy Local Rules.

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

10. The Debtors are authorized to distribute the Plan, the Disclosure Statement, and this Order to Holders of Claims entitled to vote on the Plan in electronic format. Only the Ballots, the Cover Letter, the Committee Letter, and the Confirmation Hearing Notice will be provided in paper form.<sup>4</sup> On or before the Solicitation Deadline, the Debtors shall provide (a) complete Solicitation Packages (excluding the Ballots) to the U.S. Trustee, counsel to the Committee, and all parties on the 2002 List as of the Voting Record Date.

11. 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 corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

12. The Claims and Noticing Agent is authorized to assist the Debtors in (a) distributing the Solicitation Packages, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject

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<sup>4</sup> Any creditor who, as of the Voting Record Date, holds a claim that is subject to the Debtors' Bar Date, files its Proof of Claim after the Voting Record Date but prior to the Bar Date, shall be sent the Solicitation Package and/or Notice of Non-Voting Status, as applicable, within two business days of filing its Proof of Claim.

the Plan by Holders of Claims entitled to vote on the Plan, (c) responding to inquiries from Holders of Claims, Holders of Interests, and other parties in interest relating to the Disclosure Statement, the Plan, the Ballot, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan, and (e) if necessary, contacting creditors and equity holders regarding the Plan.

13. The Claims and Noticing Agent is also authorized to accept Ballots via upload through an online portal on the Debtors' case website.

**C. Approval of the Confirmation Hearing Notice.**

14. The Confirmation Hearing Notice, in the form attached hereto as **Exhibit 8** filed by the Debtors and served upon parties in interest in the chapter 11 cases by three (3) days after entry of this Order, constitutes adequate and sufficient notice of the Confirmation Hearing, the manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules. The Debtors shall publish the Confirmation Hearing Notice (in a format modified for publication) *Opelika-Auburn News* and the *New York Times* on the Publication Deadline.

15. The Confirmation Hearing Notice provides Holders of Claims, Holders of Interests, and other parties in interest with sufficient notice of the release provisions contained in Article VIII of the Plan and the effect thereof.

**D. Approval of Notice of Filing of the Plan Supplement.**

16. The Debtors shall send notice of the filing of the Plan Supplement, which will be filed and served no later than July 3, 2023 (or such later date as may be approved by the Court on notice to parties in interest in the chapter 11 cases), substantially in the form attached hereto as

**Exhibit 9**, on the date the Plan Supplement is filed pursuant to the terms of 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 and the Restructuring Support Agreement.

**E. Approval of the Form of Notices to Non-Voting Classes.**

17. Except to the extent that the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to Holders of Claims or Interests in Non-Voting Classes, as such Holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Claims and Noticing Agent shall mail (first-class postage prepaid) a Non-Voting Status Notice in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties, outlined below, who are not entitled to vote on the Plan:

Class(es)	Status	Proposed Noticing
1, 2	Unimpaired—Presumed to Accept	Will receive a notice, substantially in the form attached to this Order as <b><u>Exhibit 4</u></b> , in lieu of a Solicitation Package.
9, 10	Impaired—Deemed to Reject	Will receive a notice, substantially in the form attached to this Order as <b><u>Exhibit 5</u></b> , in lieu of a Solicitation Package.
7, 8	Impaired—Presumed to Accept or Deemed to Reject	Will receive a notice, substantially in the form attached to this Order as <b><u>Exhibit 4 or 5</u></b> , in lieu of a Solicitation Package.
N/A	Disputed Claims	Holders of Claims that are subject to a pending objection by the Debtors are not entitled to vote the disputed portion of their Claim. As such, Holders of such Claims will receive a notice, substantially in the form attached to the Order as <b><u>Exhibit 6</u></b> (which notice shall be served together with such objection).

18. The Debtors are not required to mail Solicitation Packages or other solicitation materials to: (a) Holders of Claims that have already been paid in full during the Debtors' chapter 11 cases; (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable, *provided* solicitation materials will be sent to a

forwarding address if one was received upon return of the Disclosure Statement; or (c) Holders of Class 7 Intercompany Claims or Class 8 Intercompany Interests.

**F. Approval of Notices to Contract and Lease Counterparties.**

19. The Debtors shall mail a notice of assumption or rejection of any Executory Contracts or Unexpired Leases (and any corresponding Cure Claims), substantially in the forms attached hereto as **Exhibit 10** and **Exhibit 11**, to the applicable counterparties to the Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan (as the case may be), within the time periods specified in the Plan.

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

20. Objections to the confirmation of the Plan may not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order. Specifically, all objections to 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 Bankruptcy Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual bases 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) upon the applicable Notice Parties, so as to be *actually received* on or before the Plan Objection Deadline. The Debtors (and any other parties in support of the Plan) are authorized to file a reply to any objections to Confirmation of the Plan and a memorandum in support of Confirmation by July 17, 2023.

**H. Restructuring Transactions.**

21. Subject to the Restructuring Support Agreement, the Plan, and the Definitive Documents and any consent rights therein, the Debtors are authorized to take all actions as may be



necessary or appropriate to effectuate the Restructuring Transactions, subject to confirmation of the Plan.

**I. Miscellaneous.**

22. The Debtors, in consultation with the Committee and with notice to the U.S. Trustee, are authorized to make non-substantive changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballot, Publication Notice, Cover Letter, Solicitation and Voting Procedures, Plan Supplement Notice, Assumption Notice, Rejection Notice, Voting and Tabulation Procedures, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

23. The Debtors reserve the right to modify the Plan, in accordance with the terms thereof and the approval rights set forth in the Restructuring Support Agreement, without further order of the 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 Hearing Date, subject to any consent rights set forth in the Restructuring Support Agreement and the DIP Credit Agreement and except to the extent Court approval and/or resolicitation of the Plan is required.

24. 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.

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

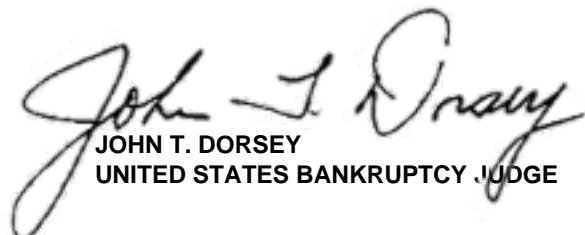
26. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Local Rules are satisfied by such notice.

27. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

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

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

Dated: June 9th, 2023  
Wilmington, Delaware

  
JOHN T. DORSEY  
UNITED STATES BANKRUPTCY JUDGE