

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

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Hearing Date: August 5, 2015 at 10:00 a.m. (ET)

Objection Deadline: July 29, 2015 at 4:00 p.m. (ET)

**MOTION OF THE DEBTOR FOR ENTRY OF AN ORDER (A) APPROVING THE DISCLOSURE STATEMENT; (B) APPROVING CERTAIN DATES RELATED TO SOLICITATION AND CONFIRMATION OF THE PLAN; (C) APPROVING SOLICITATION AND NOTICE PROCEDURES RELATED THERETO; (D) APPROVING THE FORMS OF THE BALLOT AND THE NOTICES IN CONNECTION THEREWITH; (E) ESTABLISHING VOTING AND GENERAL TABULATION PROCEDURES; AND (F) GRANTING RELATED RELIEF**

The above-captioned debtor and debtor-in-possession (the “Debtor”), by and through its undersigned counsel, hereby submits the *Motion of the Debtor for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Certain Dates Related to Solicitation and Confirmation of the Plan; (C) Approving Solicitation and Notice Procedures Related thereto; (D) Approving the Forms of the Ballot and the Notices in Connection Therewith; (E) Establishing Voting and General Tabulation Procedures; and (F) Granting Related Relief* (the “Motion”). In support of the Motion, the Debtor states as follows:

**JURISDICTION**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this Motion 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 as of February 29, 2012. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and

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<sup>1</sup> The last four digits of the Debtor’s tax identification number are (7282). The Debtor’s mailing address is P.O. Box 440, Gladwyne, PA 19035.

1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.<sup>2</sup>

2. The statutory bases for the relief sought herein are sections 105(a), 502, 1123(a), 1124, 1125, 1126, and 1128 of title 11 of Chapter 11 of the United States Code, 11. U.S.C. § 101 et seq. (as amended or modified, the “Bankruptcy Code”) together with rules 2002, 3003, 3016, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

### **BACKGROUND**

3. On February 17, 2015 (the “Petition Date”), the Debtor commenced the above-captioned chapter 11 case (the “Chapter 11 Case”) by filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

4. The Debtor continues to operate its business and manage its properties as a debtor-in-possession, pursuant to Bankruptcy Code sections 1107(a) and 1108. As of the date of this Motion, no trustee or examiner has been appointed in this Chapter 11 Case.

5. On February 26, 2015, the Office of the United States Trustee (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors in the Chapter 11 Case (the “Committee”). On June 17, 2015, the Committee was reconstituted based on the resignation of Eight Tower Bridge Development Associates from the Committee.

6. On March 19, 2015, the Debtor filed its *Schedule of Assets and Liabilities* [Docket No. 120] and *Statements of Financial Affairs* [Docket No. 119] (as amended or modified

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<sup>2</sup> Pursuant to Local Rule 9013-1(f), the Debtor hereby confirms its consent to entry of a final order by this Court in connection with this Motion if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

and together as, the “Schedules and Statements”). The Schedules and Statements were amended on March 26, 2015 [Docket Nos. 127 & 128].

7. On April 22, 2015, the Court entered the *Order Granting Motion of the Debtor for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, (Including Claims Arising under Section 503(b)(9) of the Bankruptcy Code) and Proofs of Interest; (B) Approving the Form and Manner for Filing Proofs of Claim and Proofs of Interest; and (C) Approving Notice Thereof* [Docket No. 177], which established, among other things, May 29, 2015 as the general bar date and administrative bar date and August 17, 2015 as the governmental bar date.

8. On May 28, 2015, the Court entered the *Order (I) Approving Asset Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtor Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Encumbrances and Interests, (III) Authorizing the Assumption and Assignment or Rejection of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 280], which, among other things, authorized the Debtor to sell substantially all of its assets (with the exception to those related to the Saladworks store in Paoli, Pennsylvania) to SW Acquisition LLC (“SWAC”). On June 12, 2015, the Sale to SWAC closed.

### **THE PLAN AND DISCLOSURE STATEMENT**

9. Contemporaneously herewith, the Debtor has filed a chapter 11 plan of liquidation (the “Plan”) and accompanying disclosure statement (the “Disclosure Statement”).<sup>3</sup> In accordance with Bankruptcy Code section 1126, the Plan contemplates classifying holders of Claims and Interests into certain Classes for all purposes, including with respect to voting on the Plan, as follows:

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<sup>3</sup> Terms utilized but not otherwise defined herein shall have the meanings ascribed to them in the Disclosure Statement.

<b>Class</b>	<b>Claim/Interest</b>	<b>Status</b>	<b>Voting Rights</b>
1	Priority Non-Tax Claims	Unimpaired	Deemed to Accept
2	Secured Claims	Unimpaired	Deemed to Accept
3	General Unsecured Claims	Impaired	Entitled to Vote
4	WS Finance Claims	Unimpaired	Deemed to Accept
5	Guaranteed Payment Claim	Unimpaired	Deemed to Accept
6	Tax Distribution Claim	Unimpaired	Deemed to Accept
7	Class C Claims	Impaired	Deemed to Reject
8	Class C Interests	Unimpaired	Deemed to Accept
9	Class A Interests	Unimpaired	Deemed to Accept

### **RELIEF REQUESTED**

10. By this Motion, the Debtor requests entry of an order (the “Disclosure Statement Order”), pursuant to Bankruptcy Code sections 105(a), 502, 1123(a), 1124, 1125, 1126, and 1128, Bankruptcy Rules 2002, 3003, 3016, 3017, 3018 and 3020 and Local Rules 2002-1 and 3017-1: (a) approving the adequacy of the Disclosure Statement; (b) fixing the dates and deadlines related to solicitation and confirmation of the Plan as set forth in the Confirmation Schedule (as defined below); (c) approving certain solicitation and notices procedures (the “Solicitation Procedures”) with respect to Confirmation of the Plan; (d) approving the forms of the Ballot and the notices in connection therewith; (e) approving the proposed voting and general tabulation procedures; and (f) granting other related relief.

11. The Debtor seeks the Court’s approval for the schedule of events set forth below relating to solicitation and confirmation of the Plan (the “Confirmation Schedule”):

<b>Event(s)</b>	<b>Date</b>
Voting Record Date	July 31, 2015 at 4:00 p.m.
Disclosure Statement Hearing	August 5, 2015 at 10:00 a.m.
Solicitation Date	August 12, 2015

Event(s)	Date
Voting Deadline	September 9, 2015 at 11:59 p.m.
Plan Objection Deadline	September 9, 2015 at 4:00 p.m.
Debtor's Reply to Objections	September 14, 2015 at 4:00 p.m.
Confirmation Hearing	September 16, 2015 at 10:00 a.m.

### **BASIS FOR RELIEF**

#### **I. The Disclosure Statement Contains Adequate Information and Should be Approved**

12. Pursuant to Bankruptcy Code section 1125, a plan proponent must provide holders of impaired claims and interests entitled to vote on a debtor's proposed chapter 11 plan with "adequate information" regarding that plan. Bankruptcy Code section 1125 provides, in pertinent part, that:

'adequate information' means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan . . . .

11 U.S.C. § 1125(a)(1).

13. The primary purpose of a disclosure statement is to provide information that is "reasonably practicable" to permit an "informed judgment" by creditors and interest holders entitled to vote on the plan. *See Krystal Cadillac-Oldsmobile GMC Truck, Inc. v. Gen. Motors Corp.*, 337 F.3d 314, 321 (3d Cir. 2003); *see also Century Glove, Inc. v. First Am. Bank N.Y.*, 860 F.2d 94, 100 (3d Cir. 1988) ("[Section] 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.").

14. Bankruptcy courts have broad discretion in determining whether a disclosure statement contains adequate information based on the unique facts and circumstances of each case. *See Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); *Lisanti v. Lubetkin (In re Lisanti Foods, Inc.)*, 329 B.R. 491, 507 (D.N.J. 2005), *aff’d*, 241 Fed. App’x. 1 (3d Cir. Aug. 2, 2007) (“Section 1125 affords the Bankruptcy Court substantial discretion in considering the adequacy of a disclosure statement.”); *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (“The general language of the statute and its surrounding legislative history make clear that the determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”) (internal quotations omitted).

15. In making a determination about the adequacy of the information, courts will typically look at whether the disclosure statement contains information such as:

- a. the circumstances that gave rise to the filing of the bankruptcy petition;
- b. a description of the available assets and their value;
- c. the anticipated future of the debtor;
- d. the source of the information provided in the disclosure statement;
- e. the condition and performance of the debtor while in chapter 11;
- f. claims against the estate;
- g. a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;

- h. the accounting and valuation methods used to produce the financial information in the disclosure statement;
- i. the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- j. a summary of the plan;
- k. an estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- l. the collectability of any accounts receivable;
- m. any financial information, including financial valuations or *pro forma* projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- n. the risks to creditors and interest holders under the plan;
- o. the actual or projected value that can be obtained from avoidable transfers;
- p. the existence, likelihood and possible success of nonbankruptcy litigation; and
- q. the tax consequences of the plan.

*See In re Scioto Valley Mortgage Co.*, 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988); *see also In re Source Enters.*, 2007 Bankr. LEXIS 4770, \*7-8 (Bankr. S.D.N.Y. July 31, 2007) (using similar list); *Phoenix Petroleum*, 278 B.R. at 393 (citing similar factors that courts have used to determine the adequacy of information contained in disclosure statements, while cautioning that "no one list of categories will apply in every case.").

16. In accordance with Bankruptcy Code section 1125 and Bankruptcy Rule 3016, the Disclosure Statement provides "adequate information" to allow holders of Claims entitled to vote to cast informed votes on the Plan. The Disclosure Statement is the product of the Debtor's extensive review and analysis of its business, assets and liabilities, and circumstances leading to

the Chapter 11 Case. Additionally, the Disclosure Statement provides information regarding: (a) the terms of the Plan, including a summary of the classifications and treatment of all Classes of Claims and Interests; (b) the distributions, through the Liquidation Trust, to holders of Allowed Claims and Interests; (c) the effect of the Plan on holders of Claims and Interests and other parties in interest thereunder; (d) the Claims asserted against the Debtor and the estimated amount of Claims that will ultimately be Allowed; (e) certain risk factors to consider that may affect the Plan; (f) certain tax issues related to the Plan and distributions; and (g) the means for implementation of the Plan. Accordingly, the Debtor believes that the Disclosure Statement complies with all aspects of Bankruptcy Code section 1125 and contains more than sufficient information for a hypothetical reasonable investor to make an informed judgment about the Plan. Thus, the Debtor submits that the Disclosure Statement should be approved.

**II. The Court Should Approve the Setting of Certain Dates Related to the Confirmation of the Plan**

17. The Debtor requests that the Court approve the setting of certain dates described herein in accordance with Bankruptcy Code section 1126(c) and Bankruptcy Rules 3017 and 3018. In compliance with Bankruptcy Rules 2002 and 3017, the Debtor is sending the notice of the Disclosure Statement Hearing, substantially in the form attached to the Disclosure Statement Order as **Exhibit "B"**, to all known creditors and interest holders. Additionally, the Debtor will distribute copies of the Disclosure Statement Hearing Notice and the Disclosure Statement, including exhibits, to all entities that have filed a request for service of filings in the Chapter 11 Case pursuant to Bankruptcy Rule 2002.

**A. The Voting Record Date**

18. Bankruptcy Rule 3017(d) provides that upon approval of a disclosure statement, except to the extent that the Court orders otherwise with respect to one or more unimpaired



classes of creditors or equity security holders, the debtor shall mail to all creditors and equity security holders, and the United States Trustee, a copy of the plan, the disclosure statement, notice of the voting deadline and such other information as the court may direct. Fed. R. Bankr. P. 3107(d).

19. For the purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include holders of stocks, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” *Id.* Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. Specifically, Bankruptcy Rule 3018(a) provides, in relevant part, that:

an equity security holder or creditor whose claim is based on a security or record shall not be entitled to accept or reject a plan unless the equity security holder or creditor is the holder of record of the security on the date the order approving the disclosure statement is entered or on another date fixed by the court, for cause, after notice and a hearing.

Fed. R. Bankr. P. 3018(a).

20. Accordingly, the Debtor requests that the Court establish July 31, 2015 as the voting record date (the “Voting Record Date”) for determining: (a) the holders of Claims and Interest entitled to vote on the Plan and, thus, receive solicitation materials (the “Solicitation Package”); and (b) whether any transferred Claim or Interest has been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e), such that the assignee can vote as the holder of such Claim or Interest.<sup>4</sup>

21. To avoid potential confusion, the Debtor believes that one record date should be established for all holders of Claims and Interests entitled to vote on the Plan. The Voting

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<sup>4</sup> The Debtor’s request for the establishment of a Voting Record Date is for voting purposes only.

Record Date will be prominently displayed on the confirmation hearing notice (the “Confirmation Hearing Notice”).

**B. The Voting Deadline**

22. Bankruptcy Rule 3017(c) provides, in relevant part, “[o]n or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan....” Fed. R. Bankr. P. 3017(c).

23. The Debtor requests that the Court establish September 9, 2015 at 11:59 p.m. (prevailing Eastern Time) as the voting deadline (the “Voting Deadline”), which is seven (7) calendar days before the proposed hearing to be held by the Court on confirmation of the Plan (the “Confirmation Hearing”). The Debtor believes that this timeframe will provide all parties in interest with adequate time to consider the Solicitation Package and respond by casting their Ballots. The Voting Deadline is prominently displayed on the Confirmation Hearing Notice.

**C. The Plan Objection Deadline**

24. The Debtor requests that the Court direct the manner in which objections to confirmation shall be made. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” The Debtor requests that the Court establish September 9, 2015 at 4:00 p.m. (prevailing Eastern Time) as the deadline (the “Plan Objection Deadline”) by which plan objections to Confirmation of the Plan or requests for modifications to the Plan, if any, must be filed and served. The proposed Plan Objection Deadline is seven (7) days before the proposed Confirmation Hearing, which the Debtor believes will afford the Court, the Debtor and all parties in interest reasonable time to consider the objections and proposed modifications to the Plan prior to the Confirmation Hearing.

25. The Debtor further requests that objections to Confirmation of the Plan or proposed modifications to the Plan, if any, must:

- a. be in writing;
- b. conform to the 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 of such entity;
- d. 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
- e. be filed, together with a proof of service, with the Court and served so that they are actually received by the notice parties identified in the Confirmation Hearing Notice on or prior to the Plan Objection Deadline.

**D. The Deadline to File Confirmation Reply Brief**

26. The Debtor also requests that it (and other parties in support of the Plan) be permitted to file a reply to any objections to Confirmation of the Plan no later than September 14, 2015.

**E. The Confirmation Hearing**

27. In accordance with Bankruptcy Rule 3017(c) and Bankruptcy Code section 1128 (requiring a confirmation hearing with respect to any chapter 11 plan), the Debtor requests that the Confirmation Hearing be scheduled on September 16, 2015 at 10:00 a.m. (prevailing Eastern Time).

28. The Debtor submits that the proposed timing for the Confirmation Hearing is in compliance with Bankruptcy Code, the Bankruptcy Rules and the Local Rules and will enable the Debtor to pursue Confirmation of the Plan within the timeframe contemplated by the Debtor

so as to preserve the value of the Debtor's Estate to be distributed to holders of Allowed Claims and Allowed Interests.

**III. The Court Should Approve the Solicitation and Notice Procedures**

29. To solicit votes accepting or rejecting the Plan in an effective manner that is consistent with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and due process, the Debtor seeks approval of the Solicitation Procedures described herein and as set forth in Exhibit "A" attached to the Disclosure Statement Order. The Debtor believes the Solicitation Procedures are well-designed and specifically tailored to solicit votes to accept or reject the Plan effectively. To the extent that circumstances require further modifications of, or amendments to, the Solicitation Procedures, the Debtor reserves the right to supplement or amend the Solicitation Procedures to further facilitate the solicitation of the Plan.

30. On May 19, 2015, the Court approved an order [Docket No. 254] authorizing the retention of UpShot Services, LLC ("UpShot") to, among other things, act as administrative agent in connection with the solicitation of votes on any chapter 11 plan. The Debtor requests that UpShot be authorized to assist the Debtor in:

- a. distributing the Solicitation Package;
- b. receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims; decisions to opt out of the third party release provisions of Article VIII of the Plan; and decisions to opt in to the General Unsecured Claim Settlement contained in Article VIII of the Plan;
- c. responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballot, the Solicitation Procedures and all other documents contained in the Solicitation Package and matters related thereto, including, without limitation, the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan;
- d. soliciting votes to accept or reject the Plan; and

- e. if necessary, contacting holders of Claims and Interests regarding the Plan.

31. The Debtor proposes to distribute the Solicitation Package required by Bankruptcy Code Rule 3017(d) to those entities entitled to vote on the plan in the form and manner described below and set forth in the solicitation procedures.

32. Specifically the Solicitation Packages shall contain copies of the following:

- a. Either (i) the Disclosure Statement Order (with the Solicitation Procedures, which shall be attached as Exhibit A thereto) and the approved form of the Disclosure Statement (together with the Plan) in either paper or CD-ROM format with the Ballot and voting instructions (with a pre-addressed, postage prepaid return envelope); or (ii) a notice of non-voting status;
- b. to the extent a holder of any Claim receives the materials set forth in clause (a)(i) above, such holder also shall receive (i) a letter from the Debtor (at the Debtor's option), substantially in the form attached to the Disclosure Statement Order as **Exhibit "H"**, urging holders of Claims and Interests entitled to vote on the Plan to vote to accept the Plan, and (ii) a letter in form and substance, acceptable to the Debtor in its discretion, from the Committee urging General Unsecured Creditors in Class 3 to vote to accept the Plan;
- c. the Confirmation Hearing Notice; and
- d. such other materials as the Bankruptcy Court may direct or authorize.

33. Through UpShot, the Debtor intends to distribute the Solicitation Package on or around August 12, 2015, which is approximately twenty-eight (28) days before the Voting Deadline (the "Solicitation Date"). The Debtor submits that distribution of the Solicitation Package on or before the Solicitation Date will provide the requisite information to holders of Claims entitled to vote on the Plan in compliance with Bankruptcy Rules 3017(d). See Fed. R. Bankr. P. 3017(d) (after approval of the disclosure statement, except to the extent the Court orders otherwise, the debtor must transmit the plan, the approved disclosure statement, notice of

the time within which to file acceptances and rejections of the plan, and any other information that the court may direct to creditors and equity security holders).

**IV. The Court should Approve the Form of the Confirmation Notice**

34. Bankruptcy Rules 2002(b) and (d) require not less than twenty-eight (28) days' notice to all holders of claims or equity interests of the time fixed for filing objections to the hearing on confirmation of a chapter 11 plan. To satisfy this requirement, the Debtor intends to send to all holders of Claims and Interests, as part of the Solicitation Package, a copy of the Confirmation Hearing Notice, which is attached to the Disclosure Statement Order as **Exhibit "C"**. In accordance with Bankruptcy Rules 2002 and 3017(d), the Confirmation Hearing Notice shall contain, among other things:

- a. the time, date and place for the Confirmation Hearing;
- b. the Voting Record Date;
- c. the Voting Deadline;
- d. the Plan Objection Deadline and the manner in which objections shall be filed;
- e. the procedures for the temporary allowance of Claims; and
- f. a disclosure regarding the General Unsecured Claim Settlement and the release, exculpation, and injunction provisions of Article VIII of the Plan.

35. Additionally, the Confirmation Hearing Notice shall inform Entities that the Solicitation Package may be obtained: (a) from UpShot (i) at its website at <http://www.upshotservices.com/Saladworks>; (ii) by writing to SW Liquidation, LLC Ballot Processing, c/o UpShot Services LLC, 7808 Cherry Creek South Drive, Suite 112, Denver, CO 80231; (iii) by calling toll free at (855)-812-6112; or (iv) by electronic mail at [saladworksinfo@upshotservices.com](mailto:saladworksinfo@upshotservices.com)., or (b) (except the Ballot) for a fee via PACER at <https://ecf.deb.uscourts.gov>.

36. The Debtor respectfully requests that the Bankruptcy Court find that the Confirmation Hearing Notice complies with the requirements of Bankruptcy Rules 2002(b) and (d). The Debtor further requests that the Bankruptcy Court determine that the Confirmation Hearing Notice contains sufficient disclosure regarding the General Unsecured Claim Settlement and the release, exculpation, and injunction provisions contained in Article VIII of the Plan.

37. In addition to mailing the Confirmation Hearing Notice, the Debtor will post the Confirmation Hearing Notice electronically on the website dedicated to this Chapter 11 Case, <http://www.upshotservices.com/Saladworks>.

V. **The Court Should Approve the Forms of the Ballot and Notices**

38. Bankruptcy Rules 3017(d) and 3018(c) provide that the ballots for accepting or rejecting a plan under Chapter 11 should conform substantially to Official Form No. 14. The Debtor proposes to distribute to certain creditors, as described below, a Ballot as set forth in **Exhibit “F”** attached to the Disclosure Statement Order. The form of the Ballot is based on Official Form No. 14, but has been modified to address the particular aspects of the Chapter 11 Case and to include certain additional information that the Debtor believes is relevant and appropriate the holders of Claims entitled to vote.

39. In addition to accepting Ballots via first class mail, overnight courier and hand delivery, the Debtor requests authorization to accept Ballots electronically, so as to be **actually received** on or before the Voting Deadline, through a customized “E-Ballot” section on the Debtor’s case website <http://www.upshotservices.com/Saladworks>. Parties entitled to vote may cast an electronic ballot and electronically sign and submit the Ballot instantly by utilizing UpShot’s E-Ballot platform. Instructions for electronic submission of Ballots are set forth on the form of Ballot. The encrypted ballot data and audit trail created by such electronic submission

shall become part of any Ballot submitted in this manner and the holders of Claims electronic signature will be deemed to be immediately, legally valid and effective.

40. Except as expressly permitted above in the context of electronic submissions of Ballots at the Debtor's case website, Ballots otherwise sent by facsimile, telecopy, electronic mail or other form of electronic submissions will **not** be accepted.

41. As noted above, the solicitation process shall be conducted by the Debtor's administrative agent, UpShot. Pursuant to the Solicitation Procedures, UpShot will distribute the Ballot to holders of Claims in Class 3 (General Unsecured Claims) (the "Voting Class"). Classes 1, 2, 4, 5, 6, 8 and 9 are unimpaired and are conclusively presumed to have accepted the Plan (collectively, the "Unimpaired Classes"). As such, holders of Claims and Interests in these Classes will receive notice of their non-voting status in lieu of the Solicitation Package (the "Non-Voting Status Notice–Deemed to Accept"). A copy of the Non-Voting Status Notice–Deemed to Accept is attached to the Disclosure Statement Order as **Exhibit "D"**. Class 7 is impaired and is conclusively presumed to have rejected the Plan (the "Non-Voting Impaired Class"). As such, members of the Non-Voting Impaired Class will receive a notice of their non-voting status as described below in lieu of the Solicitation Package (the "Non-Voting Status Notice–Deemed to Reject"). A copy of the Non-Voting Status Notice–Deemed to Reject is attached to the Disclosure Statement Order as **Exhibit "E"**.

**VI. The Court Should Approve the Voting and General Tabulation Procedures**

42. In accordance with Bankruptcy Code section 1126(c) and Bankruptcy Rule 3018(a), the Debtor requests that the Court approve the voting and tabulation procedures as set forth in the Solicitation Procedures and outlined below (the "Voting and Tabulation Procedures").



43. Bankruptcy Code section 1126(c) provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c).

44. Similarly, Bankruptcy Code section 1126(d) provides:

A class of interests has accepted a plan if such plan has been accepted by holders of such interests, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount of the allowed interests of such class held by holders of such interests, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(d).

45. Further, Bankruptcy Rule 3018(a) provides, in relevant part, that “the court after notice and a hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a).

46. In tabulating votes, the Debtor proposes that the hierarchy described in Section D.2 of the Solicitation Procedures shall be used to determine the amount of the Claim associated with each holder’s vote. The amount of the Claim established pursuant to Section D.2 of the Solicitation Procedures shall control for voting purposes only and shall not constitute the Allowed amount of any Claim for purposes of distribution under the Plan or the amount of any Claim for any other purpose.

47. The Debtor also proposes to use the voting procedures and standard assumptions in tabulating the Ballots set forth in Sections D of the Solicitation Procedures.

48. The Debtor believes that the requested Solicitation Procedures and other relief requested herein are cost-effective, provide adequate notice and opportunity to be heard, and are in the best interests of the estates, holders of Claims and Interests, and other parties in interest. Accordingly, the Debtor submits that it has shown good cause for the relief requested herein.

**A. Temporary Allowance of Claims and Interests for Voting Purposes**

49. Pursuant to section 1126(a) of the Bankruptcy Code, only “holder[s] of claim[s] or interest[s] allowed under section 502 . . . may accept or reject a plan.” 11 U.S.C. § 1126(a). Under section 502(a) of the Bankruptcy Code, “[a] claim or interest, proof of which is filed under section 501 . . ., is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Based on the foregoing, except as set forth below, holders of Claims for which an objection is pending as of the Voting Record Date are not entitled to vote on the Plan.

50. Bankruptcy Rule 3018(a) provides for temporary allowance of claims and interests for which an objection is pending at the time when plan votes are solicited so that holders may vote such claims or interests at a temporarily allowed amount. See FED. R. BANKR. P. 3018(a). In light of Bankruptcy Rule 3018(a), the Debtor will send holders of Claims whose Claims are subject to an objection on the Voting Record Date, if any, notice of such (the “Disputed Claim Notice”), substantially in the form attached to the Disclosure Statement Order as **Exhibit “G”**, in lieu of the Solicitation Package.

51. The Disputed Claim Notice will inform relevant holders that their respective Claim is subject to an objection and that the holder of such Claim cannot vote any disputed portion of its Claim unless one or more of the following events have taken place at least five (5) business days before the Voting Deadline (each, a “Resolution Event”):

- a. an order of the Bankruptcy Court is entered allowing such Claim pursuant to Bankruptcy Code section 502(b), after notice and a hearing;

- b. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
- c. a stipulation or other agreement is executed between the holder of such Claim and the Debtor resolving the objection and allowing such Claim in an agreed upon amount;
- d. a stipulation or other agreement is executed between the holder of such Claim and the Debtor temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
- e. the pending objection to such Claim is voluntarily withdrawn by the Debtor.

52. No later than two (2) business days after a Resolution Event, UpShot shall distribute the Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant holder of the temporarily allowed Claim that has been allowed for voting purposes only (or for other purposes as set forth in an applicable order of the Bankruptcy Court) by such Resolution Event, and the Ballot must be returned according to the instructions on the Ballot no later than the Voting Deadline.

53. If the holder of a Claim receives a Solicitation Package and the Debtor objects to such Claim after the Voting Record Date but at least fifteen (15) calendar days prior to the Confirmation Hearing, the Debtor shall provide a Disputed Claim Notice to such holder informing such holder of the rules applicable to Claims subject to a pending objection and the procedures for temporary allowance for voting purposes. Furthermore, if the holder of a Claim receives a Solicitation Package and the Debtor objects to such Claim less than fifteen (15) calendar days prior to the Confirmation Hearing, the holder's Claim shall be deemed temporarily allowed for voting purposes only without further action by the holder of such Claim and without further order of the Bankruptcy Court, unless the Bankruptcy Court orders otherwise.

54. The Debtor submits that such notice procedures with respect to Claim subject to a pending objection satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules.

**B. Returned Solicitation Packages and Notices**

55. The Debtor anticipates that some of the notices of the Disclosure Statement Hearing that are sent to holders of Claims may be returned by the United States Postal Service or other carrier as undeliverable. The Debtor believes that it would be costly and wasteful to mail a Solicitation Package to the same addresses to which undeliverable notices of the Disclosure Statement Hearing were mailed. Therefore, the Debtor seeks the Bankruptcy Court's approval for a departure from the strict notice rule requiring the Debtors to mail Solicitation Packages to those entities listed at such addresses, unless the Debtor, through UpShot (as a result of such entity writing to UpShot at the address listed above), are provided with accurate addresses for such entities not less than ten (10) calendar days prior to the Solicitation Date. If a holder of a Claim or Interest has changed its mailing address after February 17, 2015, the date the Debtor filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code, the burden should be on the holder — not the Debtor — to advise UpShot and the Debtor of the new address.

**C. Non-Substantive or Immaterial Modification**

56. The Debtor requests authorization to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballot, Notices, Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Packages prior to their distribution.

**NOTICE AND NO PRIOR REQUEST**

57. Notice of this Motion has been given to the following parties or, in lieu thereof, to their counsel, if known: (a) the U.S. Trustee; (b) the Committee; and (c) any party requesting


notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested in the Motion, the Debtor submits that no further notice is necessary.

58. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtor respectfully requests that this Court enter the Disclosure Statement Order: (a) approving the Disclosure Statement; (b) approving certain dates related to confirmation of the Plan; (c) approving solicitation materials and procedures related to the distribution thereof; (d) approving the forms of ballots and notices in connection therewith; (e) establishing voting and general tabulation procedures; and (f) granting other and further relief as is just and proper.

Dated: July 1, 2015  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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Adam G. Landis (No. 3407)  
Kerri K. Mumford (No. 4186)  
Kimberly A. Brown (No. 5138)  
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mumford@lrclaw.com  
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*Counsel to the Debtor and Debtor-In-Possession*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Hearing Date: August 5, 2015 at 10:00 a.m. (ET)

Objection Deadline: July 29, 2015 at 4:00 p.m. (ET)

**NOTICE OF MOTION**

TO: (a) the Office of the United States Trustee; (b) the Official Committee of Unsecured Creditors; and (c) all parties who have requested notice in this Chapter 11 Case pursuant to rule 2002 of the Federal Rules of Bankruptcy Procedure.

On July 1, 2015, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed its **Motion of the Debtor for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Certain Dates Related to Solicitation and Confirmation of the Plan; (C) Approving Solicitation and Notice Procedures Related thereto; (D) Approving the Forms of the Ballot and the Notices in Connection Therewith; (E) Establishing Voting and General Tabulation Procedures; and (F) Granting Related Relief** (the “Motion”).<sup>2</sup>

Objections, if any, to the relief requested in the Motion must be filed with the United States Bankruptcy Court, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, on or before **July 29, 2015 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of the objection upon the undersigned counsel so as to be **received no later than 4:00 p.m. (ET) on July 29, 2015**.

A HEARING ON THE MOTION WILL BE HELD ON **AUGUST 5, 2015 AT 10:00 A.M. (ET)** BEFORE THE HONORABLE LAURIE SELBER SILVERSTEIN, UNITED STATES BANKRUPTCY COURT JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6<sup>th</sup> FLOOR, COURTROOM 2, WILMINGTON, DELAWARE 19801.

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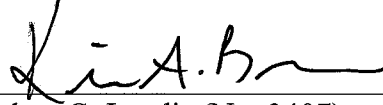
<sup>1</sup> The last four digits of the Debtor’s tax identification number are (7282). The Debtor’s mailing address is P.O. Box 440, Gladwyne, PA 19035.

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

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: July 1, 2015  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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Adam G. Landis (No. 3407)  
Kerri K. Mumford (No. 4186)  
Kimberly A. Brown (No. 5138)  
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*Counsel to the Debtor and Debtor-In-Possession*

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

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Ref Nos. \_\_\_\_

**ORDER APPROVING MOTION OF THE DEBTOR FOR ENTRY OF AN ORDER (A) APPROVING THE DISCLOSURE STATEMENT; (B) APPROVING CERTAIN DATES RELATED TO SOLICITATION AND CONFIRMATION OF THE PLAN; (C) APPROVING SOLICITATION AND NOTICE PROCEDURES RELATED THERETO; (D) APPROVING THE FORMS OF THE BALLOT AND THE NOTICES IN CONNECTION THEREWITH; (E) ESTABLISHING VOTING AND GENERAL TABULATION PROCEDURES; AND (F) GRANTING RELATED RELIEF**

Upon the *Motion of the Debtor for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Certain Dates Related to Solicitation and Confirmation of the Plan; (C) Approving Solicitation and Notice Procedures Related Thereto; (D) Approving the Forms of the Ballot and Notices in Connection Therewith; (E) Establishing Voting and General Tabulation Procedures; and (F) Granting Related Relief* (the "Motion");<sup>2</sup> and upon review of the *Disclosure Statement for the Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* (the "Disclosure Statement"); and the 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 as of February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with Article III of the United States

<sup>1</sup> The last four digits of the Debtor's tax identification number are (7282). The Debtor's mailing address is P.O. Box 440, Gladwyne, PA 19035.

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



Constitution;<sup>3</sup> and the Court having found that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that sufficient notice of the Motion and opportunity for objection have been given; and the Court having found that the relief requested in the Motion is in the best interests of the Debtor's estate, its creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND THAT:

A. The Debtor has all necessary authority to propose and prosecute the Plan and the Disclosure Statement.

B. The Debtor has provided adequate notice of the Motion, and the time fixed for filing objections thereto, and the Disclosure Statement Hearing Notice, attached hereto as **Exhibit "B"**, and such notice constitutes good and sufficient notice to all interested parties and no other or further notice need be provided.

C. The period, set forth below, during which the Debtor may solicit acceptances to the Plan is a reasonable and adequate period of time under the circumstances for creditors entitled to vote to make an informed decision to accept or reject the Plan, including to make an informed decision to object to the Plan.

D. The procedures for solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and in this Order below) provide for a fair and equitable voting process, and are consistent with Bankruptcy Code section 1126.

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<sup>3</sup> Pursuant to Local Rule 9013-1(f), the Debtor hereby confirms its consent to entry of a final order by this Court in connection with this Motion if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

E. The notices substantially in the form attached hereto as **Exhibit “C”** (the “Confirmation Hearing Notice”), **Exhibit “D”** (the “Non-Voting Status Notice–Deemed to Accept”) and **Exhibit “E”** (the “Non-Voting Status Notice–Deemed to Reject”), and the procedures set forth below for providing such notices to known and unknown creditors of the time, date and place of the hearing to consider confirmation of the Plan (the “Confirmation Hearing”), and the contents of the Confirmation Hearing Notice, the Non-Voting Status Notice–Deemed to Accept and the Non-Voting Status Notice–Deemed to Reject, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

F. The form of the Ballot attached hereto as **Exhibit “F”** are sufficiently consistent with Official Form No. 14, adequately address the particular needs of the Chapter 11 Case, and are appropriate for the Voting Class to vote to accept or reject the Plan.

NOW THEREFOR, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Disclosure Statement is approved as containing adequate information within the meaning of Bankruptcy Code section 1125 and the Debtor is authorized to distribute the Disclosure Statement and the Solicitation Package in order to solicit votes on and pursue confirmation of the Plan.
3. The Debtor has provided adequate notice of the time fixed for filing objections and the hearing to consider approval of the Disclosure Statement in accordance with Bankruptcy Rules 2002 and 3017 and Local Rules 2002-1 and 3017-1(a).
4. Any objections to approval of the Disclosure Statement that were not withdrawn or resolved at or prior to the hearing to consider approval of the Disclosure Statement are overruled.

5. The Confirmation Schedule is approved in its entirety.

6. July 31, 2015 at 4:00 p.m. prevailing Eastern Time is established as the record date (the "Voting Record Date") to determine which creditors are entitled to vote on the Plan and whether claims have been properly transferred, including pursuant to Bankruptcy Rule 3001(e), such that the assignee may vote on the Plan.

7. The Disclosure Statement, the Plan, and the Ballot provide holders of Claims and Interests and other parties in interest with sufficient notice regarding the General Unsecured Claim Settlement and the release, exculpation, and injunction provisions contained in the Plan in compliance with Bankruptcy Rule 3016(c).

8. The Solicitation Procedures, substantially in the form attached hereto as Exhibit "A" are hereby approved in their entirety, provided that the Debtor reserves the right to amend or supplement the Solicitation Procedures to better facilitate the solicitation process.

9. The procedures for distribution of the Solicitation Packages set forth in the Motion and the Solicitation Procedures satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and the Debtor shall distribute or cause to be distributed Solicitation Packages to all Entities entitled to vote to accept or reject the Plan on or before August 12, 2015 (the "Solicitation Date").

10. The Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit "C", complies with the requirements of Bankruptcy Rules 2002(b), 2002(d), and 3017(d) and is hereby approved.

11. The Debtor's letter to the Voting Class, substantially in the form attached hereto as Exhibit "H" is hereby approved. The Debtor is authorized, but not required, to include such a letter in the Solicitation Package. The Debtor is also authorized, but not required, to include a

letter in form and substance, acceptable to the Debtor in its discretion, from the Committee urging General Unsecured Creditors in Class 3 to vote to accept the Plan.

12. The form of the Ballot, substantially in the form attached hereto as **Exhibit "F"** is hereby approved. The form of the voting instructions, substantially in form attached to the Ballot, on **Exhibit "F"** is hereby approved.

13. The Voting Deadline is established as September 9, 2015 at 11:59 p.m. prevailing Eastern Time, unless otherwise extended by the Debtor.

14. All Ballots must be properly executed, completed, and delivered according to the voting instructions by: (a) first class mail, in the return envelope provided with the Ballot; (b) overnight courier; or (c) personal delivery, so that the Ballots are actually received by UpShot no later than the Voting Deadline at the return address set forth in the Ballot.

15. In addition to accepting Ballots via first class mail, overnight courier and hand delivery, the Debtor is authorized to accept Ballots electronically, so as to be **actually received** on or before the Voting Deadline, through a customized "E-Ballot" section on the Debtor's case website, <http://www.upshotservices.com/Saladworks>. Parties entitled to vote may electronically sign and submit such a Ballot, with the electronic signature being deemed immediately legally valid and enforceable.

16. Except as expressly permitted above in the context of electronic submissions of Ballots through the Debtor's case website, Ballots otherwise sent by facsimile, telecopy, electronic mail or other form of electronic submissions will **not** be accepted.

17. The Non-Voting Status Notice-Deemed to Accept, substantially in the form attached hereto as **Exhibit "D"** is hereby approved.

18. The Non-Voting Status Notice-Deemed to Reject, substantially in the form attached hereto as **Exhibit "E"** is hereby approved.

19. Ballots and copies of the Plan and Disclosure Statement need not be provided to the holders of Claims who are in Unimpaired Classes or who are unclassified under the Plan and are, therefore, deemed to accept the Plan.

20. The form of the Disputed Claim Notice, substantially in the form attached hereto as **Exhibit "G"** is hereby approved.

21. September 9, 2015 at 4:00 p.m. prevailing Eastern Time is established as the Plan Objection Deadline. Objections to the Plan, if any, must be (i) in writing; (ii) conform to the Bankruptcy Rules and Local Rules; (iii) state the name and the amount and nature of the claim or interest of such entity; (iv) 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 (v) be filed, together with a proof of service, with the Court and served so that they are **actually received** by the Notice Parties identified in the Confirmation Hearing Notice on or prior to the Plan Objection Deadline.

22. The Debtor, and any other party in interest supporting confirmation of the Plan, shall be permitted to file replies to objections to confirmation of the Plan no later than September 14, 2015 at 4:00 p.m. prevailing Eastern Time.

23. The Confirmation Hearing shall be held on September 16, 2015 at 10:00 a.m. prevailing Eastern Time; provided however that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtor without further notice, except for notice to the U.S. Trustee and the Committee, at any time prior to the commencement of the Confirmation Hearing.

24. The Debtor shall mail or cause to be mailed to all holders of Claims entitled to vote on the Plan a Solicitation Package on or before August 12, 2015. The Solicitation Package shall contain:

- (a) Either (i) the Disclosure Statement Order (with the Solicitation Procedures, which shall be attached as Exhibit A thereto) and the approved form of the Disclosure Statement (together with the Plan) in either paper or CD-ROM format with the Ballot and voting instructions (with a pre-addressed, postage prepaid return envelope); or (ii) a notice of non-voting status;
- (b) to the extent a holder of any Claim receives the materials set forth in clause (a)(i) above, such holder also shall receive (i) a letter from the Debtor (at the Debtor's option), substantially in the form attached as **Exhibit "H"** to the Disclosure Statement Order, urging holders of Claims and Interests entitled to vote on the Plan to vote to accept the Plan, and (ii) a letter in form and substance, acceptable to the Debtor in its discretion, from the Committee urging General Unsecured Creditors in Class 3 to vote to accept the Plan;
- (c) the Confirmation Hearing Notice; and
- (d) such other materials as the Bankruptcy Court may direct or authorize.

25. Pursuant to Bankruptcy Rule 3017(d), the Debtor is not required to transmit a Solicitation Package to non-voting parties. Instead, the Debtor shall mail, or cause to be mailed, either a Non-Voting Status Notice–Deemed to Accept or a Non-Voting Status Notice–Deemed to Reject, as applicable, to each non-voting party on or before the Solicitation Date.

26. The Debtor shall be excused from mailing Solicitation Packages to those entities to whom the Debtor mailed a notice regarding the Disclosure Statement Hearing and received a notice from the United States Postal Service or other carrier that such notice was undeliverable unless such entity provides the Debtor, through UpShot, an accurate address not less than ten (10) calendar days prior to the Solicitation Date. If an entity has changed its mailing address after the Petition Date, the burden is on such entity, not the Debtor, to advise the Debtor and UpShot of the new address.

27. The Debtor is authorized to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballot, Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package after the entry of this Order and prior to the distribution of the Solicitation Package and related materials.

28. The terms of this Order shall be binding upon the Debtor, all holders of Claims and Interests, and any trustees appointed under chapter 7 or chapter 11 of the Bankruptcy Code relating to the Debtor and all other parties in interest.

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

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

31. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the interpretation or implementation of this Order.

Dated: August \_\_\_\_, 2015  
Wilmington, Delaware

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The Honorable Laurie Selber Silverstein  
United States Bankruptcy Judge

# **EXHIBIT A**

## **Solicitation Procedures**



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

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

**SOLICITATION PROCEDURES**

On July 1, 2015, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed: (a) the *Disclosure Statement for the Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_] (the “Disclosure Statement”); (b) the *Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_] (the “Plan”); and (c) the *Motion of the Debtor for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Certain Dates Related to Solicitation and Confirmation of the Plan; (C) Approving Solicitation and Notice Procedures Related Thereto; (D) Approving the Forms of the Ballot and Notices in Connection Therewith; (E) Establishing Voting and General Tabulation Procedures; and (F) Granting Related Relief* [Docket No. \_\_\_] (the “Motion”).<sup>2</sup>

**Definitions**

- a. **“Ballot”** means the ballot accompanying the Disclosure Statement upon which certain holders of Impaired Claims entitled to vote shall, among other things, indicate their acceptance or rejection of the Plan in accordance with the Plan and the procedures governing the solicitation process, and which must be actually received on or before the Voting Deadline.
- b. **“Bankruptcy Court”** means the United States Bankruptcy Court for the District of Delaware having jurisdiction over the Chapter 11 Case.
- c. **“Confirmation Hearing”** means the hearing conducted by the Bankruptcy Court pursuant to Bankruptcy Code section 1128(a) to consider confirmation of the Plan, as such hearing may be adjourned or continued from time to time and which currently is scheduled for September 16, 2015 at 10:00 a.m. (prevailing Eastern Time).
- d. **“Confirmation Hearing Notice”** means that certain notice of the Confirmation Hearing approved by the Bankruptcy Court in the Disclosure Statement Order.

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<sup>1</sup> The last four digits of the Debtor’s tax identification number are (7282). The Debtor’s mailing address is P.O. Box 440, Gladwyne, PA 19035.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion, the Plan or the Disclosure Statement, as applicable.

- e. **“Disclosure Statement”** means the Disclosure Statement filed on July 1, 2015 and approved by the Bankruptcy Court in the Disclosure Statement Order.
- f. **“Disclosure Statement Order”** means the *Order Approving Motion of the Debtor for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Certain Dates Related to Solicitation and Confirmation of the Plan; (C) Approving Solicitation and Notice Procedures Related Thereto; (D) Approving the Forms of the Ballot and Notices in Connection Therewith; (E) Establishing Voting and General Tabulation Procedures; and (F) Granting Related Relief* [Docket No. \_].
- g. **“E-Ballot”** means a ballot that may be obtained electronically through a customized section on the Debtor’s case website <http://www.upshotservices.com/Saladworks> in which certain holders of Impaired Claims entitled to vote may, among other things, indicate their acceptance or rejection of the Plan in accordance with the Plan and the procedures governing the solicitation process, and which must be actually received on or before the Voting Deadline.
- h. **“General Tabulation Procedures”** means the Procedures set forth herein for the purposes of tabulating votes to accept or reject the Plan.
- i. **“Non-Voting Status Notice-Deemed to Accept”** means the notice of non-voting status that the holders of Claims and Interests in Classes 1, 2, 4, 5, 6, 8, 9 who are deemed to accept the Plan will receive in lieu of a Ballot.
- j. **“Non-Voting Status Notice-Deemed to Reject”** means the notice the holders of Claims and Interests in Class 7 who are deemed to reject the Plan will receive in lieu of a Ballot.
- k. **“Plan”** means the Debtor’s Plan of Liquidation under Chapter 11 of the Bankruptcy Code filed on July 1, 2015, as may be amended or modified from time to time.
- l. **“Plan Objection Deadline”** means **September 9, 2015, at 4:00 p.m. (prevailing Eastern Time)**, the date set by the Bankruptcy Court as the deadline to file and serve objections to the Plan.
- m. **“Resolution Event”** has the meaning set forth in section D.4. of the Solicitation Procedures.
- n. **“Solicitation Package”** consists of the documents set forth in section C.1. of the Solicitation Procedures.
- o. **“Solicitation Procedures”** means the procedures set forth herein.

- p. **“UpShot”** means UpShot Services, LLC, retained as the Debtor’s notice, claims, and solicitation agent.
- q. **“Voting Deadline”** means **September 9, 2015 at 11:59 p.m. (prevailing Eastern Time)**, the date set by the Bankruptcy Court as the deadline for receipt of Ballots by UpShot.
- r. **“Voting Record Date”** has the meaning set forth in section A of the Solicitation Procedures.

### Solicitation Procedures

#### **A. The Voting Record Date**

The Bankruptcy Court has approved July 31, 2015, at 4:00 p.m. prevailing Eastern Time, as the record date (the **“Voting Record Date”**) for purposes of determining, among other things, which holders of Claims are entitled to vote on the Plan.

#### **B. The Voting Deadline**

The Bankruptcy Court has approved **September 9, 2015, at 11:59 p.m.** (prevailing Eastern Time) as the deadline for the delivery of Ballots voting to accept or reject the Plan (the **“Voting Deadline”**). To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed, and delivered by using the return envelope provided or by delivery by: (a) first class mail; (b) overnight courier; or (c) personal delivery, so that they are actually received no later than the Voting Deadline by UpShot. The Ballot will clearly indicate the appropriate return address. Ballots returnable to the UpShot should be sent to: SW Liquidation, LLC c/o UpShot Services, LLC, 7808 Cherry Creek South Drive, Suite 112, Denver, CO 80231.

Additionally, parties may submit an E-Ballot electronically at the Debtor’s case website <http://www.upshotservices.com/Saladworks>, so that they are actually submitted electronically through UpShot’s E-Balloting platform no later than the Voting Deadline.

#### **C. Solicitation Procedures**

1. **The Solicitation Package:** The Solicitation Package shall contain copies of the following:

- a. Either (i) the Disclosure Statement Order (with the Solicitation Procedures, which shall be attached as Exhibit “A” thereto) and the approved form of the Disclosure Statement (together with the Plan) in either paper or CD-ROM format with the Ballot and voting instructions (with a pre-addressed, postage prepaid return envelope); or (ii) a notice of non-voting status;
- b. to the extent a holder of any Claim receives the materials set forth in clause (a)(i) above, such holder also shall receive (i) a letter from the Debtor (at the Debtor’s option), substantially in the form attached as Exhibit “H” to the

Disclosure Statement Order, urging holders of Claims and Interests entitled to vote on the Plan to vote to accept the Plan, and (ii) a letter in form and substance, acceptable to the Debtor in its discretion, from the Committee urging General Unsecured Creditors in Class 3 to vote to accept the Plan;

- c. the Confirmation Hearing Notice; and
- d. such other materials as the Bankruptcy Court may direct or authorize.

**2. Distribution of the Solicitation Package:** The Solicitation Package shall be served on the following Entities:

- a. Holders of Claims or Interests for which a Proof of Claim or Interest has been timely-filed, as reflected on the claims register as of the Voting Record Date; provided, however, that holders of Claims and Interests to which an objection is pending at least 15 days prior to the Confirmation Hearing shall not be entitled to vote unless such holders become eligible to vote through a Resolution Event in accordance with section D.4 herein;
- b. All Entities listed in the Debtor's Schedules and Statements<sup>3</sup> shall receive a Solicitation Package with the exception of those Claims and Interests that are scheduled as contingent, unliquidated, disputed, or any combination thereof (excluding such scheduled Claims and Interests that have been superseded by a timely-filed Proof of Claim), including all counterparties to executory contracts and unexpired leases; and
- c. Holders whose Claims or Interests arise pursuant to an agreement or settlement with the Debtor, as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim or Interest has been filed.

The Debtor shall make every reasonable effort to ensure that holders of more than one Claim in the Voting Class receive no more than one Solicitation Package on account of such Claims.

**3. Distribution of Materials:** In addition, the following Entities shall be served either paper copies or a CD-ROM containing the Disclosure Statement Order, the Disclosure Statement, and all exhibits to the Disclosure Statement, including the Plan: (a) counsel to the U.S. Trustee; (b) counsel to the Committee; (c) the Internal Revenue Service; (d) the attorneys general for each of the States in which the Debtor conducts its business; (e) all those persons and entities that have formally requested notice, pursuant to Bankruptcy Rule 2002 and the Local

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<sup>3</sup> "*Schedules and Statements*" are, collectively, the schedules of assets and liabilities, schedules of executory contracts and unexpired leases and statements of financial affairs filed by the Debtor pursuant to section 521 of the Bankruptcy Code and in substantial conformance with the official bankruptcy forms, as the same may have been amended, modified, or supplemented from time to time.

Rules; and (f) all other parties in interest identified on affidavits of service in this Chapter 11 Case.

**D. Voting and General Tabulation Procedures**

**1. Who May Vote:** Only the following holders of Claims in the Voting Class are entitled to vote:

- a. Holders of Claims for which Proofs of Claim have been timely-filed, as reflected on the claims register as of the Voting Record Date; provided, however, that certain holders of Claims subject to a pending objection shall not be entitled to vote unless they become eligible to vote through a Resolution Event, as set forth in more detail in section D.4. herein;
- b. Holders of Claims that are listed in the Debtor's Schedules and Statements, with the exception of those Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled Claims that have been superseded by a timely-filed Proof of Claim);
- c. Holders whose Claims arise pursuant to an agreement or settlement with the Debtor, as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court, or in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim has been filed; and
- d. The assignee of any transferred or assigned Claim, only if: (i) transfer or assignment has been fully effectuated pursuant to the procedures dictated by Bankruptcy Rule 3001(e); and (ii) such transfer is reflected on the Claims Register on or before the Voting Record Date.

**2. Establishing Claim Amounts:** In tabulating votes, the following hierarchy will be used to determine the amount of the Claim associated with each vote:

- a. the amount of the Claim settled and/or agreed upon by the Debtor, as reflected in a Bankruptcy court pleading, stipulation, agreement, or other document filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court;
- b. the amount of the Claim Allowed (temporarily or otherwise) pursuant to a Resolution Event in accordance with the Solicitation Procedures;
- c. the amount of the Claim contained in a Proof of Claim that has been timely filed by the applicable claims bar date (or deemed timely filed by the Bankruptcy Court under applicable law); provided that Ballots cast by holders whose Claims are not listed in the Schedules, but that timely File a Proof of Claim in an unliquidated or unknown amount that are not the subject of an objection, will count for satisfying the numerosity requirement of Bankruptcy

Code section 1126(c) and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of Bankruptcy Code section 1126(c); provided, further, that to the extent the amount of the Claim contained in the Proof of Claim is different from the amount of the Claim set forth in a document filed with the Bankruptcy Court as referenced in the Solicitation Procedures, the amount of the Claim in the document filed with the Bankruptcy Court will supersede the amount of the Claim set forth on the respective Proof of Claim;

- d. the amount of the Claim listed in the Schedules; provided, that such Claim is not listed in the Schedules as contingent, unliquidated, or disputed, or any combination thereof, and has not been paid; and
- e. in the absence of any of the foregoing, zero.

The amount of the Claim established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtor through UpShot are not binding for any purpose, including for purposes of voting and distribution.

**3. General Ballot Tabulation:** The following voting procedures and standard assumptions will be used in tabulating Ballots:

- a. except as otherwise provided herein or unless waived by the Debtor, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtor shall reject such Ballot as invalid and, therefore, decline to count it in connection with Confirmation;
- b. UpShot will date and time-stamp all Ballots when received. UpShot shall retain all original Ballots and an electronic copy of the same for a period of three (3) years after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court;
- c. an original executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to UpShot by facsimile, email or any other electronic means (with the exception of properly submitted E-Ballots) shall not be valid;
- d. the Debtor shall file the Voting Report on September 14, 2015. The Voting Report shall, among other things, delineate every irregular Ballot including, without limitation, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, received via facsimile or electronic mail, or damaged. The Voting Report shall indicate the Debtor's intentions with regard to such irregular Ballots;
- e. the method of delivery of Ballots to UpShot is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be

deemed made only when UpShot actually receives the originally executed Ballot;

- f. no Ballot should be sent to any of the Debtor, the Debtor's agents (other than UpShot), or the Debtor's financial or legal advisors and if so sent will not be counted;
- g. if multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the latest-dated valid Ballot received prior to the Voting Deadline will supersede and revoke any prior dated Ballot;
- h. holders must vote all of their Claims within the Voting Class either to accept or reject the Plan and may not split any such votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the Voting Class, the Debtor may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes;
- i. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested, submit proper evidence to the requesting party of the authority to so act on behalf of the subject holder;
- j. the Debtor, subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report;
- k. neither the Debtor, nor any other Entity, will be under any 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 any liability for failure to provide such notification;
- l. unless waived by the Debtor, subject to contrary order of the Bankruptcy 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;
- m. in the event a designation for lack of good faith is requested by a party in interest under Bankruptcy Code section 1126(e), the Bankruptcy Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected by such Claim;
- n. subject to any contrary order of the Bankruptcy Court, the Debtor reserves the right to reject any and all Ballots not in proper form, the acceptance of which,

in the opinion of the Debtor, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided, however, that any such rejections shall be documented in the Voting Report;

- o. if a Claim has been estimated or otherwise Allowed for voting purposes by an order of the Bankruptcy Court pursuant to Bankruptcy Rule 3018(a), such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only and not for purposes of allowance or distribution;
- p. if an objection to a Claim is Filed, such Claim shall be treated in accordance with the procedures set forth herein; and
- q. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim; (b) any Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; or (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.

**4. Temporary Allowance of Claims for Voting Purposes:** If a holder of a Claim is subject to a pending objection as of the Voting Record Date, the holder of such Claim cannot vote unless one or more of the following events have taken place at least five business days before the Voting Deadline (each, a "Resolution Event"):

- a. an order of the Bankruptcy Court is entered allowing such Claim pursuant to Bankruptcy Code section 502(b), after notice and a hearing;
- b. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
- c. a stipulation or other agreement is executed between the holder of such Claim and the Debtor resolving the objection and allowing such Claim in an agreed upon amount;
- d. a stipulation or other agreement is executed between the holder of such Claim and the Debtor temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
- e. the pending objection to such Claim is voluntarily withdrawn by the Debtor.

No later than two (2) business days after a Resolution Event, UpShot shall distribute a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant holder of such temporarily allowed Claim that has been allowed for voting purposes only (or for other purposes as set forth in an applicable order of the Bankruptcy Court) by such Resolution Event,



which must be returned according to the instructions on the Ballot by no later than the Voting Deadline.

If the holder of a Claim receives a Solicitation Package and the Debtor objects to such Claim after the Voting Record Date, but at least fifteen (15) days prior to the Confirmation Hearing, the Debtor's notice of objection will inform such holder of the rules applicable to Claims subject to a pending objection and the procedures for temporary allowance for voting purposes. Furthermore, if the holder of a Claim receives a Solicitation Package and the Debtor objects to such Claim less than fifteen (15) days prior to the Confirmation Hearing, the holder's Claim shall be deemed temporarily allowed for voting purposes only without further action by the holder of such Claim and without further order of the Bankruptcy Court.

**5. Forms of Notices to Unimpaired Classes:** Certain holders of Claims that are not entitled to vote because they are unimpaired or are otherwise deemed to accept the Plan under Bankruptcy Code section 1126(f), will receive only the Confirmation Hearing Notice and the Non-Voting Status Notice–Deemed to Accept. The Non-Voting Status Notice–Deemed to Accept, substantially in the form attached to the Disclosure Statement Order as **Exhibit “D”**, will instruct the holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

**6. Forms of Notices to Impaired Classes:** Certain holders of Interests that are not entitled to vote because they are Impaired, or are otherwise deemed to reject the Plan under Bankruptcy Code section 1126(g), will receive only the Confirmation Hearing Notice and the Non-Voting Status Notice–Deemed to Reject. The Non-Voting Status Notice–Deemed to Reject, substantially in the form attached to the Disclosure Statement Order as **Exhibit “E”**, will instruct the holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

**E. Settlement, Release, Exculpation and Injunction Language in the Plan**

THE SETTLEMENT, RELEASE, EXCULPATION, AND INJUNCTION LANGUAGE IN ARTICLE VIII OF THE PLAN WILL BE INCLUDED IN THE DISCLOSURE STATEMENT AND FURTHER NOTICE IS PROVIDED WITH RESPECT TO SUCH PROVISIONS IN THE CONFIRMATION HEARING NOTICE.

**F. Amendments to the Plan and the Solicitation Procedures**

THE DEBTOR EXPRESSLY RESERVES THE RIGHT TO AMEND FROM TIME TO TIME THE TERMS OF THE PLAN IN ACCORDANCE WITH THE TERMS THEREOF (SUBJECT TO COMPLIANCE WITH THE REQUIREMENTS OF BANKRUPTCY CODE SECTION 1127 AND THE TERMS OF THE PLAN REGARDING MODIFICATION).

THE DEBTOR EXPRESSLY RESERVES THE RIGHT TO AMEND OR SUPPLEMENT THE SOLICITATION PROCEDURES TO BETTER FACILITATE THE SOLICITATION PROCESS.

# **EXHIBIT B**

## **Disclosure Statement Hearing Notice**

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

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Ref Nos. \_\_\_\_

**NOTICE OF HEARING ON THE DISCLOSURE STATEMENT  
FOR THE PLAN OF LIQUIDATION OF SW LIQUIDATION, LLC  
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**TO ALL HOLDERS OF CLAIMS AND INTERESTS AND PARTIES IN INTEREST:**

**PLEASE TAKE NOTICE THAT** on July 1, 2015, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed: (a) the *Disclosure Statement for the Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”); (b) the *Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_] (as may be amended, supplemented or modified, including all exhibits thereto, the “Plan”); and (c) the *Motion of the Debtor for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Certain Dates Related to Solicitation and Confirmation of the Plan; (C) Approving Solicitation and Notice Procedures Related Thereto; (D) Approving the Forms of the Ballot and Notices in Connection Therewith; (E) Establishing Voting and General Tabulation Procedures; and (F) Granting Related Relief* [Docket No. \_\_] (the “Motion”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT** a hearing to consider the entry of an order finding that, among other things, the Disclosure Statement contains “adequate information” within the meaning contained in Bankruptcy Code section 1125(a) and approving the Disclosure Statement will commence on August 5, 2015 at 10:00 a.m. prevailing Eastern Time before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, DE 19801 (the “Disclosure Statement Hearing”). Please be advised that the Disclosure Statement Hearing may be continued from time to time by the Bankruptcy Court or the Debtor without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on (a) all entities that

<sup>1</sup> The last four digits of the Debtor’s tax identification number are (7282). The Debtor’s mailing address is P.O. Box 440, Gladwyne, PA 19035.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion, the Plan or the Disclosure Statement, as applicable.

have filed a request for service of filings in the Chapter 11 Case pursuant to Bankruptcy Rule 2002 and (b) other parties entitled to notice.

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan or any related documents, you should contact UpShot Services, LLC, (“UpShot”) the claims agent retained by the Debtor in this Chapter 11 Case, by: (a) calling UpShot at (855) 812-6112; (b) visiting the Debtor’s Chapter 11 Case website at: <http://www.upshotservices.com/saladworks>; and/or (c) writing to SW Liquidation, LLC Ballot Processing, c/o UpShot Services LLC, 7808 Cherry Creek South Drive, Suite 112, Denver CO 80231. You may also obtain copies of any pleadings filed in this Chapter 11 Case for a fee via PACER at: <http://www.deb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT** at the Disclosure Statement Hearing, the Debtor shall seek to establish July 31, 2015 at 4:00 p.m. prevailing Eastern Time as the Voting Record Date for determining the holders of Claims eligible to vote on the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** responses and objections, if any, to the approval of the Disclosure Statement, or any of the other relief sought by the Debtor in connection with the approval of the Disclosure Statement must be made pursuant to Local Bankruptcy Rule 9013-1. Responses or objections, if any, must also be filed with the United States Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 and served by first-class mail upon each of the following parties so as to be received no later than **4:00 p.m. prevailing Eastern Time on September 9, 2015 (the “Objection Deadline”)**: (a) Landis Rath & Cobb, LLP, Attn: Adam G. Landis, Esq. and Kerri Mumford, Esq., 919 North Market Street, Suite 1800, Wilmington, DE 19801, attorneys for the Debtor; (b) Klehr Harrison Harvey Branzburg LLP, Attn: Richard M. Beck, Esq., 919 North Market Street, Suite 1000, Wilmington, DE 19801, attorney for the Committee and; (c) the Office of the United States Trustee, Attn: Jane Leamy, Esq., Trial Attorney, J. Caleb Boggs Federal Building, 844 King Street, 2nd Floor, Room 2112, Wilmington, Delaware 19801.

Dated: July \_\_, 2015  
Wilmington, DE

**LANDIS RATH & COBB LLP**

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Adam G. Landis (No. 3407)  
Kerri K. Mumford (No. 4186)  
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[brown@lrclaw.com](mailto:brown@lrclaw.com)

*Counsel to the Debtor and Debtor-In-Possession*

# **EXHIBIT C**

## **Confirmation Hearing Notice**

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

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Ref Nos. \_\_\_\_

**NOTICE OF (A) THE SOLICITATION AND VOTING PROCEDURES  
AND (B) THE OBJECTION DEADLINE AND CONFIRMATION HEARING  
WITH RESPECT TO THE PLAN OF LIQUIDATION OF SW LIQUIDATION, LLC  
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**TO ALL HOLDERS OF CLAIMS AND INTERESTS AND PARTIES IN INTEREST**

1. **Bankruptcy Court Approval of the Disclosure Statement and the Solicitation Procedures.** On [\_\_\_\_\_, 2015], the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [Docket No. \_\_\_] (the “Disclosure Statement Order”) approving, among other things, the *Disclosure Statement for the Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”), as containing adequate information, as required under Bankruptcy Code section 1125(a) and authorizing the above-captioned debtor and debtor-in-possession (collectively, the “Debtor”) to solicit votes with regard to the acceptance or rejection of the *Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_] (as may be amended, supplemented or modified, including all exhibits thereto, the “Plan”).<sup>2</sup>
2. **Voting Record Date.** The Voting Record Date for purposes of determining which holders of Claims are entitled to vote on the Plan is July 31, 2015 at 4:00 p.m. prevailing Eastern Time.
3. **Voting Deadline.** If you hold a Claim against the Debtor as of the Voting Record Date and are entitled to vote to accept or reject the Plan, you have received a Ballot and voting instructions appropriate for your Claim(s). For your vote to accept or reject the Plan to be counted, you must follow the appropriate voting instructions, complete all required information on the Ballot, execute and return the completed Ballot so that it is **actually received** in accordance with the voting instructions set forth in the Ballot by September 9, 2015 at 11:59 p.m. prevailing Eastern Time (the “Voting Deadline”). Any failure to

<sup>1</sup> The last four digits of the Debtor’s tax identification number are (7282). The Debtor’s mailing address is P.O. Box 440, Gladwyne, PA 19035.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

follow the voting instructions included with the Ballot may disqualify your Ballot and your vote on the Plan.

4. **Objections to the Plan.** The Bankruptcy Court has established September 9, 2015 at 4:00 p.m. prevailing Eastern Time, as the last date and time for filing and serving objections to Plan Confirmation (the "Plan Objection Deadline"). Any objection to the Plan must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity, (d) 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 (e) be filed, together with a proof of service, with the Bankruptcy Court and served so that it is actually received no later than the Plan Objection Deadline, by: (a) Landis Rath & Cobb, LLP, Attn: Adam Landis, Esq. and Kerri Mumford, Esq., 919 North Market Street, Suite 1800, Wilmington, DE 19801, attorneys for the Debtor; (b) Klehr Harrison Harvey Branzburg LLP, Attn: Richard M. Beck, Esq., 919 North Market Street, Suite 1000, Wilmington, DE 19801, attorney for the Committee and; (c) the U.S. Trustee, Attn: Jane Leamy, Esq., Trial Attorney, J. Caleb Boggs Federal Building, 844 King Street, 2nd Floor, Room 2112, Wilmington, Delaware 19801 (collectively, the "Notice Parties")
5. **Confirmation Hearing.** A hearing to confirm the Plan (the "Confirmation Hearing") will commence on September 16, 2015 at 10:00 a.m. prevailing Eastern Time before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, DE 19801. Please be advised that the Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtor without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on parties entitled to notice under Bankruptcy Rule 2002 and the Local Rules of the Bankruptcy Court or otherwise (the "Service List"). In accordance with the Plan, the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing by further action by the Debtor and without further notice to or action, order, or approval of the Bankruptcy Court or any other Entity.
6. **Inquiries.** The Debtor shall serve paper or CD-ROM format copies of the Disclosure Statement Order, the Disclosure Statement and all exhibits to the Disclosure Statement, including the Plan, on the Service List and all Entities entitled to vote to accept or reject the Plan. Holders of Claims who are entitled to vote to accept or reject the Plan shall receive a Solicitation Package, containing, among other things, paper or CD-ROM format copies of this Notice, the applicable Ballot and the Solicitation Procedures. The Solicitation Package may be obtained from UpShot Services, LLC ("UpShot") the administrative agent retained by the Debtor in this Chapter 11 Case, by: (a) calling UpShot at (855) 812-6112; (b) visiting the Debtor's Chapter 11 Case website at: <http://www.upshotservices.com/saladworks>; and/or (c) writing to SW Liquidation, LLC Ballot Processing, c/o UpShot Services LLC, 7808 Cherry Creek South Drive, Suite 112, Denver CO 80231. You may also obtain copies of any pleadings filed in this Chapter 11 Case for a fee via PACER at: <http://www.deb.uscourts.gov>. For holders of Claims and

Interests, UpShot will answer questions regarding the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, provide additional copies of all materials, and oversee the voting tabulation.

7. **Temporary Allowance of Claims for Voting Purposes.** Holders of Claims that are subject to a pending objection by the Debtor as of the Voting Record Date cannot vote on the Plan; provided, that if the Debtor objects to only a portion of a Claim, such Claim may be voted in the undisputed amount. Moreover, a holder of a Claim cannot vote any disputed portion of its Claim unless one or more of the following has taken place at least five (5) business days before the Voting Deadline (each, a “Resolution Event”):
  - a. an order of the Bankruptcy Court is entered allowing such Claim pursuant to Bankruptcy Code section 502(b), after notice and a hearing;
  - b. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
  - c. a stipulation or other agreement is executed between the holder of such Claim and the Debtor resolving the objection and allowing such Claim in an agreed upon amount;
  - d. a stipulation or other agreement is executed between the holder of such Claim and the Debtor temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
  - e. the pending objection to such Claim is voluntarily withdrawn by the Debtor.
8. No later than two (2) business days after a Resolution Event, UpShot shall distribute a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant holder of such temporarily Allowed Claim that has been Allowed for voting purposes only (or for other purposes as set forth in an applicable order of the Bankruptcy Court) by such Resolution Event, which must be returned according to the instructions on the Ballot by no later than the Voting Deadline.
9. If the holder of a Claim receives a Solicitation Package and the Debtor objects to such Claim after the Voting Record Date but at least fifteen (15) days prior to the Confirmation Hearing, the Debtor’s notice of objection will inform such holder of the rules applicable to Claims and Interests subject to a pending objection and the procedures for temporary allowance for voting purposes. Furthermore, if the holder of a Claim receives a Solicitation Package and the Debtor objects to such Claim less than fifteen (15) days prior to the Confirmation Hearing, the holder’s Claim shall be deemed temporarily allowed for voting purposes only without further action by the holder of such Claim and without further order of the Bankruptcy Court.
10. **Settlement, Release, Exculpation, and Injunction Language in the Plan.** Please be advised that Article VIII of the Plan contains the following General Unsecured Settlement, exculpation, releases, and injunction provisions:



Article VIII C. General Unsecured Claim Settlement.

Pursuant to Bankruptcy Code sections 363 and 1123 and Bankruptcy Rule 9019, and in consideration for the distributions and other benefits provided pursuant to the Plan, the provisions of the Plan shall constitute a good faith compromise of the issues related to the allowance and distribution of General Unsecured Claims. In consideration for the waiver of interest, as approved by the holder of such Allowed General Unsecured Claim pursuant to a vote in favor of the Plan, all Allowed General Unsecured Claims shall be paid on the Effective Date and all holders of such Allowed General Unsecured Claims agree to waive interest on payment of such Allowed General Unsecured Claims. In addition, for each holder of an Allowed General Unsecured Claim who votes in favor of the Plan, (a) the Claims Objection Deadline shall be thirty (30) days after the Effective Date and (b) all Causes of Action against holders of General Unsecured Claims, other than the Hill Entities, shall be waived. The entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of this compromise and settlement, as well as a finding by the Bankruptcy Court that such compromise and settlement is in the best interests of the Debtor, its Estate and stakeholders, and is fair, equitable and reasonable.

Article VIII.G Exculpation

None of the Exculpated Persons shall have or incur any liability to any holder of a Claim or Interest for any Exculpated Claim, except for actual fraud, willful misconduct or gross negligence, and in all respects, the Exculpated Person shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.

Article VIII.H.1 Releases by the Debtor

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Debtor and the Liquidating Trustee, and any Person seeking to exercise the rights of the Debtor's Estate, shall be deemed to forever release, waive, and discharge all claims, obligations suits, judgments, damages, demands, debts, rights, remedies, Causes of Action and liabilities of any nature whatsoever (including the Scardapane Potential Litigation), whether direct or derivative, in connection with or related to the Debtor, the Chapter 11 Case, or the Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured,

known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise, that are or may be based in whole or in part upon any act, omission, transaction, event or other occurrence taking place or existing on or prior to the Effective Date against the Released Parties.

Article VII.H.2 Releases by Holders of Claims

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, each Person (a) that has voted to accept the Plan and has not opted out from granting the releases contained herein; (b) that has voted to reject the Plan but has not opted out from granting the releases contained herein; (c) that is deemed to accept the Plan; or (d) who otherwise agrees to provide the releases set forth herein, shall be deemed to forever release, waive, and discharge all claims, obligations suits, judgments, damages, demands, debts, rights, remedies, Causes of Action and liabilities of any nature whatsoever (including the Scardapane Potential Litigation), whether direct or derivative, in connection with or related to the Debtor, the Chapter 11 Case, or the Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise, that are or may be based in whole or in part upon any act, omission, transaction, event or other occurrence taking place or existing on or prior to the Effective Date against the Released Parties.

Article VIII.H.3 Releases by the Scardapane Entities

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Scardapane Entities shall be deemed to forever release, waive, and discharge all claims, obligations, suits, judgments, damages, demands, debts, rights, remedies, Causes of Action and liabilities of any nature whatsoever, whether direct or derivative, in connection with or related to the Debtor, the Chapter 11 Case, or the Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise, that are or may be based in whole or in part upon any act, omission, transaction, event or other occurrence taking place or existing on or prior to the Effective Date against (i) the Debtor; (ii) the Debtor's current and former officers, directors, managers, principals, employees, agents, financial advisors, attorneys,

accountants, investment bankers, consultants, representatives, and other professionals, in each case in their capacity as such; (iii) the Liquidating Trust; (iv) the Liquidating Trustee and (v) the Liquidating Trust's agents, financial advisors, attorneys, accountants, consultants, representatives and other professionals, in each case in their capacity as such.

Article VIII.I Injunction

Except as otherwise provided in the Plan or the Confirmation Order, as of the Confirmation Date, all Entities that have held, hold or may hold a Claim or other debt or liability against the Debtor or Interest in the Debtor are (a) permanently enjoined from taking any of the following actions against the Debtor or the Liquidating trust or any of their property on account of such Claims or Interests and (b) preliminarily enjoined from taking any of the following actions against the Debtor or the Liquidating Trust, or their property on account of such Claims or Interests: (i) commencing or continuing, in any manner or in any place, any action or other proceeding; (ii) enforcing, attaching, collecting or recovering in any manner any judgment, award, decree or order; (iii) creating, perfecting or enforcing any lien or encumbrance; (iv) asserting a setoff, right of subrogation or recoupment of any kind against any debt, liability or obligation due to the Debtor; and (c) commencing or continuing in any manner or in any place, any action that does not comply with or is inconsistent with the provision.

Article VIII.J Terms of Injunction or Stays

Unless otherwise provided in the Plan or in the Confirmation Order, all injunctions or stays in effect in the Chapter 11 Case pursuant to Bankruptcy Code section 105 or 362 or any order of the Bankruptcy Court, and extant on the Confirmation Date (excluding any injunctions or stays contained in the Plan or the Confirmation Order), shall remain in full force and effect until the Effective Date. All injunctions or stays contained in the Plan or the Confirmation Order shall remain in full force and effect in accordance with their terms.

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**YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASES, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.**

Dated: July \_\_, 2015  
Wilmington, DE

**LANDIS RATH & COBB LLP**

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Tel: (302) 467-4400  
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*Counsel to the Debtor and Debtor-In-Possession*

# **EXHIBIT D**

**Non-Voting Status Notice - Deemed to Accept**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Ref. Nos. \_\_\_\_

**NON-VOTING STATUS NOTICE WITH RESPECT TO UNIMPAIRED  
CLASSES DEEMED TO ACCEPT THE PLAN OF LIQUIDATION OF SW  
LIQUIDATION, LLC PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE THAT** on [\_\_\_\_\_, 2015], the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [Docket No. \_\_\_] (the “Disclosure Statement Order”) approving, among other things, the *Disclosure Statement for Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”), as containing adequate information, as required under Bankruptcy Code section 1125(a) and authorizing the above-captioned debtor and debtor-in-possession (collectively, the “Debtor”) to solicit votes with regard to the acceptance or rejection of the *Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, supplemented or modified, including all exhibits thereto, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT** the Disclosure Statement, Disclosure Statement Order, Plan and other documents and materials included in the Solicitation Package may be obtained by contacting UpShot Services, LLC (“UpShot”), the administrative agent retained by the Debtor in this Chapter 11 Case, by: (a) calling UpShot at (855) 812-6112; (b) visiting the Debtor’s Chapter 11 Case website at: <http://www.upshotservices.com/saladworks>; and/or (c) writing to SW Liquidation, LLC Ballot Processing, c/o UpShot Services LLC, 7808 Cherry Creek South Drive, Suite 112, Denver CO 80231. You may also obtain copies of any pleadings filed in this Chapter 11 Case for a fee via PACER at: <http://www.deb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because, under the terms of Articles II and/or III of the Plan your Claim(s) against and/or Interest(s) in the Debtor are Unimpaired and, therefore, pursuant to Bankruptcy Code section 1126(f), you are deemed to have accepted the Plan and are, therefore, not entitled to vote on the Plan. Accordingly, this notice and the *Notice of (A) the Solicitation and Voting Procedures and (B) the Objection Deadline and Confirmation Hearing with Respect to the Plan of Liquidation of SW*

<sup>1</sup> The last four digits of the Debtor’s tax identification number are (7282). The Debtor’s mailing address is P.O. Box 440, Gladwyne, PA 19035.

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

*Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* are being sent to you for informational purposes only.

**PLEASE TAKE FURTHER NOTICE THAT** if you have any questions about the status of any of your Claim(s) or Interest(s), you should contact UpShot in accordance with the instructions provided above.

Dated: July \_\_, 2015  
Wilmington, DE

**LANDIS RATH & COBB LLP**

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Adam G. Landis (No. 3407)  
Kerri K. Mumford (No. 4186)  
Kimberly A. Brown (No. 5138)  
919 Market Street, Suite 1800  
Wilmington, DE 19801  
Tel: (302) 467-4400  
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Email: landis@lrclaw.com  
mumford@lrclaw.com  
brown@lrclaw.com

*Counsel to the Debtor and Debtor-In-Possession*

# **EXHIBIT E**

**Non-Voting Status Notice - Deemed to Reject**



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

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Ref. Nos. \_\_\_\_

**NON-VOTING STATUS NOTICE WITH RESPECT TO IMPAIRED  
CLASSES DEEMED TO REJECT THE PLAN OF LIQUIDATION OF SW  
LIQUIDATION, LLC PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE THAT** on [\_\_\_\_\_, 2015], the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [Docket No. \_\_\_\_](the “Disclosure Statement Order”) approving, among other things, the *Disclosure Statement for Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_\_] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”), as containing adequate information, as required under Bankruptcy Code section 1125(a) and authorizing the above-captioned debtor and debtor-in-possession (collectively, the “Debtor”) to solicit votes with regard to the acceptance or rejection of the *Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_\_] (as may be amended, supplemented or modified, including all exhibits thereto, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT** the Disclosure Statement, Disclosure Statement Order, Plan and other documents and materials included in the Solicitation Package may be obtained by contacting UpShot Services, LLC (“UpShot”), the administrative agent retained by the Debtor in this Chapter 11 Case, by: (a) calling UpShot at (855) 812-6112; (b) visiting the Debtor’s Chapter 11 Case website at: <http://www.upshotservices.com/saladworks>; and/or (c) writing to SW Liquidation, LLC Ballot Processing, c/o UpShot Services LLC, 7808 Cherry Creek South Drive, Suite 112, Denver CO 80231. You may also obtain copies of any pleadings filed in this Chapter 11 Case for a fee via PACER at: <http://www.deb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because, under the terms of Article III of the Plan your Claim(s) against and/or Interst(s) in the Debtor are Impaired and, pursuant to Bankruptcy Code section 1126(g), you are conclusively presumed to have rejected the Plan and are, therefore, not entitled to vote on the Plan. Accordingly, this notice and the *Notice of (A) the Solicitation and Voting Procedures and (B) the Objection Deadline and Confirmation Hearing with Respect to Plan of Liquidation of SW Liquidation, LLC*

<sup>1</sup> The last four digits of the Debtor’s tax identification number are (7282). The Debtor’s mailing address is P.O. Box 440, Gladwyne, PA 19035.

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

*Pursuant to Chapter 11 of the Bankruptcy Code* are being sent to you for informational purposes only.

**PLEASE TAKE FURTHER NOTICE THAT** if you have any questions about the status of any of your Claim(s) or Interest(s), you should contact UpShot in accordance with the instructions provided above.

Dated: July \_\_, 2015  
Wilmington, DE

**LANDIS RATH & COBB LLP**

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Adam G. Landis (No. 3407)  
Kerri K. Mumford (No. 4186)  
Kimberly A. Brown (No. 5138)  
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*Counsel to the Debtor and Debtor-In-Possession*

# **EXHIBIT F**

**Ballot**

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

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

**BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN OF LIQUIDATION OF SW LIQUIDATION, LLC  
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 3 —GENERAL UNSECURED CLAIMS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR  
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY UPSHOT  
SERVICES, LLC BY SEPTEMBER 9, 2015 AT 11:59 P.M. PREVAILING  
EASTERN TIME (THE "VOTING DEADLINE")**

The Debtor has sent this Ballot to you because its records indicate that you are a holder of a Class 3 General Unsecured Claim, and accordingly, you have a right to vote to accept or reject the *Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_] (as may be amended, supplemented or modified, including all exhibits thereto, the "Plan"). Your rights are described in the *Disclosure Statement for the Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* and all exhibits related thereto [Docket No. \_\_\_] (as amended from time to time and including all exhibits and supplements thereto, the "Disclosure Statement"). The Bankruptcy Court entered an order [Docket No. \_\_\_](the "Disclosure Statement Order")<sup>2</sup> approving, among other things, the Disclosure Statement as containing adequate information, as required under Bankruptcy Code section 1125.

The Disclosure Statement, the Disclosure Statement Order, the Plan and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. Additionally, the Solicitation Package can be obtained by contacting UpShot Services, LLC ("UpShot"), the administrative agent retained by the Debtor in this Chapter 11 Case, by: (a) calling UpShot at (855) 812-6112; (b) visiting the Debtor's Chapter 11 Case website at: <http://www.upshotservices.com/saladworks>; and/or (c) writing to SW Liquidation, LLC Ballot

<sup>1</sup> The last four digits of the Debtor's tax identification number are (7282). The Debtor's mailing address is P.O. Box 440, Gladwyne, PA 19035.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, as applicable.

Processing, c/o UpShot Services LLC, 7808 Cherry Creek South Drive, Suite 112, Denver CO 80231. You may also obtain copies of any pleadings filed in this Chapter 11 Case for a fee via PACER at: <http://www.deb.uscourts.gov>. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan, to opt out of the third-party release provisions set forth in Article VIII of the Plan (the "Third Party Release Provision") and to opt-in to the settlement that provides for payment of Allowed General Unsecured Claims on the Effective Date in consideration for the waiver of interest set forth in Article VIII of the Plan (the "General Unsecured Claim Settlement"). If you believe you have received this Ballot in error, please contact UpShot at the address or telephone number set forth above.

*You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 3 General Unsecured Claims under the Plan.*

**If UpShot does not receive your Ballot on or before the Voting Deadline, September, 9 2015, at 11:59 p.m. prevailing Eastern Time and if the Voting Deadline is not extended, your vote as either an acceptance or rejection of the Plan will not count and any opt-out of the Third Party Release Provision or opt-in to the General Unsecured Claim Settlement will not be valid. If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you vote.**

**Item 1. Principal Amount of Class 3 General Unsecured Claims.**

The undersigned hereby certifies that as of the Voting Record Date, July 31, 2015 at 4:00 p.m. prevailing Eastern Time, the undersigned was the holder of Class 3 Claims against the Debtor in the following amount (insert amount in box below):

\$ \_\_\_\_\_

**Item 2. Class 3 General Unsecured Claims Vote on the Plan.**

The holder of the Class 3 General Unsecured Claims set forth in Item 1 votes to (please check one):

ACCEPT THE PLAN

REJECT THE PLAN

**ANY BALLOT THAT IS EXECUTED BY THE HOLDER OF A CLAIM OR INTEREST BUT THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN WILL NOT BE COUNTED.**

**Item 3. Opt Out of the Third Party Release Provision**

CHECK THE BOX BELOW TO OPT OUT OF THIRD PARTY RELEASE PROVISION OF ARTICLE VIII OF THE PLAN. THE CONFIRMATION HEARING NOTICE YOU RECEIVED WITH THE BALLOT INCLUDES THE THIRD PARTY RELEASE PROVISION.

The undersigned holder of the Class 3 General Unsecured Claim set forth in Item 1 elects to:

Opt Out of the Third Party Release Provision

**Item 4. Opt In to the General Unsecured Claim Settlement**

CHECK THE BOX BELOW TO OPT IN TO THE GENERAL UNSECURED CLAIM SETTLEMENT SET FORTH IN ARTICLE VIII OF THE PLAN. THE CONFIRMATION HEARING NOTICE YOU RECEIVED WITH THE BALLOT INCLUDES THE GENERAL UNSECURED CLAIM SETTLEMENT PROVISION.

The undersigned holder of the Class 3 General Unsecured Claim set forth in Item 1 elects to:

Opt In to the General Unsecured Claim Settlement

**Item 5. Certifications**

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and to the Debtor:

- a. that either: (i) the Entity is the holder of the Class 3 Claims being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Class 3 Claims being voted;
- b. that the Entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. that the Entity has cast the same vote with respect to all Class 3 Claims; and
- d. that no other Ballots with respect to the amount of the Class 3 Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such Ballots dated earlier are hereby revoked.

Name of holder: \_\_\_\_\_

(Print or Type)

Social Security or Federal Tax Identification Number: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_

(If other than holder)

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**THE BALLOT MUST BE COMPLETED AND SUBMITTED, ON OR BEFORE THE VOTING DEADLINE, BY ONLY ONE OF THE FOLLOWING APPROVED SUBMISSION METHODS:**

<p><b>First Class Mail, Overnight Courier or Hand-Delivery To:</b> SW Liquidation, LLC Ballot Processing c/o UpShot Services LLC 7808 Cherry Creek South Drive, Suite 112 Denver, CO 80231</p>	<p><b>Electronic, online submission at:</b> www.upshotservices.com/Saladworks. Click on the "E-Ballot" section of the Debtor's website and follow the directions to complete and submit your Ballot. You should <b>not</b> also return a hard copy of your Ballot if submitting electronically.</p>
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**EXCEPT AS EXPRESSLY PERMITTED ABOVE WITH RESPECT TO E-BALLOTS, BALLOTS OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, ELECTRONIC MAIL OR OTHER FORM OF ELECTRONIC SUBMISSION WILL NOT BE ACCEPTED.**

**YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH IS SEPTEMBER 9, 2015, AT 11:59 P.M. PREVAILING EASTERN TIME.**

**INSTRUCTIONS FOR COMPLETING BALLOTS**

1. The Debtor is soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined in the Ballot or these instructions shall have the meanings set forth in the Plan or the Disclosure Statement, copies of which also accompany the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you by the terms of the Plan if, among other things, the Plan is confirmed. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot, your decision to opt out of the Third Party Release Provision in the box provided in Item 3 of the Ballot, and your decision to opt in to the General Unsecured Claim Settlement in the box provided in Item 4 of the Ballot; and (c) submit the Ballot (i) to the address set

forth on the enclosed pre-addressed envelope or (ii) electronically at the Debtor's case website, [www.upshotservices.com/Saladworks](http://www.upshotservices.com/Saladworks). The Voting Deadline for the receipt of Ballots by UpShot is September 9, 2015 at 11:59 p.m. prevailing Eastern Time. Your completed Ballot must be received by UpShot on or before the Voting Deadline.

4. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtor may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtor determines otherwise. The method of delivery of Ballots to UpShot is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when UpShot **actually receives** the originally executed Ballot. If a holder of a Claim chooses effecting delivery by mail, it is recommended, though not required, that holders use an overnight or hand delivery service to assure timely delivery. No Ballot should be sent to the Debtor, the Debtor's agents (other than UpShot), or the Debtor's financial or legal advisors and if so sent will not be counted.
6. Except as expressly permitted in the context of electronic submissions of Ballots at the Debtor's case website, [www.upshotservices.com/Saladworks](http://www.upshotservices.com/Saladworks), delivery of a Ballot to UpShot by facsimile, telecopy, e-mail or other form of electronic submissions will **not** be accepted.
7. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan, to opt out of the Third Party Release Provision or to opt in to the General Unsecured Claim Settlement. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtor nor UpShot will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by UpShot, the Debtor, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.



11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim; (b) any Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have wrongly received a Ballot, you should contact UpShot immediately at (855) 812-6112.

**PLEASE SUBMIT YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT UPSHOT AT (855) 812-6112.**

# **EXHIBIT G**

**Non-Voting Status Notice - Disputed**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

SW LIQUIDATION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Ref. Nos. \_\_\_\_

**NON-VOTING STATUS NOTICE WITH RESPECT TO DISPUTED CLAIMS**

**PLEASE TAKE NOTICE THAT** on [\_\_\_\_\_, 2015], the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [Docket No. \_\_\_\_](the “Disclosure Statement Order”) approving, among other things, the *Disclosure Statement for Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_\_] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”), as containing adequate information, as required under Bankruptcy Code section 1125(a) and authorizing the above-captioned debtor and debtor-in-possession (collectively, the “Debtor”) to solicit votes with regard to the acceptance or rejection of the *Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. \_\_\_\_] (as may be amended, supplemented or modified, including all exhibits thereto, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT** the Disclosure Statement, Disclosure Statement Order, Plan and other documents and materials included in the Solicitation Package may be obtained by contacting UpShot Services, LLC (“UpShot”), the administrative agent retained by the Debtor in this Chapter 11 Case, by: (a) calling UpShot at (855) 812-6112; (b) visiting the Debtor’s Chapter 11 Case website at: <http://www.upshotservices.com/saladworks>; and/or (c) writing to SW Liquidation, LLC Ballot Processing, c/o UpShot Services LLC, 7808 Cherry Creek South Drive, Suite 112, Denver CO 80231. You may also obtain copies of any pleadings filed in this Chapter 11 Case for a fee via PACER at: <http://www.deb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because you are the holder of a Claim that is subject to a pending objection by the Debtor. You are not entitled to vote on the Debtor’s Plan unless at least five (5) days before the Voting Deadline (each, a “Resolution Event”):

- a. an order of the Bankruptcy Court is entered allowing such Claim pursuant to Bankruptcy Code section 502(b), after notice and a hearing;

<sup>1</sup> The last four digits of the Debtor’s tax identification number are (7282). The Debtor’s mailing address is P.O. Box 440, Gladwyne, PA 19035.

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

- b. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
- c. a stipulation or other agreement is executed between the holder of such Claim and the Debtor resolving the objection and allowing such Claim in an agreed upon amount;
- d. a stipulation or other agreement is executed between the holder of such Claim and the Debtor temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
- e. the pending objection to such Claim is voluntarily withdrawn by the Debtor.

Accordingly, this notice and the *Notice of (A) the Solicitation and Voting Procedures and (B) the Objection Deadline and Confirmation Hearing with Respect to the Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* are being sent to you for informational purposes only.

**PLEASE TAKE FURTHER NOTICE THAT** if you have any questions about the status of any of your Claim(s) or Interest(s), you should contact UpShot in accordance with the instructions provided above.

Dated: July \_\_, 2015  
Wilmington, DE

**LANDIS RATH & COBB LLP**

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Adam G. Landis (No. 3407)  
Kerri K. Mumford (No. 4186)  
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*Counsel to the Debtor and Debtor-In-Possession*

# **EXHIBIT H**

## **Form of Letter to Voting Class**

[SW Liquidation, LLC Letterhead]

On July 1, 2015, SW Liquidation, LLC, as debtor and debtor-in-possession (collectively, the “Debtor”) filed: (a) the *Disclosure Statement for Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”) and (b) the *Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”). Contemporaneously therewith, the Debtor filed the *Motion of the Debtor for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Certain Dates Related to Solicitation and Confirmation of the Plan; (C) Approving Solicitation and Notice Procedures Related Thereto; (D) Approving the Forms of the Ballot and Notices in Connection Therewith; (E) Establishing Voting and General Tabulation Procedures; and (F) Granting Related Relief* [Docket No. \_\_] (the “Motion”).<sup>1</sup> On [\_\_\_\_], 2015, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered the *Order Approving Motion of the Debtor for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Certain Dates Related to Solicitation and Confirmation of the Plan; (C) Approving Solicitation and Notice Procedures Related Thereto; (D) Approving the Forms of the Ballot and Notices in Connection Therewith; (E) Establishing Voting and General Tabulation Procedures; and (F) Granting Related Relief* [Docket No. \_\_](the “Disclosure Statement Order”), which, among other things, approved certain solicitation procedures (the “Solicitation Procedures”) with respect to the solicitation of votes to accept or reject the Plan.

**You have received this letter and the enclosed materials because you are entitled to vote on the Plan.**

The enclosed materials constitute the Debtor’s “Solicitation Package” and consist of the following:

- a. the Disclosure Statement Order (with the Solicitation Procedures, which is attached as Exhibit A thereto);
- b. the approved form of the Disclosure Statement (together with the Plan) in either paper or CD-ROM format with a form of Ballot and voting instructions with respect thereto (with a pre-addressed, postage prepaid return envelope);
- c. this cover letter;
- d. [a letter from the Official Committee of Unsecured Creditors urging Class 3 General Unsecured Creditors to vote to accept the Plan;]
- e. the Confirmation Hearing Notice; and
- f. such other materials as the Bankruptcy Court may direct.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion, the Plan or the Disclosure Statement, as applicable.

The Debtor has approved the filing and solicitation of the Plan. The Debtor believes that the acceptance of the Plan is in the best interests of its creditors and stakeholders. Since the commencement of the Chapter 11 Case, the Debtor pursued a comprehensive marketing and transaction process to either sell substantially all of the Debtor's assets or recapitalize the Debtor. This extensive process culminated with the Bankruptcy Court's approval of a sale of substantially all the Debtor's assets, with certain exceptions, to SWAC Acquisition, LLC. The liquidation contemplated by the Plan will enable the Debtor to swiftly and efficiently make distributions to holders of Allowed Claims and Interests. In addition, the Debtor believes that the Scardapane Settlement and the General Unsecured Claim Settlement are fair and reasonable given the facts and circumstances of this case, including the uncertainty of litigation and the associated administrative costs absent settlement. The Debtor believes that any alternative other than confirmation of the Plan could result in extensive delays and increased administrative expenses, thereby resulting in smaller distributions on account of valid Claims and Interests against the Debtor.

The Plan Supplement will be filed no later than ten (10) days before the Confirmation Hearing.

**THE DEBTOR, THEREFORE, RECOMMENDS THAT ALL ENTITIES ENTITLED TO VOTE SUBMIT A TIMELY BALLOT VOTING TO ACCEPT THE PLAN.**

**The materials in the Solicitation Package are intended to be self-explanatory. If you have any questions, however, please feel free to contact UpShot Services, LLC ("UpShot"), the administrative agent retained by the Debtor in this Chapter 11 Case by: (a) calling UpShot at (855) 812-6112; (b) visiting the Debtor's Chapter 11 Case website at: <http://www.upshotservices.com/saladworks>; and/or (c) writing to SW Liquidation, LLC Ballot Processing, c/o UpShot Services LLC, 7808 Cherry Creek South Drive, Suite 112, Denver CO 80231. You may also obtain copies of any pleadings filed in this Chapter 11 Case for a fee via PACER at: <http://www.deb.uscourts.gov>.**