

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SW LIQUIDATION, LLC,¹

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Ref. Nos. 335, 336, 337, 404, 413, 417, 418, 419, 420,
421 and 422

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");² 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

¹ 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.

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

Constitution;³ 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.

³ 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, the Committee, WS Finance, LLC and JVSW, LLC, 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 5, 2015
Wilmington, Delaware



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,¹

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. 336] (as amended, modified or supplemented, the “Disclosure Statement”); (b) the *Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 335] (as amended, modified or supplemented, 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. 337] (the “Motion”).² On August 3, 2015, the Debtor filed an amended Disclosure Statement [Docket No. 418] and an amended Plan [Docket No. 417].

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).

¹ 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.

² 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.

- d. **“Confirmation Hearing Notice”** means that certain notice of the Confirmation Hearing approved by the Bankruptcy Court in the Disclosure Statement Order.
- 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 Statements³ 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 "*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.

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 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;
- 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, must submit proper evidence to the requesting party of the authority to so act on behalf of the subject holder within two (2) days of the request;
- 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,¹

Debtor.

Chapter 11

Case No. 15-10327 (LSS)

Ref Nos. 335, 336 & 337

**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. 336] (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. 335] (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. 337] (the “Motion”).²

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

¹ 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.

² 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 July 29, 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 7, 2015
Wilmington, DE

LANDIS RATH & COBB LLP

Adam G. Landis (No. 3407)
Kerri K. Mumford (No. 4186)
Kimberly A. Brown (No. 5138)
Travis J. Ferguson (No. 6029)
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mumford@lrclaw.com
brown@lrclaw.com
ferguson@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,¹

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 *Amended Disclosure Statement for the Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 418] (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 *Amended Plan of Liquidation of SW Liquidation, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 417] (as may be amended, supplemented or modified, including all exhibits thereto, the "Plan").²
- 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

¹ 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.

² 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; (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 and (d) counsel to WS Finance, LLC and JVSJ, LLC, Weir & Partners LLP, Attn: Kenneth E. Aaron, Esq. and Jeffrey S. Cianciulli, Esq., The Widener Building, Suite 500, 1339 Chestnut Street, Philadelphia, PA 19107 (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 post-petition interest, as approved by the holder of such Allowed General Unsecured Claim pursuant to a vote in favor of the Plan and does not opt-out of the General Unsecured Claims Settlement, all Allowed General Unsecured Claims shall be paid on the Effective Date and all holders of such Allowed General Unsecured Claims agree to waive post-petition 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 and does not opt-out of the General Unsecured Claims Settlement, (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) preliminary 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.

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

Adam G. Landis (No. 3407)
Kerri K. Mumford (No. 4186)
Kimberly A. Brown (No. 5138)
919 Market Street, Suite 1800
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mumford@lrclaw.com
brown@lrclaw.com

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,¹

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").²

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*

¹ 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.

² 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

Adam G. Landis (No. 3407)
Kerri K. Mumford (No. 4186)
Kimberly A. Brown (No. 5138)
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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,¹

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").²

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 Interest(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*

¹ 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.

² 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

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,¹

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")² 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

¹ 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.

² 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 out of 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-out of 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 Out of the General Unsecured Claim Settlement

CHECK THE BOX BELOW TO OPT OUT OF 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 Out of 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>First Class Mail, Overnight Courier or Hand-Delivery To: SW Liquidation, LLC Ballot Processing c/o UpShot Services LLC 7808 Cherry Creek South Drive, Suite 112 Denver, CO 80231</p>	<p>Electronic, online submission at: 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 not 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 out of 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. 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, 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 out of 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,¹

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").²

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;

¹ 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.

² 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

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 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”).¹ 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.

¹ 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.dcb.uscourts.gov>.