

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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| In re: |) |
| |) Chapter 11 |
| PLASTIQ INC., <i>et al.</i> , ¹ |) |
| |) Case No. 23-10671 (BLS) |
| Debtors. |) |
| |) (Jointly Administered) |
| |) |
| |) Hearing Date: |
| |) July 27, 2023 at 10:00 a.m. (ET) |
| |) |
| |) Objection Deadline: |
| |) July 20, 2023 at 4:00 p.m. (ET) |
| |) |

DEBTORS’ MOTION FOR ENTRY OF AN ORDER (I) APPROVING THE COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS FOR SOLICITATION PURPOSES ONLY; (II) ESTABLISHING SOLICITATION AND TABULATION PROCEDURES; (III) APPROVING THE FORM OF BALLOTS AND SOLICITATION MATERIALS; (IV) ESTABLISHING THE VOTING RECORD DATE; (V) FIXING THE DATE, TIME, AND PLACE FOR THE COMBINED HEARING AND THE DEADLINE FOR FILING OBJECTIONS THERETO; (VI) ESTABLISHING BAR DATE FOR FILING REQUESTS FOR ALLOWANCE OF INITIAL ADMINISTRATIVE CLAIMS; AND (VII) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (the “**Debtors**”) hereby submit this motion (the “**Motion**”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “**Proposed Solicitation Procedures Order**”), (i) approving the *Combined Disclosure Statement and Chapter 11 Plan of PlastiQ Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented, the “**Combined Disclosure Statement and Plan**”),² filed contemporaneously herewith, on an interim basis and for solicitation purposes only; (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

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



Combined Disclosure Statement and Plan; (iii) approving the form of ballots and solicitation materials; (iv) establishing a voting record date; (v) fixing the date, time, and place for the combined hearing (the “**Confirmation Hearing**”) to approve and confirm the Combined Disclosure Statement and Plan, including the adequacy of the disclosures therein, and establishing the deadline for filing objections related thereto; (vi) establishing a bar date for filing requests for allowance of Initial Administrative Claims; and (vii) granting related relief. In support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2018. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief requested herein are sections 105, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), Rules 2002(b), 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 3017 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”).

3. Pursuant to Local Rule 9013-1(f), the Debtors consent 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.

BACKGROUND

A. General

4. On May 24, 2023 (the “**Petition Date**”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On June 7, 2023, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed a statutory committee of unsecured creditors (the “**Committee**”) pursuant to section 1102(a)(1) of the Bankruptcy Code [D.I. 65]. No trustee or an examiner has been appointed in these Chapter 11 Cases.

6. A detailed description of the Debtors, their business and capital structure, and the circumstances leading to the filing of the Chapter 11 Cases is set forth in the *Declaration of Vladimir Kasparov in Support of Chapter 11 Petitions and First Day Pleadings* [D.I. 2] (the “**First Day Declaration**”).

7. On June 19, 2023, the Court entered an Order [D.I. 109] establishing July 26, 2023, as the deadline for filing proof of Claims that arose prior to the Petition Date, and November 20, 2023, as the deadline by which any governmental unit must file a proof of Claim (the “**Bar Date Order**”).

8. As set forth in the First Day Declaration, the Debtors’ paramount goal in the Chapter 11 Cases was to maximize the value of their estates for the benefit of the Debtors’ creditor constituencies and other stakeholders through the sale of all or substantially all of their Assets. To that end, on May 24, 2023, the Debtors filed a motion [D.I. 23] seeking entry of an order approving bidding procedures relating to the Sale of a portion or substantially all of the Assets to Plastiq,

Powered by Priority, LLC (“**Priority**”), and, ultimately, approving such sale free and clear of liens, claims, interests, and encumbrances. On June 21, 2021, the Court entered the Bidding Procedures Order [D.I. 127], and thereafter the Debtors and their professionals continued to market the Assets to potential purchasers in accordance therewith.

9. In accordance with the Bidding Procedures Order, competing bids are due July 20, 2023, and, if Qualified Bids (as defined in the Bidding Procedures Order) are received, an auction will be held on July 25, 2023. The hearing to consider approval of the Sale to Priority (or such party that submits a higher or otherwise better offer) is scheduled for July 27, 2023, and the Debtors expect the Sale to close on or before July 31, 2023.

B. The Combined Disclosure Statement and Plan

10. The Combined Disclosure Statement and Plan is a liquidating plan that provides for the satisfaction of all Allowed Administrative, Other Secured, and Priority Claims, and the vesting and transfer of the Litigation Trust Assets to the Litigation Trust for ultimate distribution to the Debtors’ creditors in accordance with the Combined Disclosure Statement and Plan and the priority scheme of the Bankruptcy Code. The Combined Disclosure Statement and Plan complies with Bankruptcy Code section 1129(a)(9), and does not provide for any non-consensual releases.

11. The Combined Disclosure Statement and Plan also incorporates the Global Settlement between the Debtors, the Committee, and the DIP Lenders, as approved in the Final DIP Order.

12. The Debtors are the proponents of the Combined Disclosure Statement and Plan, and seek a combined hearing, because they believe that the Combined Disclosure Statement and Plan provides the most efficient means to conclude the Chapter 11 Cases under the circumstances.

RELIEF REQUESTED

13. By this Motion, the Debtors seek entry of the Proposed Solicitation Procedures Order: (i) approving the Combined Disclosure Statement and Plan, on an interim basis for solicitation purposes only; (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan; (iii) approving the form of Ballots (as defined below) and solicitation materials; (iv) establishing a voting record date; (v) fixing the date, time, and place for the Confirmation Hearing and establishing the deadline for filing objections related thereto; (vi) establishing a bar date for filing requests for allowance of Initial Administrative Claims; and (vii) granting related relief. A summary of the key dates proposed to be established by the Proposed Solicitation Procedures Order, subject to the Court's availability, is set forth below:

| Event | Proposed Date³ |
|--|--|
| Voting Record Date | July 26, 2023 |
| Service Date (as defined below) | August 2, 2023 |
| Deadline to Object to Confirmation and Final Approval of Adequacy of Disclosures | August 30, 2023 |
| Voting Deadline | August 30, 2023 |
| Initial Administrative Claim Bar Date | August 30, 2023 |
| Proposed Confirmation Hearing Date | September 7, 2023, subject to the Court's availability |

³ The proposed dates are based on the Proposed Solicitation Procedures Order being entered by the Court on July 27, 2023.

BASIS FOR RELIEF

A. Interim Approval of the Combined Disclosure Statement and Plan for Solicitation Purposes

14. Bankruptcy Code section 1125 requires that a disclosure statement be approved by the bankruptcy court as containing “adequate information” prior to a debtor’s solicitation of acceptances or rejections of a plan. 11 U.S.C. § 1125(b). “Adequate information” is defined in the Bankruptcy Code as:

information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records . . . that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan

11 U.S.C. § 1125(a)(1).

15. In evaluating whether a disclosure statement provides “adequate information,” courts adhere to Bankruptcy Code’s instruction that making this determination is a flexible exercise based on the facts and circumstances of each case and is within the broad discretion of the court. *See, e.g., Krystal Cadillac-Oldsmobile GMC Truck, Inc. v. Gen. Motors Corp.*, 337 F.3d 314, 321–22 (3d Cir. 2003); *see also Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); *First Am. Bank of New York v. Century Glove, Inc.*, 81 B.R. 274, 279 (D. Del. 1988) (noting that adequacy of disclosure for a particular debtor will be determined based on how much information is available from outside sources); S. Rep. No. 95-989, at 121 (1978), *reprinted in* 1978 U.S.C.C.A.N. 5787, 5907 (“[T]he information required will necessarily be governed by the circumstances of the case.”); *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991) (stating that a disclosure statement

“must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution.”).

16. In accordance with these precepts, the Combined Disclosure Statement and Plan provides the pertinent information necessary for eligible Holders of Claims to make an informed decision about whether to vote to accept or reject the Combined Disclosure Statement and Plan. Specifically, the Combined Disclosure Statement and Plan provides, among other things, information regarding:

- an overview of the major events that occurred prior to, and during the course of, these Chapter 11 Cases;
- a summary of the classification and treatment of all Classes of Claims and Interests under the Combined Disclosure Statement and Plan;
- an estimate of distributions to the Holders of Allowed Claims pursuant to the Combined Disclosure Statement and Plan;
- the provisions governing distributions under the Combined Disclosure Statement and Plan; and
- the means for implementation of the Combined Disclosure Statement and Plan.

17. The Debtors respectfully submit that the Combined Disclosure Statement and Plan complies with all aspects of Bankruptcy Code section 1125. However, at the hearing on this Motion—which is scheduled for July 27, 2023—the Debtors seek only interim approval of the Combined Disclosure Statement and Plan for solicitation purposes. At the Confirmation Hearing, the Debtors will demonstrate on a final basis that the information set forth therein contains adequate information within the meaning of Bankruptcy Code section 1125.

18. The Debtors filed this Motion and are seeking approval of the procedures and timeline requested herein because, among other reasons, the Debtors desire to exit from bankruptcy promptly following the closing of the Sale and in an efficient manner that will maximize value for the benefit of all stakeholders. To ensure that the Combined Disclosure Statement and Plan is

confirmed in a timely and efficient manner, the Debtors have determined, in their business judgment, that it is necessary and prudent to proceed with a combined plan and disclosure statement process and on the timeline proposed herein. Accordingly, the Debtors respectfully request that the Court enter the Proposed Solicitation Procedures Order approving, among other things, the Combined Disclosure Statement and Plan on an interim basis for solicitation purposes only.

19. Any objections or proposed modifications to the interim approval of the Combined Disclosure Statement and Plan shall (a) be in writing, (b) comply with the Bankruptcy Rules and Local Rules, and (c) be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, with a copy served upon the following (collectively, the “**Notice Parties**”): (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, (Attn: Michael R. Nestor, Esq. (mnestor@ycst.com), Matthew B. Lunn, Esq. (mlunn@ycst.com), Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com), and Jared W. Kochenash, Esq. (jkochenash@ycst.com)); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, DE, 19801, (Attn: Richard Schepacarter (Richard.Schepacarter@usdoj.gov)); (iii) counsel to the DIP Lender, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022 (Attn: Adam Harris, Esq. (adam.harris@srz.com) and Reuben E. Dizengoff, Esq. (reuben.dizengoff@srz.com) and Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE 19801 (Attn. Matthew B. McGuire, Esq. (mcguire@lrclaw.com)); and (iv) proposed counsel to the Committee, DLA Piper LLP (US), 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801 (Attn: Dennis O’Donnell, Esq. (Dennis.ODonnell@us.dlapiper.com), Aaron Applebaum, Esq. (Aaron.Applebaum@us.dlapiper.com), and Nicole McLemore

(Nicole.McLemore@us.dlapiper.com); in each case, by no later than July 20, 2023 at 4:00 p.m. (prevailing Eastern Time).

B. Solicitation Procedures

i. Approval of Form of Solicitation Materials and Ballots

20. Pursuant to the Combined Disclosure Statement and Plan, the Debtors created seven (7) separate Classes of Claims and Interests. A chart listing each such Class is below:

| Class | Type | Status Under Plan | Voting Status |
|--------------|--------------------------|--------------------------|----------------------|
| 1 | Priority Non-Tax Claims | Unimpaired | Deemed to Accept |
| 2 | Other Secured Claims | Unimpaired | Deemed to Accept |
| 3 | Prepetition Loan Claims | Impaired | Entitled to Vote |
| 4 | General Unsecured Claims | Impaired | Entitled to Vote |
| 5 | Subordinated Claims | Impaired | Deemed to Reject |
| 6 | Intercompany Claims | Impaired | Deemed to Reject |
| 7 | Interests | Impaired | Deemed to Reject |

21. Two Classes are Impaired and entitled to vote to accept or reject the Combined Disclosure Statement and Plan—Class 3 (Prepetition Loan Claims) and Class 4 (General Unsecured Claims) (together, the “**Voting Classes**”). The remaining classes (collectively, the “**Non-Voting Classes**”) are not entitled to vote on the Combined Disclosure Statement and Plan, as they are conclusively presumed to have accepted the Combined Disclosure Statement and Plan in accordance with Bankruptcy Code section 1126(f) (in the case of Class 1 Priority Non-Tax Claims and Class 2 Other Secured Claims) or, in the alternative, presumed to have rejected the Combined Disclosure Statement and Plan (in the case of Class 5 Subordinated Claims, Class 6 Intercompany Claims, and Class 7 Interests).

22. Bankruptcy Rule 3017(d) identifies the materials that must be provided to the holders of claims and equity interests for purposes of soliciting votes and providing adequate notice of the hearing on confirmation of a plan:

Upon approval of a disclosure statement,—except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders—the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the disclosure statement approved by the court;
- (2) the plan or a court-approved summary of the plan;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court order approving the disclosure statement or a court-approved summary of the opinion.

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

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

23. The Debtors propose the following materials be mailed on or before (4) business days after the entry of the Proposed Solicitation Procedures Order (or as soon as reasonably practicable thereafter) (the “**Service Date**”), by the Debtors’ claim and voting agent, Kurtzman Carson Consultants LLC (the “**Voting Agent**” or “**KCC**”), to the Holders of Claims in the Voting Classes (each a “**Solicitation Package**”):

- (a) the forms of ballots attached to the Proposed Solicitation Procedures Order as Exhibit 1-A and 1-B, as may be applicable (the “**Ballots**”);⁴
- (b) the notice of, among other things, the Confirmation Hearing and related objection procedures (the “**Confirmation Notice**”), substantially in the form attached to the Proposed Solicitation Procedures Order as Exhibit 2;
- (c) either a paper copy or a copy in “pdf” format on CD-ROM or flash drive of the Combined Disclosure Statement and Plan (without exhibits attached);
- (d) either a paper copy or a copy in “pdf” format on CD-ROM or flash drive of the Proposed Solicitation Procedures Order without exhibits;
- (e) a pre-paid, pre-addressed return envelope; and
- (f) any other documents and materials that the Debtors, in consultation with the Committee, deem appropriate.

24. The Solicitation Package will contain the Combined Disclosure Statement and Plan, and the Proposed Solicitation Procedures Order (without exhibits attached) in electronic format (i.e., CD-ROM or flash drive format), and all other contents of the Solicitation Package, including the applicable Ballot and the Confirmation Hearing Notice, which will be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may contact the Voting Agent and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors’ expense) by: (a) writing to PlastiQ Inc., et al. Balloting Center, c/o KCC 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (b) calling (877) 634-7180 (domestic, toll-free) or +1 (424) 236-7225 (international, toll); or (c) emailing KCC via www.kccllc.net/plastiq/inquiry. Additionally, the Debtors will provide the Solicitation Package (excluding the Ballots) to the U.S. Trustee and all parties requesting service of notice pursuant to Bankruptcy Rule 2002 as of the Voting Record Date.

⁴ The Ballots are substantially similar to Official Form No. 14, but have been modified to be consistent with the specific provisions of the Combined Disclosure Statement and Plan and the facts of these Chapter 11 Cases.

25. The Debtors request that they not be required to transmit Solicitation Packages to Holders of Claims or Interests in the Non-Voting Classes, and instead propose sending such parties only the Confirmation Notice. The Confirmation Notice sets forth, among other things, the manner in which a copy of the Combined Disclosure Statement and Plan and the Solicitation Procedures may be obtained free of charge through the website maintained by the Voting Agent or upon request to the Voting Agent.

26. For purposes of serving the solicitation materials, the Debtors and Voting Agent seek authorization to rely on the address information (for voting and non-voting parties alike) maintained by the Debtors or Prepetition Agent, as applicable, and provided by the Debtors or Prepetition Agent to the Voting Agent. To that end, the Debtors seek the waiver of any obligation for the Debtors or Voting Agent to conduct any additional research for updated addresses based on undeliverable solicitation materials (including undeliverable Ballots) and will not be required to resend Solicitation Packages or other materials, including Confirmation Notices, that are returned as undeliverable unless the Debtors are provided with accurate addresses for such parties prior to the Voting Record Date.

27. Notwithstanding anything herein to the contrary, the Debtors request that neither they nor the Voting Agent be required to mail a Solicitation Package or any other materials related to voting or confirmation of the Plan to any person or entity from which the notice of this Motion or other mailed notice in these Chapter 11 Cases was returned as undeliverable by the postal service, unless the Voting Agent is provided with accurate addresses for such persons or entities before the Voting Record Date.

ii. Establishment of the Voting Deadline

28. Bankruptcy Rule 3017(c) provides that, “[o]n or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan” Fed. R. Bankr. P. 3017(c). The Debtors will finish the plan solicitation by mailing the applicable Ballot (and other approved solicitation materials) to the Voting Classes no later than four (4) business days after the entry of the Proposed Solicitation Procedures Order (or as soon as reasonably practicable thereafter). Based on this schedule, the Debtors propose that any Ballot cast must be properly executed, completed, and delivered by mail, overnight courier, personal delivery, or E-Ballot (as defined below) to the Voting Agent in accordance with the instructions set forth in the Ballot, so that the Ballot is actually *received* no later than **4:00 p.m. (prevailing Eastern Time) on August 30, 2023** (the “**Voting Deadline**”). This date will give Holders of Claims in the Voting Classes sufficient time to review the solicitation materials and vote.

29. In addition to accepting paper Ballots by mail, overnight courier, and personal delivery, the Debtors request authorization to accept Ballots from Holders of Claims in the Voting Classes by electronic Ballots (an “**E-Ballot**”) transmitted solely through a customized online balloting portal on the Debtors’ case website to be maintained by KCC (the “**E-Balloting Portal**”). Parties entitled to vote may cast an electronic Ballot and electronically sign and submit the Ballot instantly by utilizing E-Ballot, which allows a Holder to submit an electronic signature. The instructions for submission of E-Ballots will be set forth on the Ballot. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor’s electronic signature will be deemed to be immediately legally valid and effective.

iii. Approval of Tabulation Procedures

30. The Debtors propose that the following procedures be utilized in tabulating the votes to accept or reject the Combined Disclosure Statement and Plan (the “**Tabulation Procedures**”):

Establishing Amounts for Voting Purposes.

Solely for purposes of voting to accept or reject the Combined Disclosure Statement and Plan, and not for the purpose of the allowance of, or distribution on account of, any Claim and without prejudice to the rights of the Debtors’ and their estates in any other context, the Debtors propose that each Claim within the Voting Classes votes in an amount determined by the following procedures:

Class 3 (Prepetition Loan Claims)

- (a) The voting amounts of the Class 3 Prepetition Loan Claims will be established based on the amount of the applicable positions held by Holders of the Prepetition Loan Claims, as of the Voting Record Date, as evidenced by the applicable records provided by the Prepetition Agent, as the administrative agent under the Prepetition Financing Documents, in electronic excel format to the Debtors or the Voting Agent not later than one (1) Business Day following the Voting Record Date.

Class 4 (General Unsecured Claims)

- (a) If a Claim is deemed allowed under the Combined Disclosure Statement and Plan, an order of the Court or a stipulated agreement between the parties, such Claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth therein;
- (b) if a Claim for which a proof of claim has been timely filed for unknown or undetermined amounts, or is wholly unliquidated or wholly contingent (as determined on the face of the Claim or after a reasonable review of the supporting documentation) and such Claim has not been allowed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;

- (c) if a Claim for which a proof of Claim has been timely filed is partially unliquidated or partially contingent (as determined on the face of the Claim or after a reasonable review of the supporting documentation by the Voting Agent), such Claim is temporarily allowed in the amount that is liquidated and non-contingent for voting purposes only, and not for purposes of allowance or distribution;
- (d) if a Claim for which a proof of claim was timely filed and is liquidated and non-contingent or was listed in the Debtor's schedules of assets and liabilities (the "**Schedules**") in an amount that is liquidated, non-contingent, and undisputed, such Claim is allowed for voting purposes only in the amount set forth on the proof of claim, or if no proof of claim was timely filed, the Debtor's filed Schedules;
- (e) if a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, such Claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (f) if a Claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court; or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline; such Claim shall be disallowed for voting purposes; *provided, however*, if the applicable bar date has not yet passed, such Claim shall be entitled to vote at \$1.00.
- (g) proofs of claim filed for \$0.00 are not entitled to vote;
- (h) if the Debtors or other party in interest have served an objection or request for estimation as to a Claim at least ten (10) days before the Voting Deadline, such Claim is temporarily disallowed for voting purposes only, and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection, or as ordered by the Court before the Voting Deadline;
- (i) for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code separate Claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one Claim against the Debtors in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan for the Debtors;
- (j) notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and

- (k) if a proof of claim has been amended by a later proof of claim that is filed on or prior to the Voting Record Date, the later filed amending claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim. Except as otherwise ordered by the Court, any amendments to proofs of claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

Voting Rules

- (a) Except as otherwise ordered by the Court, any Ballot received after the Voting Deadline will not be counted absent the consent of the Debtors in their discretion, in consultation with the Committee;
- (b) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant will not be counted;
- (c) any Ballot cast by a person or entity that does not hold a Claim in a Voting Class as of the Voting Record Date will not be counted;
- (d) any Ballot submitted on account of a duplicative Claim will not be counted;
- (e) any unsigned Ballot will not be counted, provided that Ballots validly submitted through the E-Balloting Portal will be deemed to contain an immediately legally valid and effective signature;
- (f) except in the Debtors' discretion, in consultation with the Committee, any Ballot transmitted to the Voting Agent by facsimile or other electronic means (other than through the E-Balloting Portal) will not be counted;
- (g) any Ballot that does not indicate an acceptance or rejection of the Combined Disclosure Statement and Plan, or that indicates both an acceptance and rejection of the Combined Disclosure Statement and Plan, will not be counted;
- (h) whenever a claimant casts more than one Ballot voting the same Claim prior to the Voting Deadline, only the latest-dated valid Ballot timely received will be deemed to reflect the voter's intent and, thus, will supersede any prior Ballots;
- (i) subject to the other Tabulation Procedures, each claimant will be deemed to have voted the full amount of its Claim as set forth on the Ballot;
- (j) claimants may not split their vote within a Class; thus, each claimant will be required to vote all of its Claims within the Class either to accept or reject the Combined Disclosure Statement and Plan, and any votes that are split will not be counted; and

- (k) subject to any contrary order of the Court, the Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot.

31. The Debtors request that the Court authorize the Debtors or the Voting Agent, as applicable, to determine all questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawals of Ballots, which determination will be final and binding.

32. To assist in the solicitation process, the Debtors request that the Court grant the Voting Agent the authority to contact parties that submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies, provided that, neither the Debtors nor the Voting Agent are required to contact such parties to provide notification of defects or irregularities with respect to completion or delivery of Ballots, nor will any of them incur any liability for failure to provide such notification.

33. The Voting Agent is required to retain all paper copies of Ballots and all solicitation-related correspondence for one (1) year following the Effective Date, whereupon, the Voting Agent is authorized to destroy and/or otherwise dispose of all paper copies of Ballots; printed solicitation materials including unused copies of the Solicitation Package; and all solicitation-related correspondence (including undeliverable mail), in each case unless otherwise directed by the Debtors or the Clerk of the Court in writing within such one (1) year period.

34. The Debtors respectfully submit that the Tabulation Procedures are appropriate and reasonable under the circumstances and should be approved.

iv. Establishment of Voting Record Date

35. Bankruptcy Rule 3017 provides that the bankruptcy court may set the date on which the disclosure statement is approved or another date as the record date for determining which

holders of securities are entitled to receive solicitation materials, including ballots for voting on a chapter 11 plan. *See* Fed. R. Bankr. P. 3017(d).

36. The Debtors propose that the Court establish July 26, 2023, as the record date (the “**Voting Record Date**”) for purposes of determining which Holders of Prepetition Loan Claims and General Unsecured Claims are entitled to receive a Ballot to vote to accept or reject the Combined Disclosure Statement and Plan. Only Holders of Prepetition Loan Claims and General Unsecured Claims are entitled to vote. Establishing July 26, 2023, as the Voting Record Date will provide sufficient time for the Debtors and the Voting Agent to ensure that the Solicitation Packages can be mailed by the Service Date.

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

C. Confirmation Hearing, Confirmation Objection Deadline, and Notice Thereof

38. Bankruptcy Rule 3017 provides that, on or before the approval of a disclosure statement, a bankruptcy court “may fix the date for the hearing on confirmation.” *See* Fed. R. Bankr. P. 3017(c). Bankruptcy Code section 105 expressly authorizes a court to “issue an order . . . that . . . provides that the hearing on approval of the disclosure statement may be combined with the hearing on confirmation of the plan” where the bankruptcy court deems a combined hearing to be “appropriate to ensure that the case is handled expeditiously and economically.” *See* 11 U.S.C.

§ 105(d)(2)(B)(vi); *see also In re Gulf Coast Oil Corp.*, 404 B.R. at 425 (“Section 1125(f) authorizes combined plans and disclosure statements in small business cases and § 105(d) authorizes the court to combine them in other cases.”); *In re Luminent Mortg. Capital Inc.*, Case No. 08-21389 (Bankr. D. Md. May 15, 2009).

39. Consistent with the foregoing authority, the Debtors respectfully request that the Confirmation Hearing to consider confirmation of the Combined Disclosure Statement and Plan, including final approval of the adequacy of the disclosures therein, be set for September 7, 2023, or as soon thereafter as the Court is available. The Debtors submit that a combined hearing will streamline and expedite the Confirmation process, which will inure directly to the benefit of creditors by allowing the Debtors to implement the Combined Disclosure Statement and Plan in a timely and efficient manner and limiting the amount of time the Debtors remain in chapter 11. Under the circumstances, a combined hearing will spare the Debtors from additional administrative expenses associated with a two-stage process, and promote judicial efficiency and economy.

40. In the interests of orderly procedure, the Debtors further request that objections to confirmation of the Combined Disclosure Statement and Plan, including final approval of the adequacy of the disclosures contained therein, if any, must (a) be in writing and (b) be filed with the Court and served on the Notice Parties, so that they are received no later than **4:00 p.m. (prevailing Eastern Time) on August 30, 2023** (the “**Confirmation Objection Deadline**”). The Debtors shall, if they deem necessary in their discretion, and any other party in interest may, file a reply to any such objections or brief in support of approval of the Combined Disclosure Statement and Plan by no later than **12:00 p.m. (prevailing Eastern Time) on September 6, 2023** (or one (1) business day prior to the date of any adjourned Confirmation Hearing).

41. Bankruptcy Rule 2002(b) requires that the Debtors provide notice to all creditors and parties in interest at least twenty-eight (28) days prior to the deadline for filing objections to confirmation of the Combined Disclosure Statement and Plan, and the hearing on the final approval of the Combined Disclosure Statement and Plan. Local Rule 3017-1 requires that the hearing on the final approval of the Combined Disclosure Statement and Plan be at least thirty-five (35) days after the Service Date. Bankruptcy Rule 2002(d), in turn, requires that equity security holders be given notice of these matters in the manner and form directed by the Court.

42. The Confirmation Notice sets forth, among other things, (i) the Confirmation Objection Deadline, (ii) the time, date, and place of the Confirmation Hearing, and (iii) instructions on how to obtain a copy of the Combined Disclosure Statement and Plan free of charge. The Debtors will cause the Confirmation Notice to be served by the Service Date on the following parties: (a) all persons or entities that have filed, or are deemed to have filed a proof of Claim or request for allowance of Claim as of the Voting Record Date; (b) all persons or entities listed on the Schedules as holding a Claim or potential Claim; (c) the Securities and Exchange Commission and any regulatory agencies with oversight authority of the Debtors; (d) the Internal Revenue Service; (e) the United States Attorney's office for the District of Delaware; (f) other known Holders of Claims (or potential Claims) and Interests; (g) all entities known by the Debtors to hold or assert a lien or other interest in the Debtors' property; and (h) any other parties that have requested notice pursuant to Bankruptcy Rule 2002. Under the Debtors' proposed timeline set forth herein, the Confirmation Notice will be served at least twenty-eight days prior to the Confirmation Objection Deadline, and more than thirty-five days prior to the Confirmation Hearing.

43. The Debtors submit that the foregoing procedures for providing notice of the Confirmation Hearing, the Confirmation Objection Deadline, and related matters fully comply with Bankruptcy Rules 2002 and 3017, Local Rule 3017, and the time limits set forth therein, are consistent with Bankruptcy Code sections 105, 1126(f) and 1126(g) and Bankruptcy Rule 3017(d) with respect to parties that are not entitled to vote on the Combined Disclosure Statement and Plan, are both fair to Holders of Claims or Interests and other parties in interest, and are designed to permit an organized and efficient Confirmation Hearing. Accordingly, the Debtors respectfully request that the Court approve such notice procedures as appropriate under the circumstances of the Chapter 11 Cases and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

D. Establishing Bar Date for Filing Requests for Allowance of Initial Administrative Claims

44. For the Debtors and the Litigation Trust to properly make distributions under the Plan, the Debtors require, among other things, complete and accurate information regarding the nature, validity, and amount of Claims that will be asserted. To that end, the Debtors are seeking to establish a bar date for all Administrative Claims that arose or accrued after the Petition Date through and including July 31, 2023 (collectively, the “**Initial Administrative Claims**”).

45. The Debtors request entry of an order establishing that Holders of Initial Administrative Claims be required to file a request for allowance (each, an “**Administrative Claim Form**”) of such Initial Administrative Claims by 5:00 p.m. (prevailing Eastern time) on or before August 30, 2023 (the “**Initial Administrative Claim Bar Date**”).

46. The Debtors also respectfully request that the Court (i) approve the Debtors’ proposed form and manner of notice of the Initial Administrative Claim Bar Date and (ii) grant the Debtors the authority, in their discretion, to extend the Initial Administrative Claim Bar Date for

certain holders of claims by stipulation or otherwise where the Debtors determine that to do so is in the best interests of their estates.

i. Persons or Entities Required to File Administrative Claims Requests

47. The Debtors propose that, except as set forth in the following paragraph, all persons or entities holding Initial Administrative Claims must file an Administrative Claim Form on or before the Initial Administrative Claim Bar Date.

48. Notwithstanding the foregoing, the Debtors propose that the following need *not* file an Administrative Claim Form:⁵

- (a) any entity that does not have an Initial Administrative Claim against any of the Debtors;
- (b) any entity holding an Administrative Claim arising after July 31, 2023;⁶
- (c) any person or entity that already has filed a request for allowance of an Initial Administrative Claim with the Clerk of the Court or KCC;
- (d) any entity whose Claim has previously been Allowed by order of the Court;
- (e) any entity whose Claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- (f) any entity whose Claim is solely against any of the Debtors' non-Debtor affiliates;
- (g) any entity holding a Claim for which a separate deadline to file a Proof of Claim has been fixed previously by the Court;
- (h) any Holder of a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930 or accrued interest thereon arising under 31 U.S.C. § 3717;
- (i) any entity holding a Professional Fee Claim, including Triple P RTS, LLC;

⁵ The Debtors reserve the right to dispute any of the claims described in this paragraph, and nothing shall preclude the Debtors from objecting to any such claims on any ground.

⁶ Subject to Court approval, the deadline for filing a request for allowance of an Administrative Claim arising after July 31, 2023, will be set forth in the Effective Date Notice.

- (j) any member of the Committee for reimbursement of expenses incurred in connection with the member's service on the Committee; and
 - (k) any Debtor having a Claim against another Debtor.
- ii. Effect of Failure to File an Administrative Claim Form by the Initial Administrative Claim Bar Date*

49. The Debtors propose that, pursuant to Bankruptcy Rule 3003(c)(2), any person or entity that is required to file an Administrative Claim Form for an Initial Administrative Claim, but that fails to do so by the Initial Administrative Claim Bar Date in the form and manner provided for in the Proposed Solicitation Procedures Order shall not be treated as an administrative expense creditor with respect to such Claim, and not be entitled to receive any distributions under the Combined Disclosure Statement and Plan (or any other chapter 11 plan confirmed in these Chapter 11 Cases) on account of such Claim, or be entitled to receive further notices regarding such Claim.

iii. Notice of the Initial Administrative Claim Bar Date

50. As set forth above, by the Service Date, the Debtors will cause to be served upon all known entities holding potential Claims as of the Voting Record Date, including Initial Administrative Claims, the Confirmation Notice. The Confirmation Notice provides notice of the Initial Administrative Claim Bar Date and instructions on how to obtain an Administrative Claim Form, substantially in the form attached hereto as **Exhibit B**, free of charge at www.kccllc.net/plastiq or by request to KCC at the telephone numbers or email address set forth below. The Confirmation Notice also sets forth the following proposed procedures for filing Administrative Claim Forms for Initial Administrative Claims:

- (a) Administrative Claim Forms may be obtained free of charge at www.kccllc.net/plastiq or upon request to the Voting Agent by (i) telephone at (877) 634-7180 (domestic, toll-free) or +1 (424) 236-7225 (international, toll) or (ii) email at www.kccllc.net/plastiq/inquiry.
- (b) Each request for allowance of an Initial Administrative Claim must: (i) be written in English; (ii) include a claim amount denominated in United States

dollars; (iii) conform substantially with the Administrative Claim Form provided by the Debtors; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.

- (c) Each Administrative Claim Form must state a claim against **only one** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Administrative Claim Form, as applicable, such Claim may be treated as if filed only against the first-listed Debtor. An Administrative Claim filed under the joint administration case number (No. 23-10671), or otherwise without identifying a specific Debtor, will be deemed as filed only against PlastiQ Inc.
- (d) Administrative Claim Forms must be filed either (1) electronically via the interface provided on KCC's website at www.kccllc.net/plastiq (the "**Electronic Filing System**") or (2) by delivering the original Administrative Claim Form by hand, or sending the original Administrative Claim Form by overnight courier or first class mail, on or before the Initial Administrative Claim bar Date to:

PlastiQ Inc. Claims Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

- (e) An Administrative Claim Form will be deemed timely filed only if it is **actually received** by KCC on or before the Initial Administrative Claim Bar Date (1) at the address listed above or (2) electronically through the Electronic Filing System. Administrative Claim Form sent by facsimile, telecopy, or electronic mail transmission (other than those filed electronically through the Electronic Filing System) **will not** be accepted.

51. The Debtors submit that the proposed Initial Administrative Claim Bar Date and notice procedures described herein comply with the Bankruptcy Rules and provide sufficient time for all parties in interest to assert any Initial Administrative Claims.

NOTICE

52. The Debtors will provide notice of this Motion to: (i) the U.S. Trustee; (ii) counsel to the DIP Lender; (iii) proposed counsel to the Committee; and (iv) all parties who, as of the filing of this Motion, have filed a notice of appearance and request for service of papers pursuant to

Bankruptcy Rule 2002. In light of the nature of the relief requested in this Motion, the Debtors respectfully submit that no further notice is necessary.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Solicitation Procedures Order substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: July 6, 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Joseph M. Mulvihill

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Counsel for Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | |
|--|---|
| In re: |) |
| |) Chapter 11 |
| PLASTIQ INC., <i>et al.</i> , ¹ |) |
| |) Case No. 23-10671 (BLS) |
| Debtors. |) |
| |) (Jointly Administered) |
| |) |
| |) <u>Objection Deadline:</u> |
| |) July 20, 2023 at 4:00 p.m. (ET) |
| |) |
| |) <u>Hearing Date:</u> |
| |) July 27, 2023 at 10:00 a.m. (ET) |

NOTICE OF MOTION

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DIP LENDER; (III) COUNSEL TO THE COMMITTEE; AND (IV) ALL PARTIES WHO, AS OF THE FILING OF THIS MOTION, HAVE FILED A NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS PURSUANT TO BANKRUPTCY RULE 2002 AT THE TIME OF SERVICE

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the attached *Debtors’ Motion for Entry of an Order (I) Approving the Combined Disclosure Statement and Plan on an Interim Basis for Solicitation Purposes Only; (II) Establishing Solicitation and Tabulation Procedures; (III) Approving the Form of Ballot and Solicitation Materials; (IV) Establishing the Voting Record Date; (V) Fixing the Date, Time, and Place for the Combined Hearing and the Deadline for Filing Objections Thereto; (VI) Establishing Bar Date for Filing Requests for Allowance of Initial Administrative Claims; and (VII) Granting Related Relief* (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that any objections or responses to the relief requested in the Motion must be filed on or before **July 20, 2023 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801. At the same time, copies of any responses or objections to the Motion must be served upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER APPROVAL OF THE MOTION IS SCHEDULED FOR JULY 27, 2023 AT 10:00 A.M. (ET) BEFORE THE HONORABLE BRENDAN L. SHANNON, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 1, WILMINGTON, DELAWARE 19801.

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

Dated: July 6, 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Joseph M. Mulvihill

Michael R. Nestor (No. 3526)
Matthew B. Lunn (No. 4119)
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Counsel for Debtors and Debtors in Possession

EXHIBIT A

Proposed Solicitation Procedures Order

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

| | | |
|--|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| PLASTIQ INC., <i>et al.</i> , ¹ |) | |
| |) | Case No. 23-10671 (BLS) |
| Debtors. |) | |
| |) | (Jointly Administered) |
| |) | |
| |) | Ref. Docket No. _____ |
| |) | |

ORDER (I) APPROVING THE COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS FOR SOLICITATION PURPOSES ONLY; (II) ESTABLISHING SOLICITATION AND TABULATION PROCEDURES; (III) APPROVING THE FORMS OF BALLOTS AND SOLICITATION MATERIALS; (IV) ESTABLISHING THE VOTING RECORD DATE; (V) FIXING THE DATE, TIME, AND PLACE FOR THE COMBINED HEARING AND THE DEADLINE FOR FILING OBJECTIONS THERETO; (VI) ESTABLISHING BAR DATE FOR FILING REQUESTS FOR ALLOWANCE OF INITIAL ADMINISTRATIVE CLAIMS; AND (VII) GRANTING RELATED RELIEF

Upon consideration of the motion (the “**Motion**”)² of the debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) for entry of an order: (i) approving the Combined Disclosure Statement and Plan, on an interim basis and for solicitation purposes only; (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan; (iii) approving the form of ballot and solicitation materials; (iv) establishing a voting record date; (v) fixing the date, time, and place for the Confirmation Hearing and the deadline for filing objections related thereto; (vi) establishing a bar date for filing requests for allowance of Initial Administrative Claims; and (vii) granting related

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

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

relief; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court being able to issue 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 before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and it appearing that no other or further notice is required; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, its creditors, and other parties in interest; and sufficient cause appearing therefor,

THE COURT HEREBY FINDS AS FOLLOWS:

A. The form of ballots attached hereto as Exhibits 1-A and 1-B (the "**Ballots**"): (i) are consistent with Official Form No. 14; (ii) adequately address the particular needs of the Chapter 11 Cases; (iii) are appropriate for the Voting Classes; and (iv) comply with Bankruptcy Rule 3017(d).

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

| Class | Type | Status Under Plan | Voting Status |
|--------------|-------------------------|--------------------------|----------------------|
| 1 | Priority Non-Tax Claims | Unimpaired | Deemed to Accept |
| 2 | Other Secured Claims | Unimpaired | Deemed to Accept |
| 5 | Subordinated Claims | Impaired | Deemed to Reject |

| | | | |
|---|---------------------|----------|------------------|
| 6 | Intercompany Claims | Impaired | Deemed to Reject |
| 7 | Interests | Impaired | Deemed to Reject |

C. The Ballots shall be provided to Holders of Claims in Class 3 (Prepetition Loan Claims) and Class 4 (General Unsecured Claims), which Claims are impaired and thus the Holders are entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

D. The period during which the Debtors may solicit votes to accept or reject the Combined Disclosure Statement and Plan, as established by this Order, provides sufficient time for Holders of Claims in the Voting Classes to make informed decisions to accept or reject the Combined Disclosure Statement and Plan and submit a Ballot in a timely fashion, and the solicitation provided by this Order is consistent with Bankruptcy Code section 1126.

E. The Tabulation Procedures (defined below) for the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan, as approved herein, provide a fair and equitable voting process and are consistent with Bankruptcy Code section 1126.

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

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The relief requested in the Motion is granted as set forth herein.

Combined Disclosure Statement and Plan

2. The Combined Disclosure Statement and Plan is approved on an interim basis for solicitation purposes under Bankruptcy Code sections 105 and 1125 and Bankruptcy Rule 3017.

3. The Ballots, substantially in the forms attached hereto as Exhibits 1-A and 1-B, are approved.

4. To be counted as votes to accept or reject the Combined Disclosure Statement and Plan, a Ballot must be properly executed, completed, and delivered, by mail, overnight courier, personal delivery, or by submitting a properly completed E-Ballot to the Voting Agent in accordance with the instructions on the Ballot or E-Ballot so that it is actually received no later than **4:00 p.m. (prevailing Eastern Time) on August 30, 2023** (the “**Voting Deadline**”).

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

Amounts for Voting Purposes.

Solely for purposes of voting to accept or reject the Combined Disclosure Statement and Plan and not for the purpose of the allowance of, or distribution on account of, any Claim and without prejudice to the Debtors’ rights in any other context, each Claim within a Class of Claims is entitled to vote to accept or reject the Combined Disclosure Statement and Plan be in an amount determined by the following procedures:

Class 3 (Prepetition Loan Claims)

- (a) The voting amounts of the Class 3 Prepetition Loan Claims will be established based on the amount of the applicable positions held by Holders of the Prepetition Loan Claims, as of the Voting Record Date, as evidenced by the applicable records provided by the Prepetition Agent, as the administrative agent under the Prepetition Financing Documents, in electronic excel format to the Debtors or the Voting Agent not later than one (1) Business Day following the Voting Record Date.

Class 4 (General Unsecured Claims)

- (a) If a Claim is deemed allowed under the Combined Disclosure Statement and Plan, an order of the Court or a stipulated agreement between the parties, such Claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth therein;

- (b) if a Claim for which a proof of claim has been timely filed for unknown or undetermined amounts, or is wholly unliquidated or wholly contingent (as determined on the face of the Claim or after a reasonable review of the supporting documentation) and such Claim has not been allowed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- (c) if a Claim for which a proof of Claim has been timely filed is partially unliquidated or partially contingent (as determined on the face of the Claim or after a reasonable review of the supporting documentation by the Voting Agent), such Claim is temporarily allowed in the amount that is liquidated and non-contingent for voting purposes only, and not for purposes of allowance or distribution;
- (d) if a Claim for which a proof of claim was timely filed and is liquidated and non-contingent or was listed in the Debtors' schedules of assets and liabilities (the "**Schedules**") in an amount that is liquidated, non-contingent, and undisputed, such Claim is allowed for voting purposes only in the amount set forth on the proof of claim, or if no proof of claim was timely filed, the Debtors' filed Schedules;
- (e) if a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, such Claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (f) if a Claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court; or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline; such Claim shall be disallowed for voting purposes; *provided, however*, if the applicable bar date has not yet passed, such Claim shall be entitled to vote at \$1.00;
- (g) proofs of claim filed for \$0.00 are not entitled to vote;
- (h) if the Debtors or other party in interest has served an objection or request for estimation as to a Claim at least ten (10) days before the Voting Deadline, such Claim is temporarily disallowed for voting purposes only, and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection, or as ordered by the Court before the Voting Deadline;
- (i) for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code separate Claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one Claim against the Debtors in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan for the Debtors;

- (j) notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and
- (k) if a proof of claim has been amended by a later proof of claim that is filed on or prior to the Voting Record Date, the later filed amending claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim. Except as otherwise ordered by the Court, any amendments to proofs of claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

Voting Rules

- (a) Except as otherwise ordered by the Court, any Ballot received after the Voting Deadline will not be counted absent the consent of the Debtors in their discretion, in consultation with the Committee;
- (b) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant will not be counted;
- (c) any Ballot cast by a person or entity that does not hold an Claim in a Voting Class as of the Voting Record Date will not be counted;
- (d) any Ballot submitted on account of a duplicative Claim will not be counted;
- (e) any unsigned Ballot will not be counted, provided that Ballots validly submitted through the E-Balloting Portal will be deemed to contain an immediately legally valid and effective signature;
- (f) except in the Debtors' discretion, in consultation with the Committee, any Ballot transmitted to the Voting Agent by facsimile or other electronic means (other than through the E-Balloting Portal) will not be counted;
- (g) any Ballot that does not indicate an acceptance or rejection of the Combined Disclosure Statement and Plan, or that indicates both an acceptance and rejection of the Combined Disclosure Statement and Plan, will not be counted;
- (h) whenever a claimant casts more than one Ballot voting the same Claim prior to the Voting Deadline, only the latest-dated valid Ballot timely received will be deemed to reflect the voter's intent and, thus, will supersede any prior Ballots;

- (i) subject to the other Tabulation Procedures, each claimant will be deemed to have voted the full amount of its Claim as set forth on the Ballot;
- (j) claimants may not split their vote within a Class; thus, each claimant will be required to vote all of its Claims within the Class either to accept or reject the Combined Disclosure Statement and Plan, and any votes that are split will not be counted; and
- (k) subject to any contrary order of the Court, the Debtors, in consultation with the Committee, further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot.

6. The Debtors or Voting Agent, as applicable, without further Order of the Court, are authorized to determine all questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawals of Ballots, which determination will be final and binding.

7. The Debtors or Voting Agent are authorized to contact parties that submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies, provided that, neither the Debtors nor the Voting Agent are required to contact such parties to provide notification of defects or irregularities with respect to completion or delivery of Ballots, nor will any of them incur any liability for failure to provide such notification.

8. The Voting Agent is required to retain all paper copies of Ballots and all solicitation-related correspondence for one (1) year following the Effective Date, whereupon, the Voting Agent is authorized to destroy and/or otherwise dispose of all paper copies of Ballots; printed solicitation materials including unused copies of the Solicitation Package; and all solicitation-related correspondence (including undeliverable mail), in each case unless otherwise directed by the Debtors or the Clerk of the Court in writing within such one (1) year period.

9. The Confirmation Hearing is hereby scheduled for [_____] [___], **2023 at [___] (prevailing Eastern Time)**. The Confirmation Hearing may be continued from time to time by the Debtors without further notice other than by (a) announcing any adjourned date at the

Confirmation Hearing (or any continued hearing) or (b) filing a notice on the docket of these Chapter 11 Cases.

10. Objections to approval and confirmation of the Combined Disclosure Statement and Plan on any grounds, including adequacy of the disclosures therein, if any, must (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Rules, and (c) be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, with a copy served upon the following (collectively, the “**Notice Parties**”): (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, (Attn: Michael R. Nestor, Esq. (mnestor@ycst.com), Matthew B. Lunn, Esq. (mlunn@ycst.com), Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com), and Jared W. Kochenash, Esq. (jkochenash@ycst.com)); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, DE, 19801, (Attn: Richard Schepacarter (Richard.Schepacarter@usdoj.gov)); (iii) counsel to the DIP Lender, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022 (Attn: Adam Harris, Esq. (adam.harris@srz.com) and Reuben E. Dizengoff, Esq. (reuben.dizengoff@srz.com) and Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE 19801 (Attn: Matthew B. McGuire, Esq. (mcguire@lrclaw.com)); and (iv) proposed counsel to the Committee, DLA Piper LLP (US), 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801 (Attn: Dennis O’Donnell, Esq. (Dennis.ODonnell@us.dlapiper.com), Aaron Applebaum, Esq. (Aaron.Applebaum@us.dlapiper.com), and Nicole McLemore (Nicole.McLemore@us.dlapiper.com); in each case, by no later than August 30, 2023, at 4:00 p.m. (prevailing Eastern Time).

11. The Debtors shall, if they deem necessary in their discretion, and any other party in interest may, file a reply to any objections or brief in support of approval of the Combined

Disclosure Statement and Plan by no later than **12:00 p.m. (prevailing Eastern Time)** on [_____] [___], **2023** (or one (1) business day prior to the date of any adjourned Confirmation Hearing).

12. The Confirmation Notice, in substantially the form attached hereto as Exhibit 2, is approved.

13. Pursuant to Bankruptcy Rule 3017(d), July 26, 2023, shall be the record date for purposes of determining which Holders of Claims are entitled to receive Solicitation Packages and vote on the Combined Disclosure Statement and Plan (the “**Voting Record Date**”).

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

15. On or before four (4) business days after the entry of this Order, or as soon as reasonably practicable thereafter (the “**Service Date**”), in accordance with the terms of this Order, the Voting Agent shall transmit the Solicitation Packages to the Voting Classes containing copies of: (a) the Confirmation Notice; (b) either a paper copy or a copy in “pdf” format on CD-ROM or flash drive of the Combined Disclosure Statement and Plan; (c) either a paper copy or a copy in “pdf” format on CD-ROM or flash drive of the Proposed Solicitation Procedures Order without exhibits; (d) the applicable form of Ballot attached to hereto as Exhibit 1-A or 1-B; and (e) a pre-paid, pre-addressed return envelope. Additionally, the Debtors shall provide complete Solicitation

Materials (excluding the Ballot) to the U.S. Trustee and all parties requesting service of notice pursuant to Bankruptcy Rule 2002 as of the Voting Record Date.

16. On or prior to the Service Date, the Voting Agent shall mail the Confirmation Notice to the following parties, to the extent such parties are not otherwise entitled to receive a Solicitation Package: (a) all persons or entities that have filed, or are deemed to have filed a proof of Claim or request for allowance of Claim as of the Voting Record Date; (b) all persons or entities listed on the Schedules as holding a Claim or potential Claim; (c) the Securities and Exchange Commission and any regulatory agencies with oversight authority of the Debtors; (d) the Internal Revenue Service; (e) the United States Attorney's office for the District of Delaware; (f) other known Holders of Claims (or potential Claims) and Interests; (g) all entities known to the Debtors to hold or assert a lien or other interest in the Debtors' property; (h) all parties listed on the Debtors' creditor matrix; and (i) any other parties that have requested notice pursuant to Bankruptcy Rule 2002.

17. The Debtors and Voting Agent are authorized to rely on the address information (for voting and non-voting parties alike) maintained by the Debtors or Prepetition Agent, as applicable, and provided by the Debtors or Prepetition Agent to the Voting Agent. Neither the Debtors nor the Voting Agent are required to conduct any additional research for updated addresses based on undeliverable solicitation materials (including undeliverable Ballots) and will not be required to resend Solicitation Packages or other materials, including Confirmation Notices, that are returned as undeliverable unless the Debtors are provided with accurate addresses for such parties prior to the Voting Record Date.

18. Notwithstanding anything herein or in the Motion to the contrary, neither the Debtors nor the Voting Agent are required to mail a Solicitation Package or any other materials

related to voting or confirmation of the Plan to any person or entity from which the notice of Motion or other mailed notice in this case was returned as undeliverable by the postal service, unless the Voting Agent is provided with accurate addresses for such persons or entities before the Voting Record Date.

Initial Administrative Claim Bar Date

19. Holders of Initial Administrative Claims are required to file a request for allowance (each, an “**Administrative Claim Form**”) of such Initial Administrative Claims by **5:00 p.m. (prevailing Eastern time) on August 30, 2023** (the “**Initial Administrative Claim Bar Date**”).

20. The Administrative Claim Form, in the form attached to the Motion as Exhibit B, is approved.

21. Notwithstanding the foregoing, the following need *not* file and Administrative Claim Form:

- (a) any entity that does not have an Initial Administrative Claim against any of the Debtors;
- (b) any entity holding an Administrative Claim arising after July 31, 2023;³
- (c) any person or entity that already has filed a request for allowance of an Initial Administrative Claim with the Clerk of this Court or KCC;
- (d) any entity whose Claim has previously been Allowed by order of this Court;
- (e) any entity whose Claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of this Court;
- (f) any entity whose Claim is solely against any of the Debtors’ non-Debtor affiliates;
- (g) any entity holding a Claim for which a separate deadline to file a Proof of Claim has been fixed previously by this Court;

³ The deadline for filing a request for allowance of an administrative claim arising after July 31, 2023, shall be set forth in the Effective Date Notice.

- (h) any Holder of a Claim payable to this Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930 or accrued interest thereon arising under 31 U.S.C. § 3717;
- (i) any entity holding a Professional Fee Claim, including Triple P RTS, LLC;
- (j) any member of the Committee for reimbursement of expenses incurred in connection with the member's service on the Committee; and
- (k) any Debtor having a Claim against another Debtor.

22. Pursuant to Bankruptcy Rule 2002, the manner of providing notice of the Initial Administrative Claim Bar Date proposed in the Motion is approved in all respects. The manner of notice of the Initial Administrative Claim Bar Date approved herein is deemed to fulfill the notice requirements of the Bankruptcy Rules and the Local Rules and shall be deemed good and sufficient notice of the Bar Dates to known creditors pursuant to Bankruptcy Rule 2002(a)(7).

23. On or prior to the Service Date, the Debtors shall post the Administrative Claim Form, and the Confirmation Notice on KCC's website (<https://www.kccllc.net/plastiq>).

24. Pursuant to Bankruptcy Rule 3003(c)(2), any person or entity that is required to file an Administrative Claim Form for an Initial Administrative Claim, but that fails to do so by the Initial Administrative Claim Bar Date in the form and manner provided for in this Order shall not be treated as a creditor with respect to such Claim, participating in any distributions under the Combined Disclosure Statement and Plan (or any other chapter 11 plan confirmed in these cases) on account of such Claim, or receiving further notices regarding such Claim.

25. The Debtors may extend the Initial Administrative Claim Bar Date by stipulation or otherwise, without further order of this Court, where the Debtors determine that to do so is in the best interests of their estates.

26. The following procedures shall apply for filing Administrative Claim Forms for Initial Administrative Claims:

- (a) Administrative Claim Forms may be obtained free of charge at www.kccllc.net/plastiq or upon request to the Voting Agent by (i) telephone at (877) 634-7180 (domestic, toll-free), +1 (424) 236-7225 (international, toll), or (ii) email at www.kccllc.net/plastiq/inquiry.
- (b) Each request for allowance of an Initial Administrative Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Administrative Claim Form provided by the Debtors; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- (c) Each Administrative Claim Form must state a Claim against **only one** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Administrative Claim Form, as applicable, such Claim may be treated as if filed only against the first-listed Debtor. An Administrative Claim filed under the joint administration case number (No. 23-10671), or otherwise without identifying a specific Debtor, will be deemed as filed only against Plastiq Inc.
- (d) Administrative Claim Forms must be filed either (1) electronically via the interface provided on KCC's website at www.kccllc.net/plastiq (the "**Electronic Filing System**") or (2) by delivering the original Administrative Claim Form by hand, or sending the original Administrative Claim Form by overnight courier or first class mail, on or before the Initial Administrative Claim bar Date to:

Plastiq Inc. Claims Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245
- (e) An Administrative Claim Form will be deemed timely filed only if it is **actually received** by KCC on or before the Initial Administrative Claim Bar Date (1) at the address listed above or (2) electronically through the Electronic Filing System. Administrative Claim Form sent by facsimile, telecopy, or electronic mail transmission (other than those filed electronically through the Electronic Filing System) **will not** be accepted.

27. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

EXHIBIT 1-A

Class 3 Ballot

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

PLASTIQ INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10671 (BLS)

(Jointly Administered)

CLASS 3 (PREPETITION LOAN CLAIMS) BALLOT FOR VOTING TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND CHAPTER 11 PLAN OF PLASTIQ INC. AND ITS AFFILIATED DEBTORS

TO BE COUNTED, YOUR VOTE (WHETHER THROUGH “E-BALLOT” OR “PAPER BALLOT” AS DEFINED BELOW) MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT BY THE VOTING DEADLINE OF AUGUST 30, 2023, AT 4:00 P.M. (PREVAILING EASTERN TIME).

This ballot (the “**Ballot**”) is being submitted to you by the above captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *Combined Disclosure Statement and Chapter 11 Plan of PlastiQ Inc. and Its Affiliated Debtors* [D.I. [●]] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “**Combined Disclosure Statement and Plan**”).² Copies of the Combined Disclosure Statement and Plan may be obtained free of charge on the dedicated webpage of Kurtzman Carson Consultants LLC (the “**Voting Agent**”) at www.kccllc.net/plastiq or upon request to the Voting Agent by (i) telephone at (877) 634-7180 (domestic, toll-free), +1 (424) 236-7225 (international, toll), or (ii) email at www.kccllc.net/plastiq/inquiry.³

The Combined Disclosure Statement and Plan can be confirmed by the Bankruptcy Court and, thereby, made binding on you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote on the Combined Disclosure Statement and Plan and if the Combined Disclosure Statement and Plan otherwise satisfies the applicable requirements of Bankruptcy Code section 1129(a). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Combined Disclosure Statement and Plan and (ii) otherwise satisfies the requirements of Bankruptcy Code section 1129(b).

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. For your vote to count, you must:

- a. Submit your Ballot by one of the following methods:
- i. Completing, executing, and submitting this paper Ballot (“**Paper Ballot**”) in the return envelope provided by mail, overnight courier, or hand delivery to the following address:

If by first class mail hand delivery or overnight mail, to:

PlastiQ Inc. Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103

² All capitalized terms used but not otherwise defined herein have the meanings set forth in the Combined Disclosure Statement and Plan.

³ Copies of the Combined Disclosure Statement and Plan are also available for a fee on the Bankruptcy Court’s website, www.deb.uscourts.gov (a PACER account is required).

To arrange hand delivery of your Paper Ballot, please send an email to KCC via www.kccllc.net/plastiq/inquiry at least 24 hours before your arrival at the address above and provide the expected date and time of your delivery.

or

- ii. Submitting an electronic Ballot (an “**E-Ballot**”) through the Voting Agent’s dedicated, E-Ballot portal (the “**E-Balloting Portal**”). To submit your Ballot through the E-Balloting Portal, www.kccllc.net/plastiq, click on the “Submit E-Ballot” section of the website and follow the instructions to submit your E-Ballot.

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

Unique E-Ballot ID#: _____

Unique E-Ballot PIN: _____

- Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of E-Ballot. Please complete and submit an E-Ballot for each E-Ballot ID# you receive, as applicable. If you submit an E-Ballot, you should NOT also submit a Paper Ballot.
- The E-Balloting Portal is the sole manner in which Ballots will be accepted by electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

If you are casting a Ballot using the E-Ballot Portal you should NOT also submit a paper Ballot.

- a. In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Combined Disclosure Statement and Plan by checking the appropriate box;
 - b. Review and sign the acknowledgements in Item 4 of the Ballot. Please be sure to sign and date your Ballot. Your signature is required for your vote to be counted. For the avoidance of doubt, a properly submitted E-Ballot will be deemed to include a valid signature. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. If the Prepetition Loan Secured Claim is held by an entity, your Ballot must be executed in the name of an authorized signatory. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot; and
 - c. **Return your Ballot (whether by E-Ballot or by Paper Ballot) so it is received by the Voting Agent on or before the Voting Deadline approved by the Bankruptcy Court, August 30, 2023 at 4:00 p.m. (prevailing Eastern Time).** If a Ballot is received after the Voting Deadline, it will not be counted (even if postmarked prior to the Voting Deadline), except in the Debtors’ discretion, in consultation with the Committee. If neither the “accept” nor “reject” box is checked or if both boxes are checked in Item 2 for an otherwise properly completed, executed, and timely returned Ballot, the Ballot will not be counted for voting purposes.
2. You must vote all your Claims within a single Class under the Combined Disclosure Statement and Plan either to accept or reject the Combined Disclosure Statement and Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Combined Disclosure Statement and Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially accept and partially reject the Combined Disclosure Statement and Plan likewise will not be counted.
 3. The Ballot does not constitute and will not be deemed a proof of Claim or an assertion of a Claim or Interest.
 4. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received properly completed, valid Ballot will supersede any prior received Ballots.
 5. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
 6. PLEASE RETURN YOUR BALLOT PROMPTLY. THE VOTING AGENT WILL **NOT** ACCEPT BALLOTS BY FACSIMILE OR E-MAIL.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY EMAIL (WWW.KCCLLC.NET/PLASTIQ/INQUIRY) OR BY TELEPHONE AT (877) 634-7180 (DOMESTIC TOLL-FREE), +1 (424) 236-

7225 (INTERNATIONAL, TOLL). DO NOT CONTACT THE VOTING AGENT OR THE BANKRUPTCY COURT FOR LEGAL ADVICE. THE VOTING AGENT AND THE BANKRUPTCY COURT CANNOT AND WILL NOT PROVIDE PARTIES WITH LEGAL ADVICE.

**NOTICE REGARDING CERTAIN RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS
IN THE COMBINED DISCLOSURE STATEMENT AND PLAN**

7. PLEASE BE ADVISED THAT THE COMBINED DISCLOSURE STATEMENT AND PLAN CONTAINS CERTAIN RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, INCLUDING THE FOLLOWING:

Section 14.1(c) contains the following consensual releases by Holders of Claims and Interests:

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Releasing Parties shall be deemed to forever release, waive and discharge the Third-Party Released Parties of all claims, obligations, suits, judgments, damages, demands, debts, rights, remedies, causes of action and liabilities of any nature whatsoever in connection with or related to any of the Debtors, their respective Assets, the Estates, the Chapter 11 Cases, the Prepetition Financing Documents, the DIP Documents, any of the Debtors' in- or out-of-court restructuring efforts, the Sale or the combined Disclosure Statement and Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise that are or may be based in whole or in part upon any act, omission, transaction, event, or other occurrence taking place or existing on or prior to the Effective Date (other than the rights of Holders of Allowed Claims to enforce the obligations under the Confirmation Order and the Plan); provided, however, that nothing in this section shall be deemed a waiver or release of any right of such Releasing Party to receive a Distribution pursuant to the terms of the Plan or other rights set forth in the Plan or the Confirmation Order; provide further, however, nothing in this section shall operate as a release, waiver or discharge of any causes of action or liabilities unknown to such Entity as of the Petition Date arising out of gross negligence, willful misconduct, fraud, or criminal acts of any such Released Party as determined by a Final Order.

As defined in the Combined Disclosure Statement and Plan:

“Third-Party Released Parties” means, each in their capacity as such, (a) the Debtors and the Estates, (b) Vladimir Kasparov and Scott Canna, in their capacities as Chief Restructuring Officer and Deputy Chief Restructuring Officer, respectively, (c) the Prepetition Agent, (d) the Prepetition Lenders, (e) the DIP Agent, (f) the DIP Lenders, and (g) with respect to each of the foregoing, their Related Parties.

“Releasing Parties” means: (a) all Holders of Claims who are Unimpaired that have not Filed an objection to the releases set forth in Section 14.1(c) of the Plan by the deadline to object to Confirmation of the Plan, (b) the Committee, including its members, (c) the Prepetition Lenders, (d) the Prepetition Agent, (e) the DIP Lenders, (f) the DIP Agent, (g) Holders of General Unsecured Claims that have not made a Release Opt-Out Election, and (h) with respect to each of the foregoing, their Related Parties.

“Release Opt-Out Election” means the timely election of Holders of General Unsecured Claims to “opt out” of being a Releasing Party by (a) submitting a Ballot by the Voting Deadline that selects the option set forth on the Ballot to not grant the releases set forth in Section 14.1(c) of this Plan, or (b) Filing a written objection to the releases set forth in Section 14.1(c) of the Plan by the deadline to object to Confirmation of the Plan.

OTHER RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS ARE FOUND IN SECTION 14.1 OF THE COMBINED DISCLOSURE STATEMENT AND PLAN. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

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

PLEASE COMPLETE ITEMS 1, 2, AND 3. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINE, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Voting Amount. The undersigned certifies that, as of July 26, 2023, the undersigned was a Holder of a Class 3 Prepetition Loan Claim in the amount set forth below:⁴

Voting Amount: _____

Debtor: _____

Item 2. Vote on Plan. The undersigned Holder of the Claim identified in Item 1 hereby votes to (check one box only):

Accept the Combined Disclosure Statement and Plan

Reject the Combined Disclosure Statement and Plan

Item 3. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the instructions on obtaining the Combined Disclosure Statement and Plan and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Combined Disclosure Statement and Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed, executed, and timely returned Ballot that does not indicate either acceptance or rejection of the Combined Disclosure Statement and Plan or indicates both acceptance and rejection of the Combined Disclosure Statement and Plan will not be counted for voting purposes.

Name of Creditor

Telephone Number

Signature

Email Address

If by Authorized Agent, Name and Title

Name of Institution

Date Completed

Street Address

City, State, Zip Code

⁴ For voting purposes only, subject to tabulation rules.

EXHIBIT 1-B

Class 4 Ballot

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

PLASTIQ INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10671 (BLS)

(Jointly Administered)

CLASS 4 (GENERAL UNSECURED CLAIMS) BALLOT FOR VOTING TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND CHAPTER 11 PLAN OF PLASTIQ INC. AND ITS AFFILIATED DEBTORS

TO BE COUNTED, YOUR VOTE (WHETHER THROUGH “E-BALLOT” OR “PAPER BALLOT” AS DEFINED BELOW) MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT BY THE VOTING DEADLINE OF AUGUST 30, 2023, AT 4:00 P.M. (PREVAILING EASTERN TIME).

This ballot (the “**Ballot**”) is being submitted to you by the above captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *Combined Disclosure Statement and Chapter 11 Plan of PlastiQ Inc. and Its Affiliated Debtors* [D.I. [●]] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “**Combined Disclosure Statement and Plan**”).² Copies of the Combined Disclosure Statement and Plan may be obtained free of charge on the dedicated webpage of Kurtzman Carson Consultants LLC (the “**Voting Agent**”) at www.kccllc.net/plastiq or upon request to the Voting Agent by (i) telephone at (877) 634-7180 (domestic, toll-free), +1 (424) 236-7225 (international, toll), or (ii) email at www.kccllc.net/plastiq/inquiry.³

The Combined Disclosure Statement and Plan can be confirmed by the Bankruptcy Court and, thereby, made binding on you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote on the Combined Disclosure Statement and Plan and if the Combined Disclosure Statement and Plan otherwise satisfies the applicable requirements of Bankruptcy Code section 1129(a). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Combined Disclosure Statement and Plan and (ii) otherwise satisfies the requirements of Bankruptcy Code section 1129(b).

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. For your vote to count, you must:

- a. Submit your Ballot by one of the following methods:
- i. Completing, executing, and submitting this paper Ballot (“**Paper Ballot**”) in the return envelope provided by mail, overnight courier, or hand delivery to the following address:

If by first class mail hand delivery or overnight mail, to:

PlastiQ Inc. Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103

² All capitalized terms used but not otherwise defined herein have the meanings set forth in the Combined Disclosure Statement and Plan.

³ Copies of the Combined Disclosure Statement and Plan are also available for a fee on the Bankruptcy Court’s website, www.deb.uscourts.gov (a PACER account is required).

To arrange hand delivery of your Paper Ballot, please send an email to KCC via www.kccllc.net/plastiq/inquiry at least 24 hours before your arrival at the address above and provide the expected date and time of your delivery.

or

- ii. Submitting an electronic Ballot (an “**E-Ballot**”) through the Voting Agent’s dedicated, E-Ballot portal (the “**E-Balloting Portal**”). To submit your Ballot through the E-Balloting Portal, www.kccllc.net/plastiq, click on the “Submit E-Ballot” section of the website and follow the instructions to submit your E-Ballot.

- **IMPORTANT NOTE:** You will need the following information to retrieve and submit your customized E-Ballot:
Unique E-Ballot ID#: _____
Unique E-Ballot PIN: _____
- Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of E-Ballot. Please complete and submit an E- Ballot for each E-Ballot ID# you receive, as applicable. If you submit an E-Ballot, you should NOT also submit a Paper Ballot.
- The E-Balloting Portal is the sole manner in which Ballots will be accepted by electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

If you are casting a Ballot using the E-Ballot Portal you should NOT also submit a paper Ballot.

- b. In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Combined Disclosure Statement and Plan by checking the appropriate box;
- c. Review and sign the acknowledgements in Item 4 of the Ballot. Please be sure to sign and date your Ballot. Your signature is required for your vote to be counted. For the avoidance of doubt, a properly submitted E-Ballot will be deemed to include a valid signature. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. If the Prepetition Loan Secured Claim is held by an entity, your Ballot must be executed in the name of an authorized signatory. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot; and
- d. **Return your Ballot (whether by E-Ballot or by Paper Ballot) so it is received by the Voting Agent on or before the Voting Deadline approved by the Bankruptcy Court, August 30, 2023 at 4:00 p.m. (prevailing Eastern Time).** If a Ballot is received after the Voting Deadline, it will not be counted (even if postmarked prior to the Voting Deadline), except in the Debtors’ discretion, in consultation with the Committee. If neither the “accept” nor “reject” box is checked or if both boxes are checked in Item 2 for an otherwise properly completed, executed, and timely returned Ballot, the Ballot will not be counted for voting purposes.
2. If you voted to reject the Combined Disclosure Statement and Plan or did not vote, review the opt-out election disclosure in Item 3, and determine whether to opt out of the release provisions contained in Section 14.1(c) of the Combined Disclosure Statement and Plan by checking the box in Item 3. Electing to opt out of such release provisions by checking the box in Item 3 will result in you NOT being a Released Party.
3. You must vote all your Claims within a single Class under the Combined Disclosure Statement and Plan either to accept or reject the Combined Disclosure Statement and Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Combined Disclosure Statement and Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially accept and partially reject the Combined Disclosure Statement and Plan likewise will not be counted.
4. The Ballot does not constitute and will not be deemed a proof of Claim or an assertion of a Claim or Interest.
5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received properly completed, valid Ballot will supersede any prior received Ballots.
6. **NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.**

7. PLEASE RETURN YOUR BALLOT PROMPTLY. THE VOTING AGENT WILL **NOT** ACCEPT BALLOTS BY FACSIMILE OR E-MAIL.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY EMAIL (WWW.KCCLLC.NET/PLASTIQ/INQUIRY) OR BY TELEPHONE AT (877) 634-7180 (DOMESTIC TOLL-FREE), +1 (424) 236-7225 (INTERNATIONAL, TOLL). DO NOT CONTACT THE VOTING AGENT OR THE BANKRUPTCY COURT FOR LEGAL ADVICE. THE VOTING AGENT AND THE BANKRUPTCY COURT CANNOT AND WILL NOT PROVIDE PARTIES WITH LEGAL ADVICE.

**NOTICE REGARDING CERTAIN RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS
IN THE COMBINED DISCLOSURE STATEMENT AND PLAN**

8. PLEASE BE ADVISED THAT THE COMBINED DISCLOSURE STATEMENT AND PLAN CONTAINS CERTAIN RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, INCLUDING THE FOLLOWING:

Section 14.1(c) contains the following consensual releases by Holders of Claims and Interests:

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Releasing Parties shall be deemed to forever release, waive and discharge the Third-Party Released Parties of all claims, obligations, suits, judgments, damages, demands, debts, rights, remedies, causes of action and liabilities of any nature whatsoever in connection with or related to any of the Debtors, their respective Assets, the Estates, the Chapter 11 Cases, the Prepetition Financing Documents, the DIP Documents, any of the Debtors' in- or out-of-court restructuring efforts, the Sale or the combined Disclosure Statement and Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise that are or may be based in whole or in part upon any act, omission, transaction, event, or other occurrence taking place or existing on or prior to the Effective Date (other than the rights of Holders of Allowed Claims to enforce the obligations under the Confirmation Order and the Plan); provided, however, that nothing in this section shall be deemed a waiver or release of any right of such Releasing Party to receive a Distribution pursuant to the terms of the Plan or other rights set forth in the Plan or the Confirmation Order; provide further, however, nothing in this section shall operate as a release, waiver or discharge of any causes of action or liabilities unknown to such Entity as of the Petition Date arising out of gross negligence, willful misconduct, fraud, or criminal acts of any such Released Party as determined by a Final Order.

As defined in the Combined Disclosure Statement and Plan:

“Third-Party Released Parties” means, each in their capacity as such, (a) the Debtors and the Estates, (b) Vladimir Kasparov and Scott Canina, in their capacities as Chief Restructuring Officer and Deputy Chief Restructuring Officer, respectively, (c) the Prepetition Agent, (d) the Prepetition Lenders, (e) the DIP Agent, (f) the DIP Lenders, and (g) with respect to each of the foregoing, their Related Parties.

“Releasing Parties” means: (a) all Holders of Claims who are Unimpaired that have not Filed an objection to the releases set forth in Section 14.1(c) of the Plan by the deadline to object to Confirmation of the Plan, (b) the Committee, including its members, (c) the Prepetition Lenders, (d) the Prepetition Agent, (e) the DIP Lenders, (f) the DIP Agent, (g) Holders of General Unsecured Claims that have not made a Release Opt-Out Election, and (h) with respect to each of the foregoing, their Related Parties.

“Release Opt-Out Election” means the timely election of Holders of General Unsecured Claims to “opt out” of being a Releasing Party by (a) submitting a Ballot by the Voting Deadline that selects the option set forth on the Ballot to not grant the releases set forth in Section 14.1(c) of this Plan, or (b) Filing a written objection to the releases set forth in Section 14.1(c) of the Plan by the deadline to object to Confirmation of the Plan.

OTHER RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS ARE FOUND IN SECTION 14.1 OF THE COMBINED DISCLOSURE STATEMENT AND PLAN. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

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

PLEASE COMPLETE ITEMS 1, 2, 3 (IF APPLICABLE) AND 4. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINE, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Voting Amount. The undersigned certifies that, as of July 26, 2023, the undersigned was a Holder of a Class 4 General Unsecured Claims in the amount set forth below:⁴

Voting Amount: _____

Debtor: _____

Item 2. Vote on Plan. The undersigned Holder of the Claim identified in Item 1 hereby votes to (check one box only):

Accept the Combined Disclosure Statement and Plan

Reject the Combined Disclosure Statement and Plan

You are consenting to the releases set forth in Section 14.1(c) of the Combined Disclosure Statement and Plan and the related injunction to the fullest extent permitted by applicable law if you do not check the box in Item 3 below electing not to grant the releases in Section 14.1(c).

Item 3. (ONLY APPLICABLE IF VOTED TO REJECT THE COMBINED DISCLOSURE STATEMENT AND PLAN) Release Opt-Out Election.

If check this box if you elect **not** to grant the releases contained in Section 14.1(c) of the Combined Disclosure Statement and Plan. Election to withhold consent is at your option. **If you exercise your right to not grant the releases by checking the box below, you will not be a Released Party.** If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Section 14.1(c) of the Combined Disclosure Statement and Plan and the related injunction to the fullest extent permitted by applicable law.

The undersigned elects not to grant the releases contained in Section 14.1(c) of the Combined Disclosure Statement and Plan.

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the instructions on obtaining the Combined Disclosure Statement and Plan and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Combined Disclosure Statement and Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed, executed, and timely returned Ballot that does not indicate either acceptance or rejection of the Combined Disclosure Statement and Plan or indicates both acceptance and rejection of the Combined Disclosure Statement and Plan will not be counted for voting purposes.

Name of Creditor

Telephone Number

Signature

Email Address

If by Authorized Agent, Name and Title

Name of Institution

Date Completed

Street Address

City, State, Zip Code

⁴ For voting purposes only, subject to tabulation rules.

EXHIBIT 2

Confirmation Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

PLASTIQ INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10671 (BLS)

(Jointly Administered)

NOTICE OF:

- (I) **DEADLINE FOR FILING REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE CLAIMS ARISING AFTER THE PETITION DATE THROUGH AND INCLUDING JULY 31, 2023;**
- (II) **APPROVAL OF COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS FOR SOLICITATION PURPOSES ONLY; AND**
- (III) **THE HEARING TO CONSIDER (A) FINAL APPROVAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AS CONTAINING ADEQUATE INFORMATION AND (B) CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On May 24, 2023 (the “**Petition Date**”), the above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed voluntary petitions for relief under title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

I. DEADLINES FOR FILING CERTAIN PROOFS OF ADMINISTRATIVE CLAIM AGAINST THE DEBTORS

1. On [DATE], the Court entered an order (the “**Solicitation Procedures Order**”),² which, among other things, established a certain date by which parties holding claims under Bankruptcy Code sections 503(b) and 507(a)(2) (each, an “**Administrative Claim**”) for the actual and necessary costs and expenses, incurred after the Petition Date through July 31, 2023, for preserving the Debtors’ estates and operating the Debtors’ businesses (such as amounts outstanding, if any, for goods and services provided to the Debtors during such time period by the Debtors’ employees and vendors) must file a request for allowance of such Administrative Claims (each, an “**Administrative Claim Form**”).

2. As used in this Notice, (i) the term “person or entity” shall include, without limitation, individuals, partnerships, corporations, joint ventures, and trusts and (ii) the term “claim” means, as to or against the Debtors and in accordance with Bankruptcy Code section 101(5): (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

3. **Initial Administrative Claim Bar Date.** All claimants holding Administrative Claims (excluding Professional Fee Claims) against the Debtors’ estates arising after the Petition Date through and including July 31, 2023 (an “**Initial Administrative Claim**”) must file an Administrative Claim Form in respect of such claim so that it is received on or before **August 30, 2023 at 5:00 p.m. (prevailing Eastern Time)** (the “**Initial Administrative Claim Bar Date**”).

4. **WHO MUST FILE.** You **MUST** file an Administrative Claim Form to share in distributions from the Debtors’ bankruptcy estates if you have an Initial Administrative Claim and it is not one of the types of claims described in Section 7 below. **DO NOT FILE AN ADMINISTRATIVE CLAIM FORM UNLESS YOU HAVE AN INITIAL ADMINISTRATIVE CLAIM AGAINST ONE OR MORE DEBTORS.**

5. **A CLAIMANT SHOULD CONSULT HIS OR HER ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE AN ADMINISTRATIVE CLAIM FORM.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103

² Capitalized terms used herein shall have the meanings ascribed to them in the Solicitation Procedures Order or the Combined Disclosure Statement and Plan.

NONE OF THE DEBTORS' ATTORNEYS, KCC, THE CLERK OF THE COURT, OR THE U.S. TRUSTEE CAN ADVISE A CLAIMANT WHETHER A CLAIMANT SHOULD FILE A CLAIM.

6. **WHO NEED NOT FILE.** Certain parties are not required to file Administrative Claim Forms. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Administrative Claim Forms for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of such order. The following need **not** file Proofs of Claims or Administrative Claim Forms:

- a. any entity holding an Administrative Claim arising after July 31, 2023;³
- b. any person or entity that already has filed a request for allowance of an Initial Administrative Claim with the Clerk of the Court or KCC;
- c. any entity whose Claim has previously been allowed by order of the Court;
- d. any entity whose Claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any entity whose Claim is solely against any of the Debtors' non-Debtor affiliates;
- f. any entity holding a Claim for which a separate deadline to file a Proof of Claim has been fixed previously by the Court;
- g. any Holder of a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930 or accrued interest thereon arising under 31 U.S.C. § 3717;
- h. any entity holding a Professional Fee Claim;
- i. any member of the Committee for reimbursement of expenses incurred in connection with the member's service on the Committee; and
- j. any Debtor having a Claim against another Debtor.

7. **WHAT TO FILE.**

- a. **Forms.** Administrative Claim Forms may be obtained free of charge at KCC's website (www.kccllc.net/plastiq) or upon request to KCC by (i) telephone at (877) 634-7180 (domestic, toll-free) or +1 (424) 236-7225 (international, toll) or (ii) email at www.kccllc.net/plastiq/inquiry.
- b. **Contents.** Each request for allowance of an Administrative Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Administrative Claim Form provided by the Debtors; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- c. **Identification of Applicable Debtor.** Each Administrative Claim Form must state a claim against **only one** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Administrative Claim Form, as applicable, such claim may be treated as if filed only against the first-listed Debtor. An Administrative Claim Form filed under the joint administration case number (No. 23-10671), or otherwise without identifying a specific Debtor, will be deemed as filed only against Plastiq Inc.

8. **WHEN AND WHERE TO FILE.** Administrative Claim Forms must be filed either (1) electronically via the interface provided on KCC's website at www.kccllc.net/plastiq (the "**Electronic Filing System**") or (2) by delivering the original Administrative Claim Form by hand, or sending the original Administrative Claim Form by overnight courier, hand delivery or first class mail, on or before the Initial Administrative Bar Date, to:

If by first class mail hand delivery or overnight mail, to:

Plastiq Inc. Claims Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

An Administrative Claim Form will be deemed timely filed only if it is **actually received** by KCC on or before the Initial Administrative Claim Bar Date (1) at the address listed above or (2) electronically through the Electronic Filing System. Administrative Claim Forms sent by facsimile, telecopy, or electronic mail transmission (other than those filed electronically through the Electronic Filing System) **will not** be accepted.

³ Subject to Court approval, the deadline for filing a request for allowance of an administrative claim arising after July 31, 2023, will be set forth in the Effective Date Notice.

9. **CONSEQUENCES OF FAILURE TO TIMELY FILE A CLAIM.** ANY HOLDER OF AN INITIAL ADMINISTRATIVE CLAIM, OTHER THAN THOSE HOLDERS SET FORTH IN SECTION 6 ABOVE, THAT FAILS TO TIMELY FILE AN ADMINISTRATIVE CLAIM FORM IN THE APPROPRIATE FORM BY THE INITIAL ADMINISTRATIVE CLAIM BAR DATE SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN FILED IN THE DEBTORS' CASES, PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM, OR RECEIVING FURTHER NOTICES REGARDING SUCH CLAIM.

10. **Reservation of Rights.** The Debtors reserve all rights and defenses with respect to any Administrative Claim Form, including, among other things, the right to object to any Administrative Claim Form on any grounds.

11. **Additional Information.** If you require additional information regarding the filing of an Administrative Claim Form, you may contact KCC by (i) telephone at (877) 634-7180 (domestic, toll-free) or +1 (424) 236-7225 (international, toll) or (ii) email at www.kccllc.net/plastiq/inquiry.

II. **APPROVAL OF COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS**

12. Pursuant to the Solicitation Procedures the Court approved the *Combined Disclosure Statement and Chapter 11 Plan of PlastiQ Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the "**Combined Disclosure Statement and Plan**") on an interim basis for solicitation purposes only.

Copies of the Combined Disclosure Statement and Plan, the Solicitation Procedures, and all other documents filed in the Chapter 11 Cases may be obtained and reviewed without charge at www.kccllc.net/plastiq, or upon request to KCC by (i) telephone at (877) 634-7180 (domestic, toll-free) or +1 (424) 236-7225 (international, toll) or (ii) email at www.kccllc.net/plastiq/inquiry.

III. **THE HEARING TO CONSIDER (A) FINAL APPROVAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AS CONTAINING ADEQUATE INFORMATION AND (B) CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN**

13. **Confirmation Hearing.** A combined hearing (the "**Confirmation Hearing**") to consider (a) final approval of the Combined Disclosure Statement and Plan as containing adequate information within the meaning of Bankruptcy Code section 1125 and (b) confirmation of the Combined Disclosure Statement and Plan will be held before the Brendan L. Shannon, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 6th Floor, Courtroom #1, 824 North Market Street, Wilmington, Delaware 19801, on **September [], 2023 at [] (prevailing Eastern Time)**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date at the Confirmation Hearing or any continued hearing or as indicated in any notice filed with the Court on the docket in the Chapter 11 Cases.

14. **Voting Deadline.** Only holders of Prepetition Loan Claims in Class 3 and General Unsecured Claims in Class 4 are entitled to vote to accept or reject the Combined Disclosure Statement and Plan. The deadline for the submission of such votes is August 30, 2023 at 4:00 p.m. (prevailing Eastern Time).

15. **Parties Not Entitled to Vote.** Holders of Unimpaired Claims in Class 1 (Priority Non-Tax Claims) and Class 2 (Other Secured Claims) will be paid in full and are deemed to accept the Combined Disclosure Statement and Plan. Holders of Claims or interests in Class 5 (Subordinated Claims), Class 6 (Intercompany Claims), and Class 7 (Interests) are deemed to reject the plan and are not entitled to vote. In accordance with Bankruptcy Code section 1123(a)(1), Administrative Claims and Priority Tax Claims, as described in the Combined Disclosure Statement and Plan, have not been classified and, therefore, Holders of such Claims are not entitled to vote to accept or reject the Combined Disclosure Statement and Plan. The respective treatment of such unclassified Claims is set forth in Article VII of the Combined Disclosure Statement Plan.

16. **Objections to Confirmation.** Objections to confirmation of the Combined Disclosure Statement and Plan, including any objection to the adequacy of the disclosures, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of such objection; and (d) be filed with the Court and served on the Notice Parties⁴ so as to be received no later than **4:00 p.m. (prevailing Eastern Time) on August 30, 2023**. Unless an objection is timely served and filed as prescribed herein, it may not be considered by the Court.

⁴ The Notice Parties are: (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, (Attn: Michael R. Nestor, Esq. (mnestor@ycst.com), Matthew B. Lunn, Esq. (mlunn@ycst.com), Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com), and Jared W. Kochenash, Esq. (jkochenash@ycst.com)); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, DE, 19801, (Attn: Richard Schepacarter (Richard.Schepacarter@usdoj.gov)); (iii) counsel to the DIP Lender, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022 (Attn: Adam Harris, Esq. (adam.harris@srz.com) and Reuben E. Dizengoff, Esq. (reuben.dizengoff@srz.com) and Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE 19801 (Attn: Matthew B. McGuire, Esq. (m McGuire@lrclaw.com)); and (iv) proposed counsel to the Committee, DLA Piper LLP (US), 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801 (Attn: Dennis O'Donnell, Esq. (Dennis.ODonnell@us.dlapiper.com), Aaron Applebaum, Esq. (Aaron.Applebaum@us.dlapiper.com), and Nicole McLemore (Nicole.McLemore@us.dlapiper.com).

PLEASE BE ADVISED THAT ARTICLE XIV OF THE COMBINED DISCLOSURE STATEMENT AND PLAN CONTAINS CERTAIN RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, INCLUDING:

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Releasing Parties shall be deemed to forever release, waive and discharge the Third-Party Released Parties of all claims, obligations, suits, judgments, damages, demands, debts, rights, remedies, causes of action and liabilities of any nature whatsoever in connection with or related to any of the Debtors, their respective Assets, the Estates, the Chapter 11 Cases, the Prepetition Financing Documents, the DIP Documents, any of the Debtors' in- or out-of-court restructuring efforts, the Sale or the combined Disclosure Statement and Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise that are or may be based in whole or in part upon any act, omission, transaction, event, or other occurrence taking place or existing on or prior to the Effective Date (other than the rights of Holders of Allowed Claims to enforce the obligations under the Confirmation Order and the Plan); provided, however, that nothing in this section shall be deemed a waiver or release of any right of such Releasing Party to receive a Distribution pursuant to the terms of the Plan or other rights set forth in the Plan or the Confirmation Order; provide further, however, nothing in this section shall operate as a release, waiver or discharge of any causes of action or liabilities unknown to such Entity as of the Petition Date arising out of gross negligence, willful misconduct, fraud, or criminal acts of any such Released Party as determined by a Final Order.

As defined in the Combined Disclosure Statement and Plan:

“Third-Party Released Parties” means, each in their capacity as such, (a) the Debtors and the Estates, (b) Vladimir Kasparov and Scott Canna, in their capacities as Chief Restructuring Officer and Deputy Chief Restructuring Officer, respectively, (c) the Prepetition Agent, (d) the Prepetition Lenders, (e) the DIP Agent, (f) the DIP Lenders, and (g) with respect to each of the foregoing, their Related Parties.

“Releasing Parties” means: (a) all Holders of Claims who are Unimpaired that have not Filed an objection to the releases set forth in Section 14.1(c) of this Plan by the deadline to object to Confirmation of the Plan, (b) the Committee, including its members, (c) the Prepetition Lenders, (d) the Prepetition Agent, (e) the DIP Lenders, (f) the DIP Agent, (g) Holders of General Unsecured Claims that have not made a Release Opt-Out Election, and (h) with respect to each of the foregoing, their Related Parties.

OTHER RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS ARE FOUND IN ARTICLE 14 OF THE COMBINED DISCLOSURE STATEMENT AND PLAN. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

Dated: [], 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Draft

Michael R. Nestor (No. 3526)
Matthew B. Lunn (No. 4119)
Joseph M. Mulvihill (No. 6061)
Jared W. Kochenash (No. 6557)
1000 North King Street
Rodney Square
Wilmington, Delaware 19801
Tel.: (302) 571-6600
Facsimile: (302) 571-1253
Email: mnestor@ycst.com
mlunn@ycst.com
jmulvihill@ycst.com
jkochenash@ycst.com

Counsel for Debtors and Debtors in Possession

If you have any questions regarding this notice, please call (877) 634-7180 (U.S./Canada) or +1 (424) 236-7225 (International), or visit www.kccllc.net/plastiq.

EXHIBIT B

Administrative Claim Form

USE ONLY FOR ADMINISTRATIVE CLAIMS

THAT AROSE ON OR AFTER MAY 24, 2023, AND PRIOR TO OR ON JULY 31, 2023

| | | |
|--|--|--|
| UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE | | ADMINISTRATIVE EXPENSE PROOF OF CLAIM FORM |
| Debtor against which claim is asserted: (check one) <input type="checkbox"/> Plastiq Inc. (Case No. 23-10671) <input type="checkbox"/> Nearside Business Corp. (Case No. 23-10673) <input type="checkbox"/> PLV Inc. d/b/a/ PLV TX Branch Inc (Case No. 23-10672) | | Administrative Expense Claim Request |
| NOTE: This form should only be used by claimants asserting an Administrative Claim against one of the above Debtors pursuant to 11 U.S.C. § 503 arising on or after May 24, 2023, and prior to or on July 31, 2023, except for claims arising under §503(b)(9), which should be filed using the modified Official Form 410. | | THIS SPACE IS FOR COURT USE ONLY. |
| Name of Creditor (the person or other entity to whom the debtor owes money or property): | | <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____ |
| Name and address where notices should be sent: Telephone number: Email address: | | |
| Name and address where payment should be sent (if different from above): | | <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your administrative claim. Attach copy of statement giving particulars. |
| Telephone number: Email address: | | |
| IMPORTANT: Please list the name and address of any property related to your claim (if applicable). Property Name: _____ Property Address: _____ | | |
| 1. Basis for Claim: _____ (See instruction #1 on reverse side.) | | |
| 2. Last four digits of any number by which creditor identifies debtor: _____ | | |
| 3. TOTAL AMOUNT OF ADMINISTRATIVE CLAIM: <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges. | | \$ _____ (Total) |
| 4. BRIEF DESCRIPTION OF CLAIM (attach any additional information): | | |
| 5. Credits: The amount of all payments on this claim has been credited for the purpose of making this administrative expense proof of claim. 6. Supporting Documents: Attached are redacted copies of any documents that support the administrative expense claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: DATE-STAMPED COPY: To receive an acknowledgment of the filing of your administrative expense proof of claim, enclose a stamped, self-addressed envelope and copy of this administrative expense proof of claim, or you may view your claim information by visiting the website of the Claims Agent (www.kccllc.net/plastiq). | | THIS SPACE IS FOR COURT USE ONLY. |
| IF SENT BY MAIL, HAND DELIVERY, OR OVERNIGHT COURIER, SEND TO: Plastiq Claims Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300 El Segundo, CA 90245 Please see instructions on back of Administrative Expense Proof of Claim | | |
| Date: _____ | Signature: the person filing this administrative expense claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this administrative expense claim and state address and telephone number if different from the notice address above. | |

INSTRUCTIONS FOR ADMINISTRATIVE EXPENSE PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, there may be exceptions to these general rules.

ITEMS TO BE COMPLETED IN ADMINISTRATIVE EXPENSE PROOF OF CLAIM FORM

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, District of Delaware), the bankruptcy Debtor’s name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor’s Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Basis for Claim:

State the type of debt for which the administrative expense proof of claim is being filed. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

2. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the Debtor’s account or other number used by the creditor to identify the Debtor.

3. Total Amount of Administrative Expense Claim:

Fill in the applicable amounts of the entire administrative expense proof of claim. If interest or other charges in addition to the principal amount of the administrative expense proof of claim are included, check the appropriate place on the form and attach an itemization of interest and charges.

4. Brief Description of Claim

Describe the Administrative Expense Claim including, but not limited to, the actual and necessary costs and expenses of operating one or more of the Debtors' estates or any actual and necessary costs and expenses of operating one or more of the Debtors' businesses.

5. Credits:

An authorized signature on this administrative expense proof of claim serves as an acknowledgement that when calculating the amount of the administrative expense proof of claim, the creditor gave the Debtor credit for any payments received toward the debt.

6. Supporting Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

7. Date and Signature:

The individual completing this administrative expense proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer’s address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Name of Debtor and Case Number:

A complete list of Debtors with corresponding case numbers is listed above. You MUST fill in the specific Debtor against which your claim is being asserted and the case number of the Debtor’s bankruptcy case. If you are asserting claims against more than one Debtor, you MUST file a separate administrative expense proof of claim for each Debtor.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the Debtor on the date of the bankruptcy filing.

Administrative Expense Claim

Any right to payment constituting a cost or expense of administration of any of the Reorganized Cases allowed under sections 503(b) and 507(a)(1) of the Bankruptcy Code, including, without limitation, any actual and necessary costs and expenses of operating one or more of the Debtors' Estates, any actual and necessary costs and expenses of operating one or more of the Debtors' businesses, and any fees or charges assessed against one or more of the Debtors' Estates, any actual and necessary costs and expenses of operating one or more of the Debtors' businesses, and any fees or charges assessed against one or more of the Estates of the Debtors under section 1930 of chapter 123 of title 28 of the United States Code.

Administrative Expense Creditor

An Administrative Expense Creditor is any person, corporation, or other entity to whom the Debtor owes a debt for an administrative expense.

Administrative Expense Proof of Claim

A form telling the Bankruptcy Court how much the Debtor owes a creditor for administrative expenses.

Submitting Administrative Expense Proof of Claim

Submit a signed original claim request with any attachments via United States mail, overnight courier service or hand delivery to:

**Plastiq Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245**

Submission by facsimile or email will not be accepted.

INFORMATION

Acknowledgement of Filing a Claim

To receive acknowledgment of your filing, enclose a stamped self-addressed envelope and a copy of this administrative expense proof of claim or you may view your claim information by visiting the website of the Claims Agent (www.kccllc.net/plastiq).

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the Debtors. These entities do not represent the bankruptcy court or the Debtors. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.