

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

In re:

Liquidating Supply, Inc., *et al.*,¹

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 September 4, 2024, the Debtors filed the *Amended Combined Joint Chapter 11 Plan of Liquidation and Disclosure Statement of Supply Source Enterprises, Inc. and Its Debtor Affiliates* [Docket No. 341] (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”).²

3. The following chart summarizes the treatment provided by the Combined Plan and Disclosure Statement to each class of Claims and Interests:

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Liquidating Supply, Inc. (f/k/a Supply Source Enterprises, Inc.) (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Liquidating Impact, LLC (f/k/a Impact Products, LLC) (7450); and Liquidating SZ, LLC (f/k/a The Safety Zone, LLC) (4597). The Debtors’ headquarters are located at 2840 Centennial Drive, Toledo, Ohio 43617.

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



Class 3	Claim/Interest	Estimated Allowed Amount of Claims	Status	Voting Rights	Projected Recovery
1	Miscellaneous Secured Claims	\$650,000	Unimpaired	Not Entitled to Vote (Deemed to Accept)	100%
2	Other Priority Claims	\$50,000	Unimpaired	Not Entitled to Vote (Deemed to Accept)	100%
3	General Unsecured Claims	\$30,000,000 - \$32,000,000	Impaired	Entitled to Vote	3-5%
4	Subordinated Claims	\$0	Impaired	Not Entitled to Vote (Deemed to Reject)	0%
5	Existing Equity	\$0	Impaired	Not Entitled to Vote (Deemed to Reject)	0%

4. If you hold a Claim against the Debtors as of September 4, 2024 (the “Voting Record Date”) and are entitled to vote to accept or reject the Plan, you have received with this Notice a Ballot and voting instructions appropriate for your Claim, and a copy of the Combined Plan and Disclosure Statement. The Combined Plan and Disclosure Statement and all documents attendant thereto will be distributed by the Solicitation Agent via USB Flash Drive. The USB Flash Drive will come with a one-page sheet outlining the documents included on the USB Flash Drive.

INTERIM APPROVAL OF DISCLOSURE STATEMENT

5. By Order dated September 4, 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 on a final basis and confirmation of the Plan.

6. Pursuant to the Solicitation Procedures Order, the Bankruptcy Court established **October 11, 2024 at 4:00 p.m. (ET)** (the “Voting Deadline”) as the deadline by which ballots accepting or rejecting the Plan 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:

³ To the extent any information in this chart is inconsistent with the information in the Combined Plan and Disclosure Statement, the Combine Plan and Disclosure Statement shall control.

(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.

7. 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 September 24, 2024 at 4:00 p.m. (ET). The deadline for any party in interest to object to any 3018 Motion is October 1, 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.

8. 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 (defined below).

THE COMBINED HEARING

9. On **October 22, 2024 at 10:00 a.m. (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 (the "Combined Hearing").

10. 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

11. 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 Party⁴ 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,⁵ on

⁴ “Released Party” means collectively, and in each case in its capacity as such: (a) the Debtors; (b) HIG; (c) the Prepetition Secured Parties; (d) the DIP Lender; (e) the Purchaser; (f) Committee (but not its members) and its Professionals; (g) as to the foregoing (a) through (e) each such Entity’s current and former Affiliates, subsidiaries, officers, directors, independent directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants (except for accountants who provided audit services to the Debtors), investment bankers, consultants, representatives, and other Professionals, each in their capacity as such; and (h) the Committee members, in their individual capacities as Committee members.

⁵ “HIG” means H.I.G. Capital LLC, H.I.G. Advantage Buyout Fund, L.P., H.I.G. Whitehorse Equity Side-Car, L.P., H.I.G. Capital Finance, LLC, and all of its Related Parties.

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 Party⁶ 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

⁶ "Exculpated Party" means collectively, and in each case in its capacity as such, (a) the Debtors, (b) the directors, managers (pursuant to the Debtors' corporate organizational documents), and officers of the Debtors who served in such capacity between the Petition Date and the Effective Date, (c) the Professionals retained by the Debtors in the Chapter 11 Cases, solely in their capacities as such, except for Ordinary Course Professionals, (d) the Committee, (e) the members of the Committee, and (f) the Professionals retained by the Committee, solely in their capacities as such.

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

12. 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 October 11, 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 52nd 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

13. Pursuant to the Solicitation Procedures Order, you may not have received a copy of the Combined Plan and Disclosure Statement. 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>.

14. Any Plan Supplement will be filed with the Court no later than October 4, 2024 at 11:59 p.m. (ET).

15. 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. YOUR RIGHTS MAY BE AFFECTED UPON APPROVAL AND CONFIRMATION OF THE COMBINED PLAN AND DISCLOSURE STATEMENT. YOU ARE URGED TO REVIEW A COPY OF THE COMBINED PLAN AND DISCLOSURE STATEMENT, WHICH MAY BE OBTAINED BY ONE OF THE METHODS DESCRIBED HEREIN.

[Signatures on Next Page]

Dated: September 4, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Katelin A. Morales

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