

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

SGR WINDDOWN, INC., *et al.*

Debtors.<sup>1</sup>

Chapter 11

Case No. 19-11973 (MFW)

(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER CONFIRMATION OF THE CHAPTER 11  
PLAN FILED BY THE DEBTORS AND RELATED VOTING AND OBJECTION  
DEADLINES**

PLEASE TAKE NOTICE THAT on March 30, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”)<sup>2</sup> entered an order (the “Disclosure Statement Order”) (a) authorizing SGR Winddown, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the Plan of Reorganization for SGR Winddown, Inc. and Affiliated Debtors (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the Revised Disclosure Statement for the Joint Chapter 11 Plan of SGR Winddown, Inc. and Its Debtor Affiliates (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **on or before May 1, 2020, at 5:00 p.m. (prevailing Eastern Time)** (the “Plan Objection Deadline”). Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be actually received prior to the Plan Objection Deadline: (a) counsel to the Debtors; (i) Shulman Bastian Friedman & Bui, 100 Spectrum Center Drive, Suite 600, Irvine, CA 92618, Attn: Alan Friedman, and (ii) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801, Attn: Jeffrey R Waxman; and (b) counsel to the Committee, Bayard, P.A., 600 North King Street, Suite 400, Wilmington, DE 19801, attn.: Erin R Fay.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on May 12, 2020 at 2:00 p.m. (prevailing Eastern Time), before the Honorable Mary F. Walrath, in the United States

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian Revenue Agency, as applicable are (1) SGR Winddown, Inc. (4356), (2) SGR Winddown International, LLC (1254) and (3) SGR Canada Winddown Legacy, Ltd. (4480). The location of the Debtors' corporate headquarters is 1700 E. Walnut Ave., 5th Floor, El Segundo, California 90245.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan.

Bankruptcy Court for the District of Delaware. PLEASE NOTE THAT, due to COVID-19, it is unclear at this time whether the Confirmation Hearing will be held in person or through telephonic and/or video appearance. All parties are should contact the Debtors' counsel or check with the Debtors' website at <https://bmccgroup.com/sugarfina> on or prior to May 8, 2020 to check whether the hearing will go forward in person or by remote means.

PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS WITHOUT FURTHER NOTICE OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

### **CRITICAL INFORMATION REGARDING VOTING ON THE PLAN**

**Voting Record Date.** The voting record date is March 26, 2020 (the "Voting Record Date"), which is the date for determining which Holders of Claims or Interests in Classes 2, and 5 are entitled to vote on the Plan.

**Voting Deadline.** The deadline for voting on the Plan is on **May 1, 2020, at 5:00 p.m. (prevailing Eastern Time)** (the "Voting Deadline"). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you must: (a) follow the instructions carefully; (b) complete all of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is actually received by the Debtors' notice and claims agent on or before the Voting Deadline. A failure to follow such instructions may disqualify your vote.

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII CONTAINS A THIRD PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER. YOU MAY ELECT NOT TO GRANT THE RELEASES CONTAINED IN ARTICLE VIII OF THE PLAN ONLY IF YOU (A) DO NOT VOTE TO ACCEPT THE PLAN AND (B) RETURN A BALLOT CHECKING THE BOX TO "OPT OUT" FROM THE THIRD PARTY RELEASES. SUBJECT TO ANY FINAL ORDER OF THE BANKRUPTCY COURT TO THE CONTRARY, REGARDLESS OF WHETHER THE COURT DETERMINES THAT YOU HAVE A RIGHT TO OPT-OUT OF THE RELEASES, IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, OR (C) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR VOTE TO REJECT THE PLAN AND, IN EITHER CASE, FAIL TO CHECK THE BOX TO "OPT OUT" FROM THE THIRD PARTY RELEASES, IN EACH CASE YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE VIII OF THE PLAN.

### **ADDITIONAL INFORMATION**

The materials in the Solicitation Package are intended to be self-explanatory. If you would like copies of any of the documents filed in this cases, you should contact counsel for the Debtors in

writing, or (b) visit the Debtors' restructuring website at <https://bmgroup.com/sugarfina>. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

Filing the Plan Supplement. The Debtors will file the Plan Supplement (as defined in the Plan) on or before April 24, 2020 and will serve notice on all Holders of Claims or Interests entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

**BINDING NATURE OF THE PLAN: IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THESE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.**

Dated: April 1, 2020

**MORRIS JAMES LLP**

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