

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

	)	Chapter 11
In re:	)	
	)	Case No. 22-10580 (JKS)
LEGACY EJY INC., <i>et al.</i> , <sup>1</sup>	)	(Jointly Administered)
	)	
Debtors.	)	
	)	<b>Re: Docket Nos. 504, 505 &amp; 558</b>
	)	

**ORDER (I) CONDITIONALLY APPROVING PROPOSED COMBINED DISCLOSURE STATEMENT AND PLAN FOR SOLICITATION PURPOSES ONLY AND THE FORM AND MANNER OF THE NOTICE OF THE DISCLOSURE STATEMENT HEARING, (II) ESTABLISHING SOLICITATION AND VOTING PROCEDURES, (III) SCHEDULING A CONFIRMATION HEARING, (IV) ESTABLISHING VOTING AND OBJECTION PROCEDURES FOR CONFIRMATION OF DEBTORS’ COMBINED DISCLOSURE STATEMENT AND PLAN, AND (V) GRANTING RELATED RELIEF**

Upon consideration of the *Debtors’ Motion for an Order (I) Conditionally Approving Proposed Combined Disclosure Statement and Plan for Solicitation Purposes Only and the Form and Manner of the Notice of the Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling a Confirmation Hearing, (IV) Establishing Voting and Objection Procedures for Confirmation of Debtors’ Combined Disclosure Statement and Plan, and (V) Granting Related Relief* (the “Motion”);<sup>2</sup> and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due, adequate and sufficient notice of the Motion having been given; and this Court having reviewed the Motion

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: Legacy EJY, Inc. (6891); Legacy EJY Operating Corp. (4543); Legacy EJY Subsidiary LLC (0230). The location of the Debtors’ service address in these chapter 11 cases is 1209 Orange Street, Wilmington DE 19801.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Motion or the Combined Disclosure Statement and Plan, as applicable.

and having heard the statements in support of the relief requested therein at a hearing, if necessary, before this Court; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor,

**THE COURT HEREBY FINDS AS FOLLOWS:**

A. The form of ballot attached hereto as **Exhibit 1** (the “Ballot”): (i) is consistent with Official Form No. 14, (ii) adequately addresses the particular needs of these chapter 11 cases, (iii) is appropriate for the Voting Classes, and (iv) complies with Bankruptcy Rule 3017(d).

B. Ballots need not be provided to holders of Claims or Equity Interests in the following Classes, as such Non-Voting Classes are either unimpaired and are conclusively presumed to have accepted the Combined Disclosure Statement and Plan in accordance with section 1126(f) of the Bankruptcy Code or are impaired but will neither retain nor receive any property under the Combined Disclosure Statement and Plan and are thus conclusively deemed to have rejected the Combined Disclosure Statement and Plan under section 1126(g) of the Bankruptcy Code:

Class	Type	Status Under Plan	Voting Status
1	Secured Claims	Unimpaired	Deemed to Accept
2	Priority Non-Tax Claims	Unimpaired	Deemed to Accept
4	Intercompany Claims	Impaired	Deemed to Reject
5	EJY Equity Interests	Impaired	Deemed to Reject
6	Intercompany Equity Interests	Unimpaired	Deemed to Accept

C. The period during which the Debtors may solicit votes to accept or reject the Combined Disclosure Statement and Plan, as established by this Order, provides sufficient time for Claimholders in the Voting Classes to make informed decisions to accept or reject the Combined Disclosure Statement and Plan and submit their Ballots in a timely fashion.

D. The Tabulation Procedures (as defined below) for the solicitation and tabulation of

votes to accept or reject the Combined Disclosure Statement and Plan, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

E. The contents of the Solicitation Packages and the procedures for providing notice of the Confirmation Hearing and the other matters set forth in the Confirmation Notice comply with the Bankruptcy Rules 2002 and 3017 and, under the circumstances, constitute sufficient notice to all interested parties in accordance with Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

**IT IS HEREBY FOUND AND DETERMINED THAT:**

1. The Motion is **GRANTED** as set forth herein.

**A. Conditional Approval of the Disclosure Statement**

2. The Combined Disclosure Statement and Plan is conditionally approved for solicitation purposes only.

**B. Approval of the Confirmation Timeline**

3. The Debtors' request for a Combined Hearing on the final approval of the Combined Disclosure Statement and Plan, and the follow dates and deadlines, are hereby approved:

Event	Date
<b>Voting Record Date</b>	November 1, 2022
<b>Solicitation Date</b>	November 4, 2022
<b>Claims Objection Deadline</b>	November 14, 2022
<b>Deadline to File Rule 3018 Motions</b>	November 28, 2022 at 4:00 p.m. (ET)
<b>Deadline to File Plan Supplement</b>	November 28, 2022
<b>Deadline to Object to Rule 3018 Motions</b>	December 5, 2022 at 4:00 p.m. (ET)

<b>Voting Deadline</b>	December 5, 2022 at 4:00 p.m. (ET)
<b>Confirmation Objection Deadline</b>	December 5, 2022 at 4:00 p.m. (ET)
<b>Deadline for Debtors to File Reply, Affidavits, and/or Declarations in Support of Confirmation</b>	December 8, 2022 at 4:00 p.m. (ET)
<b>Confirmation Hearing</b>	December 13, 2022 at 1:00 p.m. (ET)

**C. Confirmation Hearing and Confirmation Objection Deadline**

4. The Confirmation Hearing is hereby scheduled for **December 13, 2022 at 1:00 p.m. (ET)**. The Confirmation Hearing may be continued from time to time by the Debtors without further notice other than by (i) announcing the adjourned date(s) at the Confirmation Hearing (or any continued hearing) or (ii) filing a notice with the Court (which such notice may be included in an agenda of matters scheduled for hearing filed with the Court).

5. Objections to confirmation of the Combined Disclosure Statement and Plan on any ground, including adequacy of the disclosures therein, if any, must: (a) be in writing; and (b) be filed with the Court no later than **December 5, 2022 at 4:00 p.m. (ET)** (the “Confirmation Objection Deadline”) and served on: (i) the Debtors’ counsel, (x) Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, DE 19801 (Attn: Daniel J. DeFranceschi (defranceschi@rlf.com), Paul N. Heath (heath@rlf.com), and Brendan J. Schlauch (schlauch@rlf.com)) and (y) Cooley LLP, 1299 Pennsylvania Avenue, NW, Suite 700, Washington, DC 20004-2400 (Attn: Cullen D. Speckhart (cspeckhart@cooley.com) and Weirui Fang (wfang@cooley.com)) and 55 Hudson Yards, New York, New York 10001 (Attn: Michael Klein (mklein@cooley.com), Evan M. Lazerowitz (elazerowitz@cooley.com), and Joseph Brown (jbrown@cooley.com)); (ii) counsel to the Committee, Fox Rothschild LLP, 919 North Market Street, Suite 300, Wilmington, DE 19899-2323 (Attn: Howard A. Cohen

(hcohen@foxrothschild.com and Stephanie J. Slater (sslater@foxrothschild.com) and 321 North Clark Street, Suite 1600, Chicago, IL 60654 (Attn: Gordon E. Gouveia (ggouveia@foxrothschild.com) and Jeffrey L. Widman (jwidman@foxrothschild.com)); and (iii) the United States Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox #35, Wilmington, DE 19801 (Attn: Richard L. Schepacarter (richard.schepacarter@usdoj.gov)).

6. The Debtors shall, if they deem necessary in their discretion, file a consolidated reply to any such objections and/or any affidavits or declarations in support of approval of the Combined Disclosure Statement and Plan by no later than **December 8, 2022 at 4:00 p.m. (ET)** (or three (3) business days prior to the date of any adjourned Confirmation Hearing).

**D. Approval of the Solicitation Packages**

7. The content of the Solicitation Packages is approved in all respects and shall contain the following:

- (a) the Confirmation Notice;
- (b) the Ballot with a pre-stamped envelope;
- (c) a copy of this Order (without exhibits); and
- (d) a copy of the Combined Plan and Disclosure Statement.

8. The Debtors will distribute or cause to be distributed through the Balloting Agent the Solicitation Package by **November 4, 2022**, i.e., three (3) business days after the entry of the Conditional Approval and Procedures Order (the "Solicitation Date") to the Voting Classes.

9. In addition, the Debtors shall also provide by electronic mail Solicitation Packages (excluding the Ballot) in electronic format to the U.S. Trustee and all parties entitled to receive notice under Bankruptcy Rule 2002.

10. The Debtors shall be excused from distributing Solicitation Packages to those persons or entities listed at addresses for which previous mailings have been returned as

undeliverable, unless the Debtors receive written notice of accurate addresses for such persons or entities prior to the Voting Record Date. The Debtors and Solicitation Agent are also not required to conduct any additional research for updated addresses based on undeliverable Solicitation Packages (including undeliverable Ballots) or Notices of Non-Voting Status.

11. The Debtors shall make reasonable efforts to ensure that any holder of a Claim that has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Combined Disclosure Statement and Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class.

12. The Confirmation Notice, substantially in the form attached hereto as **Exhibit 2**, is approved. The Debtors shall serve the Confirmation Notice on: (i) all parties filing a notice of appearance and request for service pursuant to Bankruptcy Rule 2002 in these chapter 11 cases, (ii) state and local taxing authorities in which the Debtors did business, (iii) the Internal Revenue Service, (iv) holders of claims or interests in the Non-Voting Classes, (v) the United States Trustee, (vi) all persons or entities listed on the Debtors' creditor mailing matrix, and (v) all holders of Claims or Equity Interests (to the extent not otherwise included in the foregoing) no later than three (3) business days after the entry of the Conditional Approval and Procedures Order.

**E. Voting Record Date**

13. Pursuant to Bankruptcy Rule 3017(d), the date on which this Order is entered shall be the record date for purposes of determining which holders of Claims are entitled to receive Solicitation Packages and, where applicable, vote on the Combined Disclosure Statement and Plan (the "Voting Record Date").

14. With respect to any transferred claim, the transferee shall only be entitled to receive and cast a Ballot on account of such transferred claim if: (a) all actions necessary to effect the transfer of the claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date (including without limitation, the passage of any applicable objection period); or (b) the transferee files, no later than the Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

**F. Ballots**

15. The Ballot, substantially in the form attached hereto as **Exhibit 1**, is approved.

16. The Debtors are authorized to distribute Ballots only to holders of Claims in the Voting Classes. Ballots need not be distributed to holders of Claims or Equity Interests in the Non-Voting Classes.

17. To be counted, completed Ballots must be returned to and actually received in each case by the Balloting Agent on or before the Voting Deadline by mail, overnight courier, or personal delivery or cast an electronic Ballot and electronically sign and submit the Ballot by utilizing the Balloting Agent's website (the "E-Ballot Portal") so that they are actually received no later than **December 5, 2022 at 4:00 p.m. (ET)** (the "Voting Deadline"). Instructions for electronic, online transmission of Ballots through the E-Ballot Portal will be set forth on such website. The encrypted ballot data and the audit trail created by such submission shall become part of the record of any Ballot submitted in this manner and the Claimholder's electronic signature will be immediately legally valid and effective. Parties entitled to vote shall be authorized in their sole discretion to complete an electronic Ballot and electronically sign and submit the

Ballot to the Balloting Agent. Any Ballot submitted by facsimile transmission or other electronic means except through the E-Ballot Portal will not be counted.

18. Only one Ballot may be submitted by each Claimholder in a Voting Class. A Claimholder that submits a Ballot via the E-Ballot Portal should not also submit a paper Ballot. If a Claimholder submits a Ballot using the E-Ballot Portal and a paper Ballot, the latest valid Ballot received by the Ballot Agent before the Voting Deadline shall be deemed to be the effective vote unless otherwise agreed to by the Debtors in their sole and absolute discretion.

19. Upon completion of balloting, the Balloting Agent will certify the amount and number of allowed claims of the Voting Classes accepting or rejecting the Combined Disclosure Statement and Plan, including all votes not counted and the reason for not counting such votes. The Debtors will file such certification with the Court by **December 8, 2022**.

**G. Notices of Non-Voting Status**

20. On the Solicitation Date, the Solicitation Agent shall send to such holders of Claims or Equity Interests in the Unimpaired Classes (i) the Confirmation Notice and (ii) Unimpaired Non-Voting Status Notice, substantially in the form attached hereto as **Exhibit 3**.

21. On the Solicitation Date, the Solicitation Agent shall send to such holders of Claims or Equity Interests in the Impaired Non-Voting Classes (i) the Confirmation Notice and (ii) the Impaired Non-Voting Status Notice, substantially in the form attached hereto as **Exhibit 4**.

22. With respect to Class 5, the Nominee of any Beneficial Holder shall as soon as practicable distribute to such Beneficial Holder (i) the Confirmation Notice and (ii) the Impaired Non-Voting Status Notice.

23. The Notices of Non-Voting Status satisfies the requirements of Bankruptcy Rule 3017(d), and accordingly, copies of the Combined Disclosure Statement and Plan need not be

mailed to any holder of a Claim or Equity Interest in the Non-Voting Classes unless such party makes a specific request for the same.

#### **H. Tabulation Procedures**

24. The following procedures shall be utilized in tabulating the votes to accept or reject the Combined Disclosure Statement and Plan (the “Tabulation Procedures”):

- (a) Unless otherwise provided in these Tabulation Procedures, a claim will be deemed temporarily allowed for voting purposes only in an amount equal to: (i) the amount of such claim as set forth in the Schedules if no proof of claim has been timely filed in respect of such claim; or (ii) if a proof of claim has been timely filed in respect of such claim, the amount set forth in such proof of claim.
- (b) Duplicative claims (i.e., the same claim against two or more of the Debtors) listed in the Debtors’ Schedules or in timely-filed proofs of claim will be deemed temporarily allowed for voting purposes only in an amount equal to one such claim and not in an amount equal to the aggregate of such claims.
- (c) If a claim, for which no proof of claim has been timely filed, is listed on the Schedules, but is listed as contingent, unliquidated or disputed, either in whole or in part, or if no claim amount is specified, such claim shall be disallowed for voting purposes; provided, however, that any undisputed portion, if any, of such claim will be deemed temporarily allowed for voting purposes, subject to the other Tabulation Procedures.
- (d) If a claim, for which a proof of claim has been timely filed, has not been disallowed and is not subject to a pending objection or adversary proceeding as of the Claims Objection Deadline (as defined below), is marked or otherwise referenced on its face, or as determined after a reasonable review by the Balloting Agent, as contingent, unliquidated or disputed, either in whole or in part, or if no claim amount is specified on such proof of claim, such claim shall be temporarily allowed solely for voting purposes in the amount of \$1.00, irrespective of how such claim may or may not be set forth on the Schedules; provided, however, that any undisputed portion, if any, of such claim will be deemed temporarily allowed for voting purposes, subject to the other Tabulation Procedures.

If the Debtors have served an objection or request for estimation as to a Claim on or before November 14, 2022 (the “Claims Objection Deadline”), such Claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and manner as set forth in such objection, unless otherwise ordered by the Court.

- (e) If a Claimholder identifies a claim amount in its Ballot that is different than the amount otherwise calculated in accordance with the Tabulation Procedures, the

claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.

- (f) Claimholders will not be entitled to vote claims to the extent such claims have been superseded and/or amended by other claims filed by or on behalf of such Claimholders.
- (g) Except as otherwise ordered by the Court, any Ballots received after the Voting Deadline will not be counted unless the Debtors have granted an extension in writing (including e-mail) with respect to such Ballots.
- (h) Any Ballot that does not indicate an acceptance or rejection of the Combined Disclosure Statement and Plan or that indicates both an acceptance and rejection of the Combined Disclosure Statement and Plan will not be counted.
- (i) Any Ballot that is returned indicating acceptance or rejection of the Combined Disclosure Statement and Plan but is unsigned will not be counted.
- (j) Whenever a Claimholder casts more than one Ballot voting the same claim prior to the Voting Deadline, only the latest-dated Ballot timely received will be deemed to reflect the voter's intent and will thus supersede any prior Ballots.
- (k) If a Claimholder casts simultaneous duplicative Ballots that are voted inconsistently, such Ballots will not be counted.
- (l) Each Claimholder will be deemed to have voted the full amount of its claim as set forth on the Ballot.
- (m) Claimholders may not split their vote within a Class, thus each Claimholder will be required to vote all of its claims within the Class either to accept or reject the Combined Disclosure Statement and Plan.
- (n) Ballots partially rejecting and partially accepting the Combined Disclosure Statement and Plan will not be counted.
- (o) The method of delivery of Ballots to the Balloting Agent is at the risk of each Claimholder, and such delivery will be deemed made only when the original Ballot is actually received by the Balloting Agent.
- (p) The Debtors expressly reserve the right to amend the terms of the Combined Disclosure Statement and Plan (subject to compliance with section 1127 of the Bankruptcy Code). If the Debtors make material changes to the terms of the Combined Disclosure Statement and Plan, the Debtors will disseminate additional solicitation materials and extend the solicitation period, in each case to the extent required by law or further order of the Court.
- (q) If a Ballot is executed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative

capacity on behalf of a Claimholder, such person will be required to indicate such capacity when signing and, at the Balloting Agent's discretion, must submit proper evidence satisfactory to the Balloting Agent to so act on behalf of the claimholder.

- (r) Any Claimholder who has delivered a valid Ballot voting on the Combined Disclosure Statement and Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a).
- (s) Subject to any contrary order of the Court, the Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot.
- (t) Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Voting Deadline or within such time as the Court determines, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.
- (u) Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of them incur any liabilities for failure to provide such notification.

25. If any Claimholder seeks to challenge the allowance of its claim for voting purposes in accordance with the Tabulation Procedures, such Claimholder must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing its claim in a different amount or classification for purposes of voting to accept or reject the Combined Disclosure Statement and Plan (a "Rule 3018 Motion") no later than **November 28, 2022 at 4:00 p.m. (ET)** and serve the Rule 3018 Motion on the Debtors. The Debtors (and, with respect to filing a response, any other party in interest) shall then (i) have until the Confirmation Objection Deadline to file and serve any responses to such Rule 3018 Motions, and (ii) coordinate with the Court to adjudicate and resolve all pending Rule 3018 Motions prior to the Confirmation Hearing. Any Ballot submitted by a Claimholder that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Procedures and the other applicable provisions of this Order unless and until the underlying Claim or Equity Interest is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

**J. Miscellaneous**

26. The Debtors are authorized to make non-substantive and ministerial changes to the Combined Disclosure Statement and Plan, Confirmation Notice, Ballot, Notices of Non-Voting Status, and related documents without further approval of the Court prior to its dissemination, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes to the Combined Disclosure Statement and Plan and any other materials included in the Solicitation Package prior to their distribution.

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

28. The Court shall retain jurisdiction as to all matters relating to the interpretation, implementation, and enforcement of this Order.

29. This Order is effective immediately upon entry.

**Dated: November 1st, 2022**  
**Wilmington, Delaware**

  
**J. KATE STICKLES**  
**UNITED STATES BANKRUPTCY JUDGE**