

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

In re:

CLOVER TECHNOLOGIES GROUP, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-12680 (____)
)
) (Joint Administration Requested)
)

**DEBTORS' MOTION FOR ENTRY OF
AN ORDER (I) SCHEDULING A COMBINED
DISCLOSURE STATEMENT APPROVAL AND PLAN
CONFIRMATION HEARING, (II) APPROVING THE SOLICITATION
PROCEDURES AND DATES, DEADLINES, AND NOTICES RELATED
THERE TO, (III) DIRECTING THAT A MEETING OF CREDITORS
NOT BE CONVENED, AND (IV) WAIVING THE REQUIREMENTS TO FILE
STATEMENTS OF FINANCIAL AFFAIRS AND SCHEDULES OF ASSETS AND LIABILITIES**

The above-captioned debtors and debtors in possession (collectively, the “Debtors” and together with their non-debtor affiliates, the “Company”) respectfully state as follows in support of this motion:²

Relief Requested³

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) scheduling a combined hearing (the “Combined Hearing”) to seek approval of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Clover Technologies Group, LLC (9236); 4L Holdings Corporation (0292); 4L Technologies Inc. (5035); Clover Ithaca Properties, LLC (9236); Refurb Holdings, LLC (1230); Clover Wireless, LLC (0313); and Valu Tech Outsourcing, LLC (3563). The location of the Debtors’ service address in these chapter 11 cases is: 5850 Granite Parkway, Suite 720, Plano, Texas 75024.

² A detailed description of the Debtors and their business, and the facts and circumstances supporting the Debtors’ chapter 11 cases, are set forth in greater detail in the *Declaration of Andrew Buck, Chief Financial Officer of Clover Wireless, LLC in Support of the Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed substantially contemporaneously with the Debtors’ voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on December 16, 2019 (the “Petition Date”) and incorporated by reference herein. Capitalized terms used but not otherwise defined in this motion shall have the meanings ascribed to them in the First Day Declaration or in the Plan, as applicable.

³ Capitalized terms used but not otherwise defined in this motion shall have the meanings given to them in the First Day Declaration or the Plan, as applicable.

adequacy of the Debtors' Disclosure Statement and confirmation of the Plan,⁴ (b) establishing a deadline for objections to the adequacy of the Disclosure Statement and confirmation of the Plan (the "Confirmation Objection Deadline") and approving related procedures, (c) approving the solicitation procedures regarding votes to accept or reject the Plan (the "Solicitation Procedures"), (d) approving the form and manner of notice of the Combined Hearing (the "Combined Hearing Notice"), and (e) conditionally, if the Plan is confirmed within 75 days of the Petition Date, (i) directing that the United States Trustee for the District of Delaware (the "U.S. Trustee") not convene a meeting of creditors (the "Creditors' Meeting") under section 341(e) of the Bankruptcy Code and (ii) waiving the requirement that the Debtors file schedules of assets and liabilities (the "Schedules") and statements of financial affairs (the "SOFAs").

2. In connection with the foregoing, the Debtors request that the Court (as defined below) approve the following schedule of proposed dates (the "Confirmation Schedule"):⁵

Event	Date
Voting Record Date ⁶	December 13, 2019
Commencement of Prepetition Solicitation	December 13, 2019
Petition Date	December 16, 2019
Mailing of Combined Hearing Notice Date	One business day, or as soon as reasonably practicable, after entry of an order approving this motion

⁴ As used herein the "Plan" means the *Joint Prepackaged Chapter 11 Plan of Reorganization of Clover Technologies Group, LLC and its Debtor Affiliates* (as may be amended or modified from time to time and including all exhibits and supplements thereto).

⁵ Certain of the proposed dates are subject to the Court's availability.

⁶ The "Voting Record Date" is the date as of which a Holder of record of a Claim or Interest entitled to vote on the Plan must have held such Claim or Interest to cast a vote to accept or reject the Plan.

Event	Date
Initial Plan Supplement Deadline	January 8, 2020, at 5:00 p.m., prevailing Eastern Time, or such other date as the Court may direct
Voting Deadline	January 15, 2020, at 11:59 p.m., prevailing Eastern Time
Confirmation Objection Deadline	January 15, 2020, at 5:00 p.m., prevailing Eastern Time, or such other date as the Court may direct
Reply Deadline	January 17, 2020, at 4:00 p.m., prevailing Eastern Time, or such other date as the Court may direct
Combined Hearing	January 21, 2020, or such other date as the Court may direct

Introduction

3. After extensive negotiations with their key stakeholders, the Debtors commenced these chapter 11 cases to implement a prepackaged restructuring transaction that has broad support across the Debtors' capital structure and contemplates (a) a substantial deleveraging of the Debtors' balance sheet by equitizing approximately \$644.1 million of the Debtors' Term Loans, (b) the distribution of the Take-Back Term Loans to Holders of Term Loan Secured Claims in Class 3, (c) the payment in full and/or Reinstatement of the Debtors' General Unsecured Claims, and (d) a return to Existing Equity Interests Holders in the form of the New Warrants. By implementing the transactions contemplated by the Restructuring Support Agreement and the Plan, the Debtors will preserve the going-concern value of their businesses and maximize the recoveries to all stakeholders.

4. Pursuant to the terms of the Debtors' Restructuring Support Agreement, Holders of over 70% in amount of Class 3 Term Loan Secured Claims and 72.8% of Class 7 Existing Equity

Interests have committed to support the Plan (the “Consenting Term Loan Lenders” and the “Consenting Sponsors”, respectively). Based on the support pursuant to the Restructuring Support Agreement, the Plan already has the support necessary to meet the voting requirements of section 1126(c) of the Bankruptcy Code from all classes entitled to vote on the Plan.

5. In addition to enjoying overwhelming support across the Debtors’ capital structure, the Plan contemplates sufficient exit financing to ensure that the Debtors have sufficient liquidity to make Plan distributions and successfully operate their business upon emergence.

6. Because the ultimate goal of the restructuring contemplated by the Restructuring Support Agreement and the Plan is to maximize the value of the Debtors’ business, it is critical that the Debtors emerge from chapter 11 in an expeditious manner with a deleveraged balance sheet. The Debtors operate in a fast-paced, rapidly-evolving technology services market. An efficient solicitation and Plan confirmation process will send a strong signal to the Debtors’ customers that the Debtors have a valuable business that will continue to operate on an ordinary course basis. Moreover, the Debtors and their non-Debtor affiliates have just completed the acquisition of Teleplan, a major international counterpart. The Restructuring Support Agreement supports this acquisition, and the proposed Confirmation Schedule will enable the Debtors to focus on integrating Teleplan and expanding the Debtors’ operations globally. As parties to the Restructuring Support Agreement, the Debtors, the Consenting Term Loan Lenders, and the Consenting Sponsors all agree that this timeline will maximize the value of the Debtors’ estates.

7. By this motion, the Debtors request authority to proceed on the timeline set forth herein, which will allow the Debtors to move these chapter 11 cases to the expeditious resolution contemplated by the Restructuring Support Agreement and ensure the Debtors’ operations obtain the other benefits contemplated by the Restructuring Support Agreement. The Debtors therefore

submit that confirming the Plan on this schedule is in the best interests of the Debtors, their estates, and all stakeholders, and should be approved.

Jurisdiction and Venue

8. 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. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and 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”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

9. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

10. The statutory bases for the relief requested herein are sections 105, 341, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3017, 3018, 3020, and 9006, and Local Rules 3017-1 and 9006-1.

Background

11. The Debtors collect and recycle electronic devices and provide aftermarket management services for mobile device carriers, manufacturers, retailers, insurance providers and enterprise businesses. Formed through organic growth and strategic acquisitions, the Debtors and their non-debtor affiliates operate repair centers in North America and abroad and provide services in over 120 countries. The Company’s comprehensive services portfolio includes a full suite of returns management, customized trade-in and buyback programs, and device re-marketing through

multiple sales channels, and their repair and reclamation services restore devices to high quality condition while avoiding waste and maximizing value for their customers.

12. Prior to the Petition Date, the Debtors engaged in extensive discussions with the Consenting Stakeholders. These extensive, good faith, arm's-length discussions culminated in the execution of the Restructuring Support Agreement, which serves as the foundation for the Plan and has the support of the vast majority of the Debtors' funded debt holders. The Plan provides for a comprehensive restructuring of the Debtors' prepetition funded debt obligations, leaves General Unsecured Claims unimpaired, preserves the going-concern value of the Debtors' business, maximizes creditor recoveries, and protects the jobs of the Company's invaluable employees. The transactions contemplated by the Restructuring Support Agreement and Plan will enable the Debtors to substantially deleverage their balance sheet and position their business for stability and success after emergence from chapter 11.

13. On the Petition Date, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have also filed a motion requesting joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). 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. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no official committees have been appointed or designated.

The Solicitation Procedures

14. The Debtors commenced solicitation of votes on the Plan from Holders of Claims and Interests in the voting Classes prior to the Petition Date in accordance with the following Solicitation Procedures, the Bankruptcy Code, and applicable nonbankruptcy law. On December 13, 2019, the Debtors caused their solicitation agent, Bankruptcy Management

Solutions, Inc. d/b/a Stretto (the “Solicitation Agent”),⁷ to distribute packages (the “Solicitation Packages”) to Holders of Claims and Interests entitled to vote to accept or reject the Plan as of the Voting Record Date. The Solicitation packages included:

- a. a cover letter;
- b. the Plan;
- c. a form of Combined Hearing Notice;
- d. Ballots, in the form of Exhibits 3-A and/or 3-B to Exhibit A attached hereto
- e. the Disclosure Statement;⁸ and
- f. the exhibits to the Disclosure Statement, including:
 - i. The corporate structure of the Debtors;
 - ii. The Restructuring Support Agreement (and all exhibits thereto);
 - iii. The financial projections;
 - iv. The valuation analysis; and
 - v. The liquidation analysis.

15. Holders of Claims and Interests that received the Solicitation Package were directed in the Disclosure Statement and Ballots to follow the instructions contained in the Ballots (and described in the Disclosure Statement) to complete and submit their respective Ballots to cast a vote to accept or reject the Plan. The Solicitation Packages clearly disclose the Debtors’ expectation and intention to: (a) commence these Chapter 11 Cases; (b) request that the Court approve the Solicitation Procedures, as set forth in the Disclosure Statement, including approval of January 15, 2020 at 11:59 p.m., prevailing Eastern Time, as the Voting Deadline; (c) request

⁷ The Debtors have applied for authority to retain Stretto, as their solicitation and noticing agent. *See Debtors’ Application for Appointment of Stretto as Claims and Noticing Agent*, filed contemporaneously herewith.

⁸ The Disclosure Statement and Plan may be distributed in paper or USB-flash drive format.

that the Court set January 15, 2020 at 5:00 p.m., prevailing Eastern Time, as the Confirmation Objection Deadline; and (d) request that the Court set January 21, 2020 at 10:00 a.m. prevailing Eastern Time, as the date of the Combined Hearing. Holders of Claims and Interests that received the Solicitation Package were directed to follow the instructions contained on the Ballot (and described in the Disclosure Statement) to complete and submit their Ballots and cast their votes. Each Holder was explicitly informed in the Disclosure Statement and on the Ballot that such Holder needed to submit its Ballot so that it was actually received by the Solicitation Agent on or before the Voting Deadline to be counted.

16. Certain other Holders of Claims and Interests were not provided a Solicitation Package because such Holders are either: (a) Unimpaired and conclusively presumed to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code; or (b) Impaired, entitled to receive no distribution on account of such Claims or Interests under the Plan, and therefore deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code.

17. The Debtors' procedures and standard assumptions for tabulating Ballots include:⁹

- Votes Not Counted**
- any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Interest;
 - any Ballot that is not actually received by the Solicitation Agent by the Voting Deadline (unless the Debtors determine otherwise or as permitted by the Court);
 - any unsigned Ballot;
 - any Ballot that partially rejects and partially accepts the Plan;
 - any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan;
 - any Ballot superseded by a later, timely submitted valid Ballot;

⁹ In addition to returning the Ballots in hard copy format, votes may be returned using the Solicitation Agent's e-ballot platform at <https://cases.stretto.com/Clover>. Holders need only to return the Ballots using one of the methods listed here and in the Ballot instructions.

- any improperly submitted Ballot, or any form of ballot other than the official form of Ballot sent by the Solicitation Agent (unless the Debtors determine otherwise or as permitted by the Court); and
- 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.

No Vote Splitting

- Holders are required to vote all of their Claims or Interests within a particular Class either to accept or reject the Plan and are not permitted to split any votes.

Basis for Relief

II. Scheduling the Combined Hearing.

18. Bankruptcy Rule 3017(a) provides that “the court shall hold a hearing on at least 28 days’ notice to the debtor, creditors, equity security holders and other parties in interest . . . to consider the disclosure statement and any objections or modifications thereto.” Fed. R. Bankr. P 3017(a). In addition, Local Rule 3017-1 provides that a hearing on a disclosure statement “shall be at least thirty-five (35) days following service of the disclosure statement.” Bankr. L.R 3017-1. Section 1128(a) of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan.” 11 U.S.C § 1128(a).

19. The Court may combine the hearing on the adequacy of the Disclosure Statement and the hearing to confirm the Plan. *See* 11 U.S.C. § 105(d)(2)(B)(vi) (authorizing the Court to combine a hearing on approval of a disclosure statement with the confirmation hearing). The Debtors submit that a combined hearing to approve the Disclosure Statement and confirm the Plan would promote judicial economy and the expedient reorganization of the Debtors. Additionally, courts in this district routinely permit combined hearings in other prepackaged cases. *See In re Anna Holdings, Inc.*, No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019) (approving combined plan confirmation and disclosure statement approval hearing); *In re Blackhawk Mining LLC*, No. 19-11595 (LSS) (Bankr. D. Del. July 22, 2019) (same); *In re EV Energy*

Partners, L.P., No. 18-10814 (CSS) (Bankr. D. Del. Apr. 4, 2018) (same); *In re PES Holdings, LLC*, No. 18-10122 (KG) (Bankr. D. Del. Jan. 29, 2018) (same); *In re Key Energy Servs., Inc.*, No. 16-12306 (BLS) (Bankr. D. Del. Oct. 25, 2016) (same).¹⁰ Therefore, the Debtors request that the Court consider both the adequacy of the Disclosure Statement and whether to confirm the Plan at the Combined Hearing, and to schedule the Combined Hearing on January 21, 2020 (or as soon as reasonably practicable thereafter).

20. It is appropriate to set the Combined Hearing on January 21, 2020 (or as soon as reasonably practicable thereafter). **First**, the Debtors have requested that the Court schedule the Combined Hearing on a date that is 35 days after service of the Disclosure Statement, and the Debtors will provide notice consistent with Bankruptcy Rules 2002 and 3017(a) and section 1128(a) of the Bankruptcy Code. **Second**, as described above, the Debtors commenced solicitation on December 13, 2019, and solicitation was in accordance with sections 1125(g) and 1126(b) of the Bankruptcy Code. The Disclosure Statement and other solicitation materials were distributed to each Holder of a Claim or Interest entitled to vote on the Plan. **Third**, the Plan is a consensual prepackaged plan, and the Debtors expect to receive sufficient support for the Plan from the Holders of Term Loan Secured Claims and the Existing Equity Interests, who are obligated to support the Plan under the Restructuring Support Agreement, consistent with section 1126(c) of the Bankruptcy Code. **Fourth**, a combined hearing on the Disclosure Statement and Plan will reduce the time the Debtors remain in bankruptcy, thereby reducing the costs of administering and funding these chapter 11 cases.

¹⁰ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

21. Further, the proposed schedule for the Combined Hearing is consistent with the timing of analogous prepackaged chapter 11 cases. The combined hearing in a prepackaged Delaware case was recently scheduled fifteen (15) days after the Petition Date. *In re Anna Holdings, Inc.*, 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019), as the debtors in that case, like the Company, operated in a “highly competitive environment” with customers who “will not be willing to stand on the sidelines for a long drawn out battle in court.” When necessary, bankruptcy courts have consistently recognized that such shortened timelines are appropriate. *See, e.g., In re Deluxe Entm’t Serv. Inc.*, No. 1923774 (RDD) (Bankr. S.D.N.Y. Oct. 9, 2019) (granting motion to shorten notice and schedule the confirmation hearing twenty-one (21) days after the petition date due to the risk of losing customer relationships); *see also In re Southcross Holdings, LP*, No. 16-20111 (MI) (Bankr. S.D. Tex. Mar. 29, 2016) (scheduling a confirmation hearing sixteen (16) days after the petition date where confirmation prevented defaulting under certain credit facilities).

III. Confirmation Objection Deadline and Related Procedures.

22. Bankruptcy Rule 3017(a) provides that “the court shall hold a hearing on at least 28 days’ notice to the debtor, creditors, equity security holders and other parties in interest . . . to consider . . . any objections or modifications” to the Disclosure Statement. Fed. R. Bankr. P. 3017(a). Local Rule 3017-1(a) provides that “[u]pon the filing of a disclosure statement, the proponent of the plan shall obtain hearing and objection dates from the Court,” which “hearing date shall be at least thirty-five (35) days following service of the disclosure statement and the objection deadline shall be at least twenty-eight (28) days from service of the disclosure statement.” Bankr. L. R. 3017-1(a). Similarly, Bankruptcy Rule 2002(b) provides that notice shall be given to “the debtor, the trustee, all creditors and indenture trustees [of] not less than 28 days . . . by mail of the time fixed for filing objections and the hearing to consider approval of a disclosure

statement or, under § 1125(f), to make a final determination whether the plan provides adequate information so that a separate disclosure statement is not necessary.” Fed. R. Bankr. P. 2002(b). Under Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Fed. R. Bankr. P. 3020(b)(1).

23. The Debtors request that the Court set the Confirmation Objection Deadline at 5:00 p.m., prevailing Eastern Time, on January 15, 2020. The proposed Confirmation Objection Deadline will provide creditors and equity interest holders with sufficient notice of the deadline for filing objections to the Disclosure Statement and Plan, while still affording the Debtors and parties in interest time to file a response, as applicable.

24. Additionally, the Debtors request that the Court require that objections to the Disclosure Statement or confirmation of the Plan: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (e) be filed with the Court with proof of service thereof and served so as actually to be received on or before the Confirmation Objection Deadline upon the Debtors and those parties who have filed a notice of appearance in these chapter 11 cases.

25. Setting the Confirmation Objection Deadline as requested, and requiring that objecting parties satisfy the above-mentioned conditions, is warranted. **First**, the Debtors’ proposed Confirmation Schedule would provide entities at least 28 days’ notice of the Confirmation Objection Deadline, in accordance with Bankruptcy Rule 2002(b)(1) and Local Rule 3017-1(a). **Second**, the requested relief otherwise complies with the applicable rules and will afford the Court, the Debtors, and other parties in interest sufficient time to consider the

objections prior to the Combined Hearing. **Third**, Holders of Claims and Interests entitled to vote on the Plan will have received notice of the Plan and the Restructuring Transactions contemplated thereunder at least 28 days prior to the Confirmation Objection Deadline through the Solicitation Procedures.

IV. Approval of the Solicitation Procedures.

26. The Debtors distributed the Solicitation Packages and solicited votes to accept or reject the Plan prior to the Petition Date in accordance with sections 1125 and 1126 of the Bankruptcy Code. *See* 11 U.S.C. § 1125(g) (debtors may commence solicitation prior to filing chapter 11 petitions); 11 U.S.C. § 1126(b)(2) (holders of claims or interests that accepted or rejected a plan before the commencement of a chapter 11 case are deemed to accept or reject the plan so long as the solicitation provided adequate information).

27. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims or interests for the purpose of soliciting their votes to accept or reject a plan of reorganization. Fed. R. Bankr. P. 3017(d). 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 the procedures, and enter any orders the court deems appropriate.” Fed. R. Bankr. P. 3017(e). As set forth herein, the Solicitation Procedures comply with the Bankruptcy Code and the Bankruptcy Rules, and the Debtors seek approval of the Solicitation Procedures, the Ballots, and the procedures used for tabulations of votes to accept or reject the Plan.

28. The Debtors are continuing to solicit votes from certain Holders of Claims and Interests. The Debtors intend to count such votes when evaluating whether the Plan satisfies the requirements of the Bankruptcy Code. By this motion, the Debtors request the authority to include

these votes in the final tabulation of votes on the Plan. Section 1125(g) of the Bankruptcy Code allows a debtor to continue soliciting votes for acceptance or rejection of a plan after the commencement of a case without the requirement of a court-approved disclosure statement if the holder was solicited before the commencement of the case in a manner that complied with applicable nonbankruptcy law. As set forth herein, the prepetition solicitation of votes was in accordance with applicable nonbankruptcy law. The Voting Deadline is 11:59 p.m., prevailing Eastern Time, on January 15, 2020, and the Debtors' continued postpetition solicitation complies with the Bankruptcy Code.

29. Similar procedures have been approved in other chapter 11 cases in this district. *See e.g., In re Anna Holdings, Inc.*, No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019) (approving "straddle" prepackaged solicitation procedures that permitted the counting of votes postpetition); *In re Blackhawk Mining LLC*, No. 19-11595 (LSS) (Bankr. D. Del. July 22, 2019) (same); *In re EV Energy Partners, L.P.*, No. 18-10814 (CSS) (Bankr. D. Del. Apr. 4, 2018) (approving prepackaged solicitation procedures consistent with those utilized here); *In re PES Holdings, LLC*, No. 18-10122 (KG) (Bankr. D. Del. Jan. 29, 2018) (same); *see also In re Key Energy Servs. Inc.*, No. 16-12306 (BLS) (Bankr. D. Del. Oct. 25, 2016) (same); *In re Checkout Holding Corp.*, No. 18-12794 (KG) (Bankr. D. Del. Dec. 13, 2018) (same); *In re David's Bridal, Inc.*, No. 18-12635 (LSS) (Bankr. D. Del. Nov. 20, 2018) (same).¹¹

A. Voting Record Date.

30. Bankruptcy Rule 3018(b) provides that, in a prepetition solicitation, the holders of record of the applicable claims or interests against a debtor entitled to receive ballots and related

¹¹ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

solicitation materials are to be determined “on the date specified in the solicitation.” Fed. R. Bankr. P. 3018(b). The Disclosure Statement and the Ballots clearly identified December 13, 2019, as the date for determining which Holders of Claims and Interests were entitled to vote to accept or reject the Plan.

B. Plan Distribution and Voting Deadline.

31. Bankruptcy Rule 3018(b) provides that prepetition acceptances and rejections of a plan are valid only if the plan was transmitted to substantially all the holders of claims and interests entitled to vote on the plan, the time for voting was not unreasonably short, and the solicitation complied with section 1126(b) of the Bankruptcy Code. There is no applicable nonbankruptcy law governing the time period for solicitation of votes on the Plan. As mentioned above, the Plan was transmitted to all Holders of Claims and Interests entitled to vote on the Plan on December 13, 2019. As clearly set forth in the Disclosure Statement and the Ballots, the Voting Deadline for Classes 3 and 7 (the only Classes entitled to vote on the Plan) is set for January 15, 2020, at 11:59 p.m., prevailing Eastern Time, period of time of which provides 33 calendar days to consider and return votes with respect to the Plan. This period of time accords with applicable nonbankruptcy law as there is no provision in any applicable law that requires a set period of time for voting on the Plan.

32. The Debtors respectfully submit that Holders of Claims and Interests will have adequate time to consider the Plan and the Disclosure Statement and submit a Ballot before the applicable Voting Deadline. Indeed, this period of time is substantially longer than the solicitation period in certain other prepackaged chapter 11 cases. *See, e.g., In re Anna Holdings, Inc.*, No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019) (approving procedures for solicitation that included 21-day voting period for first lien claimholders and 31-day period for senior notes claimholders); *In re Blackhawk Mining LLC*, No. 19-11595 (LSS) (Bankr. D. Del. July 22, 2019) (approving

procedures for solicitation that included an 11-day voting period); *In re EV Energy Partners, L.P.*, No. 18-10814 (CSS) (Bankr. D. Del. Apr. 4, 2018) (approving procedures for solicitation that included a 16-day voting period); *In re PES Holdings, LLC*, No. 18-10122 (KG) (Bankr. D. Del. Jan. 29, 2018) (approving procedures for solicitation that included a two-day voting period); *In re Hercules Offshore, Inc.*, No. 16-11385 (KJC) (Bankr. D. Del. June 15, 2016) (approving procedures for solicitation of first lien claimholders that included a three-day voting period).¹²

33. The restructuring transactions contemplated by the Plan are the product of arm's-length negotiations among the Debtors, the Consenting Term Loan Lenders, the Consenting Sponsors, and other parties in interest. Prior to the commencement of solicitation, the Plan and Disclosure Statement were subject to extensive review and comment by representatives of the Consenting Term Loan Lenders and Consenting Sponsors. Further, the Consenting Term Loan Lenders and Consenting Sponsors are sophisticated market participants and are able to evaluate the merits of the Plan and the Disclosure Statement. For these reasons, the Debtors believe that the solicitation period is sufficient and appropriate for Holders of Claims and Interests entitled to vote on the Plan to make an informed decision to accept or reject the Plan.

C. The Ballots, Solicitation Packages, Additional Materials and Transmittal.

34. Bankruptcy Rule 3017(d) requires the Debtors to transmit a form of ballot, which substantially conforms to Official Form 314, only to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(c) provides that “[a]n acceptance or rejection shall be in writing, identify the plan or plans accepted or rejected, be signed

¹² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

by the creditor or equity security holder or an authorized agent, and conform to the appropriate Official Form.” Fed. R. Bankr. P. 3018(c).

35. As set forth herein, all Holders of Claims and Interests entitled to vote on the Plan were transmitted a Solicitation Package containing the cover letter, the Disclosure Statement, the Plan, a form of Combined Hearing Notice, and the Ballots. The Ballots used in the Solicitation Packages are based on, and substantially conform to, Official Form 314 and have been modified, as applicable, to address the particular circumstances of these chapter 11 cases to include certain information that the Debtors believe to be relevant and appropriate for Holders of Claims and Interests entitled to vote to accept or reject the Plan. *See* Fed. R. Bankr. P. 3017(d). Only the Holders of Claims and Interests entitled to vote on the Plan were transmitted a Ballot.

36. Holders of Claims and Interests entitled to vote on the Plan were instructed to vote on the Plan by completing and signing the enclosed Ballot and delivering it (either by use of the enclosed pre-paid return envelope, by first class mail, overnight courier, hand delivery, or via electronic submission through the Solicitation Agent’s online voting portal) to the Solicitation Agent such that it is actually received by the Solicitation Agent before the Voting Deadline.

37. The forms of Ballots used in the Solicitation Packages are attached as **Exhibits 3-A** and **3-B** to **Exhibit A** attached hereto.

D. Voting Tabulation.

38. As described above, the Debtors are using standard tabulation procedures in tabulating votes for the Plan. These procedures are consistent with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a). These tabulation procedures are also consistent with those previously used in cases in this district. *See, e.g., In re Anna Holdings, Inc.*, No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019) (approving vote tabulation procedures

substantially similar to those utilized here); *In re Blackhawk Mining LLC*, No. 19-11595 (LSS) (Bankr. D. Del. July 22, 2019) (same); *In re Z Gallerie, LLC, Inc.*, No. 19-10488 (LSS) (Bankr. D. Del. May 2, 2019) (same); *In re ATD Corp.*, No. 18-12221 (KJC) (Bankr. D. Del. Nov. 14, 2018) (same); *In re VER Techs. HoldCo LLC*, No. 18-10834 (KG) (Bankr. D. Del. June 4, 2018) (same).¹³

E. The Debtors' Prepetition Solicitation Was Exempt from Registration and Disclosure Requirements Otherwise Applicable Under Nonbankruptcy Law.

39. Section 1125(g) of the Bankruptcy Code provides that “an acceptance or rejection of the plan may be solicited from a holder of a claim or interest if such solicitation complies with applicable nonbankruptcy law and if such holder was solicited before the commencement of the case in a manner complying with applicable nonbankruptcy law.” Further, section 1126(b) of the Bankruptcy Code provides that:

[A] holder of a claim or interest that has accepted or rejected the plan before the commencement of the case under this title is deemed to have accepted or rejected such plan, as the case may be, if—(1) the solicitation of such acceptance or rejection was in compliance with any applicable nonbankruptcy law, rule, or regulation governing the adequacy of disclosure in connection with such solicitation; or (2) if there is not any such law, rule, or regulation, such acceptance or rejection was solicited after disclosure to such holder of adequate information, as defined in section 1125(a) of this title.

40. Therefore, prepetition solicitation must either comply with generally applicable federal or state securities laws and regulations (including the registration and disclosure requirements thereof) or, if such laws and regulations do not apply, the solicited holders must receive “adequate information” under section 1125 of the Bankruptcy Code. Because the Plan contemplates, among other things, the issuance of New Common Stock to Holders of Claims in

¹³ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

Class 3 and the issuance of New Warrants to Holders of Interests in Class 7, the Debtors' prepetition solicitation is in part governed by the Securities Act of 1933, as amended (the "Securities Act"). *See* 15 U.S.C. § 77e; *see also* 15 U.S.C. § 77b(a)(1), (3). The Debtors respectfully submit that their prepetition solicitation is exempt from the registration requirements under the Securities Act.¹⁴

41. In general, the Securities Act requires an issuer of securities to file a registration statement with the U.S. Securities and Exchange Commission prior to commencing a public offering. *Id.* § 77e(c). The Debtors, however, were not required to file a registration statement under one or more of the exceptions to the registration requirements of the Securities Act, state "Blue Sky" laws, and similar statutes, rules, and regulations. In particular, section 4(a)(2) of the Securities Act and Regulation D (a safe harbor regulation promulgated under that section) create an exemption from the Securities Act's registration requirements and otherwise applicable state laws for transactions not involving a "public offering." *Id.* § 77r(b)(4)(E) (preempting state law in offerings conducted pursuant to regulations under Regulation D). *See* 17 C.F.R. § 230.506(b). Accordingly, the Debtors were not required to file a registration statement regarding the issuance of the New Common Stock and the New Warrants.

42. Debtors in this district have utilized section 4(a)(2) of the Securities Act to exempt their prepetition solicitation from the registration and disclosure requirements otherwise applicable under nonbankruptcy law. *See, e.g., In re Anna Holdings, Inc.*, No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019) (approving solicitation procedures that included a section 4(a)(2) exemption); *In re Blackhawk Mining LLC*, No. 19-11595 (LSS) (Bankr. D. Del. July 22, 2019)

¹⁴ As set forth in greater detail below, at the Combined Hearing the Debtors will seek a finding that the Disclosure Statement satisfies the disclosure requirements under the Securities Act for the purposes of section 1126(b)(1) of the Bankruptcy Code.

(same); *In re EV Energy Partners, L.P.*, No. 18-10814 (CSS) (Bankr. D. Del. Apr. 4, 2018) (same); *In re PES Holdings, LLC*, No. 18-10122 (KG) (Bankr. D. Del. Jan. 29, 2018) (same); *In re Halcon Res. Corp.*, No. 16-11724 (BLS) (Bankr. D. Del. July 29, 2016) (same).¹⁵

V. Approval of the Disclosure Statement.

43. At the Combined Hearing, the Debtors will request that the Court find that the Disclosure Statement contains “adequate information” as defined in section 1125(a) of the Bankruptcy Code. *See* 11 U.S.C. § 1126(b)(2) (providing that, if no nonbankruptcy law governs the solicitation of holders of claims or interests prior to the debtors commencing chapter 11 cases, such solicitation must have been based on the debtors providing such holders “adequate information”). To the extent that the Court believes section 1125(b) of the Bankruptcy Code requires conditional approval of the Disclosure Statement before the Combined Hearing for the Debtors’ prepetition solicitation to continue postpetition, the Debtors respectfully submit that such conditional approval is warranted because the Disclosure Statement contains adequate information.¹⁶

44. The Disclosure Statement contains adequate information because it is extensive and comprehensive and includes sufficient detail for a Holder of a Claim or Interest evaluating the Plan to make an informed decision concerning whether to vote to accept or reject the Plan. What constitutes “adequate information” is based on the facts and circumstances of each case, but the focus is on whether sufficient information is provided to enable parties to vote in an informed way,

¹⁵ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

¹⁶ Pursuant to section 1125(g) of the Bankruptcy Code, the Debtors do not believe that the Disclosure Statement must be conditionally approved for the Debtors’ prepetition solicitation to continue postpetition. Out of an abundance of caution, however, the Debtors request that the Court conditionally approve the Disclosure Statement if the Court deems necessary.

and that standard is easily met here. *See* 11 U.S.C. § 1125(a)(1); *see also Krystal Cadillac-Oldsmobile GMC Truck, Inc. v. Gen. Motors Corp.*, 337 F.3d 314, 321–22 (3d Cir. 2003) (providing that a disclosure statement must contain “adequate information to enable a creditor to make an informed judgment about the Plan”) (internal quotations omitted); *Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (noting that “adequate information” varies on a case-by-case basis). For instance, the Disclosure Statement contains descriptions and summaries of, among other things: (a) both the Plan and the Debtors’ related reorganization efforts (Article V of the Disclosure Statement); (b) certain events and relevant negotiations preceding the commencement of these chapter 11 cases (Article III of the Disclosure Statement); (c) the key terms of the restructuring (Article IV of the Disclosure Statement); (d) risk factors affecting consummation of the Plan (Article VIII of the Disclosure Statement); (e) a liquidation analysis setting forth the estimated recovery that Holders of Claims and Interests would receive in a hypothetical chapter 7 case (Article VI; Exhibit F to the Disclosure Statement); (f) financial information and valuations that are relevant in determining whether to accept or reject the Plan (Article VI; Exhibits D, E to the Disclosure Statement); and (g) federal tax law consequences of the Plan (Article X of the Disclosure Statement). In addition, and as noted above, the Disclosure Statement and the Plan were subject to extensive review and comment by the parties to the Restructuring Support Agreement and their respective advisors. Accordingly, the Debtors submit that the Disclosure Statement contains adequate information within the meaning of section 1125(a) of the Bankruptcy Code and should be approved.

VI. Waiver of Certain Solicitation Package Mailings.

45. The Debtors request that the Court waive the requirement that they mail a copy of the Solicitation Package to Holders of Claims and Interests presumed to accept the Plan. *See* Fed. R. Bankr. P. 3017(d) (requiring transmission of a court-approved disclosure statement to,

inter alia, classes of unimpaired creditors and equity security holders unless the court orders otherwise). Bankruptcy Rule 3017(d) applies, in relevant part, “[u]pon approval of a disclosure statement.” *Id.* Accordingly, Bankruptcy Rule 3017 may be deemed not to apply here considering the prepetition solicitation process employed. *See also* 11 U.S.C. § 1126(f)–(g) (providing that solicitation of parties either presumed to accept or deemed to reject is unnecessary). Nevertheless, the Debtors are making this request out of an abundance of caution. Distributing the Solicitation Packages to non-voting creditors or equity holders is costly and administratively burdensome. The Debtors submit that their resources should not be dissipated by having to satisfy this mailing requirement, especially given that the Debtors will also make the Solicitation Package available at no cost on their website maintained in these chapter 11 cases at: <https://cases.stretto.com/Clover>.

46. Similar waivers have been granted in other chapter 11 cases in this district. *See, e.g., In re Anna Holdings, Inc.*, No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019) (providing that debtors need only mail a copy of the plan or the disclosure statement to claimants presumed to accept or deemed to reject the plan upon request of the claimant); *In re Blackhawk Mining LLC*, No. 19-11595 (LSS) (Bankr. D. Del. July 22, 2019) (same); *In re EV Energy Partners, L.P.*, No. 18-10814 (CSS) (Bankr. D. Del. Apr. 4, 2018) (same); *In re PES Holdings, LLC*, No. 18-10122 (KG) (Bankr. D. Del. Jan. 29, 2018) (same); *In re Dex Media, Inc.*, No. 16-11200 (KG) (Bankr. D. Del. May 18, 2016) (same).¹⁷

¹⁷ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

VII. Approval of the Form and Manner of the Notice.

47. Bankruptcy Rule 2002 requires at least 28 days' notice to all holders of claims and interests of the time fixed for filing objections to the hearing on confirmation of a chapter 11 plan. Fed. R. Bankr. P. 2002(b), (d).¹⁸ To that end, the Debtors request that the Court approve the Combined Hearing Notice, substantially in the form attached as **Exhibit 1** to **Exhibit A** attached hereto. In accordance with Bankruptcy Rules 2002 and 3017(d), the Combined Hearing Notice will: (a) provide notice of the commencement of these chapter 11 cases; (b) provide a brief summary of the Plan; (c) disclose the date and time of the Combined Hearing; (d) disclose the date and time of the Confirmation Objection Deadline and the procedures for objecting to the Disclosure Statement and the Plan; and (e) provide the record date for receiving distributions under the Plan.

48. The Debtors will serve the Combined Hearing Notice upon the Debtors' creditor matrix and all interest holders of record no later than one business day, or as soon as reasonably practicable, after entry of the proposed order. The Debtors will likewise serve the Combined Hearing Notice upon the Notice Parties (as defined in the Combined Hearing Notice).

49. Bankruptcy Rule 2002(l) also permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." The Debtors propose to publish a notice in the *Wall Street Journal* and the *Chicago Tribune* within five (5) business days, or as soon as reasonably practicable, following entry of the proposed order,

¹⁸ Bankruptcy Rule 3017(a) and Local Rule 3017-1(a) contain a similar requirement with respect to the hearing on approval of a disclosure statement. Here, the Debtors do not seek separate approval of the Disclosure Statement under section 1125(b) of the Bankruptcy Code. Such approval is not required at the present time because the Disclosure Statement was transmitted prepetition. Rather, the Debtors now seek conditional approval, to the extent the Court deems necessary, and will seek approval of the Disclosure Statement, including a finding that the Disclosure Statement contained "adequate information," at the Combined Hearing pursuant to section 1125(g) of the Bankruptcy Code.

substantially in the form attached as **Exhibit 2** to **Exhibit A** attached hereto (the “**Publication Notice**”). In addition, the Publication Notice will be available on the Debtors’ website maintained in these chapter 11 cases at <https://cases.stretto.com/Clover>. The Debtors believe that the Publication Notice will provide sufficient notice of the pending approval of the Disclosure Statement, the Combined Hearing, and the Confirmation Objection Deadline to entities who will not otherwise receive notice by mail as provided herein and through the Solicitation Procedures.

VIII. Conditional Waiver of the Creditors’ Meeting and the Filing of SOFAs and Schedules.

50. The Debtors respectfully submit that the circumstances of these chapter 11 cases merit a conditional waiver of the requirements that (a) the U.S. Trustee convene a Creditors’ Meeting and (b) the Debtors file their Schedules and SOFAs, in both cases, if a Plan is confirmed within 75 days of the Petition Date. This relief is appropriate because the Debtors anticipate that the Plan will carry the support of the Consenting Term Loan Lenders and Consenting Sponsors, and will satisfy in full and/or Reinstate all General Unsecured Claims.

51. Although section 341(a) of the Bankruptcy Code typically requires the U.S. Trustee to convene and preside over a meeting of the Debtors’ creditors, that requirement can be waived under the circumstances present here. Specifically, section 341(e) of the Bankruptcy Code provides that:

Notwithstanding subsections (a) and (b), the court, on the request of a party in interest and after notice and a hearing, for cause may order that the United States trustee not convene a meeting of creditors or equity security holders if the debtor has filed a plan as to which the debtor solicited acceptances prior to the commencement of the case.

52. As discussed above, the Debtors commenced solicitation on December 13, 2019, prior to the Petition Date. The Debtors will file the Plan contemporaneously with this motion on

the Petition Date. The proposed Voting Deadline will pass on January 15, 2020 at 11:59 p.m. prevailing Eastern Time, and the proposed date for the Combined Hearing is January 21, 2020, 39 days after the service of the Disclosure Statement, thereby satisfying the threshold statutory requirement.

53. As of the Petition Date, the Debtors have already received overwhelming support from Holders of Claims and Interests entitled to vote on the Plan, and the Plan leaves General Unsecured Claims Unimpaired. Accordingly, the Debtors submit that the meeting of creditors contemplated by section 341 of the Bankruptcy Code need not be convened if the Debtors obtain confirmation of the Plan within 75 days of the Petition Date.

54. Holders of General Unsecured Claims will be paid in full or otherwise rendered Unimpaired under the Plan and other “first day” relief sought by the Debtors. In addition, Holders of Claims and Interests entitled to vote on the Plan will not be harmed because they were adequately represented during the Plan-negotiation process. Specifically, the Debtors negotiated the terms of the Plan with Holders of Term Loan Secured Claims (Class 3) and Existing Equity Interests (Class 7), which negotiations resulted in the execution of the Restructuring Support Agreement. The Restructuring Support Agreement, moreover, requires the Debtors to confirm the Plan within a prescribed timeframe. The failure to comply with this requirement could jeopardize certain stakeholders’ previously-obtained support for the Plan. The Debtors thus respectfully submit that such creditors are not prejudiced by the lack of a Creditors’ Meeting. Additionally, the Debtors intend to proceed to confirm the Plan as quickly as possible. A Creditors’ Meeting may force the Debtors to delay the Combined Hearing, thereby accruing additional administrative expenses and professional fees to the detriment of the Debtors’ estates. For these reasons, the

Debtors submit that sufficient “cause” exists to waive the requirement of a Creditors’ Meeting as set forth herein.

55. The Debtors also request that the requirement to file Schedules and SOFAs be waived in the event the Plan is confirmed within 75 days of the Petition Date. Pursuant to Local Rule 1007-1(b), the Debtors are already entitled to a 30-day extension of the requirement to file their Schedules and SOFAs because the Debtors have approximately 400 creditors. The Court has authority to grant a further extension “for cause” pursuant to Bankruptcy Rule 1007(c) and Local Rule 1007-1(b). Here, cause exists to further extend the deadline because requiring the Debtors to file Schedules and SOFAs would distract the Debtors’ management and advisors from the work of ensuring a smooth transition into these chapter 11 cases and an expedited confirmation of the Plan. Given the prepackaged nature of these chapter 11 cases, the Schedules and SOFAs would also be of limited utility to most parties in interest—the Debtors already have enough support from the Consenting Term Loan Lenders and the Consenting Sponsors to satisfy the voting requirements of section 1126(c) and 1126(d) of the Bankruptcy Code, and the Debtors’ Plan proposes to satisfy all other secured claims and General Unsecured Claims in full. The minimal benefit of requiring the Debtors to prepare the Schedules and SOFAs will be significantly outweighed by the substantial expenditure of time and resources the Debtors will be required to devote to the preparation and filing of these documents. For these reasons, the Court should only conditionally require the Debtors to file Schedules and SOFAs if the Plan is not confirmed within 75 days of the Petition Date.

56. Courts in this district have frequently waived the requirements for the U.S. Trustee to convene a Creditors’ Meeting and for a debtor to file Schedules and SOFAs in other prepackaged chapter 11 cases. *See, e.g., In re Anna Holdings, Inc.*, No. 19-12551 (CSS)

(Bankr. D. Del. Dec. 3, 2019) (granting a contingent 75-day extension to convene a Creditors' Meeting and file Schedules and SOFAs); *In re Blackhawk Mining LLC*, No. 19-11595 (LSS) (Bankr. D. Del. July 22, 2019) (same); *In re EV Energy Partners, L.P.*, No. 18-10814 (CSS) (Bankr. D. Del. Apr. 4, 2018) (granting a contingent 72-day extension to convene a Creditors' Meeting and file Schedules and SOFAs); *In re PES Holdings, LLC*, No. 18-10122 (KG) (Bankr. D. Del. Jan. 29, 2018) (granting a contingent 100-day extension); *In re Halcon Res. Corp.*, No. 16-11724 (BLS) (Bankr. D. Del. Jul. 29, 2016) (granting a contingent 65-day extension).¹⁹ For the reasons discussed above, similar relief is appropriate in these chapter 11 cases as well.

57. The Debtors ask that the requested relief be granted without prejudice to the Debtors' ability to seek further extensions or modifications of the requirements for the U.S. Trustee to convene a Creditors' Meeting and for the Debtors to file Schedules and SOFAs. The Debtors also request that the Court authorize the Debtors to further extend the deadline to convene a Creditors' Meeting and file Schedules and SOFAs without filing a supplemental motion, and without further order from the Court, provided that the Debtors obtain the advance consent of the U.S. Trustee.

Notice

58. The Debtors have provided notice of this motion to the following parties or their respective counsel: (a) the office of the U.S. Trustee for the District of Delaware; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the Term Loan Agent; (d) counsel to the Ad Hoc Term Loan Lender Group; (e) the office of the attorneys general

¹⁹ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

for the states in which the Debtors operate; (f) the United States Attorney's Office for the District of Delaware; (g) the Internal Revenue Service; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this motion is seeking "first day" relief, within two business days of the hearing on this motion, the Debtors will serve copies of this motion and any order entered in respect to this motion as required by Local Rule 9013-1(m). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

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

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: December 17, 2019
Wilmington, Delaware

/s/ Domenic E. Pacitti

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Proposed Co-Counsel for the Debtors and Debtors in Possession

Exhibit A

Proposed Order

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

In re:

CLOVER TECHNOLOGIES GROUP, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-12680 (____)
)
) (Joint Administration Requested)
)
) **Re: Docket No. ____**

**ORDER (I) SCHEDULING A COMBINED
DISCLOSURE STATEMENT APPROVAL AND PLAN
CONFIRMATION HEARING, (II) APPROVING THE SOLICITATION
PROCEDURES AND DATES, DEADLINES, AND NOTICES RELATED
THERE TO, (III) DIRECTING THAT A MEETING OF CREDITORS NOT
BE CONVENED, AND (IV) WAIVING THE REQUIREMENTS TO FILE STATEMENTS
OF FINANCIAL AFFAIRS AND SCHEDULES OF ASSETS AND LIABILITIES**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (a) scheduling the Combined Hearing to consider approval of the adequacy of the Debtors’ Disclosure Statement and confirmation of the Plan, (b) establishing the Confirmation Objection Deadline and approving related procedures, (c) approving the Solicitation Procedures, (d) approving the form and manner of the Combined Hearing Notice, and (e) conditionally, if the Plan is confirmed within 75 days of the Petition Date, (i) directing that the U.S. Trustee not convene the Creditors’ Meeting and (ii) waiving the requirements to file Schedules and SOFAs, as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Clover Technologies Group, LLC (9236); 4L Holdings Corporation (0292); 4L Technologies Inc. (5035); Clover Ithaca Properties, LLC (9236); Refurb Holdings, LLC (1230); Clover Wireless, LLC (0313); and Valu Tech Outsourcing, LLC (3563). The location of the Debtors' service address in these chapter 11 cases is: 5850 Granite Parkway, Suite 720, Plano, Texas 75024.

2 Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion or the Plan, as applicable.

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 this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States 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 this 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 this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances 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 (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth in this Order.
2. The Confirmation Schedule is hereby approved.
3. The Combined Hearing, at which time this Court will consider, among other things, the adequacy of the Disclosure Statement and confirmation of the Plan, shall be held on January 21, 2020, at 10:00 a.m., prevailing Eastern Time.
4. Any objections to the adequacy of the Disclosure Statement or confirmation of the Plan shall be filed on or before January 15, 2020, at 5:00 p.m., prevailing Eastern Time.

5. Any brief in support of confirmation of the Plan and reply to any objections shall be filed on or before January 17, 2020, at 4:00 p.m., prevailing Eastern Time. To the extent applicable, the Local Rule 9006-1 is hereby waived in its entirety.

6. Any objections to the Disclosure Statement or confirmation of the Plan or to the Debtors' proposed assumption of Executory Contracts and Unexpired Leases must:

- a. be in writing;
- b. comply with the Bankruptcy Rules and the Local Rules;
- c. state the name and address of the objecting party and the amount and nature of the Claim or Interest owned by such entity;
- d. state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and
- e. be filed with this Court with proof of service thereof and served upon the Notice Parties (as defined in the Combined Hearing Notice) so as to be actually received by the Confirmation Objection Deadline.

7. Any objections not satisfying the requirements of this Order may not be considered and may be overruled.

8. Pursuant to sections 1125 and 1126 of the Bankruptcy Code and applicable nonbankruptcy law, the Debtors are authorized to continue their prepetition solicitation in respect of the Plan, commenced on December 13, 2019, after the Petition Date. To the extent the Debtors received any acceptances or rejections prior to the Petition Date, the Debtors may count such Ballots.

9. To the extent that section 1125(b) of the Bankruptcy Code requires that the Debtors' prepetition solicitation of acceptances for the Plan requires an approved disclosure statement to continue on a postpetition basis, the Court conditionally approves the Disclosure Statement as

having adequate information as required by section 1125 of the Bankruptcy Code, without prejudice to any party in interest objecting to the Disclosure Statement at the Combined Hearing.

10. The form of the Combined Hearing Notice, substantially in the form attached hereto as **Exhibit 1**, and the Publication Notice, substantially in the form attached hereto as **Exhibit 2**, and service thereof comply with the requirements of the Bankruptcy Code and the Bankruptcy Rules and are approved.

11. The Debtors are authorized to cause the Publication Notice to be published in the *Wall Street Journal* and the *Chicago Tribune* within five (5) business days following entry of this Order, or as soon as reasonably practicable thereafter, and to make reasonable payments required for such publication. The Publication Notice, together with the Notice provided for in the Motion, is deemed to be sufficient and appropriate under the circumstances.

12. The Voting Record Date of December 13, 2019, and the Voting Deadline of January 15, 2020, at 11:59 p.m., prevailing Eastern Time, are approved.

13. The Solicitation Procedures utilized by the Debtors for distribution of the Solicitation Packages as set forth in the Motion in soliciting acceptances and rejections of the Plan satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules and are approved.

14. The Ballots, substantially in the form attached hereto as **Exhibits 3-A** and **3-B**, are approved.

15. The procedures used for tabulating votes to accept or reject the Plan as set forth in the Motion and as provided by the Ballots are approved.

16. The Debtors are not required to mail a copy of the Plan or the Disclosure Statement to Holders of Claims or Interests that are (a) Unimpaired and conclusively presumed to accept the

Plan or (b) Impaired and deemed to reject the Plan, but shall do so upon request from such Holders of Claims or Interests.

17. The U.S. Trustee need not and shall not convene a meeting of creditors or equity holders pursuant to section 341(e) of the Bankruptcy Code if the Plan is confirmed within 75 days of the Petition Date; *provided* that such date may be further extended without further motion by the Debtors and upon further order from the Court submitted on certification of counsel filed on the docket and served on the Notice Parties, with prior notice to the U.S. Trustee and any official committee appointed in these chapter 11 cases, if any, (which notice may be by email); *provided, further*, that this relief is without prejudice to the Debtors' rights to request further extensions thereof by motion (including if the Debtors, the U.S. Trustee, and any committee appointed in these cases, if any, are unable to reach agreement pursuant to the preceding proviso).

18. Cause exists to waive the requirement that the Debtors file the Schedules and SOFAs if the Plan is confirmed within 75 days of the Petition Date, without prejudice to the Debtors' rights to request further extensions thereof; *provided* that such deadline to file the Schedules and SOFAs may be further extended without further motion by the Debtors upon further order from the Court submitted on certification of counsel filed on the docket and served on the Notice Parties with prior notice to the U.S. Trustee and any official committee appointed in these cases, if any, (which notice may be by email); *provided, further*, that this relief is without prejudice to the Debtors' rights to request further extensions thereof by motion (including if the Debtors, the U.S. Trustee, and any committee appointed in these cases, if any, are unable to reach agreement pursuant to the preceding proviso).

19. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any

prepetition claim against a Debtor entity; (b) a waiver of the Debtors' or any other party in interest's right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

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

21. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

22. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2019
Wilmington, Delaware

United States Bankruptcy Judge

Exhibit 1

Proposed Combined Hearing Notice

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

In re:)	
)	Chapter 11
)	
CLOVER TECHNOLOGIES GROUP, LLC, <i>et al.</i> , ¹)	Case No. 19-12680 (___)
)	
Debtors.)	(Joint Administration Requested)
)	
)	Re: Docket No. __

**NOTICE OF (I) COMMENCEMENT OF PREPACKAGED CHAPTER 11
BANKRUPTCY CASES, (II) COMBINED HEARING ON THE DISCLOSURE
STATEMENT, CONFIRMATION OF THE JOINT PREPACKAGED CHAPTER 11 PLAN,
AND RELATED MATTERS, AND (III) RELATED OBJECTION AND BRIEFING DEADLINES**

NOTICE IS HEREBY GIVEN as follows:

On December 16, 2019 (the “Petition Date”), Clover Technologies Group, LLC and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). On December 17, 2019, the Debtors filed a proposed joint prepackaged chapter 11 plan of reorganization [Docket No. 4] (the “Plan”)² and proposed disclosure statement [Docket No. 5] (the “Disclosure Statement”) pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. Copies of the Plan and the Disclosure Statement may be obtained upon request of the Debtors’ proposed counsel at the address specified below and are on file with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, where they are available for review between the hours of 8:00 a.m. to 4:00 p.m., prevailing Eastern Time. The Plan and the Disclosure Statement also are available for inspection for a fee on the Bankruptcy Court’s website at www.deb.uscourts.gov or free of charge on the Debtors’ restructuring website at <https://cases.stretto.com/Clover>.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Clover Technologies Group, LLC (9236); 4L Holdings Corporation (0292); 4L Technologies Inc. (5035); Clover Ithaca Properties, LLC (9236); Refurb Holdings, LLC (1230); Clover Wireless, LLC (0313); and Valu Tech Outsourcing, LLC (3563). The location of the Debtors’ service address in these chapter 11 cases is: 5850 Granite Parkway, Suite 720, Plano, Texas 75024.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the motion or the Plan, as applicable. The statements contained herein are summaries of the provisions contained in the Plan and Disclosure Statement and do not purport to be precise or complete statements of all the terms and provisions of the Plan or documents referred therein. To the extent there is a discrepancy between the terms herein and the Plan or Disclosure Statement, the Plan or Disclosure Statement, as applicable, shall govern and control. For a more detailed description of the Plan, please refer to the Disclosure Statement.

Information Regarding the Plan and Disclosure Statement

Voting Record Date. The voting record date is **December 13, 2019**, which was the date for determining which Holders of Claims or Interests in **Class 3 and Class 7** of the Plan were entitled to vote.

Objections to the Plan and Disclosure Statement. The deadline for filing objections (each, an “Objection”) to the Plan and Disclosure Statement, or the proposed assumption of Executory Contracts and Unexpired Leases, is **January 15, 2020, at 5:00 p.m., prevailing Eastern Time** (the “Confirmation Objection Deadline”). Any such Objections must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan or Disclosure Statement that would resolve such objections; and (e) be filed with the Bankruptcy Court with proof of service thereof and served upon the Notice Parties (as defined herein) so as to be actually received by the Confirmation Objection Deadline.

Objections must be filed with the Bankruptcy Court and served so as to be **actually received** no later than **January 15, 2020, at 5:00 p.m., prevailing Eastern Time**, by those parties who have filed a notice of appearance in the Debtors’ chapter 11 cases as well as the following parties (the “Notice Parties”):

The Debtors:

Clover Technologies Group, LLC
5850 Granite Parkway, Suite 720,
Plano, Texas 75024
Attention: Richard X. Fischer
Email: rich.fischer@cloverwireless.com

with copies to:

Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York, 10022
Facsimile: (212) 446-4900
Attention: Joshua A. Sussberg, P.C., Matthew C.
Fagen, Francis Petrie, and Gary Kavarsky
Email: joshua.sussberg@kirkland.com
matthew.fagen@kirkland.com
francis.petrie@kirkland.com
gary.kavarsky@kirkland.com

-and-

Kirkland & Ellis LLP
300 North LaSalle
Chicago, Illinois 60654

Attention: Dan Latona
Email: dan.latona@kirkland.com

-and-

Klehr Harrison Harvey Branzburg LLP
919 N. Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 426-1189
Facsimile: (302) 426-9193
Attention: Domenic E. Pacitti and Michael W.
Yurkewicz
Email: dpacitti@klehr.com
myurkewicz@klehr.com

-and-

Klehr Harrison Harvey Branzburg LLP
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-3007
Facsimile: (215) 568-6603
Attention: Morton R. Branzburg
Email: mbranzburg@klehr.com

Counsel to the Consenting Term Loan Lenders:

To each Consenting Term Loan Lender at the addresses or e-mail addresses set forth in the Restructuring Support Agreement the Consenting Term Loan Lender's signature page to the Restructuring Support Agreement (or to the signature page to a Joinder or Transfer Agreement in the case of any Consenting Term Loan Lenders that becomes a party thereto after the Restructuring Support Agreement effective date)

with copies to:

Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, New York 10166
Attention: Scott J. Greenberg, Michael J. Cohen,
Steven A. Domanowski, and Matthew P. Porcelli
Email: sgreenberg@gibsondunn.com
mcohen@gibsondunn.com
sdomanowski@gibsondunn.com
mporcelli@gibsondunn.com

and-

Pachulski, Stang, Ziehl & Jones LLP
919 North Market Street, 17th Floor
Wilmington, DE 19801
Telephone: (302)-652-4100
Facsimile: (302)-652-4400
Attention: Laura Davis Jones
Email: Ljones@pszjlaw.com

U.S. Trustee:

Office of the United States Trustee
for the District of Delaware
844 King Street, Suite 2207, Lockbox 35
Wilmington, Delaware 19801
Attention: Jane M. Leamy
Email: jane.m.leafy@usdoj.gov

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.

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

Summary of Plan Treatment

The following chart summarizes the treatment provided by the Plan to each Class of Claims against and Interests in the Debtors, and indicates the voting status of each Class.

<i>Class</i>	<i>Claim or Interest</i>	<i>Status</i>	<i>Voting Rights</i>	<i>Projected Plan Recovery (%)</i>
1	Other 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	Term Loan Secured Claims	Impaired	Entitled to Vote	65%-77%
4	General Unsecured Claims	Unimpaired	Not Entitled to Vote (Deemed to Accept)	100%
5	Intercompany Claims	Unimpaired / Impaired	Not Entitled to Vote (Deemed to Accept or Reject)	100% / 0%
6	Intercompany Interests	Unimpaired / Impaired	Not Entitled to Vote (Deemed to Accept or Reject)	100% / 0%
7	Existing Equity Interests	Impaired	Entitled to Vote	0% ³

Discharge, Injunctions, Exculpation, and Releases

Please be advised that the Plan contains certain release, exculpation, discharge, and injunction provisions as follows:

Relevant Definitions

“Exculpated Party” means, collectively, and in each case in its capacity as such: (a) the Debtors and the Reorganized Debtors; and (b) with respect to each of the foregoing entities, each such Entity’s current and former predecessors, successors, Affiliates (regardless of whether such interests are held directly or indirectly), subsidiaries, direct and indirect equity holders, and advisors.

³ Pursuant to the Plan, Holders of Existing Equity Interests shall receive New Warrants that have *de minimis* value.

“Released Party” means collectively, and in each case in its capacity as such: (a) the Debtors and the Reorganized Debtors; (b) the Secured Parties; (c) the Term Loan Agent; (d) the Sponsors; (e) the Consenting Stakeholders; (f) with respect to each of the foregoing Entities in clauses (a) through (e), each such Entity’s current and former predecessors, successors, Affiliates (regardless of whether such interests are held directly or indirectly), subsidiaries, direct and indirect equity holders, and funds; and (g) with respect to each of the foregoing Entities in clauses (a) through (f), each of their respective current and former directors, officers, members, employees, partners, managers, independent contractors, agents, representatives, principals, professionals, consultants, financial advisors, attorneys, accountants, investment bankers, and other professional advisors (with respect to clause (f), each solely in their capacity as such); *provided, however*, that any Holder of a Claim or Interest in a voting Class that objects to the Plan and votes to reject the Plan (and thereby opts out of the releases) shall not be a “Released Party.”

“Releasing Parties” means, collectively, and in each case in its capacity as such: (a) the Debtors and the Reorganized Debtors; (b) the Consenting Term Loan Lenders; (c) the Term Loan Agent; (d) the Sponsors; (e) with respect to each of the foregoing Entities in clauses (a) through (d), each such Entity’s current and former predecessors, successors, Affiliates (regardless of whether such interests are held directly or indirectly), subsidiaries, direct and indirect equity holders, and funds; (f) with respect to each of the foregoing Entities in clauses (a) through (e), each of their respective current and former directors, officers, members, employees, partners, managers, independent contractors, agents, representatives, principals, professionals, consultants, financial advisors, attorneys, accountants, investment bankers, and other professional advisors (with respect to clause (e), each solely in their capacity as such); and (k) all Holders of Claims and Interests not described in the foregoing clauses (a) through (f); *provided, however*, that any Holder of a Claim or Interest that (1) votes to reject the Plan and (2) objects to the releases in the Plan, shall not be a “Releasing Party” for purposes of the Plan.

RELEASES BY THE DEBTORS

Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors, the Reorganized Debtors, and their Estates from any and all Causes of Action, including any derivative claims asserted on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim or Interest, or that any Holder of any Claim or Interest could have asserted on behalf of the Debtors, based on or relating to, or in any manner arising from, in whole or in part:

(a) the Debtors, the Debtors’ restructuring efforts, intercompany transactions, the formulation, preparation, dissemination, negotiation, or filing of the Restructuring Support Agreement;

(b) any Restructuring Transaction, contract, instrument, release, or other agreement or document (including providing any legal opinion requested by any Entity regarding any transaction, contract, instrument, document, or other agreement contemplated by the Plan or the reliance by any Released Party on the Plan or the

Confirmation Order in lieu of such legal opinion) created or entered into in connection with the Restructuring Support Agreement, the Disclosure Statement, or the Plan, including any Claims (whether direct or derivative), obligations, rights, suits, damages, Causes of Action (whether direct or derivative), remedies, and liabilities whatsoever based on or relating to, or in any manner arising from, in whole or in part the negotiation, formulation, or preparation of the Imaging Sale and Imaging Sale Definitive Agreement; *provided* that if the closing of the Imaging Sale has occurred, the Debtors, the Reorganized Debtors, and their Estates acknowledge (i) the granting, effectiveness, and enforceability of the Imaging Sale Releases and (ii) that the Imaging Sale Released Claims shall not be preserved or retained, whether pursuant to section 1123(b)(3)(B) of the Bankruptcy Code or otherwise;

(c) the Chapter 11 Cases, the Disclosure Statement, the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of Securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement; or

(d) any other act or omission, transaction, agreement, event, or other occurrence, in each case relating to any of the foregoing (a), (b), or (c), taking place on or before the Effective Date.

Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in any Definitive Documentation or other document or disclosure included with or contained in the Plan Supplement) executed to implement the Plan.

RELEASES BY HOLDERS OF CLAIMS AND INTERESTS OF THE DEBTORS

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, including any derivative claims asserted on behalf of the Debtors, that such Entity 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:

(a) the Debtors, the Debtors' restructuring efforts, intercompany transactions, the formulation, preparation, dissemination, negotiation, or filing of the Restructuring Support Agreement;

(b) any transaction that is part of the Restructuring Transactions, contract, instrument, release, or other agreement or document (including providing any legal opinion requested by any Entity regarding any transaction, contract, instrument, document, or other agreement contemplated by the Plan or the reliance by any Released Party on the Plan or the order confirming the plan in lieu of such legal opinion) created or entered into in connection with the Restructuring Support Agreement, the Disclosure Statement, or the Plan, including any Claims (whether direct or derivative), obligations, rights, suits, damages, Causes of Action (whether direct or derivative), remedies, and liabilities whatsoever based

on or relating to, or in any manner arising from, in whole or in part the negotiation, formulation, or preparation of the Imaging Sale and Imaging Sale Definitive Agreement; *provided* that if the closing of the Imaging Sale has occurred, each Releasing Party acknowledges (i) the granting, effectiveness, and enforceability of the Imaging Sale Releases and (ii) that the Imaging Sale Released Claims shall not be preserved or retained, whether pursuant to section 1123(b)(3)(B) of the Bankruptcy Code or otherwise;

(c) the Chapter 11 Cases, the Disclosure Statement, the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of Securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement; or

(d) any other act or omission, transaction, agreement, event, or other occurrence, in each case relating to any of the foregoing (a), (b), or (c), taking place on or before the Effective Date.

Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in any Definitive Documentation or other document or disclosure included with or contained in the Plan Supplement) executed to implement the Plan.

RELEASE OF LIENS

Except (a) with respect to the Liens securing (1) the Exit Facility, (2) the Take-Back Term Loan Facility, (3) Other Secured Claims that are Reinstated pursuant to the Plan, and (4) obligations pursuant to Executory Contracts and Unexpired Leases assumed pursuant to the Plan, or (b) as otherwise provided in the Plan or in any contract, instrument, release, or other agreement or document created pursuant to the Plan, on the Effective Date, all mortgages, deeds of trust, Liens, pledges, or other security interests against any property of the Estates and, subject to the consummation of the applicable distributions contemplated in the Plan, shall be fully released and discharged, at the sole cost of and expense of the Reorganized Debtors, and the Holders of such mortgages, deeds of trust, Liens, pledges, or other security interests shall execute such documents as may be reasonably requested by the Debtors or the Reorganized Debtors, as applicable, to reflect or effectuate such releases, and all of the right, title, and interest of any Holders of such mortgages, deeds of trust, Liens, pledges, or other security interests shall revert to the Reorganized Debtor and its successors and assigns.

EXCULPATION

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is hereby released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to, or arising out of, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, filing, or termination of the Restructuring Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, or any Restructuring Transaction, contract,

instrument, release or other agreement or document (including providing any legal opinion requested by any Entity regarding any transaction, contract, instrument, document, or other agreement contemplated by the Plan or the reliance by any Exculpated Party on the Plan or the Confirmation Order in lieu of such legal opinion) created or entered into in connection with the Disclosure Statement or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of Securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct, or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and, upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of, and distribution of, consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

INJUNCTION

Except as otherwise expressly provided in the Plan or the Confirmation Order, all Entities that have held, hold, or may hold Claims or Interests that have been released pursuant to the Plan, shall be discharged pursuant to the Plan, or are subject to exculpation pursuant to the Plan, are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, or the Released Parties: (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 lien or encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such claims or interests; (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 Entity has timely asserted such setoff right in a document filed with the Bankruptcy Court explicitly preserving such setoff, and notwithstanding an indication of a Claim or Interest or otherwise that such Entity asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (v) 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 released or settled pursuant to the Plan.

Hearing on Confirmation of the Plan and the Adequacy of the Disclosure Statement

The hearing to consider the adequacy of the Disclosure Statement, any objections thereto, confirmation of the Plan, any objections thereto, any objections to the proposed assumption of Executory Contracts and Unexpired Leases, and any other matter that may properly come before

the Bankruptcy Court (the “Combined Hearing”) will be held before the Honorable [____], United States Bankruptcy Judge, in Courtroom [●] of the United States Bankruptcy Court, 824 North Market Street, Wilmington, Delaware, 19801, on January [21], 2020, at [10:00 a.m.], prevailing Eastern Time. Please be advised that the Combined Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on other parties entitled to notice.

Assumption of Executory Contracts and Unexpired Leases

On the Effective Date, except as otherwise provided in the Plan or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, all Executory Contracts and Unexpired Leases shall be deemed assumed, without the need for any further notice to or action, order, or approval of the Bankruptcy Court, as of the Effective Date under section 365 of the Bankruptcy Code, and regardless of whether such Executory Contract or Unexpired Lease is identified on the Assumed Executory Contract and Unexpired Lease List, unless such Executory Contract and Unexpired Lease: (a) was assumed or rejected previously by the Debtors; (b) previously expired or terminated pursuant to its own terms; (c) is the subject of a motion to reject filed on or before the Effective Date; or (d) is identified on the Rejected Executory Contract and Unexpired Lease List.

Entry of the Confirmation Order shall constitute a Bankruptcy Court order approving the assumption, assumption and assignment, or rejection, as applicable, of such Executory Contracts or Unexpired Leases as set forth in the Plan, the Assumed Executory Contract and Unexpired Lease List, and the Rejected Executory Contract and Unexpired Leases List, as applicable, pursuant to sections 365(a) and 1123 of the Bankruptcy Code. Unless otherwise indicated, assumptions, assumptions and assignments, or rejections of Executory Contracts and Unexpired Leases pursuant to the Plan are effective as of the Effective Date. Each Executory Contract or Unexpired Lease assumed pursuant to the Plan or by Bankruptcy Court order but not assigned to a third party before the Effective Date shall re-vest in and be fully enforceable by the applicable contracting Reorganized Debtor in accordance with its terms, except as such terms may have been modified by the provisions of the Plan or any order of the Bankruptcy Court authorizing and providing for its assumption under applicable federal law. Any motions to assume Executory Contracts or Unexpired Leases pending on the Effective Date shall be subject to approval by the Bankruptcy Court on or after the Effective Date by a Final Order. Notwithstanding anything to the contrary in the Plan, the Debtors or the Reorganized Debtors, as applicable, reserve the right to alter, amend, modify, or supplement the Rejected Executory Contract and Unexpired Lease List and the Assumed Executory Contract and Unexpired Lease List at any time through and including thirty (30) days after the Effective Date.

To the maximum extent permitted by law, to the extent that any provision in any Executory Contract or Unexpired Lease assumed or assumed and assigned pursuant to the Plan restricts or prevents, purports to restrict or prevent, or is breached or deemed breached by, the assumption or assumption and assignment of such Executory Contract or Unexpired Lease (including any “change of control” provision), then such provision shall be deemed modified such that the transactions contemplated by the Plan shall not entitle the non-Debtor party thereto to

terminate such Executory Contract or Unexpired Lease or to exercise any other default-related rights with respect thereto.

[Remainder of page left intentionally blank]

Exhibit 2

Proposed Publication Notice

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

In re:)	
)	Chapter 11
)	
CLOVER TECHNOLOGIES GROUP, LLC, <i>et al.</i> , ¹)	Case No. 19-12680 (___)
)	
Debtors.)	(Joint Administration Requested)
)	
)	Re: Docket No. __

**NOTICE OF COMMENCEMENT OF PREPACKAGED CHAPTER 11
BANKRUPTCY CASES AND COMBINED HEARING ON DISCLOSURE
STATEMENT AND CONFIRMATION OF JOINT PREPACKAGED CHAPTER 11 PLAN**

**TO: ALL HOLDERS OF CLAIMS, HOLDERS OF INTERESTS, AND PARTIES
IN INTEREST IN THE ABOVE-CAPTIONED CHAPTER 11 CASES**

PLEASE TAKE NOTICE THAT on December 16, 2019 (the “Petition Date”), Clover Technologies Group, LLC and certain of its affiliates, as debtors in the above-captioned chapter 11 cases (collectively, the “Debtors”), filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) a proposed joint prepackaged chapter 11 plan of reorganization [Docket No. 4] (the “Plan”)² and proposed disclosure statement [Docket No. 5] (the “Disclosure Statement”) pursuant to sections 1125 and 1126(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”). Copies of the Plan and the Disclosure Statement may be obtained upon request of the Debtors’ proposed counsel at the address specified below and are on file with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, where they are available for review between the hours of 8:00 a.m. to 4:00 p.m., prevailing Eastern Time. The Plan and Disclosure Statement also are available for inspection for a fee on the Bankruptcy Court’s website at www.deb.uscourts.gov, or free of charge on the Debtors’ chapter 11 website at <https://cases.stretto.com/Clover>.

PLEASE TAKE FURTHER NOTICE THAT a hearing to consider the adequacy of the Disclosure Statement, any objections thereto, confirmation of the Plan, any objections thereto, any

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Clover Technologies Group, LLC (9236); 4L Holdings Corporation (0292); 4L Technologies Inc. (5035); Clover Ithaca Properties, LLC (9236); Refurb Holdings, LLC (1230); Clover Wireless, LLC (0313); and Valu Tech Outsourcing, LLC (3563). The location of the Debtors’ service address in these chapter 11 cases is: 5850 Granite Parkway, Suite 720, Plano, Texas 75024.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the motion or the Plan, as applicable. The statements contained herein are summaries of the provisions contained in the Disclosure Statement and the Plan and do not purport to be precise or complete statements of all the terms and provisions of the Plan or documents referred therein. To the extent there is a discrepancy between the terms herein and the Plan or Disclosure Statement, the Plan or Disclosure Statement, as applicable, shall govern and control. For a more detailed description of the Plan, please refer to the Disclosure Statement.

objections to the proposed assumption of Executory Contracts and Unexpired Leases, and any other matter that may properly come before the Bankruptcy Court (the “Combined Hearing”) will be held before the Honorable [____], United States Bankruptcy Judge, in Courtroom [●] of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, on January [21], 2020, at [10:00 a.m.], prevailing Eastern Time. Please be advised that the Combined Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on other parties entitled to notice.

PLEASE TAKE FURTHER NOTICE THAT objections (each, an “Objection”), if any, to the Plan or the Disclosure Statement, or to the proposed assumption of Executory Contracts and Unexpired Leases must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest owned by such entity or individual; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (e) be filed with the Bankruptcy Court (contemporaneously with a proof of service) and served so as to be **actually received** no later than **January 15, 2020, at 5:00 p.m., prevailing Eastern Time**, by those parties who have a filed a notice of appearance in the Debtors’ chapter 11 cases as well as each of the following parties:

The Debtors:

Clover Technologies Group, LLC
5850 Granite Parkway, Suite 720,
Plano, Texas 75024
Attention: Richard X. Fischer
Email: rich.fischer@cloverwireless.com

with copies to:

Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York, 10022
Facsimile: (212) 446-4900
Attention: Joshua A. Sussberg, P.C., Matthew C.
Fagen, Francis Petrie, and Gary Kavarsky
Email: joshua.sussberg@kirkland.com
matthew.fagen@kirkland.com
francis.petrie@kirkland.com
gary.kavarsky@kirkland.com

-and-

Kirkland & Ellis LLP
300 North LaSalle
Chicago, Illinois 60654
Attention: Dan Latona
Email: dan.latona@kirkland.com

-and-

Klehr Harrison Harvey Branzburg LLP
919 N. Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 426-1189
Facsimile: (302) 426-9193
Attention: Domenic E. Pacitti and Michael W.
Yurkewicz
Email: dpacitti@klehr.com
myurkewicz@klehr.com

-and-

Klehr Harrison Harvey Branzburg LLP
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-3007
Facsimile: (215) 568-6603
Attention: Morton R. Branzburg
Email: mbranzburg@klehr.com

Counsel to the Consenting Term Loan Lenders:

To each Consenting Term Loan Lender at the addresses or e-mail addresses set forth in the Restructuring Support Agreement the Consenting Term Loan Lender's signature page to the Restructuring Support Agreement (or to the signature page to a Joinder or Transfer Agreement in the case of any Consenting Term Loan Lenders that becomes a party thereto after the Restructuring Support Agreement effective date)

with copies to:

Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, New York 10166
Attention: Scott J. Greenberg, Michael J. Cohen,
Steven A. Domanowski, and Matthew P. Porcelli
Email: sgreenberg@gibsondunn.com
mcohen@gibsondunn.com
sdomanowski@gibsondunn.com
mporcelli@gibsondunn.com

and-

Pachulski, Stang, Ziehl & Jones LLP
919 North Market Street, 17th Floor
Wilmington, DE 19801
Telephone: (302)-652-4100
Facsimile: (302)-652-4400
Attention: Laura Davis Jones
Email: Ljones@pszjlaw.com

U.S. Trustee:

Office of the United States Trustee
for the District of Delaware
844 King Street, Suite 2207, Lockbox 35
Wilmington, Delaware 19801
Attention: Jane M. Leamy
Email: jane.m.leafy@usdoj.gov

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND MAY BE DEEMED OVERRULED.

YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION, DISCHARGE, AND INJUNCTION PROVISIONS IN ARTICLE VIII OF THE PLAN, AS YOUR RIGHTS MIGHT BE AFFECTED.

[Remainder of page left intentionally blank]

Exhibit 3-A

Form of Class 3 Ballot

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IMPORTANT: NO CHAPTER 11 CASES HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. THE DEBTORS (AS DEFINED HEREIN) INTEND TO FILE CHAPTER 11 CASES AND SEEK CONFIRMATION OF THE PLAN (AS DEFINED HEREIN) BY THE BANKRUPTCY COURT SHORTLY THEREAFTER AS DESCRIBED IN GREATER DETAIL IN THE ACCOMPANYING DISCLOSURE STATEMENT.

In re:

CLOVER TECHNOLOGIES GROUP, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) **IMPORTANT:** No chapter 11 case has been
) commenced as of the date of distribution of this ballot.
) This ballot is being distributed to you as a part of a
) prepetition solicitation of your vote on a prepackaged
) plan of reorganization.
)
)
)
)
)
)

**CLASS 3 BALLOT FOR ACCEPTING OR REJECTING
THE JOINT PREPACKAGED CHAPTER 11 PLAN OF
REORGANIZATION OF CLOVER TECHNOLOGIES GROUP, LLC AND ITS DEBTOR AFFILIATES**

If you are the Holder of a Term Loan Secured Claim (Class 3) as of December 13, 2019 (the “Voting Record Date”), please use this “Ballot” to cast your vote to accept or reject the *Joint Prepackaged Chapter 11 Plan of Reorganization of Clover Technologies Group, LLC and its Debtor Affiliates* (as may be amended, modified or supplemented, the “Plan”),² which is being proposed by Clover Technologies Group, LLC and its affiliates that also intend to commence chapter 11 cases (the “Debtors”). The Plan is included as Exhibit A to the accompanying Disclosure Statement, dated December 13, 2019 (as may be amended, modified or supplemented, the “Disclosure Statement”). The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if the Plan (a) is accepted by the holders of two-thirds in amount and more than one-half in number of Claims or Interests in each Class that votes on the Plan, and (b) otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if the Plan (a) provides fair and equitable treatment to, and does not discriminate unfairly against, the Class(es) of Claims or Interests that rejected the Plan, in accordance with section 1129(b) of the Bankruptcy Code, and (b) otherwise satisfies the requirements of sections 1129(a) and 1129(b) of the Bankruptcy Code.

Please carefully read the enclosed Disclosure Statement and Plan and follow the enclosed instructions for completing this Ballot. If you believe you have received this Ballot in error, if you believe that you have received the wrong Ballot, or if you believe you are a Holder of a Claim or an Interest in more than one Class entitled to vote to accept or

¹ The last four digits of Clover Technologies Group, LLC’s tax identification number are 9236. A complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.stretto.com/Clover>. The location of the Debtors’ service address in these chapter 11 cases is: 5850 Granite Parkway, Suite 720, Plano, Texas 75024.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan.

reject the Plan and have not received a Ballot for each such Class, please contact the Solicitation Agent immediately. If you have any questions regarding this Ballot, the enclosed voting instructions, the procedures for voting, or need to obtain additional solicitation materials, please contact the Solicitation Agent by (1) emailing teamclover@stretto.com and reference "Clover Technologies Group" in the subject line, (2) calling (855) 923-0996 (domestic toll-free) or (949) 341-7245 (international toll), and asking for the solicitation group, or (3) writing to the following address: Clover Technologies Group, LLC Ballot Processing, c/o Stretto, 8269 E. 23rd Ave., Ste. 275, Denver, CO 80238. You may wish to seek legal or other professional advice concerning the proposals related to the Plan.

IMPORTANT

VOTING DEADLINE: 11:59 P.M. PREVAILING EASTERN TIME ON JANUARY 15, 2020.

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.

DO NOT RETURN ANY SECURITIES WITH THIS BALLOT. This Ballot is *not* a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 AND ITEM 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. SIGN AND DATE YOUR BALLOT. Please provide your name and mailing address in the space provided on this Ballot.³
4. RETURN THE BALLOT (i) in the enclosed pre-paid, pre-addressed return envelope, (ii) via first class mail, overnight courier, or hand delivery to the address set forth in Item 4 of this Ballot, or (iii) via the Solicitation Agent's online voting portal as described more fully below.

To submit your Ballot via the online voting portal, please visit <https://cases.stretto.com/Clover> (the "E-Ballot Portal"). Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized E-Ballot:

Unique E-Ballot ID#: _____

The Solicitation Agent's online voting platform 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.

Each E-Ballot ID# is to be used solely for voting only those Claims or Interests described in Item 1 of your Ballot. Please complete and submit a Ballot for each E-Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Solicitation Agent's online voting portal should NOT also submit a hard copy Ballot.

5. IF YOUR CLAIM OR INTEREST IS HELD IN MULTIPLE ACCOUNTS, YOU MAY RECEIVE MORE THAN ONE BALLOT CODED FOR EACH SUCH ACCOUNT FOR WHICH YOUR CLAIMS OR

³ If you are signing this Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation Agent, the Debtors' proposed counsel, or the Bankruptcy Court, you must submit proper evidence to the requesting party of authority to so act on behalf of such holder.

INTERESTS ARE HELD. SIMILARLY, IF YOU HOLD A CLAIM OR AN INTEREST IN MORE THAN ONE CLASS ENTITLED TO VOTE, YOU MAY RECEIVE MORE THAN ONE BALLOT FOR EACH SUCH CLAIM OR INTEREST. **EACH BALLOT VOTES ONLY YOUR CLAIMS OR INTERESTS INDICATED ON THAT BALLOT. ACCORDINGLY, YOU MUST COMPLETE AND RETURN EACH BALLOT YOU RECEIVE TO VOTE MULTIPLE CLAIMS OR INTERESTS.**

6. YOU MUST VOTE ALL OF YOUR CLASS 3 TERM LOAN SECURED CLAIMS EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT YOUR VOTE.

OTHER IMPORTANT INFORMATION

1. Any Ballot submitted that is incomplete or illegible, indicates unclear or inconsistent votes with respect to the Plan or is improperly signed and returned will NOT be counted unless the Debtors otherwise determine.
2. To vote, you MUST deliver your completed Ballot so that it is ACTUALLY RECEIVED by the Solicitation Agent on or before the Voting Deadline by one of the methods described above. The “Voting Deadline” is 11:59 p.m. prevailing Eastern Time on January 15, 2020.
3. Any Ballot received by the Solicitation Agent after the Voting Deadline will not be counted with respect to acceptance or rejection of the Plan, as applicable, unless the Debtors otherwise determine. Subject to the Restructuring Support Agreement, no Ballot may be withdrawn or modified after the Voting Deadline without the Debtors’ prior consent and/or permission of the Bankruptcy Court.
4. Except as otherwise provided herein, delivery to the Solicitation Agent of a Ballot reflecting your vote will be deemed to have occurred only when the Solicitation Agent actually receives the originally executed Ballot. In all cases, you should allow sufficient time to assure timely delivery of your Ballot by the Voting Deadline.
5. If, as of the Voting Record Date, you held Claims or Interests in more than one voting Class under the Plan, you should receive a separate Ballot for each Class of Claims or Interests, coded by Class number, and a set of solicitation materials. You may also receive more than one Ballot if, as of the Voting Record Date, you held Claims or Interests through one or more affiliated funds, in which case the vote cast by each such affiliated fund will be counted separately. Separate Claims or Interests held by affiliated funds in a particular Class shall not be aggregated, and the vote of each such affiliated fund related to its Claims or Interests shall be treated as a separate vote to accept or reject the Plan (as applicable). If you hold any portion of a single Claim or Interest, you and all other holders of any portion of such Claim or Interest will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such Claim or Interest collectively to either accept or reject the Plan. The Debtors reserve the right to challenge the validity of any vote that has been improperly split for voting purposes.
6. If you deliver multiple Ballots to the Solicitation Agent with respect to the same Claim or Interest, ONLY the last properly executed Ballot timely received will be deemed to reflect your intent and will supersede and revoke any prior Ballot(s). For the avoidance of doubt, all prior Ballots submitted by you prior to the Ballot last received by the Solicitation Agent will be deemed null and void.
7. This ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Interest, or an assertion or admission of a Claim or an Interest, in the Debtors’ Chapter 11 Cases.
8. You should not rely on any information, representations, or inducements made to obtain an acceptance of the Plan that are other than as set forth in, or are inconsistent with, the information contained in the Disclosure Statement, the documents attached to or incorporated in the Disclosure Statement, and the Plan.

VOTING — COMPLETE THIS SECTION

Item 1.

Principal Amount of Class 3 Term Loan Secured Claims. The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was the Holder of Class 3 Term Loan Secured Claims (or authorized signatory for an entity that is a Holder of such Claims) in the following aggregate principal amount, excluding, for the avoidance of doubt, accrued but unpaid interest and other amounts that may be owed to the undersigned (or the entity for whom the undersigned is signatory) (*please fill in the amount if not otherwise completed*):

Amount of Term Loan Secured Claims: \$_____

Item 2.

Vote. You may vote to accept or reject the Plan. You must check one of the boxes below in order to have your vote counted.

The Holder of the Class 3 Term Loan Secured Claims set forth in Item 1 above votes to (*please check one and only one*):

- ☐ **ACCEPT** (VOTE FOR) THE PLAN
- ☐ **REJECT** (VOTE AGAINST) THE PLAN

Please note that you are voting all of your Class 3 Term Loan Secured Claims either to accept or reject the Plan. You may not split your vote. If you do not indicate that you either accept or reject the Plan by checking the applicable box above, your ballot with respect to this Item 2 will not be counted. If you indicate that you both accept and reject the Plan by checking both boxes above, your ballot with respect to this Item 2 will not be counted.

The Plan, though proposed jointly, constitutes a separate Plan proposed by each Debtor. Accordingly, your vote cast above will be applied in the same manner and in the same amount in Class 3 against each applicable Debtor.

Item 3.

Important information regarding the Releases by Holders of Claims and Interests of the Debtors.

The Plan contains a series of releases that are part of the overall restructuring set forth in the Plan and described in greater detail in the Disclosure Statement. In that respect, parties should be aware that, if the Plan is confirmed and the Effective Date occurs, certain parties will be getting releases and certain parties will be giving releases as set forth in Article VIII of the Plan. For your convenience, excerpts of the release provisions from the Plan are set forth below, however, you should carefully read the enclosed Disclosure Statement and Plan with respect to the releases.

If you do not consent to the releases contained in the Plan and the related injunction, you may elect not to grant such releases but only if you (1) vote to reject the Plan in Item 1 above and (2) affirmatively elect to “opt out” of being a releasing party by timely objecting to the Plan’s third-party release provisions. IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE AND TO AFFIRMATIVELY ELECT TO “OPT OUT” OF BEING A RELEASING PARTY BY TIMELY OBJECTING TO THE THIRD-PARTY RELEASES WITH THE BANKRUPTCY COURT, (C) SUBMIT THIS BALLOT BUT ABSTAIN FROM VOTING AND DO NOT AFFIRMATIVELY ELECT TO “OPT OUT” OF BEING A RELEASING PARTY BY TIMELY OBJECTING TO THE THIRD-PARTY RELEASES WITH THE BANKRUPTCY COURT, OR (D) VOTE TO REJECT THE

PLAN BUT DO NOT AFFIRMATIVELY ELECT TO “OPT OUT” OF BEING A RELEASING PARTY BY TIMELY OBJECTING TO THE THIRD-PARTY RELEASES WITH THE BANKRUPTCY COURT, THEN YOU WILL BE DEEMED TO CONSENT TO THE THIRD-PARTY RELEASES SET FORTH IN ARTICLE VIII.E OF THE PLAN.

ARTICLE VIII.E OF THE PLAN PROVIDES FOR THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS OF THE DEBTORS:

AS OF THE EFFECTIVE DATE, EACH RELEASING PARTY IS DEEMED TO HAVE RELEASED AND DISCHARGED EACH DEBTOR, REORGANIZED DEBTOR, AND RELEASED PARTY FROM ANY AND ALL CAUSES OF ACTION, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED ON BEHALF OF THE DEBTORS, THAT SUCH ENTITY 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: (A) THE DEBTORS, THE DEBTORS’ RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE RESTRUCTURING SUPPORT AGREEMENT; (B) ANY TRANSACTION THAT IS PART OF THE RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT (INCLUDING PROVIDING ANY LEGAL OPINION REQUESTED BY ANY ENTITY REGARDING ANY TRANSACTION, CONTRACT, INSTRUMENT, DOCUMENT, OR OTHER AGREEMENT CONTEMPLATED BY THE PLAN OR THE RELIANCE BY ANY RELEASED PARTY ON THE PLAN OR THE ORDER CONFIRMING THE PLAN IN LIEU OF SUCH LEGAL OPINION) CREATED OR ENTERED INTO IN CONNECTION WITH THE RESTRUCTURING SUPPORT AGREEMENT, THE DISCLOSURE STATEMENT, OR THE PLAN, INCLUDING ANY CLAIMS (WHETHER DIRECT OR DERIVATIVE), OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION (WHETHER DIRECT OR DERIVATIVE), REMEDIES, AND LIABILITIES WHATSOEVER BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART THE NEGOTIATION, FORMULATION, OR PREPARATION OF THE IMAGING SALE AND IMAGING SALE DEFINITIVE AGREEMENT; PROVIDED THAT IF THE CLOSING OF THE IMAGING SALE HAS OCCURRED, EACH RELEASING PARTY ACKNOWLEDGES (I) THE GRANTING, EFFECTIVENESS, AND ENFORCEABILITY OF THE IMAGING SALE RELEASES AND (II) THAT THE IMAGING SALE RELEASED CLAIMS SHALL NOT BE PRESERVED OR RETAINED, WHETHER PURSUANT TO SECTION 1123(B)(3)(B) OF THE BANKRUPTCY CODE OR OTHERWISE; (C) THE CHAPTER 11 CASES, THE DISCLOSURE STATEMENT, THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OR DISTRIBUTION OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT; OR (D) ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE, IN EACH CASE RELATING TO ANY OF THE FOREGOING (A), (B), OR (C), TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE RELEASES SET FORTH ABOVE DO NOT RELEASE ANY POST-EFFECTIVE DATE OBLIGATIONS OF ANY PARTY OR ENTITY UNDER THE PLAN, ANY RESTRUCTURING TRANSACTION, OR ANY

DOCUMENT, INSTRUMENT, OR AGREEMENT (INCLUDING THOSE SET FORTH IN ANY DEFINITIVE DOCUMENTATION OR OTHER DOCUMENT OR DISCLOSURE INCLUDED WITH OR CONTAINED IN THE PLAN SUPPLEMENT) EXECUTED TO IMPLEMENT THE PLAN.

IMPORTANT INFORMATION REGARDING THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS OF THE DEBTORS:

UNDER THE PLAN, “RELEASED PARTY” MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS AND THE REORGANIZED DEBTORS; (B) THE SECURED PARTIES; (C) THE TERM LOAN AGENT; (D) THE SPONSORS; (E) THE CONSENTING STAKEHOLDERS; (F) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (E), EACH SUCH ENTITY’S CURRENT AND FORMER PREDECESSORS, SUCCESSORS, AFFILIATES (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), SUBSIDIARIES, DIRECT AND INDIRECT EQUITY HOLDERS, AND FUNDS; AND (G) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (F), EACH OF THEIR RESPECTIVE CURRENT AND FORMER DIRECTORS, OFFICERS, MEMBERS, EMPLOYEES, PARTNERS, MANAGERS, INDEPENDENT CONTRACTORS, AGENTS, REPRESENTATIVES, PRINCIPALS, PROFESSIONALS, CONSULTANTS, FINANCIAL ADVISORS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, AND OTHER PROFESSIONAL ADVISORS (WITH RESPECT TO CLAUSE (F), EACH SOLELY IN THEIR CAPACITY AS SUCH); PROVIDED, HOWEVER, THAT ANY HOLDER OF A CLAIM OR INTEREST IN A VOTING CLASS THAT OBJECTS TO THE PLAN AND VOTES TO REJECT THE PLAN (AND THEREBY OPTS OUT OF THE RELEASES) SHALL NOT BE A “RELEASED PARTY.”

UNDER THE PLAN, “RELEASING PARTY” MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS AND THE REORGANIZED DEBTORS; (B) THE CONSENTING TERM LOAN LENDERS; (C) THE TERM LOAN AGENT; (D) THE SPONSORS; (E) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (D), EACH SUCH ENTITY’S CURRENT AND FORMER PREDECESSORS, SUCCESSORS, AFFILIATES (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), SUBSIDIARIES, DIRECT AND INDIRECT EQUITY HOLDERS, AND FUNDS; (F) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (E), EACH OF THEIR RESPECTIVE CURRENT AND FORMER DIRECTORS, OFFICERS, MEMBERS, EMPLOYEES, PARTNERS, MANAGERS, INDEPENDENT CONTRACTORS, AGENTS, REPRESENTATIVES, PRINCIPALS, PROFESSIONALS, CONSULTANTS, FINANCIAL ADVISORS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, AND OTHER PROFESSIONAL ADVISORS (WITH RESPECT TO CLAUSE (E), EACH SOLELY IN THEIR CAPACITY AS SUCH); AND (K) ALL HOLDERS OF CLAIMS AND INTERESTS NOT DESCRIBED IN THE FOREGOING CLAUSES (A) THROUGH (F); PROVIDED, HOWEVER, THAT ANY HOLDER OF A CLAIM OR INTEREST THAT (1) VOTES TO REJECT THE PLAN AND (2) OBJECTS TO THE RELEASES IN THE PLAN, SHALL NOT BE A “RELEASING PARTY” FOR PURPOSES OF THE PLAN.

Item 4.

Authorization. By signing and returning this Ballot, the undersigned certifies to the Debtors and the Bankruptcy Court that:

1. the undersigned is (a) the Holder of the Term Loan Secured Claims (Class 3) being voted, or (b) the authorized signatory for an entity that is a Holder of such Term Loan Secured Claims;
2. the undersigned has received a copy of the solicitation materials, including the Plan and the Disclosure Statement, and acknowledges that the undersigned's vote as set forth on this Ballot is subject to the terms and conditions set forth therein and herein;
3. the undersigned has cast the same vote with respect to all of its Term Loan Secured Claims (Class 3) in connection with the Plan; and
4. (a) no other Ballot with respect to the same Term Loan Secured Claims (Class 3) identified in Item 1 has been cast or (b) if any other Ballot has been cast with respect to such Term Loan Secured Claims, then any such earlier Ballots are hereby revoked and deemed to be null and void.

Name of Holder:

Signature:

Signatory Name (if other than
the holder) and Capacity of
Signatory:

Title:

Address:

Email Address:

Telephone Number:

Date Completed:

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or interest or an assertion of a claim or an interest.

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY. THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED BY ONE OF THE FOLLOWING RETURN METHODS SO THAT IT IS ACTUALLY RECEIVED BY THE SOLICITATION AGENT PRIOR TO JANUARY 15, 2020, AT 11:59 P.M. PREVAILING EASTERN TIME OR YOUR VOTE WILL NOT BE COUNTED: (I) IN THE ENCLOSED PRE-PAID, PRE-ADDRESSED RETURN ENVELOPE, (II) VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO THE ADDRESS SET FORTH BELOW, OR (III) VIA ELECTRONIC SUBMISSION THROUGH THE E-BALLOT PORTAL AT [HTTPS://CASES.STRETTO.COM/CLOVER](https://cases.stretto.com/clover).

**CLOVER TECHNOLOGIES GROUP, LLC BALLOT PROCESSING
C/O STRETTO
8269 E. 23RD AVE, STE. 275
DENVER, CO 80238**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE SOLICITATION AGENT BY EMAILING TEAMCLOVER@STRETTO.COM AND REFERENCING “CLOVER TECHNOLOGIES GROUP” IN THE SUBJECT LINE, OR BY CALLING (855) 923-0996 (DOMESTIC TOLL-FREE) OR (949) 341-7245 (INTERNATIONAL TOLL), AND ASKING FOR THE SOLICITATION GROUP.

Exhibit 3-B

Form of Class 7 Ballot

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IMPORTANT: NO CHAPTER 11 CASES HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. THE DEBTORS (AS DEFINED HEREIN) INTEND TO FILE CHAPTER 11 CASES AND SEEK CONFIRMATION OF THE PLAN (AS DEFINED HEREIN) BY THE BANKRUPTCY COURT SHORTLY THEREAFTER AS DESCRIBED IN GREATER DETAIL IN THE ACCOMPANYING DISCLOSURE STATEMENT.

In re:

CLOVER TECHNOLOGIES GROUP, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)

) **IMPORTANT:** No chapter 11 case has been commenced
) as of the date of distribution of this ballot. This ballot is
) being distributed to you as a part of a prepetition
) solicitation of your vote on a prepackaged plan of
) reorganization.
)
)
)
)

**CLASS 7 BALLOT FOR ACCEPTING OR REJECTING
THE JOINT PREPACKAGED CHAPTER 11 PLAN OF
REORGANIZATION OF CLOVER TECHNOLOGIES GROUP, LLC AND ITS DEBTOR AFFILIATES**

If you are the Holder of Existing Equity Interests (Class 7) as of December 13, 2019 (the “Voting Record Date”), please use this “Ballot” to cast your vote to accept or reject the *Joint Prepackaged Chapter 11 Plan of Reorganization of Clover Technologies Group, LLC and its Debtor Affiliates* (as may be amended, modified or supplemented, the “Plan”),² which is being proposed by Clover Technologies Group, LLC and its affiliates that also intend to commence chapter 11 cases (the “Debtors”). The Plan is included as Exhibit A to the accompanying Disclosure Statement, dated December 13, 2019 (as may be amended, modified or supplemented, the “Disclosure Statement”). The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if the Plan (a) is accepted by the holders of two-thirds in amount and more than one-half in number of Claims or Interests in each Class that votes on the Plan, and (b) otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if the Plan (a) provides fair and equitable treatment to, and does not discriminate unfairly against, the Class(es) of Claims or Interests that rejected the Plan, in accordance with section 1129(b) of the Bankruptcy Code, and (b) otherwise satisfies the requirements of sections 1129(a) and 1129(b) of the Bankruptcy Code.

Please carefully read the enclosed Disclosure Statement and Plan and follow the enclosed instructions for completing this Ballot. If you believe you have received this Ballot in error, if you believe that you have received the wrong Ballot, or if you believe you are a Holder of a Claim or an Interest in more than one Class entitled to vote to accept or reject the Plan and have not received a Ballot for each such Class, please contact the Solicitation Agent immediately. If you have any questions regarding this Ballot, the enclosed voting instructions, the procedures for voting, or need to

¹ The last four digits of Clover Technologies Group, LLC’s tax identification number are 9236. A complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.stretto.com/Clover>. The location of the Debtors’ service address in these chapter 11 cases is: 5850 Granite Parkway, Suite 720, Plano, Texas 75024.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan.

obtain additional solicitation materials, please contact the Solicitation Agent by (1) emailing teamclover@stretto.com and reference “Clover Technologies Group” in the subject line, (2) calling (855) 923-0996 (domestic toll-free) or (949) 341-7245 (international toll), and asking for the solicitation group, or (3) writing to the following address: Clover Technologies Group, LLC Ballot Processing, c/o Stretto, 8269 E. 23rd Ave., Ste. 275, Denver, CO 80238. You may wish to seek legal or other professional advice concerning the proposals related to the Plan.

IMPORTANT

VOTING DEADLINE: 11:59 P.M. PREVAILING EASTERN TIME ON JANUARY 15, 2020.

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.

DO NOT RETURN ANY SECURITIES WITH THIS BALLOT. This Ballot is *not* a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 AND ITEM 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. SIGN AND DATE YOUR BALLOT. Please provide your name and mailing address in the space provided on this Ballot.³
4. RETURN THE BALLOT (i) in the enclosed pre-paid, pre-addressed return envelope, (ii) via first class mail, overnight courier, or hand delivery to the address set forth in Item 4 of this Ballot, or (iii) via the Solicitation Agent’s online voting portal as described more fully below.

To submit your Ballot via the online voting portal, please visit <https://cases.stretto.com/Clover> (the “E-Ballot Portal”). Click on the “Submit E-Ballot” section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized E-Ballot:

Unique E-Ballot ID#: _____

The Solicitation Agent’s online voting platform 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.

Each E-Ballot ID# is to be used solely for voting only those Claims or Interests described in Item 1 of your Ballot. Please complete and submit a Ballot for each E-Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Solicitation Agent’s online voting portal should NOT also submit a hard copy Ballot.

5. IF YOUR CLAIM OR INTEREST IS HELD IN MULTIPLE ACCOUNTS, YOU MAY RECEIVE MORE THAN ONE BALLOT CODED FOR EACH SUCH ACCOUNT FOR WHICH YOUR CLAIMS OR INTERESTS ARE HELD. SIMILARLY, IF YOU HOLD A CLAIM OR AN INTEREST IN MORE THAN ONE CLASS ENTITLED TO VOTE, YOU MAY RECEIVE MORE THAN ONE BALLOT FOR EACH

³ If you are signing this Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation Agent, the Debtors’ proposed counsel, or the Bankruptcy Court, you must submit proper evidence to the requesting party of authority to so act on behalf of such holder.

SUCH CLAIM OR INTEREST. EACH BALLOT VOTES ONLY YOUR CLAIMS OR INTERESTS INDICATED ON THAT BALLOT. ACCORDINGLY, YOU MUST COMPLETE AND RETURN EACH BALLOT YOU RECEIVE TO VOTE MULTIPLE CLAIMS OR INTERESTS.

6. YOU MUST VOTE ALL OF YOUR CLASS 7 EXISTING EQUITY INTERESTS EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT YOUR VOTE.

OTHER IMPORTANT INFORMATION

1. Any Ballot submitted that is incomplete or illegible, indicates unclear or inconsistent votes with respect to the Plan or is improperly signed and returned will NOT be counted unless the Debtors otherwise determine.
2. To vote, you MUST deliver your completed Ballot so that it is ACTUALLY RECEIVED by the Solicitation Agent on or before the Voting Deadline by one of the methods described above. The "Voting Deadline" is 11:59 p.m. prevailing Eastern Time on January 15, 2020.
3. Any Ballot received by the Solicitation Agent after the Voting Deadline will not be counted with respect to acceptance or rejection of the Plan, as applicable, unless the Debtors otherwise determine. Subject to the Restructuring Support Agreement, no Ballot may be withdrawn or modified after the Voting Deadline without the Debtors' prior consent and/or permission of the Bankruptcy Court.
4. Except as otherwise provided herein, delivery to the Solicitation Agent of a Ballot reflecting your vote will be deemed to have occurred only when the Solicitation Agent actually receives the originally executed Ballot. In all cases, you should allow sufficient time to assure timely delivery of your Ballot by the Voting Deadline.
5. If, as of the Voting Record Date, you held Claims or Interests in more than one voting Class under the Plan, you should receive a separate Ballot for each Class of Claims or Interests, coded by Class number, and a set of solicitation materials. You may also receive more than one Ballot if, as of the Voting Record Date, you held Claims or Interests through one or more affiliated funds, in which case the vote cast by each such affiliated fund will be counted separately. Separate Claims or Interests held by affiliated funds in a particular Class shall not be aggregated, and the vote of each such affiliated fund related to its Claims or Interests shall be treated as a separate vote to accept or reject the Plan (as applicable). If you hold any portion of a single Claim or Interest, you and all other holders of any portion of such Claim or Interest will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such Claim or Interest collectively to either accept or reject the Plan. The Debtors reserve the right to challenge the validity of any vote that has been improperly split for voting purposes.
6. If you deliver multiple Ballots to the Solicitation Agent with respect to the same Claim or Interest, ONLY the last properly executed Ballot timely received will be deemed to reflect your intent and will supersede and revoke any prior Ballot(s). For the avoidance of doubt, all prior Ballots submitted by you prior to the Ballot last received by the Solicitation Agent will be deemed null and void.
7. This ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Interest, or an assertion or admission of a Claim or an Interest, in the Debtors' Chapter 11 Cases.
8. You should not rely on any information, representations, or inducements made to obtain an acceptance of the Plan that are other than as set forth in, or are inconsistent with, the information contained in the Disclosure Statement, the documents attached to or incorporated in the Disclosure Statement, and the Plan.

VOTING — COMPLETE THIS SECTION

- Item 1.** **Aggregate Amount of Class 7 Existing Equity Interests.** The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was the Holder of Class 7 Existing Equity Interests (or authorized signatory for an entity that is a Holder of such

Interests) in the following aggregate amount of equity interests (*please fill in the amount if not otherwise completed*):

Number of Existing Equity Interests: _____
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Item 2.

Vote. You may vote to accept or reject the Plan. You must check one of the boxes below in order to have your vote counted.

The Holder of the **Class 7 Existing Equity Interests** set forth in Item 1 above votes to (*please check one and only one*):

- ☐ **ACCEPT** (VOTE FOR) THE PLAN
- ☐ **REJECT** (VOTE AGAINST) THE PLAN

Please note that you are voting all of your Class 7 Existing Equity Interests either to accept or reject the Plan. You may not split your vote. If you do not indicate that you either accept or reject the Plan by checking the applicable box above, your ballot with respect to this Item 2 will not be counted. If you indicate that you both accept and reject the Plan by checking both boxes above, your ballot with respect to this Item 2 will not be counted.

The Plan, though proposed jointly, constitutes a separate Plan proposed by each Debtor. Accordingly, your vote cast above will be applied in the same manner and in the same amount in Class 7 against each applicable Debtor.

Item 3.

Important information regarding the Releases by Holders of Claims and Interests of the Debtors.

The Plan contains a series of releases that are part of the overall restructuring set forth in the Plan and described in greater detail in the Disclosure Statement. In that respect, parties should be aware that, if the Plan is confirmed and the Effective Date occurs, certain parties will be getting releases and certain parties will be giving releases as set forth in Article VIII of the Plan. For your convenience, excerpts of the release provisions from the Plan are set forth below, however, you should carefully read the enclosed Disclosure Statement and Plan with respect to the releases.

If you do not consent to the releases contained in the Plan and the related injunction, you may elect not to grant such releases but only if you (1) vote to reject the Plan in Item 1 above and (2) affirmatively elect to “opt out” of being a releasing party by timely objecting to the Plan’s third-party release provisions. IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE AND TO AFFIRMATIVELY ELECT TO “OPT OUT” OF BEING A RELEASING PARTY BY TIMELY OBJECTING TO THE THIRD-PARTY RELEASES WITH THE BANKRUPTCY COURT, (C) SUBMIT THIS BALLOT BUT ABSTAIN FROM VOTING AND DO NOT AFFIRMATIVELY ELECT TO “OPT OUT” OF BEING A RELEASING PARTY BY TIMELY OBJECTING TO THE THIRD-PARTY RELEASES WITH THE BANKRUPTCY COURT, OR (D) VOTE TO REJECT THE PLAN BUT DO NOT AFFIRMATIVELY ELECT TO “OPT OUT” OF BEING A RELEASING PARTY BY TIMELY OBJECTING TO THE THIRD-PARTY RELEASES WITH THE BANKRUPTCY COURT, THEN YOU WILL BE DEEMED

TO CONSENT TO THE THIRD-PARTY RELEASES SET FORTH IN ARTICLE VIII.E OF THE PLAN.

ARTICLE VIII.E OF THE PLAN PROVIDES FOR THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS OF THE DEBTORS:

AS OF THE EFFECTIVE DATE, EACH RELEASING PARTY IS DEEMED TO HAVE RELEASED AND DISCHARGED EACH DEBTOR, REORGANIZED DEBTOR, AND RELEASED PARTY FROM ANY AND ALL CAUSES OF ACTION, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED ON BEHALF OF THE DEBTORS, THAT SUCH ENTITY 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: (A) THE DEBTORS, THE DEBTORS' RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE RESTRUCTURING SUPPORT AGREEMENT; (B) ANY TRANSACTION THAT IS PART OF THE RESTRUCTURING TRANSACTIONS, CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT (INCLUDING PROVIDING ANY LEGAL OPINION REQUESTED BY ANY ENTITY REGARDING ANY TRANSACTION, CONTRACT, INSTRUMENT, DOCUMENT, OR OTHER AGREEMENT CONTEMPLATED BY THE PLAN OR THE RELIANCE BY ANY RELEASED PARTY ON THE PLAN OR THE ORDER CONFIRMING THE PLAN IN LIEU OF SUCH LEGAL OPINION) CREATED OR ENTERED INTO IN CONNECTION WITH THE RESTRUCTURING SUPPORT AGREEMENT, THE DISCLOSURE STATEMENT, OR THE PLAN, INCLUDING ANY CLAIMS (WHETHER DIRECT OR DERIVATIVE), OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION (WHETHER DIRECT OR DERIVATIVE), REMEDIES, AND LIABILITIES WHATSOEVER BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART THE NEGOTIATION, FORMULATION, OR PREPARATION OF THE IMAGING SALE AND IMAGING SALE DEFINITIVE AGREEMENT; PROVIDED THAT IF THE CLOSING OF THE IMAGING SALE HAS OCCURRED, EACH RELEASING PARTY ACKNOWLEDGES (I) THE GRANTING, EFFECTIVENESS, AND ENFORCEABILITY OF THE IMAGING SALE RELEASES AND (II) THAT THE IMAGING SALE RELEASED CLAIMS SHALL NOT BE PRESERVED OR RETAINED, WHETHER PURSUANT TO SECTION 1123(B)(3)(B) OF THE BANKRUPTCY CODE OR OTHERWISE; (C) THE CHAPTER 11 CASES, THE DISCLOSURE STATEMENT, THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OR DISTRIBUTION OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT; OR (D) ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE, IN EACH CASE RELATING TO ANY OF THE FOREGOING (A), (B), OR (C), TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE RELEASES SET FORTH ABOVE DO NOT RELEASE ANY POST-EFFECTIVE DATE OBLIGATIONS OF ANY PARTY OR ENTITY UNDER THE PLAN, ANY RESTRUCTURING TRANSACTION, OR ANY DOCUMENT, INSTRUMENT, OR AGREEMENT (INCLUDING THOSE SET FORTH IN ANY DEFINITIVE DOCUMENTATION OR OTHER

DOCUMENT OR DISCLOSURE INCLUDED WITH OR CONTAINED IN THE PLAN SUPPLEMENT) EXECUTED TO IMPLEMENT THE PLAN.

IMPORTANT INFORMATION REGARDING THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS OF THE DEBTORS:

UNDER THE PLAN, “RELEASED PARTY” MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS AND THE REORGANIZED DEBTORS; (B) THE SECURED PARTIES; (C) THE TERM LOAN AGENT; (D) THE SPONSORS; (E) THE CONSENTING STAKEHOLDERS; (F) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (E), EACH SUCH ENTITY’S CURRENT AND FORMER PREDECESSORS, SUCCESSORS, AFFILIATES (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), SUBSIDIARIES, DIRECT AND INDIRECT EQUITY HOLDERS, AND FUNDS; AND (G) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (F), EACH OF THEIR RESPECTIVE CURRENT AND FORMER DIRECTORS, OFFICERS, MEMBERS, EMPLOYEES, PARTNERS, MANAGERS, INDEPENDENT CONTRACTORS, AGENTS, REPRESENTATIVES, PRINCIPALS, PROFESSIONALS, CONSULTANTS, FINANCIAL ADVISORS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, AND OTHER PROFESSIONAL ADVISORS (WITH RESPECT TO CLAUSE (F), EACH SOLELY IN THEIR CAPACITY AS SUCH); PROVIDED, HOWEVER, THAT ANY HOLDER OF A CLAIM OR INTEREST IN A VOTING CLASS THAT OBJECTS TO THE PLAN AND VOTES TO REJECT THE PLAN (AND THEREBY OPTS OUT OF THE RELEASES) SHALL NOT BE A “RELEASED PARTY.”

UNDER THE PLAN, “RELEASING PARTIES” MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS AND THE REORGANIZED DEBTORS; (B) THE CONSENTING TERM LOAN LENDERS; (C) THE TERM LOAN AGENT; (D) THE SPONSORS; (E) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (D), EACH SUCH ENTITY’S CURRENT AND FORMER PREDECESSORS, SUCCESSORS, AFFILIATES (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), SUBSIDIARIES, DIRECT AND INDIRECT EQUITY HOLDERS, AND FUNDS; (F) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (E), EACH OF THEIR RESPECTIVE CURRENT AND FORMER DIRECTORS, OFFICERS, MEMBERS, EMPLOYEES, PARTNERS, MANAGERS, INDEPENDENT CONTRACTORS, AGENTS, REPRESENTATIVES, PRINCIPALS, PROFESSIONALS, CONSULTANTS, FINANCIAL ADVISORS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, AND OTHER PROFESSIONAL ADVISORS (WITH RESPECT TO CLAUSE (E), EACH SOLELY IN THEIR CAPACITY AS SUCH); AND (K) ALL HOLDERS OF CLAIMS AND INTERESTS NOT DESCRIBED IN THE FOREGOING CLAUSES (A) THROUGH (F); PROVIDED, HOWEVER, THAT ANY HOLDER OF A CLAIM OR INTEREST THAT (1) VOTES TO REJECT THE PLAN AND (2) OBJECTS TO THE RELEASES IN THE PLAN, SHALL NOT BE A “RELEASING PARTY” FOR PURPOSES OF THE PLAN.

Item 4.

Authorization. By signing and returning this Ballot, the undersigned certifies to the Debtors and the Bankruptcy Court that:

1. the undersigned is (a) the Holder of Existing Equity Interests (Class 7) being voted, or (b) the authorized signatory for an entity that is a Holder of such Existing Equity Interests;
2. the undersigned has received a copy of the solicitation materials, including the Plan and the Disclosure Statement, and acknowledges that the undersigned's vote as set forth on this Ballot is subject to the terms and conditions set forth therein and herein;
3. the undersigned has cast the same vote with respect to all of its Existing Equity Interests (Class 7) in connection with the Plan; and
4. (a) no other Ballot with respect to the same Existing Equity Interests (Class 7) identified in Item 1 has been cast or (b) if any other Ballot has been cast with respect to such Existing Equity Interests, then any such earlier Ballots are hereby revoked and deemed to be null and void.

Name of Holder:

Signature:

Signatory Name (if other than the holder) and Capacity of Signatory:

Title:

Address:

Email Address:

Telephone Number:

Date Completed:

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or interest or an assertion of a claim or an interest.

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY. THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED BY ONE OF THE FOLLOWING RETURN METHODS SO THAT IT IS ACTUALLY RECEIVED BY THE SOLICITATION AGENT PRIOR TO JANUARY 15, 2020, AT 11:59 P.M. PREVAILING EASTERN TIME OR YOUR VOTE WILL NOT BE COUNTED: (I) IN THE ENCLOSED PRE-PAID, PRE-ADDRESSED RETURN ENVELOPE, (II) VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO THE ADDRESS SET FORTH BELOW, OR (III) VIA ELECTRONIC SUBMISSION THROUGH THE E-BALLOT PORTAL AT [HTTPS://CASES.STRETTO.COM/CLOVER](https://cases.stretto.com/clover).

CLOVER TECHNOLOGIES GROUP, LLC BALLOT PROCESSING
C/O STRETTO
8269 E. 23RD AVE, STE. 275
DENVER, CO 80238

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE SOLICITATION AGENT BY EMAILING TEAMCLOVER@STRETTO.COM AND REFERENCING “CLOVER TECHNOLOGIES GROUP” IN THE SUBJECT LINE, OR BY CALLING (855) 923-0996 (DOMESTIC TOLL-FREE) OR (949) 341-7245 (INTERNATIONAL TOLL), AND ASKING FOR THE SOLICITATION GROUP.