

EXHIBIT B

(Blackline Comparison)

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

In re:

SPORTCO HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 19-11299 (LSS)

(Jointly Administered)

ORDER (A) APPROVING ON CONDITIONAL BASIS COMBINED DISCLOSURE STATEMENT AND JOINT CHAPTER 11 PLAN OF LIQUIDATION FOR SOLICITATION PURPOSES ONLY, (B) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT COMBINED DISCLOSURE STATEMENT AND PLAN, (C) APPROVING THE FORM OF BALLOT AND SOLICITATION MATERIALS, (D) ESTABLISHING VOTING RECORD DATE, (E) FIXING THE DATE, TIME AND PLACE FOR THE CONFIRMATION HEARING AND THE DEADLINE FOR FILING OBJECTIONS THERETO, AND (F) APPROVING RELATED NOTICE PROCEDURES

Upon consideration of the Debtors' *Motion for the Entry of an Order: (A) Conditionally Approving the Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation for Solicitation Purposes Only, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Liquidation, (C) Approving the Form of Ballots and Solicitation Materials, (D) Establishing Voting Record Date, (E) Fixing the Date, Time and Place for the Confirmation Hearing, and (F) Approving Related Notice Procedures* (the "Motion"); and upon consideration of the Motion and all pleadings related thereto, including the statements of counsel and evidence proffered at the hearing on the Motion, if a hearing is required; and the Court having determined that the legal and factual bases set forth in the Motion and at the hearing on the Motion establish just cause for the relief granted herein;

THE COURT HEREBY FINDS AS FOLLOWS:

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Bonitz Brothers, Inc. (4441); Ellett Brothers, LLC (7069); Evans Sports, Inc. (2654); Jerry's Sports, Inc. (4289); Outdoor Sports Headquarters, Inc. (4548); Quality Boxes, Inc. (0287); Simmons Guns Specialties, Inc. (4364); SportCo Holdings, Inc. (0355); and United Sporting Companies, Inc. (5758). The location of the Debtors' corporate headquarters and the service address for all Debtors is 267 Columbia Ave., Chapin, SC 29036.¶

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S. C. § 157(b)(2).
- C. Notice of the Motion and the hearing on the Motion was sufficient and proper under the circumstances and complied with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.²
- D. The relief requested in the Motion and granted herein is warranted under the circumstances and is in the best interests of the Debtors, their respective estates and creditors.
- E. The forms of ballot attached to the Motion as **Exhibit 33**, as revised and filed at Docket No. 369 (the “Ballot”): (i) is consistent with Official Form No. 314, (ii) adequately addresses the particular needs of these Chapter 11 Cases, (iii) is appropriate for the Voting Classes, and (iv) complies with Bankruptcy Rule 3017(d).
- F. Ballots need not be provided to holders of Claims or Equity Interests in the following Classes, as such Non-Voting Classes are either Unimpaired and are conclusively presumed to have accepted the Plan in accordance with section 1126(f) of the Bankruptcy Code or are Impaired but will neither retain nor receive any property under the Plan and are thus conclusively deemed to have rejected the Plan under section 1126(g) of the Bankruptcy Code:

Class 1 – Other Priority Claims	Unimpaired, Deemed to Accept
Class 3 – Other Secured Claims	Unimpaired, Deemed to Accept
Class 5 – Equity <u>Interests Wellspring Subordinated</u> <u>Claims</u>	Will not receive or retain any property, Deemed to Reject
<u>Class 6 – Equity Interests</u>	<u>Will not receive or retain any property, Deemed to Reject</u>

² Capitalized terms used but not defined herein shall have the meanings given to them in the Motion.

G. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for Claimholders to make informed decisions to accept or reject the Plan and submit their Ballots in a timely fashion.

H. The Tabulation Procedures for the solicitation and tabulation of votes to accept or reject the Plan, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

I. The contents of the Solicitation Packages (as defined below) and the procedures for providing notice of the final hearing on approval of the Combined Plan and Disclosure Statement and the other matters set forth in the Confirmation Notice comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties in accordance with Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

IT IS HEREBY FOUND AND DETERMINED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. The Combined Plan and Disclosure Statement is conditionally approved for solicitation purposes only.
3. The Ballot substantially in the form attached to the Motion as **Exhibit 33**, as [revised and filed at Docket No. 369](#), is approved.
4. The Ballots shall be distributed to the Claimholders in the Voting Classes entitled to vote to accept or reject the Plan.
5. In order to be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered, by either mail, overnight courier or personal delivery so that they are actually received no later than 4:00 p.m., prevailing Eastern Time, on

October 15, 2019 (the “Voting Deadline”). Ballots transmitted by facsimile or electronic mail will not be counted.

6. For the purposes of voting on the Plan, each Claim (i)(a) for which a proof of claim has been filed with the Bankruptcy Court; or (b) that is listed in the Schedules and not listed as disputed, contingent or unliquidated as to amount; and, in either case, as to which no objection to the allowance thereof has been Filed by the Record Date or (ii) which has otherwise been allowed by a Final Order, shall be allowed. The foregoing is subject to further order of this Court to the extent that a party moves for temporary allowance of its Claims in an amount which is different from the amount that otherwise would apply to such Claim under the foregoing.

7. The following procedures shall be utilized in tabulating the Ballots (the “Tabulation Procedures”):

- a) Except as permitted by the Court, any Ballots received after the Voting Deadline will not be accepted or counted by the Debtors in connection with the Debtors’ request for confirmation of the Combined Plan and Disclosure Statement.
- b) Any Ballot that does not indicate an acceptance or rejection of the Combined Plan and Disclosure Statement or that indicates both an acceptance and rejection of the Combined Plan and Disclosure Statement will not be counted.
- c) Any Ballot that is returned indicating acceptance or rejection of the Plan but is unsigned will not be counted.
- d) Whenever a Claimholder casts more than one Ballot voting the same Claim prior to the Voting Deadline, only the latest-dated Ballot timely received will be deemed to reflect the voter’s intent and will thus supersede any prior Ballots.
- e) If a Claimholder casts simultaneous duplicative Ballots that are voted inconsistently, such Ballots will not be counted.
- f) Each Claimholder will be deemed to have voted the full amount of its Claim as set forth on the Ballot.

- g) Claimholders may not split their vote within a Class, and thus each Claimholder will be required to vote all of its Claims within the Voting Class either to accept or reject the Plan.
- h) Ballots partially rejecting and partially accepting the Plan will not be counted.
- i) The method of delivery of Ballots to the Balloting Agent is at the risk of each Claimholder, and such delivery will be deemed made only when the original Ballot is actually received by the Balloting Agent.
- j) No Ballot should be sent directly to the Debtor.
- k) The Debtors expressly reserve the right to amend the terms of the Plan (subject to compliance with section 1127 of the Bankruptcy Code and the agreement of the Prepetition Term Loan Agent).
- l) If a Ballot is executed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity on behalf of a claimholder, such person will be required to indicate such capacity when signing and, at the Balloting Agent's discretion, must submit proper evidence satisfactory to the Balloting Agent to so act on behalf of the claimholder.
- m) Any Claimholder who has delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a).
- n) Subject to any contrary order of the Court, the Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot unless otherwise directed by the Court.
- o) Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Voting Deadline or within such time as the Court determines, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.
- p) Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of them incur any liabilities for failure to provide such notification. Unless otherwise directed by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will not be counted.

- q) For purposes of determining whether the numerosity and amount requirements of section 1126(c) of the Bankruptcy Code have been satisfied, the Balloting Agent will tabulate only those Ballots received prior to the Voting Deadline or otherwise ordered by the Court.
- r) Ballots received that do not evidence the amount or evidence an incorrect amount of such Creditor's Claim shall be completed or corrected, as the case may be, based upon a Final Order of the Bankruptcy Court or, if no such Final Order exists, then (i) based upon filed proofs of Claim, or (ii) the Schedules filed by the Debtors if no proof of claim has been filed by such Creditor, and counted as a vote to accept or reject the Plan.

8. Upon completion of the balloting, the Balloting Agent will certify (i) the amount and number of allowed Claims of the Voting Classes accepting or rejecting the Combined Plan and Disclosure Statement, and (ii) details regarding Ballots received but not counted by the Balloting Agent because of defects or any other reason. The Debtors shall cause such certification to be served on the Prepetition Term Loan Agent, the Committee, and the United States Trustee and filed with the Court no later than two (2) Business Days prior to the hearing on the final approval of the Combined Plan and Disclosure Statement.

9. If any claimholder seeks to challenge the allowance of its Claim for voting purposes in accordance with the Tabulation Procedures, such Claimholder must file a motion, pursuant to Bankruptcy Rule 3018(a) for an order temporarily allowing its Claim or Equity Interest in a different amount or classification for purposes of voting to accept or reject the Combined Plan and Disclosure Statement (a "Rule 3018 Motion") and serve the Rule 3018 Motion on the Debtors so that it is received no later than 4:00 p.m., prevailing Eastern Time, on October 9, 2019. The Debtors shall then (a) have until October 15, 2019 to file and serve any responses to such Rule 3018 Motions, and (b) coordinate with the Court to adjudicate and resolve all pending Rule 3018 Motions prior to the Confirmation Hearing. Any Ballot submitted by a Claimholder that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Procedures and the other applicable provisions of this Order unless and until the

underlying Claim or Equity Interest is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

10. The final hearing on the approval of the Combined Plan and Disclosure Statement is hereby scheduled for October 21, 2019 at 10:00 a.m. (ET). The hearing on the final approval of the Combined Plan and Disclosure Statement may be continued from time to time by the Court without further notice other than the announcement of the adjourned date(s) at the final hearing on the approval of the Combined Plan and Disclosure Statement or any continued hearing.

11. Objections to confirmation of the Combined Plan and Disclosure Hearing on any ground including adequacy of disclosure, if any, must: (i) be in writing; (ii) be filed with the Court and served on: (a) counsel for the Debtors, (b) the United States Trustee; (c) counsel for the Prepetition Term Loan Agent, and (d) counsel for the Committee so that they are received no later than 4:00 p.m., prevailing Eastern Time, on October 15, 2019 (the “Confirmation Objection Deadline”).

12. The Confirmation Notice in substantially the form attached to the Motion as Exhibit 44, as revised and filed at Docket No. 369, is APPROVED. The Debtors shall serve the Confirmation Notice on: (i) all parties filing a Notice of Appearance and Request for Service pursuant to Bankruptcy Rule 2002 in these Chapter 11 Cases, (ii) state and local taxing authorities for jurisdictions in which the Debtors conducted business, (iii) the Internal Revenue Service, (iv) the United States Trustee, and (v) all creditors listed on the Debtors Schedules or that have filed a proof of claim, no later than three (3) business days after the entry of the Conditional Approval and Procedures Order.

13. Pursuant to Bankruptcy Rule 3017(d), the date on which this Order is entered shall be the record date for purposes of determining which holders of Claims are entitled to receive Solicitation Packages and, where applicable, vote on the Combined Plan and Disclosure Statement (the “Record Date”).

14. The Balloting Agent shall mail or transmit Solicitation Packages no later than three (3) business days after the entry of the Conditional Approval and Procedures Order to the Voting Classes containing copies of: (a) the Confirmation Notice; (b) a compact disc containing a copy of the Combined Plan and Disclosure Statement; and (c) a form of Ballot (collectively, the “Solicitation Package”). The Debtors shall also serve copies of the Confirmation Notice on (i) all parties that have filed requests for notice in these Chapter 11 cases on or before the Record Date; (ii) counsel for the Prepetition Term Loan Agent, (iii) counsel for the Committee; and (iv) the United States Trustee for this District.

15. The Debtors are authorized to make non-substantive and ministerial changes to any documents in the Solicitation Package without further approval of the Court prior to its dissemination, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Combined Plan and Disclosure Statement and any other materials included in the Solicitation Package prior to their distribution, provided, however, the Debtors will provide the Prepetition Term Loan Agent and the Committee with written notice of all such changes to any documents in the Solicitation Package.

16. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.

17. The Court shall retain jurisdiction as to all matters relating to the interpretation, implementation, and enforcement of this Order.

18. This Order is effective immediately upon entry.

Dated: _____

HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 3

**~~(Ballot) IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE~~**

In re:)	
)	Chapter 11
SPORTCO HOLDINGS, INC., <i>et al.</i> , [†])	Case No. 19-11299 (LSS)
_____ Debtors.)	(Jointly Administered)
)	

**Ballot for Accepting or Rejecting the
Debtors' Combined Plan and Disclosure Statement**

This Ballot is submitted to you by the above-captioned debtors and debtors in possession to solicit your vote to accept or reject the First Amended Combined Plan and Disclosure Statement [Docket No. ____], dated September __, 2019 (the "Combined Plan and Disclosure Statement"). Capitalized terms used in this Ballot not otherwise defined have the meanings given to them in the Combined Plan and Disclosure Statement or the Bankruptcy Court's Order approving the Combined Plan and Disclosure Statement [Docket No. ____], entered on [DATE] (the "Conditional Approval and Procedures Order").

You should review the Combined Plan and Disclosure Statement before you vote. **Copies of the Combined Plan and Disclosure Statement and the Conditional Approval and Procedures Order are available for review without charge at the website maintained by the Claims and Balloting Agent, www.bmegroup.com/use, and upon request to the Claims and Balloting Agent via email (use@bmegroup.com) or by calling (888) 909-0100.** You may wish to seek

[†] The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Bonitz Brothers, Inc. (4441); Ellett Brothers, LLC (7069); Evans Sports, Inc. (2654); Jerry's Sports, Inc. (4289); Outdoor Sports Headquarters, Inc. (4548); Quality Boxes, Inc. (0287); Simmons Guns Specialties, Inc. (4364); SportCo Holdings, Inc. (0355); and United Sporting Companies, Inc. (5758). The location of the Debtors' corporate headquarters and the service address for all Debtors is 267 Columbia Ave., Chapin, SC 29036.¶

~~legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Combined Plan and Disclosure Statement.~~

~~If your Ballot is not received by the Balloting Agent on or before 4:00 p.m., prevailing Eastern Time, on October 15, 2019, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Combined Plan and Disclosure Statement.~~

~~If the Combined Plan and Disclosure Statement is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote. To have your vote counted, you must complete, sign and return this Ballot to the Claims and Balloting Agent so that is received by the deadline indicated above at the following address:~~

If by Regular Mail:

BMC Group
Attn: SportCo Claims Processing
PO Box 90100
Los Angeles, CA 90009

If by Hand Delivery or Overnight Mail:

BMC Group
Attn: SportCo Claims Processing
3732 West 120th Street
Hawthorne, CA 90250

~~YOU SHOULD CAREFULLY READ AND FOLLOW THE VOTING INSTRUCTIONS SET FORTH IN SECTION V OF THE COMBINED PLAN AND DISCLOSURE STATEMENT BEFORE COMPLETING AND RETURNING THIS BALLOT.~~

~~Your claim has been placed in Class [2] [4] under the Combined Plan and Disclosure Statement.~~

~~**Item 1. Amount of Claim.** The undersigned is a holder of a Class [2] [4] [Name of Class] in the unpaid principal amount of Dollars:~~

\$ _____

~~**Item 2. Vote.** The owner of the Claim set forth in Item 1 votes (please check only one box):~~

- ~~☐ To Accept the Combined Plan and Disclosure Statement
☐ To Reject the Combined Plan and Disclosure Statement~~

~~**Item 3. Certifications.** By signing this Ballot, the undersigned certifies that: (a) no other Ballots have been cast with respect to the Claim identified in Item 1, and that to the extent any such Ballots have been cast, such earlier Ballots are hereby revoked; (b) he or she was aware that a copy of the Disclosure Statement relating to the Combined Plan and Disclosure Statement was available for review and to the extent he or she wanted to do so he or she has reviewed the Combined Plan and Disclosure Statement; (c) as the Record Holder of the Claim set forth in Item 1, the undersigned has full power and authority to vote to accept or reject the Combined Plan and Disclosure Statement. The undersigned also acknowledges that this solicitation is subject to all~~

~~the terms and conditions set forth in the Combined Plan and Disclosure Statement, and that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned.~~

Dated:	_____
Signature:	_____
_____ Name of Voter:	_____
Title:	_____
Social Security or Tax I.D. No.:	_____
Street Address:	_____
City, State & Zip Code:	_____
Tel. Number:	_____

EXHIBIT 4

(Confirmation Notice)

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

In re:)	
)	Chapter 11
SPORTCO HOLDINGS, INC., <i>et al.</i> , [†])	
)	Case No. 19-11299 (LSS)
_____ Debtors.)	
)	(Jointly Administered)

~~NOTICE OF (I) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT THE
DEBTORS' COMBINED DISCLOSURE STATEMENT AND JOINT CHAPTER 11
PLAN OF LIQUIDATION, (II) THE HEARING TO CONSIDER CONFIRMATION OF
THE COMBINED PLAN AND DISCLOSURE STATEMENT,
AND (III) CERTAIN RELATED MATTERS~~

~~PLEASE TAKE NOTICE OF THE FOLLOWING:~~

1. ~~On September __, 2019, the above-captioned Debtors and Debtors in Possession (the "Debtors") filed the Debtors' First Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation (the "Combined Plan and Disclosure Statement").~~

2. ~~Pursuant to an Order dated [_____, 2019] (the "Conditional Approval and Procedures Order"), the Bankruptcy Court conditionally approved the Combined Plan and Disclosure Statement for solicitation purposes only.~~

3. ~~A hearing to consider the confirmation of the Combined Plan and Disclosure Statement (the "Confirmation Hearing") will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, United States Bankruptcy Court, 6th Floor, Courtroom #2, on October 21, 2019 at [_____] a.m. ET].~~

4. ~~Objections to confirmation of the Combined Plan and Disclosure Statement, including any objection to the adequacy of the disclosures if any, must: (i) be in writing; (ii)~~

[†] The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Bonitz Brothers, Inc. (4441); Ellett Brothers, LLC (7069); Evans Sports, Inc. (2654); Jerry's Sports, Inc. (4289); Outdoor Sports Headquarters, Inc. (4548); Quality Boxes, Inc. (0287); Simmons Guns Specialties, Inc. (4364); SportCo Holdings, Inc. (0355); and United Sporting Companies, Inc. (5758). The location of the Debtors' corporate headquarters and the service address for all Debtors is 267 Columbia Ave., Chapin, SC 29036.¶

~~state the name and address of the objecting party and the nature of the Claim or Equity Interest of such party; and (iii) be filed with the Court and served so as to be actually received by the following parties by 4:00 p.m. ET on October 15, 2019:~~

~~• **Debtors' Counsel.** McDermott Will & Emery LLP, 340 Madison Avenue, New York, New York 10173 (Attn: Darren Azman and Riley T. Orloff; dazman@mwe.com, rorloff@mwe.com), and Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, DE 19801 (Attn: Christopher Ward; cward@polsinelli.com);~~

~~• **The Office of the United States Trustee for the District of Delaware.** 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801 (Attn: David L. Buchbinder; David.L.Buchbinder@usdoj.gov);~~

~~• **Counsel to the Prepetition Term Loan Agent.** Olshan Frome Wolosky LLP, 1325 Avenue of the Americas, New York, New York 10019 (Attn: Adam H. Friedman and Jonathan T. Koevary; afriedman@olshanlaw.com, jkoevary@olshanlaw.com) and Blank Rome LLP, 1201 N. Market Street, Suite 800, Wilmington, Delaware 19801 (Attn: Regina Stango Kelbon and Victoria A. Guilfoyle; kelbon@blankrome.com, guilfoyle@blankrome.com); and~~

~~• **Counsel to the Official Committee of Unsecured Creditors.** Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, New York 10020 (Attn: Jeffrey Cohen, Eric Chafetz and Gabriel L. Olivera; jcohen@lowenstein.com, echafetz@lowenstein.com and golivera@lowenstein.com), and Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801 (Attn: Eric J. Monzo and Brya M. Keilson; emonzo@morrisjames.com, bkeilson@morrisjames.com).~~

~~The Debtors reserve the right to file a consolidated reply to any such objection no later than October 17, 2019.~~

~~5. Pursuant to the Conditional Approval and Procedures Order, the Bankruptcy Court approved the use of certain materials in the solicitation of votes to accept or reject the Combined Plan and Disclosure Statement and certain procedures for the tabulation of votes to accept or reject the Combined Plan and Disclosure Statement. If you are a holder of a Claim against the Debtors as of [_____, 2019] (the "Record Date") and entitled to vote, you have received with this Notice a ballot form (a "Ballot") and instructions for completing the Ballot.~~

~~6. For a vote to accept or reject the Combined Plan and Disclosure Statement to be counted, the holder of a Ballot must complete all required information on the Ballot, execute the Ballot and return the completed Ballot in accordance with the instructions so that it is received by 4:00 p.m., prevailing Eastern Time, on October 15, 2019 (the “Voting Deadline”). Any failure to follow the instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify such Ballot and vote on the Combined Plan and Disclosure Statement. The rules and procedures for the tabulation of the votes are outlined in the Conditional Approval and Procedures Order.~~

~~7. If a holder of a Claim wishes to challenge the allowance or disallowance of a Claim for voting purposes under the Tabulation Procedures (as defined in the Conditional Approval and Procedures Order), such entity must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such Claim in a different amount or classification for purposes of voting to accept or reject the Combined Plan and Disclosure Statement and serve such motion on the undersigned counsel to the Debtors so that it is received no later than 4:00 p.m., prevailing Eastern Time, on October 9, 2019. The Debtors shall have until October 15, 2019 to file and serve any responses to such motions. Unless the Court orders otherwise, such Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Procedures.~~

~~8. No later than ten (10) calendar days prior to the Voting Deadline, the Debtors will file in the Bankruptcy Court a notice identifying the Liquidating Trustee and the initial members of the Oversight Committee. Such notice will be provided by the Debtors upon request to the Claims and Balloting Agent via email (usc@bmcgroup.com) or by calling (888) 909-0100.~~

Important Dates

Date of Entry of Conditional Approval Order [_____, 2019]	Voting Record Date
October 4, 2019 (Not later than 10 calendar days prior to Voting Deadline)	Deadline for Debtors to File Notice of Selection of Liquidating Trustee and Initial Members of the Oversight Committee
October 7, 2019	Deadline for Debtors to File Plan Supplement
October 9, 2019 at 4:00 p.m. (ET)	Deadline for Creditors to File Rule 3018 Motion
October 15, 2019 at 4:00 p.m. (ET)	Voting Deadline Deadline for Plan Confirmation Objections Deadline for Debtors to Respond to Rule 3018 Motions
October 17, 2019	Deadline for Debtors to Respond to Confirmation Objections
October 21, 2019	Confirmation Hearing

Summary of Estimated Recoveries

Class	Estimated-Allowed-Claims²	Treatment	Estimated-Recovery-to-Holders-of-Allowed-Claims³
Unclassified-Administrative-Expense Claims	\$3,261,145	Paid in Full up to the total amount set forth in the Approved Budget; <i>provided, however,</i> that the Debtors reserve their right to seek payment of administrative and Debtors' Professional fees in excess of the total budgeted amount in light of any unforeseen substantial circumstances, so long as such amounts are incurred after September 30, 2019 and do not exceed \$100,000 allocated solely to the Debtors' Professionals.	100%
Unclassified-Intercompany-Claims	\$0	Disallowed as of the Effective Date	0%
Unclassified-Priority Tax-Claims	\$570,637	Paid in Full	100%
Class 1—Other-Priority Claims	\$27,300	Paid in Full	100%
Class 2—Prepetition-Term Loan-Claims	\$249,800,405	Payable from the Remaining Assets and proceeds thereof (but excluding the Liquidation Trust Funding Amount B), after carving out from the proceeds of the Remaining Assets to allow for the payment of Priority and Administrative Claims. Recoveries from the Type A Causes of Action will be distributed to Holders of	14.3%

² These amounts represent estimated Allowed Claims, and do not represent amounts actually asserted by creditors in proofs of claim or otherwise. The Debtors have not completed their analysis of Claims in the Chapter 11 Cases, and objections to such Claims have not been fully litigated and may continue following the Effective Date. Moreover, as of the date hereof, the Bar Date has not yet passed and, as a result, additional Claims may be asserted against the Debtors. Therefore, there can be no assurances of the exact amount of the Allowed Claims at this time. Rather, the actual amount of the Allowed Claims may be greater or lower than estimated.[]

³ The estimated percentage recovery is based upon, among other things, an estimate of the Allowed Claims in the Chapter 11 Cases. As set forth in footnote 2 above, the actual amount of the Allowed Claims may be greater or lower than estimated. Thus, the actual recoveries may be higher or lower than projected depending upon, among other things, the amounts and priorities of Claims that are actually Allowed by the Bankruptcy Court.

		Allowed Prepetition Term Loan Claims in the percentage amounts as described herein.	
Class 3—Other Secured Claims	\$815	Paid in Full	100%
Class 4—General Unsecured Claims and Prepetition Term Loan Deficiency Claim	\$43,000,000 in General Unsecured Claims \$223,828,000 in Prepetition Term Loan Deficiency Claims	Holders of Allowed General Unsecured Claims and Prepetition Term Loan Deficiency Claims will share in recoveries from both Type A and Type B Causes of Action in the percentage amounts described in the Combined Plan and Disclosure Statement.	Unknown
Class 5—Equity Interests	Non-Voting Class	No Distribution	0%

~~9.—— If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought and may enter an order confirming the Combined Plan and Disclosure Statement.~~

~~10.—— Copies of the Combined Plan and Disclosure Statement and the Conditional Approval and Procedures Order are available for review without charge at the website maintained by the Claims and Balloting Agent, www.bmcgroup.com/usc, and upon request to the Claims and Balloting Agent via email (usc@bmcgroup.com) or by calling (888) 909-0100.~~

~~Dated: September [], 2019
Wilmington, Delaware~~

POLSINELLI PC

~~/s/ Christopher A. Ward~~
Christopher A. Ward (Del. Bar No. 3877)
Brenna A. Dolphin (Del. Bar No. 5604)
222 Delaware Avenue, Suite 1101
Wilmington, Delaware 19801
Telephone: (302) 252-0920
Facsimile: (302) 252-0921
eward@polsinelli.com
bdolphin@polsinelli.com

~~-and-~~

~~McDERMOTT WILL & EMERY LLP
Timothy W. Walsh (admitted *pro hac vice*)
Darren Azman (admitted *pro hac vice*)
Riley T. Orloff (admitted *pro hac vice*)
340 Madison Avenue
New York, New York 10173-1922
Telephone: (212) 547-5400
Facsimile: (212) 547-5444
Email: twwalsh@mwe.com
rorloff@mwe.com
dazman@mwe.com~~

~~*Counsel to the Debtors and Debtors in Possession*~~

Document comparison by Workshare 9.5 on Friday, September 13, 2019 1:41:16 PM

Input:	
Document 1 ID	file:///C:/Users/Mpreusker/AppData/Local/Temp/Workshare/wmte mp3aa0/USC - Conditional Plan and Disclosure Statement Approval Order.DOCX
Description	USC - Conditional Plan and Disclosure Statement Approval Order
Document 2 ID	interwovenSite://DM_US/DM_US/162592006/2
Description	#162592006v2<DM_US> - USC - Conditional Plan and Disclosure Statement Approval Order
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Legend:	
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Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	7
Deletions	178
Moved from	0
Moved to	0
Style change	0
Format changed	0

Total changes	185
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