

The court incorporates by reference in this paragraph and adopts as the findings and orders of this court the document set forth below. This document was signed electronically at the time and date indicated, which may be materially different from its entry on the record.




Russ Kendig
United States Bankruptcy Judge

Dated: 10:59 AM January 16, 2019

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION, CANTON**

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In re:	: Case No. 17-61735
SCI DIRECT, LLC	: (Jointly administered)
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	:
<i>et al.</i> ¹	: Chapter 11
	:
	:
Debtors and	: Chief Judge Russ Kendig
Debtors-in-Possession.	:
	:
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ORDER (A) APPROVING DISCLOSURE STATEMENT FOR THE FIRST AMENDED JOINT PLAN OF REORGANIZATION AND (B) APPROVING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE DEBTOR’S PLAN OF REORGANIZATION

This matter is before the Court on the Motion for an Order (a) Approving the Proposed Disclosure Statement and (b) Establishing the Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Joint Plan of Reorganization, (Docket No. 374), (the “Motion”),

¹ The Debtors are SCI Direct, LLC, EIN 27-1695346, case no. 17-61735, Suarez Corporation Industries, EIN 34-1132690, case no. 17-61736, Retail Partner Enterprises, LLC, EIN 27-1695537, case no. 17-61737, and Media Service Corporation, EIN 34-1185822, case no. 17-61738.

the Memorandum in Support of the Motion, (Docket No. 375), (the “Memorandum”), the Joint Plan of Reorganization (Docket No. 372) (as it may be amended, the “Plan”), and the Disclosure Statement for Joint Plan of Reorganization (Docket No. 373) (as it may be amended, the “Disclosure Statement”) filed by the Debtors and the Official Committee of Unsecured Creditors (collectively, the “Plan Proponents”); the Court having reviewed the Motion, the Memorandum, the Plan and Disclosure Statement, the representations made at the hearing on this matter, and the Court being fully advised and after due deliberation and, sufficient cause having been shown, therefore,

THE COURT HEREBY FINDS THAT:

A. Capitalized terms not otherwise defined in this Order have the meanings given to them in the Motion and the Memorandum.

B. The Disclosure Statement, amended as represented at the hearing, contains adequate information as defined in section 1125(a)(1) of the Bankruptcy Code.

C. The form of ballots attached to the Motion as Exhibit A (the “Ballot”) is consistent with Official Form No. 14, adequately addresses the particular needs of the Debtors’ chapter 11 cases, and is appropriate for each class of claims or interests entitled under the Plan to vote to accept or reject the Plan.

D. The period during which the plan proponents may solicit acceptances to the Plan, as set forth below, is a reasonable period of time for creditors to make an informed decision to accept or reject the Plan.

E. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and Memorandum) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

F. The procedures set forth below regarding the confirmation hearing notice and the contents of the solicitation package comply with Bankruptcy Rules 2002 and 3017 and, if followed, would constitute sufficient notice to all interested parties.

IT IS HEREBY ORDERED THAT:

1. The Motion shall be, and hereby is, granted.

2. The Disclosure Statement to be filed by the Plan Proponents as represented at the hearing is hereby approved.

3. The form of Ballots (copies of which are attached to the Motion as Exhibit A) is approved and the Ballots are to be distributed in accordance with the Bankruptcy Code and Bankruptcy Rules. The deadline for the receipt of Ballots accepting or rejecting the Plan shall be, and hereby is, February 12, 2019, (the “Voting Deadline”). For a Ballot to be counted, it must be received at the address indicated in the Ballot instructions no later than the Voting Deadline.

4. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, a claim or interest, and without prejudice to the rights of the Plan Proponents in any other context, the Plan Proponents shall use the following voting procedures and requirements:

A. The amount of a Claim that will be used to determine votes for or against the Joint Plan will be either (a) the Claim amount listed on the schedules of liabilities Filed with the Court unless such Claim is listed on the schedules of liabilities as contingent, unliquidated, or disputed, (b) the liquidated amount specified in a proof of claim timely Filed with the Court that is not the subject of an objection and not listed on the schedules of liabilities as contingent, unliquidated, or disputed, or (c) the liquidated amount specified in a Final Order.

If the holder of a Claim submits a Ballot, and such holder has timely Filed a Proof of Claim, and (a) such holder’s Claim is the subject of an objection, or (b) such holder’s Claim is listed on the schedules of liabilities as contingent, unliquidated, or disputed, then the Ballot will not be counted for purposes of determining acceptances or rejections of the

Joint Plan, in accordance with Rule 3018, unless the Court has temporarily allowed the Claim for the purpose of accepting or rejecting the Joint Plan in accordance with Bankruptcy Rule 3018.

- B. Whenever a holder of a Claim casts more than one Ballot voting the same Claim prior to the Voting Deadline, the latest dated Ballot received prior to the Voting Deadline will be deemed to supersede and revoke any prior Ballot.
- C. Holders of Claims must vote all of their Claims within a particular Class either to accept or reject the Joint Plan and may not split their votes. Accordingly, the Debtors will treat as an acceptance any Ballot (or multiple ballots with respect to multiple Claims within a single Class) that partially rejects and partially accepts the Joint Plan.
- D. Ballots that fail to indicate an acceptance or rejection of the Joint Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will be tabulated as an acceptance.
- E. If no vote to accept or reject the Joint Plan is received with respect to a particular class, the Debtors request that such class be deemed to have voted to accept the Joint Plan.

5. Any claimant seeking to challenge the allowance of its claim for voting purposes in accordance with the above procedures must file with the Court and serve on the Plan Proponents' counsel on or before the fifteenth day after the later of (a) service of the confirmation hearing notice and (b) service of notice of an objection, if any, to such claim, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan, and the Ballot of any creditor filing such a motion shall not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing.

6. The Record Date for purposes of determining which creditors are entitled to vote on the Plan is **January 15, 2019**.

7. The Plan Proponents are hereby excused from sending solicitation packages to any addressee for which notice of the Disclosure Statement Hearing was returned as

undeliverable by the United States Post Office, unless such addressee provides the Plan Proponents with a new address. Failure to mail solicitation packages to such addressees as set forth in this Order will not constitute inadequate notice of the confirmation hearing or the Voting Deadline.

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