

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

|   |   |                        |
|---|---|------------------------|
| In re:                                      | ) |                        |
|   | ) | Chapter 11             |
| Morris   Schneider   Wittstadt Va., PLLC, a | ) |                        |
| Virginia professional limited liability     | ) | Case No. 15-33370-KLP  |
| company, <u>et al.</u> ,                    | ) |                        |
|   | ) | (Jointly Administered) |
| Debtors. <sup>1</sup>                       | ) |                        |

**NOTICE OF (A) DEADLINE FOR CASTING VOTES TO ACCEPT OR  
REJECT PLAN OF LIQUIDATION, (B) HEARING TO CONSIDER  
CONFIRMATION OF PLAN OF LIQUIDATION AND (C) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. The above-captioned debtors and debtors in possession (collectively, the “Debtors”)<sup>2</sup> filed: (a) the *Modified Plan of Liquidation* (Docket No. 1056) (as it may be amended or modified, the “Plan”) on June 19, 2016; and (b) the related *Disclosure Statement for Modified Plan of Liquidation* (Docket No. 1057) (the “Disclosure Statement”) on June 19, 2016.

2. Pursuant to an order of the Court dated June 21, 2016 (Docket No. 1079) (the “Solicitation Procedures Order”), the Disclosure Statement and certain related materials (collectively, the “Solicitation Materials”) have been approved for solicitation of votes to accept or reject the Plan.

3. A hearing to consider the confirmation of the Plan (the “Confirmation Hearing”) will be held before the Honorable Keith L. Phillips, United States Bankruptcy Judge, United

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Morris | Schneider | Wittstadt Va., PLLC (1651), Morris | Schneider | Wittstadt, PLLC (1589), Wittstadt Title & Escrow Company, L.L.C. (3831), Morris | Schneider | Wittstadt, LLC (1589), MSWLAW, Inc. (6994), Teays Valley Trustees, LLC (9830), and York Trustee Services, LLC (8058).

<sup>2</sup> References to Exhibits and capitalized terms not otherwise defined in this Notice have the meanings given to them in the *Motion of the Debtors for an Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Liquidation, (III) Scheduling Hearing on Confirmation of Plan of Liquidation and (IV) Approving Related Matters*.

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States Bankruptcy Court, 701 East Broad Street, Courtroom 5100, Richmond, Virginia 23219 (the “Bankruptcy Court”) **on August 2, 2016, at 10:00 a.m., Eastern Time.**

4. Pursuant to the Solicitation Procedures Order, the Court approved certain procedures for tabulation of votes to accept or reject the Plan. If you are the holder of a Claim against one of the Debtors as of June 21, 2016 (the record date as established by the Solicitation Procedures Order) in a class entitled to vote on the Plan, you have received with this Notice a ballot form (a “Ballot”) and voting instructions appropriate for your Claim as well as a copy of the Disclosure Statement and related solicitation materials. The following procedures apply with respect to voting your Claim:

a. Except as provided in subparagraph (b) below, for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received **no later than 5:00 p.m. (prevailing Mountain Time), on July 21, 2016** (the “Voting Deadline”). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote. ***You are encouraged to read the voting instructions carefully and review the Disclosure Statement and Plan before you vote.***

b. Your Claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with the following tabulation rules approved by the Court in the Solicitation Procedures Order (collectively, the “Tabulation Rules”):

- Unless otherwise provided in the Tabulation Rules described below, a Claim will be deemed temporarily allowed for voting purposes in an amount equal to the full stated amount claimed by the holder of such Claim in any proof of Claim filed by the applicable bar date (or otherwise deemed timely filed under applicable law) to the extent that the proof of Claim specifies a fixed or liquidated amount. Any additional contingent or unliquidated amounts will be temporarily disallowed for voting purposes. If a Claim is deemed allowed in accordance with the Plan, such Claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan.
- If a Claim for which a proof of Claim has been timely filed is (a) wholly contingent, unliquidated or disputed (upon a reasonable review of the claim and the supporting documentation by the Debtors or the Solicitation and Balloting Agent) and/or (b) does not otherwise specify a fixed or liquidated amount, such wholly contingent, unliquidated or disputed Claim will be temporarily allowed for voting purposes in the amount of \$1.00.
- If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, or by an agreement between the Debtors and the creditor estimating or otherwise allowing a Claim for voting purposes (an “Estimation Agreement”), such Claim will be temporarily allowed for voting purposes in the amount so estimated or

allowed by the Bankruptcy Court. The following shall apply to Estimation Agreements:

- With respect to any Estimation Agreement, the Debtors must file a notice of such agreement (an “Estimation Notice”) with the Bankruptcy Court and serve such Estimation Notice on the affected creditor and the following parties (collectively, the “Notice Parties”):

(1) **The Debtors:** 1122 Kenilworth Avenue, Suite 501, Towson, MD 21204, Attn.: Mark Wittstadt, Esquire;

(2) **Counsel to the Debtors:** (i) MORRIS JAMES LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801, Attn: Jeffrey R. Waxman, Esquire and Eric J. Monzo, Esquire, and (ii) CHRISTIAN & BARTON, LLP 909 East Main Street, Suite 1200 Richmond, VA 23219-3095, Attn: Augustus C. Epps, Jr., Esquire and Jennifer McLemore, Esquire;

(3) **Counsel to the Creditors’ Committee:** Arent Fox LLP, 1717 K Street, NW, Washington, DC 20006-5344, Attn: Jeffrey Rothleder, Esquire and Jackson Toof, Esquire; and

(4) **The Office of the United States Trustee:** 701 East Broad Street, Suite 4304, Richmond, VA 23219, Attn: Robert B. Van Arsdale, Esquire.

- Each Estimation Notice: (a) may address a single Claim or multiple Claims; (b) shall describe the pertinent terms of the Estimation Agreement between the parties (including the amount(s) in which the creditor’s Claim(s) will be temporarily allowed for voting purposes) and (c) provide that the Notice Parties may file written objections to the Estimation Agreement described therein (an “Estimation Objection”) and serve such objection on the Debtors and the Notice Parties no later than five days after service of the Estimation Notice (the “Estimation Objection Deadline”).

- If no Estimation Objection is filed and served by the Estimation Objection Deadline with respect to a particular Estimation Agreement, the Claim(s) addressed in the relevant Estimation Agreement will be temporarily allowed for voting purposes as set forth in the Estimation Agreement without further action of the parties or the Bankruptcy Court.

- If an Estimation Objection is timely filed and served, and such Estimation Objection is not resolved consensually by the parties, the Claim(s) addressed in the relevant Estimation Agreement will not be temporarily allowed for voting purposes as set forth therein unless approved by an order of the Bankruptcy Court. The Debtors may schedule any such Estimation Objection and the related Estimation Agreement for hearing at any omnibus hearing before the Bankruptcy Court on not less than five business days’ notice. Along with any notice of hearing on a contested Estimation Agreement, the Debtors may file additional briefing in support of the agreement (a “Supplemental Brief”), and parties that filed

Estimation Objections will have three business days from the service of the Supplemental Brief to file with the Bankruptcy Court and serve on the Debtors a response to the Supplemental Brief.

- If a Claim is (a) either (i) not listed in the Schedules or (ii) listed in the Schedules as contingent, unliquidated or disputed and (b) a proof of Claim was not timely filed or deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, unless the Debtors have consented otherwise in writing, such Claim will be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c)(2).

- If the Debtors have filed and served an objection to a Claim at least 14 days before the Voting Deadline, such Claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection. If an objection does not identify the proposed amount of a Claim (e.g., if the Claim remains subject to estimation or liquidation), then such Claim will be temporarily allowed in the amount of \$1.00.

- If the automatic stay has been modified by an order of the Bankruptcy Court at least 14 days before the Voting Deadline to permit a Claim to be adjudicated, in whole or in part, in another court (including an appellate court), such Claim will be temporarily allowed in the liquidated, noncontingent and undisputed amount, if any, identified in the Schedules on account of such Claim, or, if such Claim is listed in the Schedules as contingent, unliquidated or disputed, the Claim will be temporarily allowed in the amount of \$1.00.

- If a Claim holder identifies a Claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the Claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.

- If a Proof of Claim has been amended by a later filed proof of claim, the later filed amending claim shall be entitled to vote in a manner consistent with the Tabulation Rules, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim.

- For purposes of the numerosity and amount requirements of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class shall be aggregated (based on the reasonable efforts of the Debtors and the Solicitation and Balloting Agent) as if such creditor held one Claim in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan (as applicable).

- If any portion of a single Claim has been transferred to a transferee, all holders of any portion of such single Claim will be (a) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein) and (b) required to vote every portion of such Claim collectively to either accept or reject the Plan.

- If a creditor casts more than one Ballot voting the same Claim before the Voting Deadline, the last properly executed Ballot received before the Voting Deadline will be deemed to reflect the voter's intent and, thus, will supersede any prior Ballots.
- Creditors are required to vote all of their Claims, as the case may be, within a particular Class under the Plan either to accept or reject the Plan and may not split their votes. In the event that (a) a Ballot, (b) a group of Ballots within a Plan class received from a single creditor or (c) a group of Ballots received from the various holders of multiple portions of a single Claim partially rejects and partially accepts the Plan, such Ballots will not be counted.
- Any proof of claim not asserted in U.S. dollars will be temporarily allowed in the amount of \$1.00 for voting purposes only.
- The Debtors, in their discretion, and subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting and without notice. Except as provided below, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors may, in their discretion, reject such Ballot as invalid and, therefore, decline to utilize it in connection with confirmation of the Plan by the Court; provided, however, that such invalid Ballots shall be documented in the voting results filed with the Court.
- Subject to contrary order of the Court, the Debtors reserve the absolute right to reject any and all Ballots not proper in form, the acceptance of which would, in the opinion of the Debtors, not be in accordance with the provisions of the Bankruptcy Code; provided, however, that such invalid Ballots shall be documented in the voting results filed with the Court.

c. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of receiving Distributions under the Plan and is without prejudice to the rights of the Debtors in any other context, including the right of the Debtors to contest the amount, validity or classification of any Claim for purposes of allowance and Distribution under the Plan. If you wish to challenge (i) the classification of your Claim or (ii) the allowance of your Claim for voting purposes in accordance with the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors' counsel identified below so that it is received by the later of (i) June 30, 2016 or (ii) 10 days after the date of service of a notice of objection, if any, to your Claim. Unless the Court orders otherwise, your Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Rules.

5. Classes 1 (Priority Claims), and 2 (Secured Claims), under the Plan are unimpaired and, therefore, are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code, and therefore, consistent with section 1126(g) of the

Bankruptcy Code, will be deemed to have rejected the Plan. For these reasons, solicitation of Classes 1 and 2 (collectively, the “Nonvoting Classes”) under the Plan is not required and no Ballots have been proposed for creditors interest holders in these classes. Each holder of a Claim or Interest in the Nonvoting Classes will receive a Notice of Non-Voting Status.

6. In connection with confirmation of the Plan, the Debtors are seeking approval of certain releases, including releases of certain non-Debtor entities, that will become effective and binding on the Effective Date in accordance with the terms of the Plan and the Confirmation Order. These releases are described in detail in the Disclosure Statement.

7. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with the Court and served on the Notice Parties **so that they are received no later than July 26, 2016 at 4:00 p.m. (prevailing Eastern Time).**

8. For purposes of filing pleadings in these cases, the address of the Court is 701 East Broad Street, Suite 4000, Richmond, Virginia 23219. Attorneys may also file pleadings on the Bankruptcy Court’s Document Filing System (ECF) by completing and submitting the Electronic Filing Registration Form, available at [vaeb.uscourts.gov](http://vaeb.uscourts.gov).

9. Requests for copies of the Disclosure Statement and the Plan (excluding certain voluminous exhibits thereto) by parties in interest may be made in writing to UpShot Services LLC, 8269 E. 23rd Avenue, Suite 275, Denver, CO 80238. In addition, any party may review the Plan, the Disclosure Statement and related exhibits without charge at <http://www.upshotservices.com/msw>.

10. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

Dated: June 21, 2016

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