

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

<p>In re:</p> <p>Supply Source Enterprises, Inc., <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 24-11054 (BLS)</p> <p>(Jointly Administered)</p> <p><b>Objection Deadline: August 23, 2024 at 4:00 p.m. (ET)</b>  <b>Hearing Date: September 4, 2024 at 10:00 a.m. (ET)</b></p>
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**DEBTORS’ MOTION FOR ENTRY OF AN ORDER (I) GRANTING INTERIM APPROVAL OF THE ADEQUACY OF DISCLOSURES IN THE COMBINED PLAN AND DISCLOSURE STATEMENT; (II) SCHEDULING A COMBINED HEARING AND SETTING DEADLINES RELATED THERETO; (III) APPROVING SOLICITATION PACKAGES AND PROCEDURES; (IV) APPROVING THE FORM OF BALLOT; AND (V) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (the “Debtors”), by and through their undersigned counsel, hereby submit this motion (the “Motion”) for the entry of an order substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”) (a) granting interim approval of the adequacy of disclosures (the “Disclosures”) contained in the *Combined Joint Chapter 11 Plan of Liquidation and Disclosure Statement of Supply Source Enterprises, Inc. and Its Debtor Affiliates* filed contemporaneously herewith (the disclosure statement portion thereof, the “Disclosure Statement”) and the chapter 11 plan portion thereof, the “Plan,” including all exhibits thereto and as amended, supplemented, or otherwise modified from time to time, and collectively the “Combined Plan and Disclosure Statement”),<sup>2</sup> (b) scheduling a final hearing on

<sup>1</sup> The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Supply Source Enterprises, Inc. (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Impact Products, LLC (7450); and The Safety Zone, LLC (4597). The Debtors’ headquarters are located at 385 Long Hill Road, Guilford, Connecticut 06437.

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



approval of the adequacy of Disclosures contained in the Disclosure Statement, combined with a hearing on confirmation of the Plan, and related deadlines (the “Combined Hearing”); (c) approving the solicitation procedures set forth herein; (d) approving the form of ballot for the voting class and the form of notice to non-voting classes; and (e) granting related relief as set forth in the Proposed Order. In support of this Motion, the Debtors respectfully state as follows:

**JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has 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 February 29, 2012. This matter is a “core” proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to the entry of a final judgment or order with respect to this Motion if it is determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. Venue of these chapter 11 cases (the “Chapter 11 Cases”) in this district is proper under 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 105, 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2002, 3016, 3017, 3018, 3020, and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 2002-1, 3017-1, and 3017-2.

## **BACKGROUND**

### **A. Chapter 11 Cases**

5. On May 21, 2024 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. These Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b). *See* Docket No. 45. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On June 3, 2024, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors in these Chapter 11 Cases (the “Committee”). *See* Docket No. 82. No request has been made for the appointment of a trustee or examiner.

6. The Debtors are leading distributors of branded and private label personal protective equipment and janitorial, safety, hygiene, and sanitation products. The Debtors’ key products fall into the categories of gloves, core cleaning, safety, and food service. Working directly with suppliers and vendors in the United States and Asia, the Debtors source, supply, and ship their products to a diverse customer base, including janitorial and sanitation providers, supply distributors, safety products resellers and wholesalers, and food service and food processing distributors and retailers. Additionally, the Debtors offer advanced customization capabilities, hot stamping, pad printing, and silk-screening labeling services for unique design, logo, or packaging specification requested by customers.

7. On July 10, 2024, the Court entered the Sale Order approving the Sale of substantially all of the Assets to the Purchaser. The Sale closed on July 19, 2024. *See* Docket No. 257.

8. Additional information about the Debtors’ business and the events leading up to the Petition Date can be found in the *Declaration of Thomas Studebaker in Support of Debtors’*

*Chapter 11 Petitions and First Day Motions* [Docket No. 3], which is incorporated herein by reference.

**B. The Combined Plan and Disclosure Statement**

9. Concurrently herewith, the Debtors filed the Combined Plan and Disclosure Statement. The Combined Plan and Disclosure Statement provides for the liquidation of the Debtors' remaining assets after the closing of the Sale, establishment of the Liquidation Trust, wind down and dissolution of the Debtors, and distributions to Holders of Allowed Claims through the Liquidation Trust.

10. If confirmed and consummated, pursuant to the Combined Plan and Disclosure Statement and the Liquidation Trust Agreement, the Liquidation Trust, will administer the Liquidation Trust Assets and make one or more Distribution(s) to Beneficiaries.

11. Claims and Interests are classified as follows pursuant to the Combined Plan and Disclosure Statement:

Class	Claim/Interest	Estimated Allowed Amount of Claims <sup>3</sup>	Status	Voting Rights	Projected Recovery <sup>4</sup>
1	Miscellaneous Secured Claims	\$[]	Unimpaired	Not Entitled to Vote (Deemed to Accept)	100%
2	Other Priority Claims	\$[]	Unimpaired	Not Entitled to Vote (Deemed to Accept)	100%
3	General Unsecured Claims	\$[] - \$[]	Impaired	Entitled to Vote	0-100%
4	Subordinated Claims	\$[0.00]	Impaired	Not Entitled to Vote (Deemed to Reject)	0%
5	Existing Equity	\$[]	Impaired	Not Entitled to Vote (Deemed to Reject)	0%

12. As shown above, the Combined Plan and Disclosure Statement presently provides for five (5) different Classes of Claims and Interests. Under the Combined Plan and Disclosure Statement, Claims in Class 3 (the “Voting Class”) are Impaired, and the Holders of such Claims are entitled to vote to reject or accept the Plan. Claims in Classes 1 and 2 (collectively, the “Unimpaired Classes”) are Unimpaired by the Plan, and the Holders of such Claims are deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code and are therefore not entitled to vote. Holders of Claims and Interests in Classes 4 and 5 (collectively, the “Deemed Rejecting Classes”) are Impaired, will not receive or retain any property under the

<sup>3</sup> These amounts represent estimated Allowed Claims against the Debtors and do not represent amounts actually asserted by creditors in Proofs of Claim or otherwise. The Debtors have not completed their analysis of Claims in the Chapter 11 Cases, and all objections to such Claims have not been filed and/or fully litigated and may continue following the Effective Date. Therefore, there can be no assurances of the exact amount of the Allowed Claims at this time. Rather, the actual amount of the Allowed Claims may be greater or lower than estimated.

<sup>4</sup> The estimated percentage recovery is based upon, among other things, an estimate of the Allowed Claims against the Debtors in the Chapter 11 Cases. The actual amount of the Allowed Claims may be greater or lower than estimated. Thus, the actual recoveries may be higher or lower than projected depending upon, among other things, the amounts and priorities of Claims that are actually Allowed by the Bankruptcy Court and the actual amount of cash available for Distribution.

Combined Plan and Disclosure Statement, are deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code, and are not entitled to vote.

13. In addition, pursuant to section 1123(a)(1) of the Bankruptcy Code, the Combined Plan and Disclosure Statement designates three categories of Claims that are entitled to receive Distributions under the Combined Plan and Disclosure Statement, but are not classified for purposes of voting to accept or reject the Combined Plan and Disclosure Statement. These categories of Claims are (a) Administrative Claims, (b) Professional Fee Claims, and (c) Priority Tax Claims.

**RELIEF REQUESTED**

14. By this Motion, the Debtors request (a) interim approval of the adequacy of Disclosures solely to permit the Debtors to solicit the Combined Plan and Disclosure Statement, with final approval of the Disclosures combined with the hearing on confirmation of the Plan as contemplated by Local Rule 3017-2; (b) scheduling the Combined Hearing, and fixing other dates and deadlines related to solicitation and confirmation of the Combined Plan and Disclosure Statement, as set forth in the proposed confirmation schedule below; (c) approving certain solicitation, notice, and tabulation procedures with respect to confirmation of the Plan; (d) approving the form of the ballot and notices in connection therewith; and (e) granting other related relief.

15. A summary of the key dates the Debtors seeks to establish, subject to the Court's availability, are as follows:

<b>PROPOSED TIMETABLE</b>	
<b>Event</b>	<b>Date</b>
Objection Deadline for Conditional Approval of the Disclosure Statement	August 23, 2024 at 4:00 p.m. (ET)
Hearing on Conditional Approval of the Disclosure Statement	September 4, 2024 at 10:00 a.m. (ET)
Voting Record Date	One (1) Business Day after entry of an order on the Motion
Deadline to Mail Solicitation Packages / Solicitation Commences	Three (3) business days after entry of the Proposed Order at 11:59 p.m.
Deadline for Creditors to File Rule 3018 Motions	Fourteen (14) days after service of the Combined Hearing Notice
Deadline for Debtors and Parties In Interest to Respond to Rule 3018 Motions	Twenty-one (21) days after service of the Combined Hearing Notice
Deadline to File Plan Supplement	Seven (7) days prior to the Voting Deadline
Deadline to file and serve Objections to Confirmation and/or final approval of the adequacy of the Disclosures	Twenty-eight (28) days after service of the Combined Hearing Notice
Voting Deadline	No more than ten (10) days prior to the Combined Hearing
Deadline for Debtors to File a Reply to any Objection, Confirmation Brief, and Voting Tabulation Affidavit	Three (3) business days prior to the Combined Hearing
Combined Hearing on Final Approval of Disclosures and Confirmation of the Plan	Date that is at least thirty-five (35) days from the date of service of the Combined Hearing Notice

**BASIS FOR RELIEF REQUESTED**

**A. Combined Hearing**

16. Section 1128 of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan” and that “[a] party in interest may object to confirmation of a plan.” 11 U.S.C. § 1128; *see also* Fed. R. Bankr. P. 3017(c).<sup>5</sup>

17. Local Rule 3017-2(a) applies “to all cases arising under chapter 11 of the Code where a plan proponent is seeking Court permission to have combined hearings on approval of a disclosure statement and confirmation of a plan . . . .” Del. Bankr. L.R. 3017-2(a). Local Rule 3017-2(b) recognizes that a plan proponent may combine a disclosure statement with a plan and that a combined plan proponent may file a motion seeking interim approval of (a) the disclosure statement, (b) solicitation procedures, and (c) the scheduling of a joint hearing to consider final approval of the adequacy of the disclosure statement and confirmation of the proposed plan. Del. Bankr. L.R. 3017-2(b). The Debtors believe that the proposed Combined Plan and Disclosure Statement provides the most efficient means to wind down operations in an orderly manner, maximize the value of the Debtors’ estates, and distribute recoveries to creditors.

18. Local Rule 3017-2(a) includes a non-exhaustive example list of

“[s]ituations in which the use of the procedures set forth in this rule would be appropriate, includ[ing], but [] not limited to, the following non-exclusive examples:

- i. The plan proposes to treat as unimpaired (x) all classes of unsecured claims, and (y) all classes of interests in any debtor that is a public company;
- ii. The debtor(s), in the aggregate, have less than fifty general unsecured creditors; the proposed plan does not seek non-consensual releases/injunctions with respect to the claims creditors may hold against non-debtor parties; none of the

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<sup>5</sup> Bankruptcy Rule 3017(c) provides that “[o]n or before approval of the disclosure statement, the court . . . may fix a date for the hearing on confirmation.” Fed. R. Bankr. P. 3017(c).



debtor(s) are public companies, or the classes of interest in any debtor that is a public company public are unimpaired;

- iii. The proposed plan is a liquidating plan; general unsecured creditors are not entitled to vote on the plan because they are deemed to reject it; the plan does not seek any form of release or injunction in favor of non-debtor parties from creditors or interest holders in classes that are deemed to reject the plan;
- iv. The proposed plan is a liquidating plan in which all or substantially all of the assets of the debtor(s) were or will be liquidated pursuant to a sale under 11 U.S.C. § 363; the plan does not seek nonconsensual releases/injunctions with respect to claims creditors may hold against non-debtor parties; and the debtor(s)'s combined assets to be distributed pursuant to the proposed plan are estimated, in good faith, to be worth less than \$25 million (excluding causes of action)."

Del. Bankr. L.R. 3017-2(a).

19. Although the list of examples providing for a combined hearing under Local Rule 3017-2(a) is non-exhaustive, relief is appropriate here because:

- i. The Debtors collectively have a limited number of general unsecured creditors;
- ii. The Combined Plan and Disclosure Statement does not seek non-consensual releases with respect to claims creditors may hold against non-debtor parties;
- iii. Other than the value of the causes of action the Debtors are retaining under the Combined Plan and Disclosure Statement (which value is uncertain), the combined assets to be distributed under the Combined Plan and Disclosure Statement will be less than \$25 million;
- iv. The Combined Plan and Disclosure Statement is a liquidating plan in which all or substantially all of the assets of the Debtors will be liquidated or have been liquidated pursuant to a sale under 11 U.S.C. § 363; and
- v. No Debtor is a public company.

20. Additionally, section 105(d) of the Bankruptcy Code expressly authorizes the Court to "issue an order . . . that . . . provides that the hearing on approval of the disclosure statement may be combined with the hearing on confirmation of the plan" where the Court deems a combined

hearing to be “appropriate to ensure that the case is handled expeditiously and economically.” *See* 11 U.S.C. § 105(d)(2)(B)(vi); *see also In re Gulf Coast Oil Corp.*, 404 B.R. 407, 425 (Bankr. S.D. Tex. 2009) (“Section 1125(f) authorizes combined plans and disclosure statements in small business cases and § 105(d) authorizes the court to combine them in other cases.”).

21. Pursuant to this authority, courts in this District have combined hearings on approval of disclosure statements and confirmation of plans in chapter 11 cases. *See e.g., In re Taronis Fuels, Inc.*, No. 22-11121 (BLS) (Bankr. D. Del. June 28, 2024) [Docket No. 844]; *In re Icon Aircraft, Inc.*, No. 24-10703 (CTG) (Bankr. D. Del. June 3, 2024) [Docket No. 248]; *In re Humanigen, Inc.*, No. 24-10003 (BLS) (Bankr. D. Del. May 1, 2024) [Docket No. 250]; *In re TREX Wind-Down, Inc.*, No. 23-10584 (JKS) (Bankr. D. Del. Mar. 20, 2024) [Docket No. 296]; *In Peer Street, Inc. et al.*, No. 23-10851 (LSS) (Bankr. D. Del. March 13, 2024) [Docket No. 943]; *In re Legacy IMBDS, Inc.*, No. 23-10852 (KBO) (Bankr. D. Del. Nov. 2, 2023) [Docket No. 701].

22. Consistent with the foregoing authority, the Debtors respectfully request that the Court consolidate its approval of the Disclosures and confirmation of the Plan at the single Combined Hearing and enter an order scheduling the Combined Hearing for **a date that is at least thirty-five (35) days from the date of service of the Combined Hearing Notice**, subject to the Court’s availability. A combined hearing will streamline and expedite the confirmation process, which will inure directly to the benefit of the Debtors’ creditors by hastening the implementation of the Combined Plan and Disclosure Statement. Accordingly, the Combined Hearing will spare the Debtors the additional administrative expenses associated with a two-stage process and promote judicial efficiency and economy.

**B. Request for Interim Approval of the Disclosures**

23. As noted above, the Debtors intend to seek final approval of the Disclosures at the Combined Hearing. By this Motion, the Debtors submit that the Disclosures contain adequate

information. Accordingly, the Debtors request that the Court (a) approve the adequacy of the Disclosures on an interim basis to permit the Debtors to use the Combined Plan and Disclosure Statement in the solicitation process as described herein and (b) approve the Disclosures on a final basis as part of the order confirming the Plan.

24. Pursuant to section 1125 of the Bankruptcy Code, the proponent of a proposed chapter 11 plan must provide “adequate information” regarding that plan to holders of impaired claims and interests entitled to vote on the plan. Specifically, section 1125(a)(1) of the Bankruptcy Code states, in relevant part:

“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. . . . [I]n determining whether a disclosure statement provides adequate information, the court shall consider the complexity of the case, the benefit of additional information to creditors and other parties in interest, and the cost of providing additional information . . . .

11 U.S.C. § 1125(a)(1).

25. The primary purpose of a disclosure statement is to provide all material information that creditors and interest holders affected by a proposed plan need to make an informed decision regarding whether or not to vote for the plan. *See, e.g., Century Glove, Inc. v. First Am. Bank of 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.”). In enacting the Bankruptcy Code, Congress contemplated that creditors would be in active negotiations with the debtor over a plan, thus the necessity of adequate information was intended to help creditors in their negotiations. *See Century Glove*, 860 F.2d at 100.

26. The standard for disclosure is flexible, and “adequate information” is determined by the 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.”); *see also Cadle Co. II, Inc. v. PC Liquidation Corp. (In re PC Liquidation Corp.)*, 383 B.R. 856, 865 (E.D.N.Y. 2008) (“[W]hat constitutes ‘adequate information’ in any particular situation is determined on a case-by-case basis . . . with the determination being largely within the discretion of the bankruptcy court.”) (citations omitted).

27. Section 1125 of the Bankruptcy Code affords substantial discretion to the bankruptcy court in considering the adequacy of a disclosure statement. *See, e.g., Lisanti v. Lubetkin (In re Lisanti Foods, Inc.)*, 329 B.R. 491, 507 (D.N.J. 2005) (“The legislative notes to § 1125 provision provide that ‘[b]oth the kind and form of information are left essentially to the judicial discretion of the court, guided by the specification . . . that it be of a kind and in sufficient detail that a reasonable and typical investor can make an informed judgment about the plan.’”); *see also In re River Vill. Assocs.*, 181 B.R. 795, 804 (E.D. Pa. 1995). Although the disclosure of all factors is not necessary in every case, relevant factors that courts consider for evaluating the adequacy of a disclosure statement include: (a) the events leading to the filing of a bankruptcy petition; (b) a description of the available assets and their value; (c) the anticipated future of the company; (d) the source of information stated in the disclosure statement; (e) the estimated return to creditors under a chapter 7 liquidation; (f) the accounting method used to produce financial information and the name of the accountants responsible for such information; (g) the future management of the debtor; (h) the chapter 11 plan or a summary thereof; (i) the estimated administrative expenses, including attorneys’ and accountants’ fees; (j) the collectability of

accounts receivable; (k) financial information, data, valuations or projections relevant to the creditors' decisions to accept or reject the chapter 11 plan; (l) information relevant to the risks posed to creditors under the plan; (m) the actual or projected realizable value from recovery of preferential or otherwise voidable transfers; (n) litigation likely to arise in a nonbankruptcy context; (o) tax attributes of the debtor; and (p) the relationship of the debtor with the affiliates. *See In re U.S. Brass Corp.*, 194 B.R. 420, 424–25 (Bankr. E.D. Tex. 1996); *accord In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (recognizing that certain categories of information which may be necessary to be addressed within a disclosure statement in one case may be omitted in another).

28. Here, the Disclosures contain ample information to allow well-informed judgments on the Combined Plan and Disclosure Statement. Specifically, the Disclosures contain detailed information with respect to, among other things, the Debtors' business and prepetition capital structure, the relevant events and circumstances preceding these Chapter 11 Cases, and the major events during the administration of these Chapter 11 Cases. Thus, the Debtors respectfully submit that the Disclosures contain "adequate information" within the meaning of section 1125 of the Bankruptcy Code. Accordingly, the Court should authorize the Debtors to use the Combined Plan and Disclosure Statement during the solicitation period, subject to objections, and approve the Disclosures on a final basis at the Combined Hearing.

29. The procedures described herein (the "Solicitation Procedures") provide for solicitation of the Combined Plan and Disclosure Statement in accordance with Local Rule 3017-2, and ensure that creditors and parties in interest will have sufficient time to review the Combined Plan and Disclosure Statement and file objections thereto in advance of the Combined Hearing.

The Debtors will consider all requests to make reasonable changes to the Combined Plan and Disclosure Statement in advance of the hearing on this Motion.

**C. Scheduling the Combined Hearing and Setting Objection Deadline**

30. Pursuant to sections 1128(a) and 105(d)(2)(B)(vi) of the Bankruptcy Code and Local Rule 3017-2, the Debtors request that the Court set a joint hearing to consider final approval of the Disclosures and confirmation of the Combined Plan and Disclosure Statement.

31. The Debtors respectfully request that the Court (a) set the Combined Hearing for a **date that is at least thirty-five (35) days from the date of service of the Combined Hearing Notice**, subject to the Court's availability; and (b) set **twenty-eight (28) days after service of the Combined Hearing Notice** as the time by which any objections to final approval of the Disclosures and confirmation of the Plan must be filed (the "Objection Deadline"). This will provide creditors and other parties in interest with not less than 35 days' notice prior to the proposed date of the Combined Hearing as required by Bankruptcy Rule 2002(b) and 21 days' notice prior to the Objection Deadline.

32. The Debtors request that the Court require that any objection to confirmation of the Plan ("Plan Objections") must be in writing, must conform to the Bankruptcy Rules, must set forth the name of the objector, the nature and amount of Claims or Interests held or asserted by the objector against the Debtors, the basis for the objection, and the specific grounds of the objection. Plan Objections must be filed with the Court and served upon: (a) co-counsel to the Debtors, McDermott Will & Emery LLP, 444 West Lake Street, Chicago, IL 60606, Attn: Felicia Gerber Perlman (fperlman@mwe.com), Bradley Thomas Giordano (bgiordano@mwe.com), and Carole M. Wurzelbacher (cwurzelbacher@mwe.com) and Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, DE 19801, Attn: M. Blake Cleary (bcleary@potteranderson.com), R. Stephen McNeill (rmcneill@potteranderson.com), and Katelin

A. Morales (kmorales@potteranderson.com); (b) Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Benjamin A. Hackman (Benjamin.a.hackman@usdoj.gov) and Malcolm M. Bates (Malcolm.m.bates@usdoj.gov); and (c) co-counsel to the Committee, Orrick, Herrington & Sutcliffe LLP, 51 West 52<sup>nd</sup> Street, New York, NY 10019, Attn: Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com) and Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, DE 19801, Attn: Domenic E. Pacitti (dpacitti@klehr.com) and Richard M. Beck (rbeck@klehr.com) (collectively, the “Objection Recipients”).

33. The Debtors believe that the proposed timing for filing and service of Plan Objections and proposed modifications, if any, will afford the Court, the Debtors, and other parties in interest sufficient time to consider objections and proposed modifications, if any, prior to the Combined Hearing.

**D. Approval of Form and Manner of Notice of Combined Hearing**

34. The Debtors request approval of the notice of the Combined Hearing substantially in the form of Exhibit 1 attached to the Proposed Order (the “Combined Hearing Notice”).

35. The Debtors propose to set the **first business day after entry of the Proposed Order** as the record date for purposes of determining which Holders of Claims and Equity Interests are potentially entitled to vote to accept or reject the Combined Plan and Disclosure Statement for purposes of serving the Combined Hearing Notice (the “Voting Record Date”). Pursuant to Bankruptcy Rules 2002 and 3017(d), the Combined Hearing Notice contains: (a) the Court’s interim approval of the adequacy of Disclosures; (b) the deadline for voting on the Plan; (c) the date of the Combined Hearing; (d) the deadline and procedures for filing Plan Objections; and (e) directions on how to obtain copies of those documents upon request by any parties in interest. As

required by Local Rule 3017-2(b)(iv), the Debtors certify that notice of the deadline to object to final approval of the Disclosures and confirmation of the Combined Plan and Disclosure Statement will comply with Bankruptcy Rule 2002(b), and that the date of the Combined Hearing shall not be less than seven days after such objection deadline (unless otherwise ordered by the Court).

36. The Combined Hearing Notice will be served upon: (a) the Office of the United States Trustee for the District of Delaware (Attn: Malcolm M. Bates, email: Malcolm.Bates@usdoj.gov); (b) the Committee; (c) banks and financial institutions where the Debtors maintain accounts; (d) the Internal Revenue Service; (e) counsel to the DIP Lender; (f) counsel to the Prepetition Secured Parties; (g) all equity holders of the Debtors; (h) to the extent not included above, all parties in interest listed on Debtors' creditor matrix; and (i) any party that has requested notice pursuant to Bankruptcy Rule 2002.

#### **SOLICITATION AND VOTING PROCEDURES**

37. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to creditors and equity security holders for purposes of soliciting their votes and providing adequate notice of a hearing to confirm a plan. Bankruptcy Rule 3017(d) provides in relevant part:

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 in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and



- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

Fed. R. Bankr. P. 3017(d).

38. In accordance with Bankruptcy Rule 3017(d) following the Court's conditional approval of the Disclosures, the Debtors intend to distribute the Combined Plan and Disclosure Statement and solicit votes thereon prior to the Combined Hearing. Bankruptcy Rule 3017(e) provides that "the court shall consider the procedures for transmitting the documents and information required by [Bankruptcy Rule 3017(d)] to beneficial holders of stock, bonds, debentures, notes, and other securities, determine the adequacy of such procedures and enter such orders as the court deems appropriate." Fed. R. Bankr. P. 3017(e). As set forth herein, the Solicitation Procedures are in compliance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

**A. Solicitation Package**

39. In accordance with Bankruptcy Rule 3017(d), the Debtors propose that the appointed notice, claims, and solicitation agent, Kurtzman Carson Consultants, LLC (d/b/a Verita Global) (the "Solicitation Agent") transmit or cause to be transmitted by first class mail to parties entitled to vote on the Plan (the "Voting Parties") a package containing: (a) the Combined Hearing Notice; (b) the Combined Plan and Disclosure Statement; (c) the ballot, substantially in the form attached to the Proposed Order as **Exhibit 3** (the "Ballot"), as applicable; (d) a pre-addressed, return envelope; and (e) such other information as the Court may direct or approve (collectively,

the “Solicitation Package”). The Debtors submit that such materials and manner of service satisfy the requirements of Bankruptcy Rule 3017(d).

40. The Debtors request that they be authorized to distribute the Combined Plan and Disclosure Statement in an electronic format, including a thumb drive. Distribution in this manner will translate to significant cost savings for the Debtors’ estates. Furthermore, any party that receives the Combined Plan and Disclosure Statement in electronic format but would prefer paper format may contact the Notice, Claims, and Solicitation Agent and request paper copies of the materials received in electronic format, at the Debtors’ expense.

41. Pursuant to section 1126(f) of the Bankruptcy Code, Unimpaired Creditors are “conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class . . . is not required.” 11 U.S.C. § 1126(f). Accordingly, the Debtors submit that they need not transmit Solicitation Packages to Holders of Claims in the Unimpaired Classes who are Unimpaired and deemed to have accepted the Combined Plan and Disclosure Statement.

42. Furthermore, pursuant to section 1126(g) of the Bankruptcy Code, “a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests.” 11 U.S.C. § 1126(g). Therefore, the Debtors submit that they need not transmit Solicitation Packages to Holders of Claims and Interests in any Class that will not receive any distribution or retain property under the Combined Plan and Disclosure Statement and are deemed to have rejected the Combined Plan and Disclosure Statement.

43. The Debtors propose to mail or cause to be mailed to Holders of Claims and Interests in the Unimpaired Classes and the Deemed Rejecting Classes (together, the “Non-Voting Classes”), at the address to which notices are required to be sent pursuant to Bankruptcy

Rule 2002(g), a notice, substantially in the form attached to the Proposed Order as **Exhibit 2** (the “Non-Voting Notice”), setting forth: (a) the non-voting classes; (b) summary of the treatment of Claims and Interests under the Combined Plan and Disclosure Statement; (c) the date and time of the Combined Hearing; and (d) the deadline and procedures for filing Plan Objections. The Non-Voting Notice will indicate that Non-Voting Parties may obtain a copy of the Combined Plan and Disclosure Statement free of charge from the Solicitation Agent. The Non-Voting Notice contains all of the required information with respect to the Combined Hearing, and, for the avoidance of doubt, the Debtors seek direction to send only the Non-Voting Notice to Holders of Claims and Interests in the Non-Voting Classes.

44. As indicated above, upon conditional approval of the Disclosures, the Solicitation Agent will serve on the appropriate parties either (a) a Solicitation Package or (b) a Non-Voting Notice. In addition, to the extent a Holder of a Claim in the Voting Class has filed (a) duplicate proofs of claim with respect to a single Claim against the Debtors, or (b) proofs of claim amending previous proofs of claim with respect to the Debtors, such Holder of a Claim shall be entitled to receive only one Solicitation Package and one Ballot for voting such Claim, whether or not the Debtors have objected to such Claim(s).

**B. Ballots and Voting**

45. The Debtors propose that the Court establish the **first business day after entry of the Proposed Order** as the Voting Record Date for the purposes of determining (a) which Creditors are entitled to receive a Solicitation Package and may be entitled to vote on the Plan,

subject to the disallowance of such Creditors' Claims for voting purposes as set forth herein, or (b) the Holders of Claims and Interests entitled to receive the Non-Voting Notice.<sup>6</sup>

46. The Solicitation Agent shall be permitted to inspect, monitor, and supervise the solicitation process; inspect and tabulate the Ballots; and certify to the Court the results of the balloting.

47. The Debtors additionally request that Creditors seeking to have a Claim temporarily allowed for purposes of voting to accept or reject the Combined Plan and Disclosure Statement pursuant to Bankruptcy Rule 3018(a) be required to file a motion (the "3018 Motion") for such relief no later than **fourteen (14) days after service of the Combined Hearing Notice**. The deadline for any party in interest to object to a 3018 Motion shall be **twenty-one (21) days after service of the Combined Hearing Notice**. Any such 3018 Motion may also be resolved by agreement between the Debtors and the movant without the requirement for further order or approval of the Court.

**C. Approval of Procedures for Vote Tabulation**

48. The Debtors respectfully request that the Court approve the voting and tabulation procedures described herein in accordance with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a).

49. Section 1126(c) of the Bankruptcy Code 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.

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<sup>6</sup> The Debtors request that the Court establish the Voting Record Date for voting purposes only and that the Voting Record Date shall not affect who is entitled to receive distributions under the Combined Plan and Disclosure Statement.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that the “court after notice and hearing may temporarily allow [a] 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).

50. To be counted as votes to accept or reject the Plan, Ballots must be properly executed, completed, and delivered to the Solicitation Agent by first class mail, overnight courier, messenger, or hand delivery to the following address: **Supply Source Ballot Processing Center c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245**. The Solicitation Agent is authorized to accept Ballots via online transmission solely through an online balloting upload portal on the Debtors’ case website.

51. The Debtors request that the Court approve the vote tabulation methodology as more fully set forth in the voting instructions on the Ballots utilized by the Debtors (the “Tabulation Procedures”). The Debtors may not count or consider for any purpose in determining whether the Plan has been accepted or rejected the following Ballots: (a) any Ballot that is received after the deadline to vote to accept or reject the Plan (the “Voting Deadline”); (b) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder; (c) any Ballot cast by a Person or Entity that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (d) any unsigned Ballot; (e) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan; (f) any Ballot that was not accompanied by an original signature; (g) any Ballot submitted by a party not entitled to cast a vote with respect to the Plan; (h) any Ballot sent only to the Debtors or the Debtors’ professionals and not the Solicitation Agent; (i) any form of Ballot other than the official form sent by the Solicitation Agent; (j) any Ballot cast for a Claim that is scheduled as contingent, unliquidated, or disputed or as zero or unknown in amount and for which no 3018 Motion was filed pursuant to Bankruptcy Rule 3018(a); and (k) any form

of Ballot received that the Solicitation Agent cannot match to an existing database record of a Creditor.

52. Whenever a Holder of a Claim casts more than one Ballot voting the same Claim before the Voting Deadline, only the last-dated valid Ballot timely received will be deemed to reflect the Holder's intent and will supersede any prior Ballots.

53. The Debtors request that the Court fix **three (3) business days prior to the Combined Hearing** as the deadline for Solicitation Agent to file its affidavit verifying the mailing of Ballots and the results of its voting tabulations reflecting the votes cast to accept or reject the Plan.

**D. Deadline for Plan Supplements**

54. Local Rule 3017-2(e) permits a plan proponent to file any plan supplement on or before seven days before the earlier of (a) the deadline for submission of ballots to vote to accept or reject a plan, or (b) the deadline to object to confirmation of the plan, unless otherwise ordered by the Court. Del. Bankr. L.R. 3017-2(e). The Debtors reserve the right to supplement the Combined Plan and Disclosure Statement pursuant to Local Rule 3017-2(e) and request that the Court set the deadline for the filing of any plan supplements to **seven (7) days prior to the Voting Deadline at 11:59 p.m. (ET)**

**E. Additional Process and Procedures**

55. The Debtors request authorization to make non-substantive changes to the Combined Plan and Disclosure Statement, the Ballot, the notices, and any related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make nonmaterial conforming changes to the Combined Plan and Disclosure Statement, and any other materials in the Solicitation Packages and Non-Voting Notice, as applicable, before the distribution of such materials.

**NOTICE**

56. Notice of this Motion will be provided to the following parties or their respective counsel: (a) the U.S. Trustee; (b) the Committee; (c) the DIP Lender; (d) the Prepetition Secured Parties; and (e) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that, in light of the nature of the relief requested, no further notice is necessary.

*[Remainder of Page Intentionally Left Blank]*

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that this Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, and grant such other and further relief as this Court deems just and proper.

Dated: August 9, 2024  
Wilmington, Delaware

Respectfully submitted,

/s/ Katelin A. Morales

M. Blake Cleary (No. 3614)

R. Stephen McNeill (No. 5210)

Katelin A. Morales (No. 6683)

Levi Akkerman (No. 7015)

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-and-

Felicia Gerber Perlman (admitted *pro hac vice*)

Bradley Thomas Giordano (admitted *pro hac vice*)

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*Counsel to the Debtors and Debtors in Possession*



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

In re:

Supply Source Enterprises, Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11054 (BLS)

(Jointly Administered)

**Objection Deadline: August 23, 2024 at 4:00 p.m. (ET)**

**Hearing Date: September 4, 2024 at 10:00 a.m. (ET)**

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER (I)  
GRANTING INTERIM APPROVAL OF THE ADEQUACY OF DISCLOSURES  
IN THE COMBINED PLAN AND DISCLOSURE STATEMENT; (II) SCHEDULING  
A COMBINED HEARING AND SETTING DEADLINES RELATED THERETO;  
(III) APPROVING SOLICITATION PACKAGES AND PROCEDURES; (IV)  
APPROVING THE FORM OF BALLOT; AND (V) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (the "Debtors"), filed the *Debtors' Motion for Entry of an Order (I) Granting Interim Approval of the Adequacy of Disclosures in the Combined Plan and Disclosure Statement; (II) Scheduling a Combined Hearing and Setting Deadlines Related Thereto; (III) Approving Solicitation Packages and Procedures; (IV) Approving the Form of Ballot; and (V) Granting Related Relief* (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court").

**PLEASE TAKE FURTHER NOTICE** that objections to the Motion, if any, must be in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3<sup>rd</sup> Floor, 824 N. Market Street, Wilmington, Delaware 19801, on or before **August 23, 2024 at**

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<sup>1</sup> The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor's federal tax identification number, are: Supply Source Enterprises, Inc. (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Impact Products, LLC (7450); and The Safety Zone, LLC (4597). The Debtors' headquarters are located at 385 Long Hill Road, Guilford, Connecticut 06437.

**4:00 p.m. (ET)** (the “Objection Deadline”), and served upon and received by the undersigned counsel for the Debtors.

**PLEASE TAKE FURTHER NOTICE** that, if any objections to the Motion are received, the Motion and such objections shall be considered at a hearing before the Honorable Brendan L. Shannon, United States Bankruptcy Judge, at the Bankruptcy Court, 824 North Market Street, 6<sup>th</sup> Floor, Courtroom No. 1, Wilmington, Delaware 19801 on **September 4, 2024 at 10:00 a.m. (ET)**.

**IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

*[Remainder of Page Intentionally Left Blank]*

Dated: August 9, 2024  
Wilmington, Delaware

Respectfully submitted,

/s/ Katelin A. Morales

M. Blake Cleary (No. 3614)

R. Stephen McNeill (No. 5210)

Katelin A. Morales (No. 6683)

Levi Akkerman (No. 7015)

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*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**

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

In re:

Supply Source Enterprises, Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24- 11054 (BLS)

(Jointly Administered)

Re: Docket No. \_\_

**ORDER (I) GRANTING INTERIM APPROVAL  
OF THE DISCLOSURES IN THE COMBINED PLAN AND  
DISCLOSURE STATEMENT; (II) SCHEDULING A COMBINED  
HEARING AND SETTING DEADLINES RELATED THERETO; (III)  
APPROVING SOLICITATION PACKAGES AND PROCEDURES; (IV)  
APPROVING THE FORM OF BALLOT; AND (V) GRANTING RELATED RELIEF**

Upon consideration of the *Debtors' Motion for Entry of an Order (I) Granting Interim Approval of the Adequacy of the Disclosures in the Combined Plan and Disclosure Statement; (II) Scheduling a Combined Hearing and Setting Deadlines Related Thereto; (III) Approving Solicitation Packages and Procedures; (IV) Approving the Form of Ballot; and (V) Granting Related Relief* (the "Motion")<sup>2</sup> filed by the above-captioned debtors and debtors in possession (the "Debtors"); and based on the record in these Chapter 11 Cases; 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 February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States

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<sup>1</sup> The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor's federal tax identification number, are: Supply Source Enterprises, Inc. (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Impact Products, LLC (7450); and The Safety Zone, LLC (4597). The Debtors' headquarters are located at 385 Long Hill Road, Guilford, Connecticut 06437.

<sup>2</sup> Capitalized terms not defined herein shall have the same meanings ascribed to them in the Motion or the Combined Plan and Disclosure Statement, as applicable.

Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that sufficient notice of the Motion has been given and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their 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,

**THE COURT HEREBY FINDS AS FOLLOWS:**

A. The *Combined Joint Chapter 11 Plan of Liquidation and Disclosure Statement of Supply Source Enterprises, Inc. and Its Debtor Affiliates* [Docket No. 281] (the "Combined Plan and Disclosure Statement") filed on August 8, 2024 contains adequate information within the meaning of section 1125 of the Bankruptcy Code for purposes of solicitation, subject to final approval at the Combined Hearing.

B. The contents of the Solicitation Package and Non-Voting Notice, as set forth in the Motion, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties including, without limitation, Holders of Claims against and Interests in the Debtors.

C. The Tabulation Procedures provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

D. The form of Ballot attached hereto as **Exhibit 3**: (i) is sufficiently consistent with Official Form B314; (ii) adequately addresses the particular needs of the Chapter 11 Cases; and (iii) is appropriate for the Voting Class.

E. The voting instructions and procedures attached to the Ballot provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code and the applicable Bankruptcy Rules.

F. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for Holders of Claims in the Voting Class to make informed decisions to accept or reject the Plan, and submit their Ballot in a timely fashion.

G. The Combined Hearing Notice, substantially in the form attached hereto as **Exhibit 1**, satisfies the requirements of due process with respect to all Holders of Claims and Interests, whether known or unknown.

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The Combined Plan and Disclosure Statement is approved on an interim basis as containing adequate information within the meaning of section 1125 of the Bankruptcy Code. Any objections to the adequacy of the information contained in the Disclosures are expressly reserved for consideration at the Combined Hearing to consider final approval of the Disclosures and confirmation of the Combined Plan and Disclosure Statement and related deadlines.
3. The procedures set forth in the Motion for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.
4. The contents of the Solicitation Package described in the Motion comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all parties in interest, including, without limitation, the Holders of Claims against and Interests in the Debtors.

5. The Debtors are authorized to distribute the Combined Plan and Disclosure Statement in an electronic format (including a thumb drive).

6. The form of Combined Hearing Notice attached hereto as **Exhibit 1** and the form of Non-Voting Notice attached hereto as **Exhibit 2** are approved in all respects.

7. The form of Ballot attached hereto as **Exhibit 3** is approved in all respects.

8. The Combined Hearing is scheduled for [•] at the United States Bankruptcy Court for the District of Delaware, before the Honorable Brendan L. Shannon at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom No. 1, Wilmington, DE 19801. The Combined Hearing may be adjourned from time to time. If the Combined Hearing is adjourned, the Debtors will file a notice of adjournment on the docket and serve it by email if available, otherwise by first class or overnight mail, on the parties who have requested notice pursuant to Bankruptcy Rule 2002 and on any parties that have filed objections to approval of the Disclosures or confirmation of the Combined Plan and Disclosure Statement.

9. [•] is established as the Voting Record Date for purposes of determining the creditors and Interest Holders entitled to receive the Solicitation Package or the Non-Voting Notice and to vote on the Combined Plan and Disclosure Statement.

10. The Solicitation Package and Non-Voting Notice shall be sent for distribution on or before [•].

11. Any Plan Supplement must be filed with this Court not later than [•] **2024 at 11:59 p.m. (ET)**.

12. Ballots must be received on or before [•] **at 4:00 p.m. (ET)** (“Voting Deadline”) in accordance with the instructions on the Ballot, unless extended by the Debtors in writing.



13. If any claimant seeks to have a claim temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a), such claimant is required to file a motion (the “3018 Motion”) for such relief by no later than [•] **2024 at 4:00 p.m. (ET)**. The deadline for any party in interest to object to any 3018 Motion is [•] **2024 at 11:59 p.m. (ET)**. Any such 3018 Motion may be resolved by agreement between the Debtors and the movant without the requirement for further order or approval of the Court.

14. As to any creditor filing a 3018 Motion, such creditor’s Ballot shall not be counted unless temporarily allowed by the Court for voting purposes after notice and a hearing, either at or prior to the Combined Hearing.

15. Objections to the adequacy of the Disclosures or confirmation of the Plan must be in writing, must conform to the Bankruptcy Rules and Local Rules, must set forth the name of the objector, the nature and amount of Claims or Interests held or asserted by the objector against the Debtors, the basis for the objection and the specific grounds of the objection, and must be filed with the Court, together with proof of service thereof, and served upon: (a) co-counsel to the Debtors, McDermott Will & Emery LLP, 444 West Lake Street, Chicago, IL 60606, Attn: Felicia Gerber Perlman (fperlman@mwe.com), Bradley Thomas Giordano (bgiordano@mwe.com), and Carole M. Wurzelbacher (cwurzelbacher@mwe.com) and Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, DE 19801, Attn: M. Blake Cleary (bcleary@potteranderson.com), R. Stephen McNeill (rmcneill@potteranderson.com), and Katelin A. Morales (kmorales@potteranderson.com); (b) Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Benjamin A. Hackman (Benjamin.a.hackman@usdoj.gov) and Malcolm M. Bates (Malcolm.m.bates@usdoj.gov); and (c) co-counsel to the Committee, Orrick, Herrington &

Sutcliffe LLP, 51 West 52<sup>nd</sup> Street, New York, NY 10019, Attn: Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com) and Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, DE 19801, Attn: Domenic E. Pacitti (dpacitti@klehr.com) and Richard M. Beck (rbeck@klehr.com) in a manner as will cause such objection to be received by all such parties on or before **[•] 2024, at 4:00 p.m. (ET)**. Any objections not filed and served as set forth above will not be considered by the Court.

16. Any party supporting the Combined Plan and Disclosure Statement may file a statement in support or a reply to any objection to confirmation of the Plan by **[•] 2024 at 11:59 p.m. (ET)**.

17. The Combined Plan and Disclosure Statement voting certification shall be filed by **[•] 2024 at 11:59 p.m. (ET)**.

18. The Debtors are authorized to make non-substantive and ministerial changes to the Combined Plan and Disclosure Statement, the Ballot, the notices, and any related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make nonmaterial conforming changes to the Combined Plan and Disclosure Statement, and any other materials in the Solicitation Package and Non-Voting Notice, as applicable, prior to the distribution of such materials.

19. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

20. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

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

22. This Court shall retain jurisdiction over all matters related to or arising from the Motion or the interpretation or implementation of this Order.

**EXHIBIT 1**

**Form of Combined Hearing Notice**

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

In re:

Supply Source Enterprises, Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24- 11054 (BLS)

(Jointly Administered)

**NOTICE OF (I) INTERIM APPROVAL OF DISCLOSURES;  
(II) HEARING TO CONSIDER CONFIRMATION OF THE PLAN;  
(III) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION  
OF THE PLAN; AND (IV) DEADLINE FOR VOTING ON THE PLAN**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On May 21, 2024 (the “Petition Date”), each of the above-captioned Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

**THE COMBINED PLAN AND DISCLOSURE STATEMENT**

2. On August 8, 2024, the Debtors filed the *Combined Joint Chapter 11 Plan of Liquidation and Disclosure Statement of Supply Source Enterprises, Inc. and Its Debtor Affiliates* [Docket No. 281] (the disclosure statement portion thereof, the “Disclosure Statement” and the chapter 11 plan portion thereof, the “Plan, including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, and collectively, the “Combined Plan and Disclosure Statement”).<sup>2</sup>

**INTERIM APPROVAL OF DISCLOSURE STATEMENT**

3. By Order dated [●] (the “Solicitation Procedures Order”), the Bankruptcy Court approved, on an interim basis, the disclosures (the “Disclosures”) in the Combined Plan and Disclosure Statement as containing adequate information within the meaning of section 1125 of Bankruptcy Code. The Solicitation Procedures Order expressly reserves all parties’ rights to raise

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<sup>1</sup> The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Supply Source Enterprises, Inc. (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Impact Products, LLC (7450); and The Safety Zone, LLC (4597). The Debtors’ headquarters are located at 385 Long Hill Road, Guilford, Connecticut 06437.

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

objections to the adequacy of information in the Disclosures and the Combined Plan and Disclosure Statement.

4. Pursuant to the Solicitation Procedures Order, the Bankruptcy Court established [●] **at 4:00 p.m. (ET)** (the “Voting Deadline”) as the deadline by which ballots accepting or rejecting the Combined Plan and Disclosure Statement must be received. To be counted, your original ballot must actually be **received** on or before the Voting Deadline by the Solicitation Agent in one of the following methods:

(i) Completing and execute a paper Ballot and returning it using the first-class mail pre addressed postage pre-paid return envelope provided with your Ballot or by submitting it by overnight courier or hand delivery to the following address:

Supply Source Ballot Processing Center  
c/o KCC dba Verita  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

(ii) Submitting your Ballot by upload via the Solicitation Agent’s online portal at <https://www.veritaglobal.net/supplysource>. Click on the “Submit Electronic Ballot (eBallot)” section of the website and follow the instructions to submit the Ballot by upload.

### **THE COMBINED HEARING**

5. On [●], **2024 at [●] (ET)**, or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable Brendan L. Shannon at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom No. 1, Wilmington, DE 19801 to consider final approval of the Disclosures and confirmation of the Plan, as the same may be amended or modified (the “Combined Hearing”).

6. The Combined Hearing may be adjourned from time to time. If the Combined Hearing is adjourned, the Debtors will file a notice of adjournment on the docket and serve it by email if available, otherwise by first class or overnight mail, on the parties who have requested notice pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b) and on any parties that have filed objections to approval of the Disclosures or confirmation of the Plan. The Combined Plan and Disclosure Statement may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and other applicable law, without further notice to creditors or other parties in interest, prior to or as a result of the Combined Hearing.

### **EXCULPATION, RELEASES, AND INJUNCTION**

7. Article XIV.C-F of the Combined Plan and Disclosure Statement contains the release, exculpation, and injunction provisions set forth below:

#### **Releases by the Debtors**

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, each Released Party is deemed released by each and all of the Debtors and their Estates

(collectively, the “Releasing Parties”), in each case on behalf of themselves and their respective successors, assigns, and representatives, and any and all other entities who may purport to assert any cause of action by, through, for, or because of the foregoing entities, from any and all Claims, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted or assertable on behalf of any of the Releasing Parties whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that the Releasing Parties would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors or their Estates, the business operations of the Debtors, actions taken by the Board of Directors, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Debtors’ in- or out-of-court sale and restructuring efforts, the Prepetition ABL Facility, the Prepetition Term Loan Facility, the Debt Purchase Transaction, the Sale, the Chapter 11 Cases, the Liquidation Trust, the Liquidation Trust Agreement, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Combined Plan and Disclosure Statement, the Plan Supplement, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Plan and Disclosure Statement, the Plan Supplement, or the Liquidation Trust Agreement, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date; *provided that* any right to enforce the Plan, the Confirmation Order and the Liquidation Trust Agreement is not so released; provided, further, that nothing herein shall release any party from their obligations under the Stalking Horse APA or the Ancillary Documents (as defined in the Stalking Horse APA).

### **HIG Releases**

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, each of the Debtors and their Estates is deemed released by HIG, on behalf of themselves and their respective successors, assigns, and representatives, and any and all other Entities who may purport to assert any cause of action by, through, for, or because of the foregoing Entities, from any and all Claims, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted or assertable on behalf of HIG whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that HIG would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors or their Estates, the business operations of the Debtors, actions taken by the Board of Directors, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Debtors’ in- or out-of-court sale and restructuring efforts, the Prepetition ABL Facility, the Prepetition Term Loan Facility, the Debt Purchase Transaction, the Sale, the Chapter 11 Cases, the Liquidation Trust, the Liquidation Trust Agreement, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Combined Plan and Disclosure Statement, the Plan Supplement, or any Restructuring Transaction, contract, instrument, release,

or other agreement or document created or entered into in connection with the Combined Plan and Disclosure Statement, the Plan Supplement, or the Liquidation Trust Agreement, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date; provided, that any right to enforce the Plan, the Confirmation Order and the Liquidation Trust Agreement is not so released.

### **Exculpation**

Notwithstanding anything to the contrary in the Combined Plan and Disclosure Statement, the Exculpated Parties shall neither have nor incur, and each Exculpated Party is exculpated from, any liability to any Holder of a cause of action, Claim, or Interest for any act or omission taking place between the Petition Date and the Effective Date of the Plan in connection with, relating to, or arising out of, the Chapter 11 Cases, consummation of the Sale, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Combined Plan and Disclosure Statement, the Plan Supplement, the Liquidation Trust Agreement, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Combined Plan and Disclosure Statement or the Plan Supplement, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, negotiations regarding or concerning any of the foregoing, or the administration of the Plan or property to be distributed hereunder, except for actions determined by Final Order to have constituted bad faith, breach of fiduciary duty, willful misconduct, actual fraud or gross negligence, but in all respects such Entities shall be entitled to assert appropriate affirmative defenses, including reliance upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan.

### **Injunction**

Except as otherwise expressly provided in the Combined Plan and Disclosure Statement or for obligations issued or required to be paid pursuant to the Plan or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Liquidation Trustee, the Liquidation Trust, the Exculpated Parties, the Released Parties, or the successors and assigns of each of the foregoing and any of their assets and properties: (i) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (ii) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (iii) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of, in connection with or with respect to any such Claims or Interests; and (iv) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such Holder has Filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a Claim



or Interest or otherwise that such Holder asserts, has, or intends to preserve any right of setoff or recoupment pursuant to applicable law or otherwise, provided that, this provision does not enjoin setoff or recoupment related to any Claims or Interests arising after the Effective Date.

**DEADLINE FOR OBJECTIONS TO FINAL APPROVAL  
OF THE DISCLOSURES OR CONFIRMATION OF THE PLAN**

8. Objections, if any, to final approval of the Disclosures or confirmation of the Plan, including any supporting memoranda, must be in writing, be filed with the Clerk of the Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801 together with proof of service **on or before [●], 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”), and shall (a) state the name and address of the objecting party and the amount of its claim or the nature of its interest in the Debtors’ chapter 11 cases; (b) state with particularity the provision or provisions of the Combined Plan and Disclosure Statement objected to and for any objection asserted, the legal and factual basis for such objections; and (c) be served on the following parties: (i) co-counsel to the Debtors, McDermott Will & Emery LLP, 444 West Lake Street, Chicago, IL 60606, Attn: Felicia Gerber Perlman (fperlman@mwe.com), Bradley Thomas Giordano (bgiordano@mwe.com), and Carole M. Wurzelbacher (cwurzelbacher@mwe.com) and Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, DE 19801, Attn: M. Blake Cleary (bcleary@potteranderson.com), R. Stephen McNeill (rmcneill@potteranderson.com), and Katelin A. Morales (kmorales@potteranderson.com); (ii) Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Benjamin A. Hackman (Benjamin.a.hackman@usdoj.gov) and Malcolm M. Bates (Malcolm.m.bates@usdoj.gov); and (iii) co-counsel to the Committee, Orrick, Herrington & Sutcliffe LLP, 51 West 52<sup>nd</sup> Street, New York, NY 10019, Attn: Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com) and Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, DE 19801, Attn: Domenic E. Pacitti (dpacitti@klehr.com) and Richard M. Beck (rbeck@klehr.com).

**COPIES OF THE COMBINED PLAN AND DISCLOSURE STATEMENT**

9. If you wish to receive copies of the Combined Plan and Disclosure Statement, they will be provided, as quickly as practicable, upon request to Verita Global (the “Solicitation Agent”) by writing to Supply Source Ballot Processing Center, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245. Copies of the Combined Plan and Disclosure Statement are also available for free by visiting the Debtors’ case website at (<https://www.veritaglobal.net/supplysource>) or telephoning the Solicitation Agent at (866) 927-7078 (US & Canada toll free) and (310) 751-2651 (International). In addition, copies of the Combined Plan and Disclosure Statement are on file with the Clerk of the Bankruptcy Court for the District of Delaware, and may be reviewed during the regular hours of the Bankruptcy Court or online through the Bankruptcy Court’s internet website at <http://www.deb.uscourts.gov>.

10. IF YOU HAVE ANY QUESTIONS REGARDING YOUR CLAIM OR INTEREST OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE COMBINED PLAN AND DISCLOSURE STATEMENT OR

OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT AS SET FORTH ABOVE.

Dated: [DATE], 2024  
Wilmington, Delaware

Respectfully submitted,

/s/

M. Blake Cleary (No. 3614)

R. Stephen McNeill (No. 5210)

Katelin A. Morales (No. 6683)

Levi Akkerman (No. 7015)

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-and-

Felicia Gerber Perlman (admitted *pro hac vice*)

Bradley Thomas Giordano (admitted *pro hac vice*)

Carole M. Wurzelbacher (admitted *pro hac vice*)

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*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT 2**

**Form of Notice to Non-Voting Parties**

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

In re:

Supply Source Enterprises, Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24- 11054 (BLS)

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS  
TO HOLDERS OF CLASSES 1, 2, 4, & 5 CLAIMS AND INTERESTS**

**PLEASE TAKE NOTICE THAT:**

1. On May 21, 2024 (the “Petition Date”), the above-captioned debtors (the “Debtors”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Additional information regarding the Debtors and these chapter 11 cases, including the Debtors’ businesses, corporate structure, financial condition, and the reasons for and objectives of these chapter 11 cases, are set forth in the *Declaration of Thomas Studebaker in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 3].

**THE COMBINED PLAN AND DISCLOSURE STATEMENT**

2. On August 8, 2024, the Debtors filed the *Combined Joint Chapter 11 Plan of Liquidation and Disclosure Statement of Supply Source Enterprises, Inc. and Its Debtor Affiliates* [Docket No. 281] (the disclosure statement portion thereof, the “Disclosure Statement” and the chapter 11 plan portion thereof, the “Plan, including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, and collectively, the “Combined Plan and Disclosure Statement”).<sup>2</sup> Claims and Interests are classified and treated as follows:

---

<sup>1</sup> The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Supply Source Enterprises, Inc. (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Impact Products, LLC (7450); and The Safety Zone, LLC (4597). The Debtors’ headquarters are located at 385 Long Hill Road, Guilford, Connecticut 06437.

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

Class	Claim/Interest	Estimated Allowed Amount of Claims <sup>3</sup>	Status	Voting Rights	Projected Recovery <sup>4</sup>
1	Miscellaneous Secured Claims	\$[]	Unimpaired	Not Entitled to Vote (Deemed to Accept)	100%
2	Other Priority Claims	\$[]	Unimpaired	Not Entitled to Vote (Deemed to Accept)	100%
3	General Unsecured Claims	\$[] - \$[]	Impaired	Entitled to Vote	0-100%
4	Subordinated Claims	\$[0.00]	Impaired	Not Entitled to Vote (Deemed to Reject)	0%
5	Existing Equity	\$[]	Impaired	Not Entitled to Vote (Deemed to Reject)	0%

### INTERIM APPROVAL OF DISCLOSURES

3. By an Order dated [•], 2024 (the “Solicitation Procedures Order”), the Bankruptcy Court approved, on an interim basis, the disclosures (the “Disclosures”) in the Combined Plan and Disclosure Statement as containing adequate information within the meaning of section 1125 of Bankruptcy Code. The Solicitation Procedures Order expressly reserves all parties’ rights to raise objections to the adequacy of information in the Disclosures and the Combined Plan and Disclosure Statement.

### THE COMBINED HEARING

4. On [•], 2024 at [•] (ET), or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable Brendan L. Shannon at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom No. 1, Wilmington, DE 19801 to consider final approval of the Disclosures and confirmation of the Plan, as the same may be amended or modified (the “Combined Hearing”).

<sup>3</sup> These amounts represent estimated Allowed Claims against the Debtors and do not represent amounts actually asserted by creditors in Proofs of Claim or otherwise. The Debtors have not completed their analysis of Claims in the Chapter 11 Cases, and all objections to such Claims have not been filed and/or fully litigated and may continue following the Effective Date. Therefore, there can be no assurances of the exact amount of the Allowed Claims at this time. Rather, the actual amount of the Allowed Claims may be greater or lower than estimated.

<sup>4</sup> The estimated percentage recovery is based upon, among other things, an estimate of the Allowed Claims against the Debtors in the Chapter 11 Cases. The actual amount of the Allowed Claims may be greater or lower than estimated. Thus, the actual recoveries may be higher or lower than projected depending upon, among other things, the amounts and priorities of Claims that are actually Allowed by the Bankruptcy Court and the actual amount of cash available for Distribution.

5. The Combined Hearing may be adjourned from time to time. If the Combined Hearing is adjourned, the Debtors will file a notice of adjournment on the docket and serve it by email if available, otherwise by first class or overnight mail, on the parties who have requested notice pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b) and on any parties that have filed objections to approval of the Disclosures or confirmation of the Plan. The Combined Plan and Disclosure Statement may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and other applicable law, without further notice to creditors or other parties in interest, prior to or as a result of the Combined Hearing.

### **NON-VOTING STATUS**

6. You are receiving this notice because under the terms of the Combined Plan and Disclosure Statement, either: (a) your Claim(s) are not classified under the Plan pursuant to section 1123(a)(1) of the Bankruptcy Code and therefore you are not entitled to vote on the Plan; (b) you are a Holder of a Claim which is defined in the Plan as being in a class receiving an estimated one hundred percent (100%) recovery under the Plan, and therefore deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, and are not entitled to vote to accept or reject the Plan; or (c) because under the terms of the Combined Plan and Disclosure Statement you are not entitled to receive or retain property on account of your Claim(s) against, or Interest(s) in, the Debtors and, therefore, in accordance with section 1126(g) of the Bankruptcy Code, you are deemed to have rejected the Plan and are **not** entitled to vote on the Plan. Accordingly, this notice is being mailed to you for your information only.

7. If, notwithstanding this notice of your non-voting status, you believe that you may have a Claim against the Debtors that entitles you to vote on the Plan, you should immediately request the appropriate Ballot by contacting Kurtzman Carson Consultants, LLC, dba Verita Global (the "Solicitation Agent").

### **COPIES OF THE COMBINED PLAN AND DISCLOSURE STATEMENT**

8. If you wish to receive copies of the Combined Plan and Disclosure Statement, they will be provided, as quickly as practicable, upon request to the Notice, Claims, and Solicitation Agent by writing to Supply Source Ballot Processing Center, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245. Copies of the Combined Plan and Disclosure Statement are also available for free by visiting the Debtors' case website at (<https://www.veritaglobal.net/supplysource>) or telephoning the Solicitation Agent at (866) 927-7078 (US & Canada toll free) and (310) 751-2651 (International). In addition, copies of the Combined Plan and Disclosure Statement are on file with the Clerk of the Bankruptcy Court for the District of Delaware, and may be reviewed during the regular hours of the Bankruptcy Court or online through the Bankruptcy Court's internet website at <http://www.deb.uscourts.gov>.

### **EXCULPATION, RELEASES, AND INJUNCTION**

9. Article XIV.C-F of the Combined Plan and Disclosure Statement contains the release, exculpation, and injunction provisions set forth below:

### **Releases by the Debtors**

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, each Released Party is deemed released by each and all of the Debtors and their Estates (collectively, the “Releasing Parties”), in each case on behalf of themselves and their respective successors, assigns, and representatives, and any and all other entities who may purport to assert any cause of action by, through, for, or because of the foregoing entities, from any and all Claims, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted or assertable on behalf of any of the Releasing Parties whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that the Releasing Parties would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors or their Estates, the business operations of the Debtors, actions taken by the Board of Directors, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Debtors’ in- or out-of-court sale and restructuring efforts, the Prepetition ABL Facility, the Prepetition Term Loan Facility, the Debt Purchase Transaction, the Sale, the Chapter 11 Cases, the Liquidation Trust, the Liquidation Trust Agreement, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Combined Plan and Disclosure Statement, the Plan Supplement, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Plan and Disclosure Statement, the Plan Supplement, or the Liquidation Trust Agreement, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date; *provided that* any right to enforce the Plan, the Confirmation Order and the Liquidation Trust Agreement is not so released; provided, further, that nothing herein shall release any party from their obligations under the Stalking Horse APA or the Ancillary Documents (as defined in the Stalking Horse APA).

### **HIG Releases**

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, each of the Debtors and their Estates is deemed released by HIG, on behalf of themselves and their respective successors, assigns, and representatives, and any and all other Entities who may purport to assert any cause of action by, through, for, or because of the foregoing Entities, from any and all Claims, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted or assertable on behalf of HIG whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that HIG would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors or their Estates, the business operations of the Debtors, actions taken by the Board of Directors, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Debtors’ in- or out-of-court sale and restructuring efforts, the Prepetition ABL Facility, the

Prepetition Term Loan Facility, the Debt Purchase Transaction, the Sale, the Chapter 11 Cases, the Liquidation Trust, the Liquidation Trust Agreement, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Combined Plan and Disclosure Statement, the Plan Supplement, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Plan and Disclosure Statement, the Plan Supplement, or the Liquidation Trust Agreement, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date; provided, that any right to enforce the Plan, the Confirmation Order and the Liquidation Trust Agreement is not so released.

### **Exculpation**

Notwithstanding anything to the contrary in the Combined Plan and Disclosure Statement, the Exculpated Parties shall neither have nor incur, and each Exculpated Party is exculpated from, any liability to any Holder of a cause of action, Claim, or Interest for any act or omission taking place between the Petition Date and the Effective Date of the Plan in connection with, relating to, or arising out of, the Chapter 11 Cases, consummation of the Sale, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Combined Plan and Disclosure Statement, the Plan Supplement, the Liquidation Trust Agreement, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Combined Plan and Disclosure Statement or the Plan Supplement, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, negotiations regarding or concerning any of the foregoing, or the administration of the Plan or property to be distributed hereunder, except for actions determined by Final Order to have constituted bad faith, breach of fiduciary duty, willful misconduct, actual fraud or gross negligence, but in all respects such Entities shall be entitled to assert appropriate affirmative defenses, including reliance upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan.

### **Injunction**

Except as otherwise expressly provided in the Combined Plan and Disclosure Statement or for obligations issued or required to be paid pursuant to the Plan or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Liquidation Trustee, the Liquidation Trust, the Exculpated Parties, the Released Parties, or the successors and assigns of each of the foregoing and any of their assets and properties: (i) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (ii) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (iii) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of, in connection with or with respect to any such Claims or Interests; and (iv) asserting



any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such Holder has Filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a Claim or Interest or otherwise that such Holder asserts, has, or intends to preserve any right of setoff or recoupment pursuant to applicable law or otherwise, provided that, this provision does not enjoin setoff or recoupment related to any Claims or Interests arising after the Effective Date.

**DEADLINE FOR OBJECTIONS TO APPROVAL OF THE DISCLOSURES OR  
CONFIRMATION OF THE COMBINED PLAN AND DISCLOSURE STATEMENT**

10. Objections, if any, to final approval of the Disclosures or confirmation of the Plan, including any supporting memoranda, must be in writing, be filed with the Clerk of the Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801 together with proof of service **on or before [●], 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”), and shall (a) state the name and address of the objecting party and the amount of its claim or the nature of its interest in the Debtors’ chapter 11 cases; (b) state with particularity the provision or provisions of the Combined Plan objected to and for any objection asserted, the legal and factual basis for such objections; and (c) be served on the following parties: (i) co-counsel to the Debtors, McDermott Will & Emery LLP, 444 West Lake Street, Chicago, IL 60606, Attn: Felicia Gerber Perlman (fperlman@mwe.com), Bradley Thomas Giordano (bgiordano@mwe.com), and Carole M. Wurzelbacher (cwurzelbacher@mwe.com) and Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, DE 19801, Attn: M. Blake Cleary (bcleary@potteranderson.com), R. Stephen McNeill (rmcneill@potteranderson.com), and Katelin A. Morales (kmorales@potteranderson.com); (ii) Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Benjamin A. Hackman (Benjamin.a.hackman@usdoj.gov) and Malcolm M. Bates (Malcolm.m.bates@usdoj.gov); and (iii) co-counsel to the Committee, Orrick, Herrington & Sutcliffe LLP, 51 West 52<sup>nd</sup> Street, New York, NY 10019, Attn: Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com) and Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, DE 19801, Attn: Domenic E. Pacitti (dpacitti@klehr.com) and Richard M. Beck (rbeck@klehr.com).

*[Signatures on Next Page]*

Dated: [DATE], 2024  
Wilmington, Delaware

Respectfully submitted,

/s/

---

M. Blake Cleary (No. 3614)  
R. Stephen McNeill (No. 5210)  
Katelin A. Morales (No. 6683)  
Levi Akkerman (No. 7015)  
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-and-

Felicia Gerber Perlman (admitted *pro hac vice*)  
Bradley Thomas Giordano (admitted *pro hac vice*)  
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cwurzelbacher@mwe.com

*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT 3**

**Form of Ballot**

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

In re:

Supply Source Enterprises, Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24- 11054 (BLS)

(Jointly Administered)

**BALLOT TO ACCEPT OR REJECT COMBINED JOINT  
CHAPTER 11 PLAN OF LIQUIDATION AND DISCLOSURE STATEMENT  
OF SUPPLY SOURCE ENTERPRISES, INC. AND ITS DEBTOR AFFILIATES**

**CLASS 3 – General Unsecured Claims**

**THIS BALLOT IS TO BE USED BY OR ON BEHALF OF THE HOLDERS OF THE CLASS 3 – GENERAL UNSECURED CLAIMS. PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE PROMPTLY.**

**TO BE COUNTED, YOUR VOTE MUST BE ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS, LLC, DBA VERITA GLOBAL (THE “SOLICITATION AGENT”) AT THE ADDRESS LISTED BELOW ON OR BEFORE [●], 2024 AT 4:00 P.M. (ET) OR THE VOTE REPRESENTED BY THIS BALLOT WILL NOT BE COUNTED. FACSIMILE AND EMAIL BALLOTS WILL NOT BE ACCEPTED**

This ballot (the “Ballot”) is submitted to you to solicit your vote to accept or reject the *Combined Joint Chapter 11 Plan of Liquidation and Disclosure Statement of Supply Source Enterprises, Inc. and Its Debtor Affiliates* [Docket No. 281] (the disclosure statement portion thereof, the “Disclosure Statement” and the chapter 11 plan portion thereof, the “Plan, including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, and collectively, the “Combined Plan and Disclosure Statement”) <sup>2</sup> proposed by the above-captioned debtors and debtors in possession (the “Debtors”). On [●], after a hearing to consider the adequacy of disclosures (the “Disclosures”) contained in the Combined Plan and Disclosure Statement, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order approving on an interim basis the Disclosures provided in the Combined Plan and Disclosure

<sup>1</sup> The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Supply Source Enterprises, Inc. (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Impact Products, LLC (7450); and The Safety Zone, LLC (4597). The Debtors’ headquarters are located at 385 Long Hill Road, Guilford, Connecticut 06437.

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

Statement. [Docket No. [●]]. The Disclosures provide information to assist you in deciding how to vote your Ballot. You should review the Combined Plan and Disclosure Statement before you vote.

**The Combined Plan and Disclosure Statement is subject to final approval and confirmation by the Bankruptcy Court.**

You may wish to seek legal advice concerning the Combined Plan and Disclosure Statement and the classification and treatment of your Claim(s) under the Combined Plan and Disclosure Statement.

The Combined Plan and Disclosure Statement provides information to assist you in deciding how to vote your Ballot. A copy of the Combined Plan and Disclosure Statement has been provided to you with this Ballot. Copies of the Combined Plan and Disclosure Statement are also available for free by visiting the Debtors' case website at (<https://www.veritaglobal.net/supplysource>) or telephoning the Solicitation Agent at (866) 927-7078 (US & Canada toll free) and (310) 751-2651 (International). In addition, copies of the Combined Plan and Disclosure Statement are on file with the Clerk of the Bankruptcy Court for the District of Delaware, and may be reviewed during the regular hours of the Bankruptcy Court or online through the Bankruptcy Court's internet website at <http://www.deb.uscourts.gov>.

The Combined Plan and Disclosure Statement may be confirmed by the Bankruptcy Court, and therefore made binding on you, if it is accepted by the Holders of at least one-half in number and two-thirds in amount of the Claims in each of the classes who vote on the Combined Plan and Disclosure Statement and/or if the Combined Plan and Disclosure Statement otherwise satisfies applicable legal requirements.

**PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

**IMPORTANT**

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

**If your Ballot is not actually received by the Solicitation Agent on or before [●], 2024 at 4:00 p.m. (Eastern Time) (the "Voting Deadline"), and such deadline is not extended by the Debtors, your vote will not count as either an acceptance or rejection of the Combined Plan and Disclosure Statement. If the Combined Plan and Disclosure Statement is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

To cast your vote, please do (i) or (ii) below:

(i) complete and execute this paper Ballot and return it using the first-class mail pre-addressed postage pre-paid return envelope provided with this Ballot or by submitting it by overnight courier or hand delivery to the following address:

Supply Source Ballot Processing Center  
c/o KCC dba Verita  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

(ii) submit your Ballot by upload via the Solicitation Agent's online portal at <https://www.veritaglobal.net/supplysource>. Click on the "Submit Electronic Ballot (eBallot)" section of the website and follow the instructions to submit your Ballot by upload. The Solicitation Agent's upload portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

**ACCEPTANCE OR REJECTION OF THE PLAN**

**Item 1. Vote Amount.** For purposes of voting to accept or reject the Plan, as of [•], 2024 (the "Voting Record Date"), the undersigned (the "Claimant") was a Holder of a Class 3 General Unsecured Claim in the aggregate amount set forth below.

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

**Item 2. Vote on Combined Plan and Disclosure Statement. CHECK ONE BOX ONLY:**

- ACCEPTS (votes FOR) the Combined Plan and Disclosure Statement.
- REJECTS (votes AGAINST) the Combined Plan and Disclosure Statement.

**Item 3. Certification.** By signing this Ballot, the Claimant certifies that: (i) on the Voting Record Date, it was the Holder of the Class 3 General Unsecured Claim to which this Ballot pertains or an authorized signatory for such Holder, (ii) it has full power and authority to vote to accept or reject the Plan, execute, and cast the Ballot, and (iii) it has received a copy of the Combined Plan and Disclosure Statement and other solicitation materials. The undersigned understands that an otherwise properly completed, executed and timely-casted Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. The undersigned also certifies that its vote on the Plan is subject to all the terms and conditions set forth in the Combined Plan and Disclosure Statement.

Name of Claimant: \_\_\_\_\_

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

Name (if different from Claimant): \_\_\_\_\_

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

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

\_\_\_\_\_

\_\_\_\_\_

E-Mail Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

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

**Please make sure you have provided all information requested in this Ballot. Please read and follow the instructions set forth in the attached Voting Instructions carefully. Please complete, sign, and date this Ballot and cast it in the manner set forth herein so that it is actually received by the Solicitation Agent by [●], 2024 at 4:00 p.m. (Eastern Time).**

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In order for your vote to count, you must:
  - (i) In the boxes provided in **Item 2** of the Ballot, indicate either acceptance or rejection of the Combined Plan and Disclosure Statement by checking the appropriate box; and
  - (ii) Review and sign the certifications in **Item 3** of the Ballot. Please be sure to sign and date your Ballot. Your signature is required in order for your vote to be counted. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. If the Claim is held by an entity, your Ballot must be executed in the name of an authorized signatory. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
2. **To have your vote counted and for any elections made in this Ballot to be effective, you must complete, sign and cast this Ballot so that it is actually received by the Solicitation Agent not later than 4:00 p.m. (ET) on [●], 2024.**
3. **DO NOT SUBMIT YOUR BALLOT BY FAX OR EMAIL TRANSMISSION.** A Ballot submitted by fax or email transmission will not be counted, unless approved by the Debtors in writing or otherwise ordered by the Bankruptcy Court.
4. The following voting procedures apply to your Ballot:
  - (i) Except to the extent the Debtors otherwise determine, or as permitted by the Bankruptcy Court, Ballots received after the Voting Deadline will not be accepted or counted by the Solicitation Agent in connection with the confirmation of the Plan;
  - (ii) Claims shall not be split for purposes of voting; thus, each Creditor must vote the full amount of its Claim(s) within each class to either accept or reject the Plan. If a creditor attempts to split such vote on its Ballot, such Ballot will not be counted for voting purposes;
  - (iii) Any executed Ballot that does not indicate an acceptance or rejection shall not be counted;
  - (iv) Any executed Ballot that indicates both an acceptance and rejection of the Plan shall not be counted;
  - (v) Votes cast pursuant to a Ballot that is not signed or does not contain an original signature shall not be counted, unless the Bankruptcy Court orders otherwise;
  - (vi) The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each Holder of a Claim, but such delivery will be



deemed made only when the original, executed Ballot is actually received by the Solicitation Agent;

- (vii) Delivery of the original executed Ballot to the Solicitation Agent on or before the Voting Deadline is required. Delivery of a Ballot by facsimile or email will not be accepted unless otherwise ordered by the Bankruptcy Court;
- (viii) No Ballot sent to the Debtors, or the Debtors' financial or legal advisors, shall be accepted or counted;
- (ix) The Debtors expressly reserve the right, subject to the approval of the Bankruptcy Court, to amend at any time and from time to time the terms of the Combined Plan and Disclosure Statement (subject to compliance with Section 1127 of the Bankruptcy Code and the terms of the Combined Plan and Disclosure Statement regarding modification). If the Debtors make material changes in the terms of the Combined Plan and Disclosure Statement, the Debtors will disseminate additional solicitation materials and will extend the solicitation deadline, in each case to the extent directed by the Bankruptcy Court;
- (x) If multiple Ballots are received from or on behalf of an individual Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;
- (xi) If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Debtors, must submit proper evidence, satisfactory to the Debtors, of such person's authority to so act in such capacity;
- (xii) The Debtors, subject to any contrary order of the Bankruptcy Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as otherwise provided herein, the Debtors may, in their discretion, reject any such defective Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan;
- (xiii) Unless otherwise ordered by the Bankruptcy Court, all questions as to the validity, eligibility (including time of receipt) and revocation or withdrawal of Ballots will be determined by the Debtors, which determination shall be final and binding;
- (xiv) If designation of a Claim is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Combined Plan and Disclosure Statement cast with respect to such Claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless the Bankruptcy Court orders otherwise;

- (xv) Any Holder of a Claim that has delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
- (xvi) Unless waived or as otherwise ordered by the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Bankruptcy Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.

Ballots previously furnished (and as to which any irregularities have not been cured or waived by the Voting Deadline) will not be counted;

- (xvii) Neither the Debtors nor any other person or entity will be under any duty to provide notification of defects or irregularities with respect to the delivery of Ballots, nor will any of them incur any liability for failure to provide such notification;
- (xviii) No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting Ballots to accept the Plan;
- (xix) 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; and
- (xx) The Ballot does not constitute, and shall not be deemed to be, a proof of Claim or an assertion or admission of a Claim or Interest.

5. It is important that you vote. The Plan may be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Combined Plan and Disclosure Statement otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan: (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To confirm a plan over the objection of a dissenting Class, the Bankruptcy Court also must find that at least one Impaired Class has accepted the Plan, with such acceptance being determined without including the acceptance of any “insider” in such Class.
6. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.
7. PLEASE CAST YOUR BALLOT PROMPTLY.

8. THE PLAN PROPONENT EXPRESSLY RESERVES THE RIGHT TO OBJECT AT A LATER DATE TO THE AMOUNT ALLEGED HEREIN TO BE DUE TO THE HOLDER OF A CLAIM BY THE DEBTORS OR THE INDEBTEDNESS IN A TIMELY FILED PROOF OF CLAIM.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THESE VOTING INSTRUCTIONS, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT AT (866) 927-7078 (US & CANADA TOLL FREE) OR (310) 751-2651 (INTERNATIONAL) OR <https://www.veritaglobal.net/supplysource>.