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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re:	: Chapter 11
	:
TGHI, INC., <u>et al.</u> ,	: Case No. 16-10300(MEW)
	:
Debtors. ¹	: Joint Administration Requested
	:
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**MOTION FOR ENTRY OF (I) AN ORDER (A) SCHEDULING A COMBINED
HEARING ON APPROVAL OF THE DISCLOSURE STATEMENT AND
CONFIRMATION OF PLAN, (B) APPROVING FORM OF COMBINED NOTICE OF
COMMENCEMENT OF THE CHAPTER 11 CASES AND OF CONFIRMATION
HEARING, (C) ESTABLISHING BAR DATES, (D) WAIVING THE REQUIREMENT
FOR A MEETING OF CREDITORS OR EQUITY SECURITY HOLDERS, THE
APPOINTMENT OF A STATUTORY COMMITTEE, AND THE FILING OF
MONTHLY OPERATING REPORTS, AND (E) GRANTING RELATED RELIEF; AND
(II) AN ORDER (A) APPROVING THE SOLICITATION PROCEDURES,
(B) APPROVING THE ADEQUACY OF THE DISCLOSURE STATEMENT,
(C) CONFIRMING THE PREPACK PLAN, AND (D) GRANTING RELATED RELIEF**

¹ The Debtors, and, if applicable, the last four digits of their taxpayer identification numbers are as follows: Parent
THI, Inc. (5521) and TGHI, Inc. (3814).



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TGHI, Inc. ("**Holdings**") and Parent THI, Inc. ("**Parent**,"), as chapter 11 debtors and debtors in possession (each a "**Debtor**" and collectively the "**Debtors**") in the above-referenced chapter 11 cases (the "**Chapter 11 Cases**"), hereby file this motion (this "**Motion**") seeking (I) entry of an order substantially in the form attached hereto as **Exhibit A** (the "**Scheduling Order**"): (a) scheduling a combined hearing (the "**Combined Hearing**") to consider the adequacy of the *Disclosure Statement for the Prepackaged Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code* (as amended from time to time, the "**Disclosure Statement**") and confirmation of the *Prepackaged Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code* (as amended from time to time, the "**Prepack Plan**"),¹ (b) approving the form and manner of notice of commencement of the Chapter 11 Cases, the Combined Hearing, and the Bar Date, substantially in the form attached as **Annex 1** to the Scheduling Order attached hereto (the "**Combined Notice**"), (c) waiving the requirement for meetings of creditors or equity security holders, the appointment of a statutory committee, and the filing of monthly operating reports, and (d) granting related relief; and (II) entry of an order (the "**Confirmation Order**") (a) approving the solicitation procedures (the "**Solicitation Procedures**") used in connection with the Debtors' prepetition solicitation of the Prepack Plan, (b) approving the adequacy of the Disclosure Statement, (c) confirming the Prepack Plan, and (d) granting related relief. In support of the Motion, the Debtors rely upon the *Declaration of Christopher Layden Pursuant to Local Bankruptcy Rule 1007-2 and in Support of First Day Motions and Applications* (the "**First Day Declaration**"), and respectfully represents as follows:

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Prepack Plan, filed contemporaneously with this Motion.

PRELIMINARY STATEMENT

1. These cases are prepackaged chapter 11 cases within the definition and scope of the Procedural Guidelines for Prepackaged Chapter 11 Cases in the United States Bankruptcy Court for the Southern District of New York (the “**Prepackaged Guidelines**”).² The Prepack Plan and Disclosure Statement are the culmination of over one year of forbearances, negotiations and ultimately a settlement with the Debtors' secured lenders and major unsecured creditor constituencies that provides the means for an orderly wind-down of the Debtors. This process culminated in the Global Forbearance and Transaction Support Agreement dated May 21, 2015, as amended by the First Amendment to Global Forbearance and Transaction Support Agreement and Wind Down Cooperation Agreement dated December 31, 2015 (together, the “Transaction Support Agreement” or “TSA”) among the Debtors and certain other parties (the “Supporting Creditors”) to facilitate a swift emergence from bankruptcy.

2. As a result of the solicitation, holders of (a) 100% of the Prepetition \$20 Million Facility Claims (Class 3) entitled to vote on the Prepack Plan and (b) 100% of the General Unsecured Claims Against Holdings (Class 5) entitled to vote on the Prepack Plan voted to accept the Prepack Plan. Votes of holders of claims in Classes 1 and 2 were not solicited because their respective claims are unimpaired under the Prepack Plan and as a result, such holders are conclusively presumed to accept the Prepack Plan pursuant to section 1126(f) of the Bankruptcy Code. Votes of holders of claims and interests in Classes 4, 6, 7, and 8 were not solicited because such holders will not receive or retain any property under the Prepack Plan, and

² See Prepackaged Guidelines at II (“For purposes of these guidelines, a ‘Prepackaged Chapter 11 Case’ is one in which the Debtor, substantially contemporaneously with the filing of its chapter 11 petition, files a Confirmation Hearing Scheduling Motion for Prepackaged Plan in substantially the form annexed hereto as Exhibit A and satisfying the criteria set forth in Part III(A) below (‘Prepack Scheduling Motion’), plan, disclosure statement (or other solicitation document), and voting certification.”).

as a result, such holders are deemed to reject the Prepack Plan pursuant to section 1126(g) of the Bankruptcy Code.

3. By this Motion, the Debtors request entry of the Scheduling Order, which will schedule the applicable hearing dates and deadlines for confirmation of the Prepack Plan and the filing of proofs of claim by certain creditors, and waive the requirement for meetings of creditors or equity security holders, the appointment of a statutory committee, and the filing of monthly operating reports. This Motion also requests that, following the Combined Hearing, the Court enter the Confirmation Order approving the Solicitation Procedures, the adequacy of the Disclosure Statement, and confirming the Prepack Plan. The following table sets forth the dates relevant to the Solicitation Procedures and the Debtors' proposed dates for, among other things, mailing of the Combined Notice (defined below), and scheduling the Objection Deadline and Combined Hearing:

<u>Proposed Schedule</u>	
Voting Record Date	February 1, 2016
Distribution of Solicitation Package	February 3, 2016
Voting Deadline for (i) Class 3 Prepetition \$20 Million Facility Claims; and (ii) Class 5 General Unsecured Claims against Holdings ^{3,4}	February 5, 2016
Distribution of Combined Notice	February 12, 2016
Objection Deadline	March 22, 2016
Reply Deadline	March 28, 2016

³ As of the Voting Deadline, the Debtors had received votes to accept the Prepack Plan from 100% of the holders of Class 3 Prepetition \$20 Million Facility Claims entitled to vote, and votes from fifteen (15) of seventeen (17) of the holders (88%) of Class 5 General Unsecured Claims against Holdings, representing \$4,885,000 of the \$5,000,000 (97.7%) of the dollar amount of claims in such class. The Debtors extended the Voting Deadline for two holders of Class 5 General Unsecured Claims against Holdings through February 8, 2016, and received and accepted ballots from such holders on February 8, 2016. As a result, all creditors entitled to vote voted to accept the Prepack Plan.

⁴ One ballot cast in Class 5, which was to accept the Prepack Plan, was for \$2,000.00 less than what the Debtors' books and records reflect is the amount of that creditor's claim. Notwithstanding, the Debtors believe that such vote is valid and has counted it for the purposes of this Motion.

Combined Hearing	March 29, 2016 or later
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JURISDICTION AND VENUE

4. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding pursuant to 28 U.S.C. § 157(b).

5. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are sections 105, 1126, and 1128 of Title 11, United States Code (the "**Bankruptcy Code**"), Rules 2002, 3017, 3018, 3020 and 9006 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rules 2002-1, 3017-1, 3018-2 and 3020-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**"), and the Prepackaged Guidelines.

BACKGROUND

7. On the date hereof (the "**Petition Date**"), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

8. Additional factual background regarding the Debtors, including their business operations, capital and debt structure, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the First Day Declaration and the Disclosure Statement.

THE PREPACKAGED PLAN AND SOLICITATION

A. Summary of Prepack Plan⁵

9. The Prepack Plan provides for the consensual restructuring of the Debtors' capital structure through a settlement that maximizes recoveries and that provides the means for an orderly wind-down of the Debtors.

10. The Prepack Plan designates certain classes of creditors and interest holders as either impaired or unimpaired. Specifically, by virtue of the settlement embodied in the TSA, the Prepack Plan includes eight (8) different classes of Claims and Equity Interests as follows:

<u>Class</u>	<u>Claim or Equity Interest</u>	<u>Status</u>	<u>Voting Rights</u>
1	Other Priority Claims	Unimpaired	Deemed to Accept
2	Other Secured Claims	Unimpaired	Deemed to Accept
3	Prepetition \$20 Million Facility Claims	Impaired	Entitled to Vote
4	General Unsecured Claims against Parent	Impaired	Deemed to Reject
5	General Unsecured Claims against Holdings	Impaired	Entitled to Vote
6	Intercompany Claims	Impaired	Deemed to Reject
7	Equity Interests in Holdings	Impaired	Deemed to Reject
8	Equity Interests in Parent	Impaired	Deemed to Reject

11. The Disclosure Statement provides a more detailed discussion of the Prepack Plan's treatment of each of the classes of Claims and Equity Interests, and estimated recoveries on account of such Claims and Equity Interests.

B. Solicitation of the Prepack Plan

12. Of the eight (8) Classes of Claims and Equity Interests provided for under the Prepack Plan, the only impaired Classes entitled to vote on the Prepack Plan are Classes 3

⁵ The description of the Prepack Plan provided herein is qualified in its entirety by reference to the provisions of the Prepack Plan. To the extent there is any inconsistency between this summary and the Prepack Plan, the terms of the Prepack Plan shall control.

and 5, consisting of (a) the Prepetition \$20 Million Facility Claims; and (b) General Unsecured Claims against Holdings, respectively (the “**Voting Classes**”). The Prepetition \$20 Million Facility Claims, and the General Unsecured Claims Against Holdings (consisting entirely of the Holdings PIK Notes) encompass Holdings’ obligations under its prepetition secured and unsecured credit facilities – i.e., bank debt that is not comprised of publicly traded securities.

13. On February 3, 2016, prior to commencing the Chapter 11 Cases, the Debtors delivered a copy of the Prepack Plan, the Disclosure Statement, and the Ballots to all holders of Claims in the Voting Classes. In consultation with certain of the parties to the TSA, the Debtors established February 5, 2016 at 4:00 p.m. (prevailing New York time) (the “**Voting Deadline**”) as the deadline for the receipt of votes to accept or reject the Prepack Plan from the holders of Claims in Voting Classes 3 and 5.

14. Kurtzman Carson Consultants LLC (the “**Voting Agent**”)⁶ collected and tabulated the Ballots received on or before the Voting Deadline. Prior to the Combined Hearing, the Debtors will file a declaration of the Voting Agent that will certify the results and methodologies for tabulation of the Ballots received from holders of Claims in the Voting Classes.

15. As of the Petition Date, the Prepack Plan has been unanimously accepted by Voting Classes 3 and 5, with all parties entitled to vote having submitted a ballot voting to accept the Prepack Plan.

⁶ The Debtors are concurrently applying for authority to retain Kurtzman Carson Consultants LLC as their claims, noticing, and administrative agent pursuant to (a) an *Application for an Order Appointing Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtor Pursuant to 28 U.S.C. § 156(c) and Southern District of New York Local Bankruptcy Rule 5075-1* and (b) an *Application for Entry of an Order Authorizing and Approving the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Agent for the Debtor and Debtor in Possession Nunc Pro Tunc to the Petition Date*.

RELIEF REQUESTED

16. The relief requested by this Motion is bifurcated into two parts. First, the Debtors respectfully request procedural relief through entry of the Scheduling Order at the initial hearing granting the following relief as soon as practicable:

- a. Scheduling the combined hearing on the approval of the Solicitation Procedures, the Disclosure Statement, and confirmation of the Prepack Plan;
- b. Approving the form and manner of notice of commencement of the Chapter 11 Case, the Combined Hearing, and Bar Dates;
- c. Waiving the requirement for meetings of creditors or equity security holders, the appointment of a statutory committee, and the filing of monthly operating reports; and
- d. Granting related relief.

17. Second, the Debtors request that, upon notice and following the subsequent Combined Hearing on the Solicitation Procedures, approval of the Disclosure Statement and Confirmation of the Prepack Plan, the Court enter the Confirmation Order, which will (i) approve the Solicitation Procedures and related procedures necessary for consummation of the Prepack Plan, (ii) approve the Disclosure Statement as providing adequate information in accordance with the Bankruptcy Code, and (iii) confirm the Prepack Plan.

BASIS FOR RELIEF

I. PART 1 - THE SCHEDULING ORDER

A. Scheduling the Combined Hearing

18. By this Motion, consistent with the standard practice for a “prepackaged” chapter 11 case, the Debtors respectfully request that the Court schedule a single combined hearing for approval of the Disclosure Statement and confirmation of the Prepack Plan.

19. Section 105(d)(2)(B)(vi) of the Bankruptcy Code authorizes the Court to combine a hearing on a disclosure statement with a hearing on confirmation of a chapter 11 plan.

Additionally, Part XI of the Prepackaged Guidelines provides that a hearing on a debtor's "compliance with either 11 U.S.C. § 1126(b)(1) or 11 U.S.C. § 1126(b)(2), as applicable, and on confirmation of the plan in a Prepackaged Chapter 11 case shall be combined whenever practicable." Given that the Chapter 11 Cases are "prepackaged" Chapter 11 Cases and solicitation of the Voting Classes has already been completed, a combined hearing on the Solicitation Procedures, the adequacy of the Disclosure Statement and confirmation of the Prepack Plan is practicable and appropriate in these Chapter 11 Cases.

20. In accordance with the Bankruptcy Rules and Local Rules, such a hearing must be held on at least twenty-eight (28) days' notice to the debtor, creditors, equity security holders and other parties in interest, and objections must be filed not later than seven (7) days prior to the hearing on confirmation of the plan unless the Court orders otherwise. See Fed. R. Bankr. P. 3017(a); Local Bankr. Rule 3020-1. Bankruptcy Rule 2002(b) also requires that creditors, equity security holders and other parties in interest be provided with at least twenty-eight (28) days' notice of the objection deadline for objections to the adequacy of a disclosure statement. Accordingly, the Company respectfully requests that the Court schedule the following dates with respect to the Combined Hearing:

- Service of the Combined Notice to commence on **February 12, 2016**, or soon as practicable after entry of the Scheduling Order, but not less than 28 days prior to the Objection Deadline and 35 days before the General Bar Date (defined and described below);
- The deadline for objections to the Solicitation Procedures, adequacy of the Disclosure Statement and confirmation of the Prepack Plan as **March 22, 2016** at 4:00 p.m. (prevailing New York time) (the "**Objection Deadline**");
- The deadline for the Debtors and other parties in interest to reply to objections, if any, (the "**Reply Deadline**") for **March 28, 2016** at 4:00 p.m. (prevailing New York time); and

- The Combined Hearing at a time convenient for the Court on or after **March 29, 2016**.

21. The Debtors believe that these proposed dates comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Prepack Guidelines.

22. In addition, the Debtors propose that the Court direct that all objections to the Disclosure Statement and confirmation of the Prepack Plan must:

- comply with the Bankruptcy Rules and the Local Rules and any other case management rules and orders of this Court;
- be in writing, and state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity;
- state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Prepack Plan that would resolve such objection;
- be filed with the Clerk of the Court with proof of service thereof and served upon the following parties, by email if so provided below, so that they are **actually received** no later than the Objection Deadline of March 22, 2016 at 4:00 p.m. (prevailing New York time): (i) the Debtors, Attn: Christopher Layden (layden@yorkstreetcapital.com); (ii) proposed counsel for the Debtors, Klestadt Winters Jureller Southard & Stevens, LLP, Attn: Tracy L. Klestadt, Esq. (tklestadt@klestadt.com), and Joseph C. Corneau, Esq. (jcorneau@klestadt.com); (iii) proposed special counsel for the Debtors, Kramer Levin Naftalis & Frankel LLP, Attn: Adam C. Rogoff, Esq. (arogoff@kramerlevin.com) and Anupama Yerramalli, Esq. (ayerramalli@kramerlevin.com); (iv) the Office of the U.S. Trustee for the Southern District of New York, Attn: Andrew Velez-Rivera, Esq. (andy.velez-rivera@usdoj.gov) and Susan Arbeit, Esq. (susan.arbeit@usdoj.gov); (v) the Prepetition \$20 Million Facility Lenders, with a copy to Stroock & Stroock & Lavan LLP, Attn: Brett Lawrence, Esq. (blawrence@stroock.com), Jayme Goldstein, Esq. (jgoldstein@stroock.com) and Daniel Ginsberg, Esq. (dginsberg@stroock.com); (vi) the Prepetition \$20 Million Facility Agent, Wilmington Trust, National Association, Attn: Jeffery Rose (jrose@wilmingtontrust.com) with copy to Kaye Scholer LLP, Attn: Alan Glantz (alan.glantz@kayescholer.com); (vii) the PIK Note Administrative Agent, Law Debenture Trust Company of New York, Attn: Frank Godino (frank.godino@lawdeb.com) and Thomas Musarra (Thomas.musarra@lawdeb.com), with a copy to Curtis, Mallet-Prevost, Colt & Mosle, LLP, Attn: Steven Reisman, Esq. (sreisman@curtis.com),

Joshua Geller, Esq. (jgeller@curtis.com), and James Drew, Esq. (jdrew@curtis.com); (viii) counsel for any statutory committee appointed in the Chapter 11 Cases; (ix) the Internal Revenue Service; and (x) any party filing a notice of appearance and request for service of papers in each case (the foregoing referred to herein as the "**Core Service Parties**") so as to be received by the Objection Deadline.

23. The Debtors believe that the proposed timing for filing and service of objections and proposed modifications, if any, will afford the Court, the Debtors and other parties-in-interest sufficient time to consider such objections and proposed modifications prior to the Combined Hearing.

24. The Debtors submit that issues raised by any objections to the Prepack Plan, and any proposed resolutions to those issues, can be more efficiently and effectively considered by the Court and parties-in-interest if the Debtors are permitted to file a consolidated reply to the objections no later than March 28, 2016. This will provide the Debtors with sufficient time to work towards consensually resolving any objections to the Prepack Plan before the reply deadline and in advance of the Confirmation Hearing. The consolidated reply will set forth the Debtors' responses to the issues raised and, if appropriate, proposed modifications to the Prepack Plan to address those issues. For the reasons set forth herein, the proposed timeline is reasonable and appropriate under the circumstances and demonstrates the fundamentally fair and equitable nature of the procedures proposed herein.

B. Approval of Form and Manner of Combined Notice of Commencement of the Chapter 11 Cases, Combined Hearing, and Bar Dates

25. A debtor is required to provide all creditors, equity holders and parties-in-interest with notice of the commencement of the chapter 11 case, the hearing to consider the adequacy of the disclosure statement and confirmation of a plan, and the bar date. The Debtors request authorization, in accordance with this Court's authority pursuant to Bankruptcy Rule 9007, to send a combined notice of the commencement of the Chapter 11 Cases, the Combined

Hearing, and of the Bar Dates (as described below), in substantially the form of the Combined Notice attached as **Annex 1** to the Scheduling Order. Combining the three notices into one should be approved by the Court because it will be more efficient and cost-effective than requiring the Debtors to serve individual notices for each of these matters to the same parties-in-interest.

26. The Debtors also request authority to serve the Combined Notice, and other notices in the Chapter 11 Cases, by electronic mail where practicable. The Debtors further request that the Court limit the requirement to serve other notices and pleadings on the Core Service Parties, which constitute the Debtors' most significant constituencies and are also the parties most likely to be interested in such other notices and pleadings.

27. Pursuant to section X.D of the Prepack Guidelines, notice of the Combined Hearing must be mailed at least twenty-eight (28) days prior to the scheduled hearing date on confirmation of the plan and adequacy of the disclosure statement. As noted above, in accordance with Bankruptcy Rules 2002(b) and (d), the Debtors will serve the Combined Notice on all parties entitled to notice in the Chapter 11 Cases (regardless of whether such parties are entitled to vote to accept or reject the Prepack Plan) beginning on February 12, 2016 (or as soon as practicable following entry of the Scheduling Order), which will provide all parties-in-interest approximately thirty-nine (39) days' notice of the Objection Deadline and approximately forty-six (46) days' notice of the Combined Hearing, well exceeding the minimum requirements of the Prepack Guidelines.

28. The Combined Notice will be served by electronic mail, facsimile, or first-class mail upon the Debtors' creditors and upon all holders of Equity Interests promptly after the Court's entry of the Scheduling Order. The Combined Notice likewise will be served by email,

if so provided upon (a) the Office of the U.S. Trustee for the Southern District of New York, Attn: Andrew Velez-Rivera, Esq. (andy.velez-rivera@usdoj.gov) and Susan Arbeit, Esq. (susan.arbeit@usdoj.gov); (b) the Prepetition \$20 Million Facility Lenders, with a copy to Stroock & Stroock & Lavan LLP, Attn: Brett Lawrence, Esq. (blawrence@stroock.com), Jayme Goldstein, Esq. (jgoldstein@stroock.com), and Daniel Ginsberg, Esq. (dginsberg@stroock.com); (c) the Prepetition \$20 Million Facility Agent, Wilmington Trust, National Association, Attn: Jeffery Rose (jrose@wilmingtontrust.com) with copy to Kaye Scholer LLP, Attn: Alan Glantz (alan.glantz@kayescholer.com); (d) the PIK Note Administrative Agent, Law Debenture Trust Company of New York, Attn: Frank Godino (frank.godino@lawdeb.com) and Thomas Musarra (Thomas.musarra@lawdeb.com), with a copy to Curtis, Mallet-Prevost, Colt & Mosle, LLP, Attn: Steven Reisman, Esq. (sreisman@curtis.com), Joshua Geller, Esq. (jgeller@curtis.com), and James Drew, Esq. (jdrew@curtis.com); (e) counsel for any statutory committee appointed in the Chapter 11 Cases; (f) the Internal Revenue Service; (g) any party filing a notice of appearance and request for service of papers in each case; and (h) any such other party entitled to notice pursuant to Local Bankruptcy Rule for the Southern District of New York 9013-1(b).

29. The form and content of the Combined Notice is substantially in the form of Exhibit D to the Prepackaged Guidelines. Pursuant to Bankruptcy Rules 2002 and 3017(d), the Combined Notice: (a) provides a brief summary of the Prepack Plan; (b) will disclose the date and time of the Combined Hearing; (c) will disclose the date and time of the Objection Deadline and the procedures for objecting to the Disclosure Statement and the Prepack Plan; (d) sets forth a chart summarizing plan distributions; and (e) identifies the manner in which the Disclosure Statement and the Prepack Plan can be obtained. The Combined Notice also sets forth the notice of the commencement of the Debtors' Chapter 11 Cases, the imposition of the

automatic stay and all necessary information for filing of proofs of claim for Claims by the applicable Bar Dates. The Combined Notice will also inform creditors that a section 341(a) meeting will not be convened if the Prepack Plan is confirmed within ninety (90) days of the Petition Date. Serving the Combined Notice in this manner will provide sufficient notice of the commencement of the Chapter 11 Cases, all applicable objection deadlines and requirements, the Combined Hearing, and the Bar Dates.

30. To ensure the accuracy of its mailings and to limit unnecessary costs related to the mailing of the Combined Notice and all other mailings directed by the Court, the U.S. Trustee, or as required by the Bankruptcy Code and Bankruptcy Rules, the Debtors propose that the following steps be taken:

- (a) Before mailing the Combined Notice, the Noticing Agent shall run the list of creditors and registered equity security holders through (a) the United States Postal Service's National Change of Address software and (b) standardization and verification software that is CASS (Coding Accuracy Support System) certified by the United States Postal Service (collectively, the "**USPS Software**") to update any addresses provided by the Debtors based on their books and records and to conform such records to USPS standards.
- (b) If the USPS Software determines that a mailing address has changed, the Noticing Agent shall mail documents to the updated address and is under no obligation to mail to the original address.
- (c) If mail is returned to the Noticing Agent as undeliverable with a forwarding address, the Noticing Agent shall re-mail the document to the new address and update its mailing database accordingly.
- (d) If mail is returned to the Noticing Agent as undeliverable with no forwarding address, the Noticing Agent is under no further obligation to mail any notices or other pleadings to that address.

31. Bankruptcy Rule 2002(l) also permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement notice." Fed. R. Bankr. P. 2002(l). Accordingly, the Debtors propose to publish the Combined Notice in the form attached as **Annex 2** to the Scheduling Order in *The New York Times*,

National Edition as soon as is reasonably practicable after entry of the Scheduling Order. In addition, the Combined Notice and all pleadings in the Chapter 11 Cases (including the Prepack Plan and Disclosure Statement) will be available on the Debtors' restructuring website: <http://www.kccellc.net/TGHI>.

32. Publishing the Combined Notice as soon as reasonably practicable after entry of the Scheduling Order provides any persons who will not otherwise receive service by mail with sufficient notice of the Combined Hearing and the Objection Deadline. Accordingly, such notice is appropriate and sufficient under the circumstances, and no further notice is required.

33. The Debtors also request that the Court establish deadlines for the filing of proofs of claim ("**Proofs of Claim**") and procedures for filing proofs of claim. Specifically, the Debtors request that the Court establish **March 18, 2016 at 5:00 p.m.** (prevailing New York time) (the "**General Bar Date**") as the deadline by which holders of claims (other than governmental units) must file Proofs of Claim, and **August 8, 2016, at 5:00 p.m.** (the "**Governmental Unit Bar Date**") as the deadline by which governmental units holding claims must file Proofs of Claim.

34. The Debtors propose that the following procedures for filing Proofs of Claim apply:

- a. Proofs of Claim filed against the Debtors must substantially conform to Official Bankruptcy Form No. 10 (the "**Proof of Claim Form**").
- b. Proofs of Claim must be filed by mailing or delivering the original Proof of Claim by hand to the Debtors' Claims Agent (the "**Claims Agent**") at:

TGHI Claim Processing
c/o Kurtzman Carson Consultants LLC
1290 Avenue of the Americas, 9th Floor

New York, New York 10104

- c. Proofs of Claim will be deemed filed only when received by the Claims Agent on or before the applicable Bar Date.
- d. Proofs of Claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency.
- e. Proofs of Claim must specify by name and case number the Debtor against which the claim is filed.
- f. The Claims Agent shall not be required to accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission.
- g. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim on or before the date that is thirty (30) days after the date a final and non-appealable order is entered approving the Debtor's rejection of the executory contract or unexpired lease.
- h. Holders of equity interests in the Debtors need not file proofs of interest with respect to the ownership of such interests, provided, however, that if any such holder asserts a claim against the Debtors (including a claim relating to an interest or the purchase or sale of such interests), a Proof of Claim for such claim must be filed on or prior to the General Bar Date pursuant to the procedures set forth herein.
- i. In the event that the Debtors supplement or amend their Schedules to (i) designate a claim as disputed, contingent, or unliquidated, (ii) change the amount of a claim reflected therein, (iii) change the classification of a claim reflected therein, (iv) remove a claim reflected therein, or (v) add a claim that was not listed on the Schedules, the Debtor shall notify the claimant of the supplement or amendment. The deadline for any holder of a claim so designated, changed, or added to file a Proof of Claim on account of any such claim is the later of (i) the applicable Bar Date and (ii) the date that is thirty (30) days after the Debtor provides notice of the supplement or amendment.

35. The following persons or entities holding claims need not file proofs of

claim:

- a. Any person or entity that has already filed a proof of claim against the Debtors with the Bankruptcy Court or Claims Agent in a form substantially similar to the Proof of Claim Form;
- b. Any person or entity whose claim is listed on the Schedules filed by the Debtors, provided that (a) the claim is not scheduled as “disputed,” “contingent” or “unliquidated;” and (b) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (c) the claimant does not dispute that the claim is an obligation of the Debtors against which the claim is listed on the Schedules;
- c. Any holder of a Prepetition \$20 Million Facility Claim;
- d. Any holder of the Holdings PIK Note Claims and the Parent PIK Note Claims (as such terms are defined in the Plan).
- e. Any holder of a claim that heretofore has been allowed by order of this Court;
- f. Any person or entity whose claim has been paid in full by the Debtors;
- g. Any holder of a claim for which specific deadlines have previously been fixed by this Court;
- h. Any non-debtor affiliates of the Debtors having a claim against the Debtors;
- i. Any holder of a claim allowable under section 503(b) and section 507(a)(2) of the Bankruptcy Code as an expense in administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- j. Professionals whose retentions in these chapter 11 cases have been approved by the Bankruptcy Court, to the extent that such professional’s claim against the Debtors is for post-petition amounts due.

36. Any holder of a claim that is required, but fails, to file a proof of claim in accordance with the Scheduling Order on or before the applicable Bar Date shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto), and such holder shall not be treated as a creditor with respect to such

claim for the purpose of distribution in these Chapter 11 Cases or be entitled to receive further notices regarding such claim.

C. The Court Should Order (i) the U.S. Trustee Not to Convene a Meeting of Creditors Pursuant to Section 341(a) of the Bankruptcy Code, (ii) the U.S. Trustee to Not Appoint Any Statutory Committee Pursuant to Section 1102 of the Bankruptcy Code, and (iii) Waive the Requirement to File Monthly Operating Reports

37. The Debtors also respectfully request that the Court order (i) the U.S. Trustee not convene a meeting of creditors or equity security holders pursuant to section 341(a) of the Bankruptcy Code (the “**341 Meeting**”), (ii) the U.S. Trustee not appoint any statutory committee pursuant to section 1102 of the Bankruptcy Code, and (iii) this Court waive the requirement to file monthly operating reports, unless the Prepack Plan is not confirmed within ninety (90) days after the Petition Date.

38. First, section 341(a) of the Bankruptcy Code requires the U.S. Trustee to convene and preside at a meeting of creditors, and section 341(b) of the Bankruptcy Code authorizes the U.S. Trustee to convene a meeting of equity security holders. Section 341(e) of the Bankruptcy Code, however, provides for the following exception to such provisions: “[n]otwithstanding subsections (a) and (b), the court, on the request of a party in interest and after notice and a hearing, for cause may order that the U.S. Trustee not convene a meeting of creditors or equity security holders if the debtor has filed a plan as to which the debtor solicited acceptances prior to the commencement of the case.” The leading bankruptcy treatise recognizes that section 341(e) is “intended to expedite prepackaged chapter 11 cases in which there exist from the outset sufficient votes to confirm the plan.” 3 Collier on Bankruptcy, ¶ 341.05A (Alan N. Resnick & Henry J. Sommers eds., 16th Ed.). Furthermore, section VIII.B of the Prepackaged Guidelines provides that “[i]f a meeting of creditors pursuant to 11 U.S.C. § 341(a) has not yet been convened prior to the date upon which the plan is confirmed, no such meeting

will be convened if the order confirming the plan or order entered substantially contemporaneously therewith contains a provision waiving the convening of such a meeting.”

39. The purpose of a 341 Meeting is to provide parties-in-interest with a meaningful opportunity to examine the debtor and obtain important information about the debtor. Here, however, the Debtors solicited votes and obtained the requisite amount of acceptances from the two (2) impaired Voting Classes prior to the Petition Date based upon the TSA that was negotiated with the Debtors’ creditor constituencies. Since the Prepack Plan has already been accepted by the two (2) impaired Voting Classes, the Debtors anticipate prompt emergence from the Chapter 11 Cases. Accordingly, the Debtors submit that sufficient cause exists for this Court to order that the U.S. Trustee not convene a meeting of creditors or equity security holders unless the Prepack Plan has not been confirmed within ninety (90) days after the Petition Date.

40. Courts in prepackaged cases in this District have ordered that the U.S. Trustee not convene a 341 Meeting. See, e.g., In re LodgeNet Interactive Corp., No. 13-10238 (SCC) (Bankr. S.D.N.Y. Jan. 29, 2013) (ordering that “the Section 341(a) Meeting is deferred until confirmation of the Plan and need not be convened unless the Plan is not confirmed by sixty (60) days after the Petition Date or such later date as may be determined by the Court”); In re TBS Shipping Servs. Inc., No. 12-22224 (RDD) (Bankr. S.D.N.Y. Feb. 8, 2012) (order directing the U.S. Trustee not to convene a meeting of creditors or equity holders); In re Penton Bus. Media Holdings, Inc., No. 10-10689 (AJG) (Bankr. S.D.N.Y. Mar. 5, 2010) (order confirming plan of reorganization and waiving the 341 Meeting requirement); In re Tricom, S.A., No. 08-10720 (REG) (Bankr. S.D.N.Y. Mar. 4, 2008) (waiving the 341 Meeting requirement if a plan of reorganization is confirmed within ninety (90) days after the petition date); In re DJK Residential LLC, No. 08-10375 (JMP) (Bankr. S.D.N.Y. Feb. 5, 2008) (waiving the 341 Meeting

requirement if a plan of reorganization is confirmed within seventy-five (75) days after the petition date).

41. Second, outside of prepackaged bankruptcy cases, section 1102 of the Bankruptcy Code generally requires the U.S. Trustee to appoint a committee of creditors holding unsecured claims. However, the Prepackaged Guidelines provide in section VIII.C that “[t]ypically no creditors’ committee will be appointed in a prepackaged Chapter 11 case where the unsecured creditors are unimpaired.” While the unsecured creditors in these cases are impaired, the circumstances of the Debtors’ Chapter 11 Cases do not warrant the appointment of an unsecured creditors committee. Prior to the commencement of the Chapter 11 Cases, the Debtors solicited the votes of the Holdings’ unsecured creditors who have [unanimously] voted to accept the Plan and the unsecured creditors of Parent are conclusively deemed to reject the Plan because there is no value to be distributed to Parent. The number of creditors of the Debtors is small and the majority are a party to the TSA and have been protecting the interests of all unsecured creditors throughout the negotiations. The resulting TSA and the Plan were the most favorable that could be obtained. Moreover, as described in the Plan and Disclosure Statement, the Residual Funded Amount is a component of the distribution to Holdings’ unsecured creditors. Appointment of a creditors’ committee will be an increased expense of these Chapter 11 Cases, which will reduce the Residual Funded Amount, thus, directly and detrimentally impacting the unsecured creditors limited recoveries.

42. Furthermore, it is not uncommon for no statutory committee to be appointed in prepackaged cases. See, e.g., In re Am. Rds. LLC, No. 13-12412 (BRL) (Bankr. S.D.N.Y. July 25, 2013) (no statutory committee appointed by U.S. Trustee); In re Newland Int’l Props., Corp., No. 13-11396 (MG) (Bankr. S.D.N.Y. Apr. 30, 2013) (same); In re LodgeNet

Interactive Corp., No. 13-10238 (SCC) (Bankr. S.D.N.Y. Jan. 27, 2013) (same); In re Houghton Mifflin Harcourt Publ'g Co., No. 12-12171 (REG) (Bankr. S.D.N.Y. May 21, 2012) (same); In re TBS Shipping Servs. Inc., No. 12-22224 (RDD) (Bankr. S.D.N.Y. Feb. 6, 2012) (same); In re Penton Bus. Media Holdings, Inc., No. 10-10689 (AJG) (Bankr. S.D.N.Y. Feb. 10, 2010) (same); In re CIT Grp., No. 09-16565 (ALG) (Bankr. S.D.N.Y. Nov. 1, 2009) (same); In re Ziff Davis Media Inc., No. 08-10768 (BRL) (Bankr. S.D.N.Y. Mar. 5, 2008) (same); In re Granite Broad. Corp., No. 06-12984 (ALG) (Bankr. S.D.N.Y. Dec. 11, 2006). As such, there is no need for an official committee of unsecured creditors.

43. Finally, the Debtors request that the Court conditionally waive the requirement that the Debtors file or provide any periodic operating reports pursuant to the Bankruptcy Code, Bankruptcy Rules or Local Rules (except as may be provided specifically in the Prepack Plan or Confirmation Order) if the Prepack Plan is confirmed within ninety (90) days, provided, that the Debtors will file a verified schedule setting forth each Debtor's monthly postpetition disbursements fifteen (15) days following the conclusion of the calendar month to which such schedule corresponds, or as soon as reasonably practicable thereafter. Waiving this requirement will relieve the Debtors – having limited administrative staff – of the burden of preparing monthly operating reports, while still ensuring that the U.S. Trustee receives the necessary information regarding the Debtors' disbursements on a monthly basis. Indeed, the U.S. Trustee has agreed to accept monthly declarations detailing disbursements in lieu of monthly operating reports. Similar relief has been granted in cases in this District. See, e.g., In re DJK Residential, LLC, No. 08-10375 (JMP) (Bankr. S.D.N.Y. Feb. 5, 2008) (waiving the requirement to file periodic operating reports if the plan was confirmed within ninety (90) days of the petition date); In re Bally Total Fitness of Greater N.Y., No. 07-12395 (BRL) (Bankr.

S.D.N.Y. Aug. 2, 2007) (waiving the requirement to file periodic operating reports if the plan was confirmed within sixty (60) days of the petition date).

II. PART 2 – APPROVAL OF THE CONFIRMATION ORDER

A. Approval of Solicitation Procedures

44. As described above, the Debtors distributed solicitation materials and solicited votes to accept or reject the Prepack Plan prior to the commencement of the Chapter 11 Cases. By this Motion, the Debtors seek a determination from this Court at the Combined Hearing that the Solicitation Procedures are in compliance with applicable bankruptcy and nonbankruptcy law governing the adequacy of disclosure in connection with the solicitation and the applicable sections of the Bankruptcy Code.

45. While section 1125(g) permits the Company to commence solicitation prior to filing, section 1126(b) of the Bankruptcy Code provides that solicitation of the acceptance or rejection of a plan from a holder of a claim or interest will only be valid if the solicitation was “in compliance with any nonbankruptcy law” or “if there is not any such law . . . such acceptance or rejection was solicited after disclosure to such holder of adequate information.” See 11. U.S.C. § 1126(b). Bankruptcy Rule 3017(d) provides that the plan, the disclosure statement, the notice of the time within which acceptances and rejections of the plan may be filed, and any other information as the court may direct must be provided to holders of claims and interests for the purposes of soliciting their votes to accept or reject a plan of reorganization. Bankruptcy Rule 3017(e) provides that “the court shall consider the procedures for transmitting the documents and information required by Bankruptcy Rule 3017(d) to beneficial holders of stock, bonds, debentures, notes and other securities, determine the adequacy of such procedures and enter such orders as the court deems appropriate.” Fed. R. Bankr. P.

3017(e). As set forth herein, the Solicitation Procedures are in compliance with the Bankruptcy Code, the Bankruptcy Rules, and applicable bankruptcy and nonbankruptcy law.

1. Approval of the Voting Record Date and Voting Deadlines.

46. Voting Record Date. Bankruptcy Rule 3018(b) provides that the holders of record of claims and interests entitled to receive ballots and the related solicitation materials are determined “on the date specified in the solicitation.” The Solicitation Package (as defined herein) clearly identified February 1, 2016 as the record date (the “**Voting Record Date**”) for determining which holders of Claims were entitled to vote to accept or reject the Prepack Plan. Accordingly, the Debtors’ designation of the Voting Record Date complies with Bankruptcy Rule 3018(b).

47. Voting Deadlines. Bankruptcy Rule 3018(b) provides that prepetition acceptances or rejections of a prepackaged plan are valid only if the plan was transmitted to substantially all of the holders of claims or interests in each class, and only if the time for voting was not “unreasonably short.”⁷ The Debtors’ solicitation fully satisfies this standard.

48. First, the Prepack Plan and Disclosure Statement were transmitted to the holders of claims in the Voting Classes prior to the commencement of the Chapter 11 Cases.

49. Second, the voting period of three (3) Business Days for the holders of (a) Class 3 Prepetition \$20 Million Facility Claims; and (b) Class 5 General Unsecured Claims against Holdings (which consists entirely of the Holdings PIK Notes), which lasted from February 3, 2016 through February 5, 2016 at 4:00 p.m. (prevailing New York time) (the

⁷ Bankruptcy Rule 3018(b) also requires that the solicitation comply with section 1126(b) of the Bankruptcy Code, in that it must comply with applicable nonbankruptcy law or contain “adequate information.” As discussed in further detail in section II.A below, the Debtors’ solicitation complies with section 1126(b) of the Bankruptcy Code in all respects.

“Voting Period”), was adequate under the particular facts and circumstances of this case and was not “unreasonably short.”

50. With respect to the Voting Period, although sections VII.A and VII.B of the Prepack Guidelines provide that, under ordinary circumstances, holders of claims for non-publicly traded securities must have fourteen (14) days to vote on a plan, a shorter time period may be justified by the circumstances of a case. A shortened voting period for holders of claims in Classes 3 and 5 is justified here because (a) there are a small number of creditors voting on the Prepack Plan; (b) the majority of the creditors voting on the Prepack Plan are party to the TSA; and (c) the parties to the TSA were made aware of the proposed timeframe for voting ahead of time and the parties to the TSA did not object thereto. The holders of claims in Classes 3 and 5 were clearly able to provide such votes within that time period, as evidenced by the fact that 100% of the Claims in Class 3, and 100% of the Claims in Class 5 submitted Ballots to accept the Prepack Plan during the Voting Period.

51. The time periods provided for in this Motion are reasonable and supported by precedent of this Court for other “prepackaged” chapter 11 cases that have approved solicitation procedures with a voting period of fewer than fourteen (14) days in analogous circumstances. See e.g., In re Genco Shipping & Trading, Ltd., No. 14-11108 (SHL) (Bankr. S.D.N.Y. Apr. 25, 2014) (approving two (2) business day voting period for certain lenders); In re Sbarro LLC, No. 14-10557 (MG) (Bankr. S.D.N.Y. Mar. 13, 2014) (approving solicitation of prepetition secured lender claims in connection with a prepackaged plan with a voting period of three (3) days); In re DJK Residential LLC, No. 08-10375 (JMP) (Bankr. S.D.N.Y. May 2, 2008) (approving solicitation of prepetition facility claims in connection with an amended prepackaged

plan, with a voting period of two (2) days, following the prepackaged solicitation of the original prepackaged plan, with a voting period of five (5) days).

52. The Debtors and the parties to the TSA engaged in substantial negotiations prior to solicitation – with the Prepack Plan and the Disclosure Statement being subject to intensive review, negotiation, and comment by counsel and other advisors to the parties to the TSA. These negotiations included notice of the time period for voting based upon what the Debtors' representatives believed was adequate under the facts and circumstances of the parties' negotiations. As a result, the holders of claims in the Voting Classes were well informed as to all relevant business, factual, and legal issues and had an opportunity to be heard with respect to the framework underlying the Prepack Plan.

53. Given the solicitation, the completeness of the information provided by the Disclosure Statement, the efforts made to ensure that the requisite documentation was supplied to the Voting Classes, and the fact that the holders of the (a) Class 3 Prepetition \$20 Million Facility Claims, and (b) Class 5 General Unsecured Claims against Holdings (consisting entirely of the Holdings PIK Notes that are held by institutional investors and members of the operating company's former and current management team) are sophisticated creditors with substantial knowledge of the Debtors' businesses, the Voting Classes had adequate and reasonable voting periods.

54. For all these reasons, the voting periods provided by the Solicitation Procedures provided the Voting Classes with sufficient time to review and vote on the Prepack Plan under the facts and circumstances of the Chapter 11 Cases, are reasonable, and should be approved.

2. Approval of Ballots, Solicitation Package, Additional Materials, and Transmittal

55. In connection with the Prepack Plan, the Debtors developed a solicitation package (the “**Solicitation Package**”) containing (i) the Disclosure Statement, (ii) the Prepack Plan (attached as **Exhibit A** to the Disclosure Statement), and (iii) the Ballots. The Solicitation Package was sent by the Voting Agent to holders of claims in Classes 3 and 5 via electronic mail on February 3, 2016, prior to the commencement of the Chapter 11 Cases.

56. Bankruptcy Rule 3017(d) requires the Company to transmit a form of ballot, which substantially conforms to Official Form No. 14 only to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). Additionally, section VII.C of the Prepackaged Guidelines provides that the Company may “use a ballot substantially in the form of the Official Form of Ballot for Accepting or Rejecting A Plan (the ‘Prepackaged Chapter 11 Case Ballot Form attached as Exhibit ‘B’’) in connection with a prepackaged plan solicitation.”

57. The Debtors distributed to creditors one or more Ballots in the form of **Exhibit B** attached hereto (collectively, the “**Ballots**”). The Ballots are based on the applicable forms, but have been modified to address the particular circumstances of the Chapter 11 Cases and to include certain additional information that the Debtors believe to be relevant and appropriate for creditors entitled to vote to accept or reject the Prepack Plan. Holders of Claims in the Voting Classes were instructed to vote on the Prepack Plan by completing and signing the Ballot and by returning it to the Voting Agent on or before the Voting Deadline via electronic mail or using the enclosed self-addressed, postage pre-paid return envelope, which clearly indicated the appropriate return address. The Ballots were specifically negotiated with certain representatives of the parties to the TSA as being reasonable and appropriate. Accordingly, the

Solicitation Package, and the transmittal of the Solicitation Package, was fair and reasonable and complied with the Bankruptcy Rules.⁸

58. Holders of Claims or Equity Interests in non-voting Classes (i.e., Classes 1, 2, 4, 6, 7 and 8) were not provided with a Solicitation Package. Such holders of Claims or Equity Interests are either: (a) unimpaired and conclusively presumed to accept the Prepack Plan pursuant to section 1126(f) of the Bankruptcy Code [Class 1 and Class 2]; or (b) impaired and deemed to have rejected the Prepack Plan pursuant to section 1126(g) of the Bankruptcy Code [Classes 4, 6, 7 and 8]. As discussed herein, however, holders of Claims or Equity Interests that did not receive a Solicitation Package will receive the Combined Notice, which will summarize the terms of the Prepack Plan and set forth all of the procedures and dates discussed herein.

3. Approval of Procedures for Vote Tabulation

59. The Company respectfully requests that the Court approve the voting and tabulation procedures described herein in accordance with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a). Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

⁸ See, e.g., In re The Dolan Co., No. 14-10614 (BLS) (Bankr. D. Del. Mar. 25, 2014) (approving prepackaged solicitation procedures substantially similar to those proposed herein); In re Sbarro LLC, No. 14-10557 (MG) (Bankr. S.D.N.Y. Mar. 13, 2014) (same); In re Newland Int'l Props., Corp., No. 13-11396 (MG) (Bankr. S.D.N.Y. May 30, 2013) (same); In re LodgeNet Interactive Corp., No. 13-10238 (SCC) (Bankr. S.D.N.Y. Mar. 7, 2013) (same); In re Houghton Mifflin Harcourt Publ'g Co., No. 12-12171 (REG) (Bankr. S.D.N.Y. June 21, 2012) (same); In re Jobson Med. Info. Holdings LLC, No. 12-10434 (SHL) (Bankr. S.D.N.Y. March 5, 2012) (same) In re Borders Grp., Inc., No. 11-10614 (MG) (Bankr. S.D.N.Y. Nov. 14, 2011) (approving similar solicitation procedures).

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that the “court after notice and hearing may temporarily allow [a] claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a).

60. Voting Procedures. The Debtors first request that the Court approve the voting procedures employed by the Debtors in soliciting acceptances and rejections on the Prepack Plan. The Solicitation Package was transmitted by electronic mail. Holders of claims in the Voting Classes were entitled to return their Ballots to the Voting Agent by one of the following methods: (a) by mail, hand delivery or overnight courier to: TGH Ballot Processing, c/o Kurtzman Carson Consultants LLC, 1290 Avenue of the Americas, 9th Floor, New York, NY 10104; or (b) by e-mail to: TGHInfo@kccllc.com.

61. Tabulation Procedures. The Debtors likewise request that the Court approve the vote tabulation methodology utilized by the Debtors and the Voting Agent.

62. First, the Voting Agent did not and will not count or consider for any purpose in determining whether the Prepack Plan has been accepted or rejected the following Ballots, as applicable:

- a) any Ballot received after the Voting Deadline;
- b) any Ballot that is illegible, contains insufficient information to identify the holder, lacking necessary information, or so damaged as to be illegible;
- c) any Ballot cast by a person or entity that does not hold a Claim or Equity Interest in the Voting Classes;
- d) any unsigned Ballot;
- e) any Ballot not marked to accept or reject the Prepack Plan, or marked both to accept and reject the Prepack Plan; and
- f) any Ballot submitted by a party not entitled to cast a vote with respect to the Prepack Plan.

63. Furthermore, the Debtors required that each voting creditor vote the full amount of each claim to either accept or reject the Prepack Plan; and that each voting creditor who holds multiple claims within a particular class vote all such claims to either accept or reject the Prepack Plan. Additionally, if two or more Ballots are submitted by or on behalf of the same creditor, and are inconsistent in whole or in part, the last valid Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Ballot.

4. Non-Solicitation of Votes from Holders of General Unsecured Creditors Against Parent (Class 4), Intercompany Claims (Class 6), and Equity Interests (Classes 7 and 8)

64. As more fully described in the Disclosure Statement, given the Debtors' capital structure, following the Holdings Stock Turnover, the Debtors held no assets of value allocable to the holders of (a) Class 4 General Unsecured Claims against Parent (consisting of Parent PIK Notes), (b) holders of Class 6 Intercompany Claims, (c) holders of Class 7 Equity Interests in Holdings, or (d) holders of Class 8 Equity Interests in Parent.

65. With respect to the holders of Equity Interests in Classes 7 and 8, the Prepack Plan appropriately deems such holders to reject the Prepack Plan and their votes need not be solicited so long as such holders are provided an opportunity to object to confirmation of the Prepack Plan.

66. In accordance with the absolute priority rule, because holders of secured claims against Holdings are not being paid in full, the Debtors are not required to provide the holders of Class 4 General Unsecured Claims against Parent, Class 6 Intercompany Claims, Class 7 Equity Interests in Holdings and Class 8 Equity Interests in Parent with any distribution under the Prepack Plan.

67. Section 1126(g) of the Bankruptcy Code provides:

Notwithstanding any other provision of this section, a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests.

11 U.S.C. § 1126 (g) (emphasis added).

68. Nothing in Section 1126(g) of the Bankruptcy Code prohibits a debtor from deeming a class to have rejected a plan of reorganization in circumstances such as those presented here. Indeed, Section 1126(g) of the Bankruptcy Code provides that a class can be deemed to have rejected a plan. In the present case, the holders of Class 4 General Unsecured Claims Against Parent, Class 6 Intercompany Claims, Class 7 Equity Interests in Holdings, and Class 8 Equity Interests in Parent are not “entitled” under the Bankruptcy Code’s priority scheme to any distribution on account of their respective Claims and Equity Interests.

69. Consistent with the language in Section 1126(g) of the Bankruptcy Code, Class 4, Class 6, Class 7 and Class 8 are each deemed to have rejected the Prepack Plan. Indeed, the results from a solicitation of votes from the holders of Claims and Equity Interests in such classes would be irrelevant since a rejection of the Prepack Plan by holders of such classes would not change the ultimate outcome of the solicitation process. Regardless of whether holders of these classes of Claims and Equity Interests voted to reject the Prepack Plan, the Debtors contend that the Prepack Plan is confirmable over any rejection (deemed or otherwise) pursuant to the cramdown provisions of section 1129(b) of the Bankruptcy Code. In light of the fact that the Debtors are prepared to proceed with confirmation under section 1129(b) of the Bankruptcy Code, it should not have to bear the cost – both in time and money – of soliciting holders of Claims and Equity Interests in Classes 4, 6, 7 and 8 who may nonetheless still object to confirmation.

70. This Court and other courts have excused debtors from soliciting holders of prepetition equity interests where the holders of equity interests were not entitled to a distribution under the debtors' plan of reorganization on account of their interests and the stockholders were provided an opportunity to object to confirmation. See, e.g., In re Terisa Systems, Inc., No. 08-10462 (CSS), (Bankr. D. Del. Mar. 13, 2008); In re Globix Corp., No. 02-10647 (PJW) (Bankr. D. Del. Mar. 6, 2002); In re Tokheim Corp., No. 00-03455 (PJW) (Bankr. D. Del. Aug. 30, 2000); In re Philip Servs., Inc., No. 99- 02385 (MFW) (Bankr. D. Del. Sept. 21, 1999); In re The Grand Union Co., No. 98-27912 (NLW) (Bankr. D.N.J. June 24, 1998); see also In re Eaan, 142 B.R. 730, 733 (Bankr. E.D. Pa. 1992) (permitting the debtors not to resolicit a class previously deemed to reject the debtor's original plan but receiving a nominal distribution under the debtor's revised plan); In re Union Cty. Wholesale Tobacco & Candy Co., 8 B.R. 442, 443 (Bankr. D.N.J. 1981) (holding that the debtor need not solicit the classes subject to cramdown treatment nor provide the members of such classes with a disclosure statement). The reasoning in those cases is equally applicable to equity interests as it is to classes of claims that are not entitled to a distribution by operation of the absolute priority rule.

71. Furthermore, section 105(a) of the Bankruptcy Code provides this Court with broad authority and discretion to enter orders enforcing the provisions of the Bankruptcy Code. The use of section 105 is not inconsistent with another provision of the Bankruptcy Code as applied to the instant circumstances. Accordingly, pursuant to section 105(a) of the Bankruptcy Code, this Court is empowered to grant the relief requested herein.

72. As set forth herein, the Debtors will provide holders of Class 4 Claims, Class 6 Claims, and Class 7 and 8 Equity Interests with the Combined Notice, and an opportunity to object to the Prepack Plan. This procedure conserves the Debtors' assets while still giving

holders of such Claims and Equity Interests sufficient opportunity to express their views with respect to the Prepack Plan, if any. Accordingly, the Debtors request that this Court enter an order deeming holders of Class 4 General Unsecured Claims Against Parent, Class 6 Intercompany Claims, Class 7 Equity Interests in Holdings and Class 8 Equity Interests in Parent to have rejected the Prepack Plan and finding that the Debtors are not required to solicit votes on the Prepack Plan from such holders.

5. Non-Transmission of Disclosure Statement to Certain Holders of Claims and Equity Interests

73. As discussed above, only holders of Claims in the Voting Classes received the Solicitation Package prior to the commencement of these Chapter 11 Cases. Holders of Claims or Equity Interests in classes that were deemed to accept or reject the Prepack Plan – and therefore not entitled to vote – did not receive a copy of the Prepack Plan and Disclosure Statement in connection with the prepetition solicitation. For the reasons set forth herein, the Debtors request a waiver of the requirement that they mail a copy of the Prepack Plan and Disclosure Statement to holders of Claims and Equity Interests presumed to accept or deemed to reject the Prepack Plan. See Fed. R. Bankr. P. 3017(d) (requiring transmission of a court-approved disclosure statement to, *inter alia*, classes of unimpaired creditors and equity security holders). See also 11 U.S.C. § 1126(f)-(g) (providing that solicitation of parties either presumed to accept or deemed to reject is unnecessary). Because the Debtors solicited acceptances and rejections of the Prepack Plan on a prepetition basis, no disclosure statement was “approved” under Bankruptcy Rule 3017(d), therefore Bankruptcy Rule 3017 is not applicable here, and the circumstances of these prepackaged cases do not otherwise require the transmission of the Prepack Plan and Disclosure Statement to holders of Claims and Equity Interests in non-voting classes.

74. First, holders of Claims or Equity Interests that did not receive a Solicitation Package will receive the Combined Notice, which will summarize the terms of the Prepack Plan and set forth all of the dates and procedures discussed herein. Should any such holder request a hard copy of the Prepack Plan and the Disclosure Statement, the Debtors will provide a copy at the Debtors' expense. Second, it would be an unnecessary administrative and financial burden for the Debtors to transmit the Disclosure Statement and the Prepack Plan to all holders of Claims and Equity Interests who are not entitled to vote as they are deemed to accept or reject the Prepack Plan. Third, the Prepack Plan and Disclosure Statement are available to such creditors and interest holders at no cost on the Debtors' restructuring website maintained at: <http://www.kccllc.net/TGHI>. Accordingly, the Debtors submit that it is not necessary to require the Debtors to transmit a copy of the Solicitation Package to any holders of Claims and Equity Interests not entitled to vote to accept or reject the Prepack Plan.⁹

B. Approval of the Disclosure Statement at the Combined Hearing

75. As noted above, the Debtors will request that, at the Combined Hearing, the Court find that the Disclosure Statement contains adequate information as defined in section 1125 of the Bankruptcy Code.

76. Section 1125(a) of the Bankruptcy Code defines “adequate information” as:

[I]nformation 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, including a discussion of the potential material Federal tax

⁹ Indeed, courts in this district and others have routinely waived the requirement that a debtor mail copies of the plan and disclosure statement to holders of claims and interests conclusively presumed to accept or deemed to reject the plan. See, e.g., In re The Dolan Co., No. 14-10614 (BLS) (Bankr. D. Del. Mar. 25, 2014); In re Sbarro LLC, No. 14-10557 (MG) (Bankr. S.D.N.Y. Mar. 13, 2014); In re American Roads LLC, No. 13-12412 (BRL) (Bankr. S.D.N.Y. July 26, 2013); In re Newland Int'l Props., Corp., No. 13-11396 (MG) (Bankr. S.D.N.Y. May 1, 2013); In re TBS Shipping Servs. Inc., No. 12-22224 (RDD) (Bankr. S.D.N.Y. Feb. 8, 2012).

consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, 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). The Debtors submit that the Disclosure Statement contains adequate information within the meaning of section 1125(a) of the Bankruptcy Code.

77. The Disclosure Statement is extensive and comprehensive. It contains descriptions and summaries of, among other things:

- a. the terms of the Prepack Plan;
- b. certain events preceding and leading to the commencement of these chapter 11 cases and negotiations regarding the Prepack Plan;
- c. distributions to be issued under the Prepack Plan;
- d. risk factors affecting the Prepack Plan;
- e. a liquidation analysis setting forth the estimated return that holders of claims and interests would receive in a hypothetical chapter 7 case; and
- f. federal tax law consequences of the Prepack Plan.

78. In addition, the Disclosure Statement was the subject of prior review, negotiations, and comments by, among others, counsel and advisors to the parties to the TSA. Accordingly, the Debtors submit that the Disclosure Statement contains adequate information within the meaning of section 1125(a) of the Bankruptcy Code and should be approved.

C. Confirmation of the Prepack Plan

79. The Debtors believe that the Prepack Plan satisfies all of the requirements for confirmation under the Bankruptcy Code. As noted above, the Debtors have requested that the Court schedule the Combined Hearing at which time the Debtors will seek confirmation of the Prepack Plan. Prior to the Combined Hearing, the Debtors may file a brief and/or affidavits

in support of confirmation of the Prepack Plan demonstrating that the Prepack Plan satisfies each requirement for confirmation and responding to any objections to confirmation.

NOTICE

80. No trustee, examiner, or creditors' committee has been appointed in these Chapter 11 Cases. Notice of this Motion has been given to: (a) the Office of the U.S. Trustee for the Southern District of New York, Attn: Andrew Velez-Rivera, Esq. (andy.velez-rivera@usdoj.gov) and Susan Arbeit, Esq. (susan.arbeit@usdoj.gov); (b) the Prepetition \$20 Million Facility Lenders, with a copy to Stroock & Stroock & Lavan LLP, Attn: Brett Lawrence, Esq. (blawrence@stroock.com), Jayme Goldstein, Esq. (jgoldstein@stroock.com), and Daniel Ginsberg, Esq. (dginsberg@stroock.com); (c) the Prepetition \$20 Million Facility Agent, Wilmington Trust, National Association, Attn: Jeffery Rose (jrose@wilmingtontrust.com) with copy to Kaye Scholer LLP, Attn: Alan Glantz (alan.glantz@kayescholer.com); (d) the PIK Note Administrative Agent, Law Debenture Trust Company of New York, Attn: Frank Godino (frank.godino@lawdeb.com) and Thomas Musarra (Thomas.musarra@lawdeb.com), with a copy to Curtis, Mallet-Prevost, Colt & Mosle, LLP, Attn: Steven Reisman, Esq. (sreisman@curtis.com), Joshua Geller, Esq. (jgeller@curtis.com), and James Drew, Esq. (jdrew@curtis.com); (e) counsel for any statutory committee appointed in the Chapter 11 Cases; (f) the Internal Revenue Service; (g) any party filing a notice of appearance and request for service of papers in each case and; (h) any such other party entitled to notice pursuant to Local Bankruptcy Rule for the Southern District of New York 9013-1(b).

81. The Debtors respectfully submit that no other or further notice need be given.

NO PRIOR RELIEF

82. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein and in the First Day Declaration, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems appropriate.

Dated: New York, New York
February 9, 2016

**KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP**

By: Tracy L. Klestadt

Tracy L. Klestadt
Joseph C. Corneau
200 West 41st Street, 17th Floor
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jcorneau@klestadt.com

*Proposed Counsel for the Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Scheduling Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : Chapter 11
:
TGHI, INC., et al., : Case No. 16-10300(MEW)
:
Debtors.¹ : Joint Administration Requested
:
-----X

**ORDER (A) SCHEDULING A COMBINED HEARING ON DISCLOSURE
STATEMENT AND PLAN CONFIRMATION, (B) APPROVING FORM OF
COMBINED NOTICE OF COMMENCEMENT OF THE CHAPTER 11 CASES,
COMBINED HEARING, AND BAR DATES, (C) WAIVING THE REQUIREMENT FOR
A MEETING OF CREDITORS OR EQUITY SECURITY HOLDERS, THE
APPOINTMENT OF A STATUTORY COMMITTEE, AND THE FILING OF
MONTHLY OPERATING REPORTS, AND (D) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**” for entry of an order granting the procedural relief in Part 1 of the Motion (this “**Scheduling Order**”) pursuant to sections 105, 1126(b), and 1128 of the Bankruptcy Code, Rules 2002, 3017, 3018, 3020 and 9006 of the Bankruptcy Rules, and Rules 2002-1, 3017-1, 2018-2 and 3020-1 of the Local Rules, (a) scheduling the combined hearing on and objection deadline for the approval of the Solicitation Procedures, the Disclosure Statement, and confirmation of the Prepack Plan; (b) approving the form and manner of notice of the commencement of the Chapter 11 Cases, Combined Hearing, and Bar Dates; and (c) waiving the requirement for meetings of creditors or equity security holders, the appointment of a statutory committee, and the filing of monthly operating reports; all as more

¹ The Debtors, and, if applicable, the last four digits of their taxpayer identification numbers are as follows: Parent THI, Inc. (5521) and TGHI, Inc. (3814). The Debtors’ business address is 1211 North Miller Street, Anaheim, CA 92806. The Debtors’ business address is 1211 North Miller Street, Anaheim, CA 92806.

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

fully described in the Motion; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference to Bankruptcy Court Judges of the District Court for the Southern district of New York, dated January 31, 2012 (Preska, Acting C.J.); and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties-in-interest; and the Court having found that the Debtors have provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having found that no further notice be provided; and the Court having reviewed the Motion, the First Day Declaration, and having heard the statements in support of the relief requested therein at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Motion, the First Day Declaration, and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted to the extent provided herein.

A. Combined Hearing and Objections to the Disclosure Statement, Solicitation Procedures, or Confirmation

2. The Combined Hearing, at which time the Court will consider, among other things, the Solicitation Procedures, the adequacy of the Disclosure Statement and confirmation of the Prepack Plan, shall commence at __:__ .m., (prevailing New York time)

on [____], 2016, which date may be continued from time to time without further notice other than adjournments announced in open court.

3. Any objections to the Solicitation Procedures, Disclosure Statement or confirmation of the Prepack Plan must be filed, together with proof of service, with the Court and served so as to be **actually received** by [____], 2016 at 4:00 p.m. (prevailing New York time) (the “**Objection Deadline**”), unless otherwise agreed to by the Debtors in their sole discretion. The Reply Deadline is [____], 2016.

4. Any objections to the Solicitation Procedures, Disclosure Statement or confirmation of the Prepack Plan must:

- a. comply with the Bankruptcy Rules and the Local Rules;
- b. state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity;
- c. be in writing and state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Prepack Plan that would resolve such objection;
- d. be filed with the Clerk of the Court with proof of service thereof and served upon the following parties, by email if so provided below, so that they are actually received no later than the Objection Deadline of March 22, 2016 at 4:00 p.m. (prevailing New York time): (i) the Debtors, Attn: Christopher Layden (layden@yorkstreetcapital.com); (ii) proposed counsel for the Debtors, Klestadt Winters Jureller Southard & Stevens, LLP, Attn: Tracy L. Klestadt, Esq. (tklestadt@klestadt.com), and Joseph C. Corneau, Esq. (jcorneau@klestadt.com); (iii) proposed special counsel for the Debtors, Kramer Levin Naftalis & Frankel LLP, Attn: Adam C. Rogoff, Esq. (arogoff@kramerlevin.com) and Anupama Yerramalli, Esq. (ayerramalli@kramerlevin.com); (iv) the Office of the U.S. Trustee for the Southern District of New York, Attn: Andrew Velez-Rivera, Esq. (andy.velez-rivera@usdoj.gov) and Susan Arbeit, Esq. (susan.arbeit@usdoj.gov); (v) the Prepetition \$20 Million Facility Lenders, with a copy to Stroock & Stroock & Lavan LLP, Attn: Brett Lawrence, Esq. (blawrence@stroock.com), Jayme Goldstein, Esq. (jgoldstein@stroock.com), and Daniel Ginsberg, Esq. (dginsberg@stroock.com); (vii) the Prepetition \$20 Million Facility Agent, Wilmington Trust, National Association, Attn: Jeffery Rose (jrose@wilmingtontrust.com) with copy to Kaye Scholer LLP, Attn:

Alan Glantz (alan.glantz@kayescholer.com); (vii) the PIK Note Administrative Agent, Law Debenture Trust Company of New York, Attn: Frank Godino (frank.godino@lawdeb.com) and Thomas Musarra (Thomas.musarra@lawdeb.com), with a copy to Curtis, Mallet-Prevost, Colt & Mosle, LLP, Attn: Steven Reisman, Esq. (sreisman@curtis.com), Joshua Geller, Esq. (jgeller@curtis.com), and James Drew, Esq. (jdrew@curtis.com); (vii) counsel for any statutory committee appointed in the Chapter 11 Cases; (viii) the Internal Revenue Service; and (ix) any party filing a notice of appearance and request for service of papers in each case so as to be received by the Objection Deadline.

5. Any objections that are not timely filed and served in the manner set forth in this Scheduling Order shall not be considered and shall be overruled.

6. The schedule of events set forth below relating to confirmation of the Prepack Plan is hereby approved in its entirety, and the Court hereby finds the following schedule of events is consistent with the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules. The Debtors may continue any of these deadlines or the hearings related thereto from time to time without further notice other than adjournments announced in open court, or by filing a notice of adjournment with the Court.

<u>Proposed Schedule</u>	
Voting Record Date	February 1, 2016
Distribution of Solicitation Package	February 3, 2016
Voting Deadline for (i) Class 3 \$20 Million Facility Claims; and (ii) Class 5 General Unsecured Claims against Holdings.	February 5, 2016
Petition Date	February 8, 2016
Distribution of Combined Notice	February 12, 2016
Objection Deadline	March 22, 2016
Reply Deadline	March 28, 2016
Combined Hearing	March 29, 2016 or later

Combined Notice

7. The form of the Combined Notice, substantially in the form attached hereto as **Annex 1**, and the notice procedures described herein comply with the requirements of Bankruptcy Rules 2002 and 3017 and are hereby approved in their entirety.

8. The Debtors will serve the Combined Notice on all known holders of claims and interests and all other parties entitled to notice in the Chapter 11 Cases (regardless of whether such parties are entitled to vote to accept or reject the Prepack Plan) commencing on February 12, 2016, or as soon as practicable after entry of this Scheduling Order. The Debtors are authorized to serve the Combined Notice by electronic mail where practicable. Other than the Combined Notice, the Debtors are authorized to limit service of notices and pleadings in the Chapter 11 Cases to the Core Service Parties.

9. The Debtors are authorized to cause the Combined Notice to be published, in the form attached hereto as **Annex 2**, in *The New York Times, National Edition* as soon as is reasonably practicable after entry of this Scheduling Order and to make reasonable payments required for such publication, and such notice, together with the service of the Combined Notice on all known holders of claims and interests and all other parties entitled to notice in the Chapter 11 Cases, is deemed to be sufficient and appropriate under the circumstances.

10. Prior to mailing the Combined Notice, the Debtors may fill in any missing dates and other information, correct any typographical errors and make such other non-material, non-substantive changes as they deem appropriate.

B. Bar Dates

11. **General and Governmental Unit Bar Dates.**

- a. General Bar Date. The deadline by which holders of claims (other than governmental units) must file proofs of claim shall be **March 18, 2016 at 5:00 p.m. (prevailing New York time)** (the "**General Bar Date**").
- b. Governmental Bar Date. The deadline by which governmental units holding Claims must file proofs of claim shall be **August 8, 2016, at 5:00 p.m. (prevailing New York time)** (the "**Governmental Unit Bar Date**").

12. **Procedures for Filing Proofs of Claim.** The following procedures for

filing Proofs of Claim shall apply:

- a. Proofs of Claim filed against the Debtors must substantially conform to Official Bankruptcy Form No. 10 (the "**Proof of Claim Form**").
- b. Proofs of Claim must be filed by mailing or delivering the original Proof of Claim by hand to the Debtors' Claims Agent (the "**Claims Agent**") at:

TGHI Claim Processing
c/o Kurtzman Carson Consultants LLC
1290 Avenue of the Americas, 9th Floor
New York, NY 10104

- c. Proofs of Claim will be deemed filed only when received by the Claims Agent on or before the applicable Bar Date.
- d. Proofs of Claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency.
- e. Proofs of Claim must specify by name and case number the Debtor against which the claim is filed.
- f. The Claims Agent shall not be required to accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission.
- g. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim on or before the date that is thirty (30) days after the date a final and non-

appealable order is entered approving the Debtor's rejection of the executory contract or unexpired lease.

- h. Holders of equity interests in the Debtors need not file proofs of interest with respect to the ownership of such interests, provided, however, that if any such holder asserts a claim against the Debtors (including a claim relating to an interest or the purchase or sale of such interests), a Proof of Claim for such claim must be filed on or prior to the General Bar Date pursuant to the procedures set forth herein.
- i. In the event that the Debtors supplement or amend their Schedules to (i) designate a claim as disputed, contingent, or unliquidated, (ii) change the amount of a claim reflected therein, (iii) change the classification of a claim reflected therein, (iv) remove a claim reflected therein, or (v) add a claim that was not listed on the Schedules, the Debtor shall notify the claimant of the supplement or amendment. The deadline for any holder of a claim so designated, changed, or added to file a Proof of Claim on account of any such claim is the later of (i) the applicable Bar Date and (ii) the date that is thirty (30) days after the Debtor provides notice of the supplement or amendment.

13. **Parties Not Required to File Proofs of Claim.** The following persons or entities holding claims need *not* file proofs of claim:

- a. Any person or entity that has already filed a proof of claim against the Debtors with the Bankruptcy Court or Claims Agent in a form substantially similar to the Proof of Claim Form;
- b. Any person or entity whose claim is listed on the Schedules filed by the Debtors, provided that (a) the claim is not scheduled as "disputed," "contingent" or "unliquidated;" (b) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (c) the claimant does not dispute that the claim is an obligation of the Debtors against which the claim is listed on the Schedules;
- c. Any holder of the Prepetition \$20 Million Facility Claims;
- d. Any holder of the Parent PIK Notes and the Holdings PIK Notes (as such terms are defined in the Prepack Plan);
- e. Any holder of a claim that heretofore has been allowed by order of this Court;
- f. Any person or entity whose claim has been paid in full by the Debtors;

- g. Any holder of a claim for which specific deadlines have previously been fixed by this Court;
- h. Any non-debtor affiliates of the Debtors having a claim against the Debtors;
- i. Any holder of a claim allowable under section 503(b) and section 507(a)(2) of the Bankruptcy Code as an expense in administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- j. Professionals whose retentions in these chapter 11 cases have been approved by the Bankruptcy Court, to the extent that such professional's claim against the Debtors is for post-petition amounts due.

14. **Failure to File a Proof of Claim.** Any holder of a claim that is required, but fails, to file a proof of claim in accordance with this Order on or before the applicable Bar Date shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto), and such holder shall not be treated as a creditor with respect to such claim for the purpose of distribution in these Chapter 11 Cases or be entitled to receive further notices regarding such claim.

**C. Waiver of 341 Meeting, Appointment of Statutory Committee,
Filing of Periodic Operating Reports**

15. Pursuant to section 341(e) of the Bankruptcy Code, the U.S. Trustee is hereby directed not to convene a 341 Meeting, provided, however, that the U.S. Trustee may schedule a 341 Meeting if the Prepack Plan is not confirmed within ninety (90) days after the Petition Date.

16. The U.S. Trustee is directed not to appoint any statutory committee in the Chapter 11 Cases; provided, however, that the U.S. Trustee may appoint a statutory committee if the Prepack Plan is not confirmed within ninety (90) days after the Petition Date.

17. The Debtors are not required to file or provide any periodic operating reports pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules (except as may be specifically provided in the Prepack Plan or such order confirming the Prepack Plan) unless the Prepack Plan is not confirmed within ninety (90) days after the Petition Date, provided, that the Debtors are authorized to file a verified schedule setting forth each Debtor's monthly postpetition disbursements fifteen (15) days following the conclusion of the calendar month to which such schedule corresponds, or as soon as reasonably practicable thereafter.

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

19. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

20. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Scheduling Order.

21. This Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Scheduling Order.

Dated: _____, 2016
New York, New York

United States Bankruptcy Judge

Annex I

Form of Combined Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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:
In re: : Chapter 11
:
TGHI, INC., et al., : Case No. 16-10300(MEW)
:
Debtors.¹ : Joint Administration Requested
:
-----X

**SUMMARY OF THE PREPACKAGED PLAN OF LIQUIDATION AND NOTICE OF (I)
COMMENCEMENT OF PREPACKAGED CHAPTER 11 BANKRUPTCY CASES, (II)
COMBINED HEARING ON SOLICITATION PROCEDURES, DISCLOSURE
STATEMENT AND CONFIRMATION OF THE PREPACKAGED PLAN OF
LIQUIDATION AND (III) ESTABLISHMENT OF THE BAR DATES AND RELATED
MATTERS**

NOTICE IS HEREBY GIVEN as follows:

On February 8, 2016 (the “**Petition Date**”), the above-captioned debtors and debtors in possession (the “**Debtors**”) filed with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) (i) a proposed prepackaged plan of liquidation (the “**Prepack Plan**”) and (ii) a related disclosure statement (the “**Disclosure Statement**”) pursuant to sections 1125 and 1126(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) ².

Filing of a Chapter 11 Bankruptcy Case. The Bankruptcy Code allows a debtor to reorganize or liquidate pursuant to a chapter 11 plan. A chapter 11 plan is not effective unless confirmed by the Court. The Debtors will remain in possession of the Debtors’ property and will continue to operate any business unless otherwise ordered by the Court.

Attorneys for Debtors. The Debtors are represented by (i) bankruptcy counsel, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, NY 10036, Attn: Tracy L. Klestadt, Esq., and Joseph C. Corneau, Esq., and (ii) special counsel, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036, Attn: Adam C. Rogoff, Esq., and Anupama Yerramalli, Esq.

¹ The Debtors, and, if applicable, the last four digits of their taxpayer identification numbers are as follows: Parent THI, Inc. (5521) and TGHI, Inc. (3814).

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

Legal Advice. Neither the staff of the bankruptcy clerk's office, the United States Trustee, KCC, nor the Debtors' counsel can give you legal advice. You may want to consult a lawyer to determine or protect your rights in this case.

Creditors May Not Take Certain Actions. Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the debtors by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain property from the debtors; repossessing the debtors' property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the Debtors can request the court to extend or impose a stay.

Claims. A Proof of Claim is a signed statement describing a creditor's claim. Your filed proof of claim must conform substantially to Official Form No. 10. Proof of claim forms may be obtained at www.uscourts.gov/bankform and at no cost from the Debtors' restructuring website: <http://kccllc.net/TGHI>. They are also available upon request for no fee by calling (866) 927-7081 (Toll Free) or (310) 751-2653 (for international callers) or TGHIinfo@kccllc.com. You may look at the schedules that have been or will be filed at the bankruptcy clerk's office. If your claim is scheduled and is not listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all or if your claim is listed as disputed, contingent, or unliquidated, then you may be required to file a Proof of Claim. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the Bankruptcy Court, with consequences a lawyer can explain. For example, a creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. Please see the section below entitled "Notice of Deadline Requiring Filing of Proofs of Claim by Certain Holders of Claims" for more information about the requirements for filing Proofs of Claim in these Chapter 11 Cases.

Discharge of Debts. Confirmation of a chapter 11 plan may result in a discharge of the Debtors' debts, which may include all or part of your debt. See Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code § 1141(d)(6)(A), you must start a lawsuit by filing a complaint in the Bankruptcy Clerk's Office. At this time there is no deadline to file a complaint to determine dischargeability of debts. The Bankruptcy Clerk's Office must receive the complaint and any required filing fee for any such complaint filed.

Bankruptcy Clerk's Office. Any paper that you file in this bankruptcy case should be filed at the Bankruptcy Clerk's Office at the address listed below. You may inspect all papers filed, including the list of the Debtors' property and debts and the list of the property claimed as exempt, at the Bankruptcy Clerk's Office.

Address of the Clerk of the Bankruptcy Court:

United States Bankruptcy Court
One Bowling Green
New York, NY 10004

Hours: 8:30 a.m. – 5:00 p.m.

Creditor with a Foreign Address. Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.

All pleadings filed with, and orders granted by, the Bankruptcy Court are available for inspection on the Bankruptcy Court's internet site at www.nysb.uscourts.gov and at no cost from the Debtors' restructuring website: <http://www.kccllc.net/TGHI>. They are also available upon request for no fee by calling (866) 927-7081 (Toll Free) or (310) 751-2653 (for international callers) or sending an email to: TGHIinfo@kccllc.com.

Summary of the Prepack Plan

Copies of the Prepack Plan and the Disclosure Statement may be obtained upon request of the Debtors' counsel at the address specified below and are on file with the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004, where they are available for review between the hours of 8:00 a.m. to 4:00 p.m. (Prevailing New York time). The Prepack Plan and Disclosure Statement also are available for inspection on the Court's Internet site at www.nysb.uscourts.gov or free of charge on the Debtors' restructuring website at <http://www.kccllc.net/TGHI>. Additionally, parties may contact the Debtors' Notice and Claims Agent at (866) 927-7081 (Toll Free) or (310) 751-2653 (for international callers) or TGHIinfo@kccllc.com.

Classification and Treatment of Claims and Equity Interests. The following chart summarizes the treatment provided by the Prepack Plan to each class of Claims and Equity Interests and indicates the acceptance or rejections of the Prepack Plan by each class entitled to vote.

Class	Claims and Equity Interests	Treatment of Allowed Claims	Status	Voting Rights	Estimated Allowed Amount³	Projected Recovery
Class 1	Other Priority Claims	Except to the extent that a holder of an Allowed Other Priority Claim agrees in writing to less favorable treatment, in full and final satisfaction, settlement and release and in exchange for each Allowed Other Priority Claim, each holder of an Allowed Other Priority Claim will receive payment in Cash in an amount equal to such Allowed Other Priority Claim as soon as practicable after the later of (i) the Effective Date and (ii) thirty (30) days after the date when such Other Priority Claim becomes an Allowed Other Priority Claim.	Unimpaired	Deemed to Accept	None	100%
Class 2	Other Secured Claims	Except to the extent that a holder of an Allowed Other Secured Claim agrees in writing to less favorable treatment, at the option of the Debtors, in full and final satisfaction, settlement and release of and in exchange for such Other Secured Claim, each holder of an Allowed Other Secured Claim will either: (i) receive Cash in an amount equal to such Allowed Other Secured Claim, including any interest on such Allowed Other Secured Claim, if such interest is required to be paid pursuant to sections 506(b) and/or 1129(a)(9) of the Bankruptcy Code, as soon as practicable after the later of (a) the Effective Date, and (b) thirty (30) days after the date such Other Secured Claim becomes an Allowed Other Secured Claim, or (ii) receive the Collateral securing its Allowed Other Secured Claim as soon as practicable after the later of (a) the Effective Date and (b) thirty (30) days after the date such Other Secured Claim becomes an Allowed Other Secured Claim.	Unimpaired	Deemed to Accept	None	100%

³ The estimated aggregate Allowed amount of the Claims in each Class is as of January 31, 2016, and does not include potential damages claims that may arise as a result of the rejection of executory contracts or unexpired leases.

Class 3	Prepetition \$20 Million Facility Claims	In exchange for each Prepetition \$20 Million Facility Claim, each holder of an Allowed Prepetition \$20 Million Facility Claim will, on the Effective Date, allocate its right to receive a distribution of the Transaction Consideration and any Distributable Holdings Assets to the holders of Allowed Class 5 Unsecured Claims against Holdings, provided, however, that for the avoidance of doubt the treatment of the Prepetition \$20 Million Facility Claims pursuant to the Plan will not constitute a release of any Prepetition \$20 Million Facility Claims held by holders of Allowed Prepetition \$20 Million Claims against any entity other than the Debtors.	Impaired	Entitled to Vote	\$21,019,178.08	0%
Class 4	General Unsecured Claims against Parent	In full and final satisfaction, settlement and release of and in exchange for each Allowed General Unsecured Claim against Parent, each holder of an Allowed General Unsecured Claim against Parent will receive its pro rata share of the Distributable Parent Assets, if any. There are not projected to be any Distributable Parent Assets.	Impaired	Deemed to Reject	\$52,733,222.82	0%
Class 5	General Unsecured Claims against Holdings	In full and final satisfaction, settlement and release of and in exchange for each Allowed General Unsecured Claim against Holdings, on the Effective Date, (i) each holder of an Allowed Class 6 Claim that votes to accept the Plan by the Voting Deadline will receive its pro rata share of: (x) the Fixed Transaction Consideration Payment, (y) any Distributable Holdings Assets, and (z) the Residual Funded Amount; and (ii) alternatively, each holder of an Allowed Class 6 Claim that either votes to reject the Plan or does not vote on the Plan by the Voting Deadline will receive its pro rata share of (a) the Fixed Transaction Consideration Payment, and (b) any Distributable Holdings Assets.	Impaired	Entitled to Vote	\$8,323,999.13	11-13%
Class 6	Intercompany Claims	On the Effective Date or as soon thereafter as is practicable, the Intercompany Claims will be deemed extinguished and released, and will not receive any distributions under the Plan.	Impaired	Deemed to Reject	N/A	0%

Class 7	Equity Interests in Holdings	On the Effective Date, Equity Interests in Holdings will be cancelled and will be of no further force and effect, whether surrendered for cancellation or otherwise and holders of Equity Interests will not receive or retain any property under the Plan on account of such Equity Interests in Holdings.	Impaired	Deemed to Reject	N/A	0%
Class 8	Equity Interests in Parent	On the Effective Date, Equity Interests in Parent will be cancelled and will be of no further force and effect, whether surrendered for cancellation or otherwise and holders of Equity Interests will not receive or retain any property under the Plan on account of such Equity Interests in Parent.	Impaired	Deemed to Reject	N/A	0%

Releases, Exculpations and Injunctions

Please be advised that the Prepack Plan contains certain discharge, release, exculpation, and injunction provisions. For purposes of these sections the following definitions shall apply:

“Released Parties” means each of: (a) the Debtors and the Post-Effective Date Debtors, (b) the Supporting PIK Noteholders, (c) the Prepetition \$20 Million Facility Agent, (d) the Prepetition \$20 Million Facility Lenders, (e) the PIK Administrative Agent, (f) the parties to the Transaction Support Agreement, including any joinder thereto, and (g) with respect to each of the foregoing in clauses (a) through (f), such entities’ predecessors, Professionals, successors and assigns, subsidiaries, funds, portfolio companies, and each of their respective current and former officers, directors, employees, managers, attorneys, financial advisors, accountants, investment bankers, consultants, management companies or other professionals or representatives, in each case solely in their capacity as such.

“Releasing Parties” means each of: (a) the Supporting PIK Noteholders, (b) the Prepetition \$20 Million Facility Agent, (c) the Prepetition \$20 Million Facility Lenders, (d) the PIK Administrative Agent, (e) the parties to the Transaction Support Agreement, including any joinder thereto, (f) any holder of a Claim that either is deemed to accept the Plan or votes to accept the Plan, and (g) with respect to each of the foregoing in clauses (a) through (f), such entities’ predecessors, Professionals, successors and assigns, subsidiaries, funds, portfolio companies, and each of their respective current and former officers, directors, employees, managers, attorneys, financial advisors, accountants, investment bankers, consultants, management companies or other professionals or representatives, in each case solely in their capacity as such.

Releases by Debtors. On the Effective Date, and notwithstanding any other provisions of the Plan, the Debtors and the Post-Effective Date Debtors, on behalf of themselves and their Estates, will be deemed to unconditionally release the Released Parties from any and all claims, obligations, suits, judgments, damages, rights, Causes of Action and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, assertable on behalf of or derivative from the

Debtors, based in whole or in part upon actions taken solely in their respective capacities described herein or in the Plan or any omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date in any way relating to the Debtors and their businesses and affairs, the Formerly Owned Operating Businesses and their businesses and affairs, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any security of the Debtors, their businesses and affairs the Disclosure Statement, the Transaction Support Agreement, the Transactions (as defined the Transaction Support Agreement) including, without limitation actions taken during the Forbearance and Marketing Period and/or in connection with the Collateral Agent Stock Turnover, the Escrow Agreement, the PIK Notes Agency Agreement, the Plan or agreements, instruments, or other documents related to any of the foregoing, provided, however, that (a) no individual will be released from any act or omission that constitutes fraud, willful misconduct, gross negligence, or breach of fiduciary duty (if any), as determined by a Final Order, (b) the Post-Effective Date Debtors will not relinquish or waive the right to assert any of the foregoing as a legal or equitable defense or right of set-off or recoupment against any Claims of any such persons asserted against the Debtors, (c) nothing herein or in the Plan will operate as a waiver or release of any claims held by the Debtors against the Released Parties, including for the enforcement of the Transaction Support Agreement and any subordination provisions therein; provided, however, that any claims for actions or inactions taken by the Released Parties relating to the marketing of the Debtors, the Formerly Owned Operating Businesses and/or their respective assets during the Forbearance and Marketing Period and for the Collateral Agent Stock Turnover are released as set forth in this section, and (d) the foregoing release applies to the Released Parties solely in their respective capacities described in the Plan.

Releases by Holders of Claims. To the fullest extent permissible under applicable law, and except as otherwise provided in the Plan or the Confirmation Order, on and after the Effective Date, the Releasing Parties shall be deemed to unconditionally release the Released Parties and their respective property from any and all Claims, debts, obligations, rights, suits, judgments, damages, actions, causes of action, remedies, and liabilities of any nature whatsoever, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, at law, in equity, or otherwise, they hold that are in connection with any of the Debtors and their businesses and affairs, the Formerly Owned Operating Businesses and their businesses and affairs, the Debtors' respective Estates, Assets or properties, the Transactions (as defined in the Transaction Support Agreement), the Plan, or these Chapter 11 Cases; provided, however, that the foregoing releases by the Releasing Parties shall not operate to waive or release any Released Party on account of liability that is judicially determined pursuant to a Final Order to have resulted from such Released Party's fraud, willful misconduct, gross negligence, or breach of fiduciary duty, if any.

Exculpation and Injunction. The Debtors and the other Released Parties (i) will have no liability whatsoever to any holder or purported holder of an Administrative Claim, Claim, or Equity Interest for any act or omission that occurred prior to, during and/or in connection with the Chapter 11 Cases and/or in connection with, or arising out of, the preparation and filing of the Chapter 11 Cases, the events and circumstances leading up to the Chapter 11 Cases, the Transaction Support Agreement (including,

without limitation, negotiation and implementation thereof), the Transactions (as defined in the Transaction Support Agreement), including but not limited to, the prepetition marketing of the Debtors and the Formerly Owned Operating Businesses and/or the Collateral Agent Stock Turnover, and the Escrow Agreement, the PIK Notes Agency Agreements, preparation, negotiation, and filing of the Plan, the Disclosure Statement, the pursuit of approval of the Disclosure Statement or the solicitation of votes for confirmation of the Plan, the Chapter 11 Cases, the consummation of the Plan, the administration of the Plan or the property to be distributed under the Plan, or any transaction contemplated by the Plan, Disclosure Statement, the Transaction Support Agreement, or the Escrow Agreement, or any agreements, instruments, or other documents related to any of the foregoing, or in furtherance thereof, except for any act or omission that constitutes fraud, willful misconduct, gross negligence, or breach of fiduciary duty (if any) as determined by a Final Order, and (ii) in all respects, will be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan. For the avoidance of doubt, nothing in the Plan will operate as a waiver or release of any claims held by the Debtors against the Released Parties for the enforcement of the Transaction Support Agreement and any subordination provisions therein; provided, however, that any claims for actions or inactions taken by the Released Parties relating to the marketing of the Debtors, the Formerly Owned Operating Businesses and/or their respective assets during the Forbearance and Marketing Period and for the Collateral Agent Stock Turnover are released as set forth in this section. This exculpation will be in addition to, and not in limitation of, all other releases, indemnities, exculpations and any other applicable law or rules protecting such Released Parties from liability. Without limiting the generality of the foregoing, the Released Parties will be entitled to and granted the protections and benefits of section 1125(e) of the Bankruptcy Code. Pursuant to section 105 of the Bankruptcy Code, no holder or purported holder of an Administrative Claim, Claim or Equity Interest will be permitted to commence or continue any Cause of Action, employment of process, or any act to collect, offset, or recover any Claim against a Released Party that accrued on or before the Effective Date and that has been released or waived pursuant to the Plan. Notwithstanding anything herein or in the Plan to the contrary, no Released Party shall be exculpated from any liability resulting from any act or omission that limits the liability of any Person pursuant to N.Y. Comp. Codes R. & Regs. Tit. 22 § 1200.8 Rule 1.8(h)(1) (2009) as determined by Final Order and any other statutes, rules or regulations dealing with professional conduct to which such professionals are subject; provided that each Released Party shall be entitled to rely upon the advice of counsel concerning his, her or its duties pursuant to, or in connection with, the Plan or any other related document, instrument, or agreement; provided, however, that any party seeking to assert such a claim against any such attorney must first seek relief, on proper notice, from the Bankruptcy Court.

INJUNCTION. FROM AND AFTER THE EFFECTIVE DATE, ALL PERSONS ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY CAUSE OF ACTION RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN OR THE CONFIRMATION ORDER.

FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED BY ARTICLE V OF THE PLAN, THE RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING

OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, CAUSE OF ACTION OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, EQUITY INTEREST OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO ARTICLE V OF THE PLAN OR THE CONFIRMATION ORDER.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THE PLAN, ALL PERSONS WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS OR EQUITY INTERESTS THAT HAVE BEEN RELEASED PURSUANT TO ARTICLE V OF THE PLAN OR ARE SUBJECT TO EXCULPATION PURSUANT TO ARTICLE V OF THE PLAN ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (1) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR EQUITY INTERESTS; (2) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST SUCH RELEASED PARTIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR EQUITY INTERESTS; (3) CREATING, PERFECTING OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH RELEASED PARTIES OR THE PROPERTY OR ESTATES OF SUCH RELEASED PARTIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR EQUITY INTERESTS; (4) ASSERTING ANY RIGHT OF SETOFF OR SUBROGATION OF ANY KIND AGAINST ANY OBLIGATIONS DUE FROM THE DEBTORS OR THE POST -EFFECTIVE DATE DEBTORS OR AGAINST THE PROPERTY OR INTERESTS IN PROPERTY OF THE DEBTORS ON ACCOUNT OF ANY SUCH CLAIM; AND (5) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR EQUITY INTERESTS RELEASED OR SETTLED PURSUANT TO THE PLAN.

THE RIGHTS AFFORDED IN THE PLAN AND THE TREATMENT OF ALL CLAIMS AND EQUITY INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND EQUITY INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THEIR ASSETS, PROPERTY OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THE PLAN WITH RESPECT TO THE AMENDED AND RESTATED TERM LOAN FACILITIES, AND THE EQUITY INTERESTS IN PARENT SHALL BE CANCELLED.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR HEREIN OR IN OBLIGATIONS ISSUED PURSUANT HERETO FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED, AND ALL EQUITY INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY

WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER SECTION 502(G) OF THE BANKRUPTCY CODE.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THE PLAN, ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THEIR ESTATES, EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, AND EACH OF ITS ASSETS AND PROPERTIES, AND EACH OF THE RELEASED PARTIES, ANY OTHER CLAIMS OR EQUITY INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS OR ANY ACT OR OMISSION, TRANSACTION OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE RELATED TO THE DEBTORS, THE FORMERLY OWNED OPERATING BUSINESSES AND THEIR RESPECTIVE BUSINESSES.

**Notice of Combined Hearing on Confirmation of the Prepack Plan,
Solicitation Procedures and the Adequacy of the Disclosure Statement**

The hearing to consider the adequacy of the Disclosure Statement, any objections to the Disclosure Statement, confirmation of the Prepack Plan, any objections thereto, and any other matter that may properly come before the Court shall be held before the Honorable [], United States Bankruptcy Judge, at the United States Bankruptcy Court, One Bowling Green, New York, New York, 10004, on [], 2016 at ____ __.m. (Prevailing New York time) (the “Combined Hearing”). The Combined Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates in open court or at the Combined Hearing and which notice will be available on the electronic case filing docket.

Any objections (each, an “**Objection**”) to the Solicitation Procedures, the Disclosure Statement or the Prepack Plan, must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest beneficially owned by such Entity; and (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Prepack Plan that would resolve such objection.

Objections must be filed with the Court and served so as to be actually received no later than [____], 2016 at 4:00 p.m. (Prevailing New York time) (the “**Objection Deadline**”) by: (i) the Debtors, Attn: Christopher Layden (layden@yorkstreetcapital.com); (ii) proposed counsel for the Debtors, Klestadt Winters Jureller Southard & Stevens, LLP, Attn: Tracy L. Klestadt, Esq. (tklestadt@klestadt.com), and Joseph C. Corneau, Esq. (jcorneau@klestadt.com); (iii) proposed special counsel for the Debtors, Kramer Levin Naftalis & Frankel LLP, Attn: Adam C. Rogoff, Esq. (arogoff@kramerlevin.com) and Anupama Yerramalli, Esq. (ayerramalli@kramerlevin.com); (iv) the Office of the U.S. Trustee for the Southern District of New York, Attn: Andrew Velez-Rivera, Esq. (andy.velez-rivera@usdoj.gov) and Susan Arbeit, Esq. (susan.arbeit@usdoj.gov); (v) the Prepetition \$20 Million Facility Lenders, with a copy to Stroock & Stroock & Lavan LLP, Attn: Brett Lawrence, Esq. (blawrence@stroock.com), Jayme Goldstein, Esq. (jgoldstein@stroock.com), and Daniel Ginsberg, Esq. (dginsberg@stroock.com);

(vi) the Prepetition \$20 Million Facility Agent, Wilmington Trust, National Association, Attn: Jeffery Rose (jrose@wilmingtontrust.com) with copy to Kaye Scholer LLP, Attn: Alan Glantz (alan.glantz@kayescholer.com); (vii) the PIK Note Administrative Agent, Law Debenture Trust Company of New York, Attn: Frank Godino (frank.godino@lawdeb.com) and Thomas Musarra (Thomas.musarra@lawdeb.com), with a copy to Curtis, Mallet-Prevost, Colt & Mosle, LLP, Attn: Steven Reisman, Esq. (sreisman@curtis.com), Joshua Geller, Esq. (jgeller@curtis.com), and James Drew, Esq. (jdrew@curtis.com); (viii) counsel for any statutory committee appointed in the Chapter 11 Cases; (ix) the Internal Revenue Service; and (x) any party filing a notice of appearance and request for service of papers in each case so as to be received by the Objection Deadline.

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

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

**Notice of Deadline Requiring Filing of
Proofs of Claim by Certain Holders of Claims**

PLEASE TAKE FURTHER NOTICE that: On February [___], 2016, the Court entered an order establishing the following deadlines to file claims (the "**Bar Dates**"):

General Bar Date. The deadline by which holders of claims (other than governmental units) must file proofs of claim shall be [____], 2016 at 5:00 p.m. (prevailing New York time) (the "**General Bar Date**").

Governmental Bar Date: [____], 2016 at 5:00 p.m. (prevailing New York time) is the deadline by which governmental units holding claims must file proofs of claim (the "**Governmental Bar Date**").

The Debtors will be filing schedules of assets and liabilities ("**Schedules**") and statements of financial affairs for each of the Debtors within the time periods prescribed by the Bankruptcy Code and Bankruptcy Rules, and no later than [____], 2016⁴. In the event any of the Debtors subsequently amend their schedules of assets and liabilities in accordance with Local Rule 1009-1(c) after they are filed with the Court, holders of Applicable Claims affected by the amendment must file proofs of claim with respect to such Applicable Claim by the later of (a) the applicable Bar Date, or (b) 5:00 p.m., prevailing New York Time, on the day that is twenty-one (21) days from the date on which the Debtors provide notice of the amendment to the Schedules at the addresses and in the form set forth herein.

⁴ The Debtors reserve their rights to seek an extension of such time periods in accordance with the Bankruptcy Code, the Bankruptcy Rules and applicable precedent.

1. WHO MUST FILE A PROOF OF CLAIM

You MUST file a proof of claim on or prior to the General Bar Date or the Governmental Bar Date, as applicable, to share in distributions from the Debtors' bankruptcy estates if you have an claim that arose prior to the Petition Date, and it is not one of the types of claims described in Section 3 below. Applicable Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the General Bar Date or the Governmental Bar Date, as applicable, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this notice, the word "claim" means: (a) a 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) a 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.

2. PROCEDURES FOR FILING PROOFS OF CLAIM

The following procedures for filing Proofs of Claim shall apply:

- a. Proofs of Claim filed against the Debtors must substantially conform to Official Bankruptcy Form No. 10 (the "**Proof of Claim Form**").
- b. Proofs of Claim must be filed by mailing or delivering the original Proof of Claim by hand to the Debtors' Claims Agent (the "**Claims Agent**") at:

TGHI Claim Processing
c/o Kurtzman Carson Consultants LLC
1290 Avenue of the Americas, 9th Floor
New York, NY 10104

- c. Proofs of Claim will be deemed filed only when received by the Claims Agent on or before the applicable Bar Date.
- d. Proofs of Claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency.
- e. Proofs of Claim must specify by name and case number the Debtor against which the claim is filed.
- f. The Claims Agent shall not be required to accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission.

- g. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim on or before the date that is thirty (30) days after the date a final and non-appealable order is entered approving the Debtor's rejection of the executory contract or unexpired lease.
- h. Holders of equity interests in the Debtors need not file proofs of interest with respect to the ownership of such interests, provided, however, that if any such holder asserts a claim against the Debtors (including a claim relating to an interest or the purchase or sale of such interests), a Proof of Claim for such claim must be filed on or prior to the General Bar Date pursuant to the procedures set forth herein.
- i. In the event that the Debtors supplement or amend their Schedules to (i) designate a claim as disputed, contingent, or unliquidated, (ii) change the amount of a claim reflected therein, (iii) change the classification of a claim reflected therein, (iv) remove a claim reflected therein, or (v) add a claim that was not listed on the Schedules, the Debtor shall notify the claimant of the supplement or amendment. The deadline for any holder of a claim so designated, changed, or added to file a Proof of Claim on account of any such claim is the later of (i) the applicable Bar Date and (ii) the date that is thirty (30) days after the Debtor provides notice of the supplement or amendment.

3. WHO NEED NOT FILE A PROOF OF CLAIM

- a. Any person or entity that has already filed a proof of claim against the Debtors with the Bankruptcy Court or Claims Agent in a form substantially similar to the Proof of Claim Form;
- b. Any person or entity whose claim is listed on the Schedules filed by the Debtors, provided that (a) the claim is not scheduled as "disputed," "contingent" or "unliquidated;" and (b) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (c) the claimant does not dispute that the claim is an obligation of the Debtors against which the claim is listed on the Schedules;
- c. Any holder of a Prepetition \$20 Million Facility Claim;
- d. Any holder of a Parent PIK Note Claims and Holdings PIK Note Claims (as such terms are defined in the Plan);
- e. Any holder of a claim that heretofore has been allowed by order of this Court;
- f. Any person or entity whose claim has been paid in full by the Debtors;

- g. Any holder of a claim for which specific deadlines have previously been fixed by this Court;
- h. Any non-debtor affiliates of the Debtors having a claim against the Debtors;
- i. Any holder of a claim allowable under section 503(b) and section 507(a)(2) of the Bankruptcy Code as an expense in administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- j. Professionals whose retentions in these chapter 11 cases have been approved by the Bankruptcy Court, to the extent that such professional's claim against the Debtors is for post-petition amounts due.

This notice is being sent to various persons and entities that have had some relationship with or have done business with the Debtors but may or may not have a claim. The fact that you have received this notice does not mean that you have a claim or that the Debtors or the Court believes that you have an claim against the Debtors.

4. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATES

Any holder of a claim that is required, but fails, to file a proof of claim in accordance with the Scheduling Order on or before the applicable Bar Date shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto), and such holder shall not be treated as a creditor with respect to such claim for the purpose of distribution in these Chapter 11 Cases or be entitled to receive further notices regarding such claim.

Notice of Meeting of Creditors and Deadlines

PLEASE TAKE FURTHER NOTICE that the Debtors have requested that the Bankruptcy Court direct the U.S. Trustee not to convene a meeting of creditors pursuant to section 341(a) of the Bankruptcy Code or to appoint any statutory committee pursuant to section 1102 of the Bankruptcy Code, unless the Prepack Plan is not confirmed within ninety (90) days after the Petition Date.

Dated: New York, New York
February __, 2016

**KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP**

By: DRAFT

Tracy L. Klestadt
Joseph C. Corneau
200 West 41st Street, 17th Floor
New York, New York 10036
Tel: (212) 972-3000
Fax: (212) 972-2245
Email: tklestadt@klestadt.com
jcorneau@klestadt.com

*Proposed Counsel for the Debtors
and Debtors in Possession*

Annex 2

Form of Publication Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : Chapter 11
:
TGHI, INC., et al., : Case No. 16-10300(MEW)
:
Debtors. : Joint Administration Requested
:
-----X

**NOTICE OF (I) COMMENCEMENT OF PREPACKAGED
CHAPTER 11 BANKRUPTCY CASES, (II) COMBINED
HEARING ON SOLICITATION PROCEDURES, DISCLOSURE
STATEMENT AND CONFIRMATION OF THE PREPACKAGED
PLAN OF LIQUIDATION AND (III) ESTABLISHMENT OF BAR
DATES AND RELATED MATTERS AND SUMMARY OF THE
PREPACKAGED PLAN OF LIQUIDATION**

NOTICE OF COMMENCEMENT

PLEASE TAKE NOTICE THAT on February 8, 2016 (the “**Petition Date**”), TGHI, Inc. and Parent THI, Inc., the above-captioned debtors and debtors in possession (the “**Debtors**”) filed with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) (i) a proposed prepackaged plan of liquidation (the “**Prepack Plan**”) and (ii) a related disclosure statement (the “**Disclosure Statement**”) pursuant to sections 1125 and 1126(b) of title 11 of the United States Code (the “Bankruptcy Code”). Copies of the Prepack Plan and the Disclosure Statement may be obtained upon request of the Debtors' counsel at the address specified below and are on file with the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004, where they are available for review between the hours of 8:00 a.m. to 4:00 p.m. (Prevailing New York time). The Prepack Plan and Disclosure Statement also are available for inspection on the Court's Internet site at www.nysb.uscourts.gov or free of charge on the Debtors' restructuring website at <http://www.kccllc.net/TGHI>. Additionally, parties may contact the Debtors' Notice and Claims Agent at (866) 927-7081 (Toll Free) or (310) 751-2653 (for international callers) or TGHIinfo@kccllc.com.

NOTICE OF COMBINED HEARING

PLEASE TAKE FURTHER NOTICE THAT the hearing to consider the adequacy of the Disclosure Statement, any objections to the Disclosure Statement, confirmation of the Prepack Plan, any objections thereto, and any other matter that may properly come before the Court shall be held before the Honorable [], United States Bankruptcy Judge, at the United States Bankruptcy Court, One Bowling Green, New York, New York, 10004, on [], 2016 at _____.m. (Prevailing New York time) (the “**Combined Hearing**”). The Combined Hearing

may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates in open court or at the Combined Hearing and which notice will be available on the electronic case filing docket.

PLEASE TAKE FURTHER NOTICE THAT any objections (each, an “**Objection**”) to the Solicitation Procedures, the Disclosure Statement or the Prepack Plan, must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest beneficially owned by such Entity; and (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Prepack Plan that would resolve such objection.

PLEASE TAKE FURTHER NOTICE THAT Objections must be filed with the Court and served so as to be actually received no later than [___], 2016 at 4:00 p.m. (Prevailing New York time) (the “**Objection Deadline**”) by: the (i) the Debtors, Attn: Christopher Layden (layden@yorkstreetcapital.com); (ii) proposed counsel for the Debtors, Klestadt Winters Jureller Southard & Stevens, LLP, Attn: Tracy L. Klestadt, Esq. (tklestadt@klestadt.com), and Joseph C. Corneau, Esq. (jcorneau@klestadt.com); (iii) proposed special counsel for the Debtors, Kramer Levin Naftalis & Frankel LLP, Attn: Adam C. Rogoff, Esq. (arogoff@kramerlevin.com) and Anupama Yerramalli, Esq. (ayerramalli@kramerlevin.com); (iv) the Office of the U.S. Trustee for the Southern District of New York, Attn: Andrew Velez-Rivera, Esq. (andy.velez-rivera@usdoj.gov) and Susan Arbeit, Esq. (susan.arbeit@usdoj.gov); (v) the Prepetition \$20 Million Facility Lenders, with a copy to Stroock & Stroock & Lavan LLP, Attn: Brett Lawrence, Esq. (blawrence@stroock.com), Jayme Goldstein, Esq. (jgoldstein@stroock.com), and Daniel Ginsberg, Esq. (dginsberg@stroock.com); (vi) the Prepetition \$20 Million Facility Agent, Wilmington Trust, National Association, Attn: Jeffery Rose (jrose@wilmingtontrust.com) with copy to Kaye Scholer LLP, Attn: Alan Glantz (alan.glantz@kayescholer.com); (vii) the PIK Note Administrative Agent, Law Debenture Trust Company of New York, Attn: Frank Godino (frank.godino@lawdeb.com) and Thomas Musarra (Thomas.musarra@lawdeb.com), with a copy to Curtis, Mallet-Prevost, Colt & Mosle, LLP, Attn: Steven Reisman, Esq. (sreisman@curtis.com), Joshua Geller, Esq. (jgeller@curtis.com), and James Drew, Esq. (jdrew@curtis.com); (viii) counsel for any statutory committee appointed in the Chapter 11 Cases; (ic) the Internal Revenue Service; and (x) any party filing a notice of appearance and request for service of papers in each case so as to be received by the Objection Deadline.

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

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

Notice of Bar Dates

PLEASE TAKE FURTHER NOTICE THAT on [___], 2016, the Court entered an order establishing the following bar dates:

General Bar Date: [] at 5:00 p.m. (prevailing New York time) (the “**General Bar Date**”) is the last date and the deadline by which the following holders of Claims and Equity Interests, other than governmental units, must file proofs of claim: holders claims that are either (a) not listed on the Debtors’ schedules of assets and liabilities, (b) listed as disputed, contingent, or unliquidated on the Debtors’ schedules of assets and liabilities, or (c) listed in amounts or priorities that the holders of such claims believe are inaccurate.

Governmental Bar Date: [] at 5:00 p.m. (prevailing New York time) is the deadline by which governmental units holding claims must file proofs of claim (the “**Governmental Bar Date**” and, together with the General Bar Date, the “**Bar Dates**”).

If you are a holder of an claim of the type set forth above, you MUST file a proof of claim by the General Bar Date or the Governmental Bar Date, as applicable, so that it is actually received by Debtors' notice and claims agent, Kurtzman Carson Consultants LLC (the "**Claims Agent**") at TGH Claims Processing, c/o Kurtzman Carson Consultants LLC, 1290 Avenue of the Americas, 9th Floor, New York, NY 10104. Copies of the proof of claim form may be obtained free of charge at the Debtors’ restructuring website at <http://www.kccllc.net/TGHI> or by contacting the Claims Agent at: (866) 927-7081 (Toll Free) or (310) 751-2653 (for international callers) or TGHInfo@kccllc.com.

PLEASE TAKE FURTHER NOTICE that any holder of a claim that is required, but fails, to file a proof of claim in accordance with the Scheduling Order on or before the applicable Bar Date shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto), and such holder shall not be treated as a creditor with respect to such claim for the purpose of distribution in these Chapter 11 Cases or be entitled to receive further notices regarding such claim.

Proofs of Claim must be filed by mailing or delivering the original Proof of Claim by hand to the Debtors' Claims Agent at:

TGHI Claims Processing
c/o Kurtzman Carson Consultants LLC
1290 Avenue of the Americas, 9th Floor
New York, NY 10104

All holders of Applicable Claims should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

EXHIBIT B

Form of Ballot

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 (AS DEFINED BELOW) OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

IMPORTANT: NO CHAPTER 11 CASES HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. THE DEBTORS INTEND TO FILE CHAPTER 11 CASES AND SEEK CONFIRMATION OF THE PLAN (AS DEFINED BELOW) BY THE BANKRUPTCY COURT SHORTLY AFTER THE VOTING DEADLINE.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
TGHI, INC., et al., : Case No. 16-____ ()
:
Debtors.¹ : Joint Administration To Be
: Requested
:
-----X

**BALLOT FOR ACCEPTING OR REJECTING
PREPACKAGED PLAN OF LIQUIDATION OF THE DEBTORS
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 3—Prepetition \$20 Million Facility Claims

IMPORTANT

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

Your vote MUST be received by Kurtzman Carson Consultants, LLC (“**KCC**” or the “**Voting Agent**”) by no later than 4:00 P.M. (Prevailing New York Time) on **February 5, 2016** (the “**Voting Deadline**”).

Your rights are described in the Plan (as defined below) and the Disclosure Statement (as defined below), which were included in the solicitation package. Please review the accompanying Plan and Disclosure Statement carefully before submitting a Ballot. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim under the Plan.

This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.

If you are a holder of a Class 3 Prepetition \$20 Million Facility Claim, please use this ballot (the “**Ballot**”) to cast your vote to accept or reject the Prepackaged Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code (the “**Plan**”) which is being proposed by the Debtors. The Plan is **Exhibit A** to the Disclosure Statement for the Plan (the “**Disclosure Statement**”), which accompanies this Ballot.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is (i) accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan and (ii) if it otherwise satisfies the requirements of section 1129(a) of title 11 of the United States Code (the

¹ The Debtors are Parent THI, Inc. (5521) (“**Parent**”) and TGHI, Inc. (3814) (“**Holdings**”).

“Bankruptcy Code”). If the requisite acceptances are not obtained, the Bankruptcy Court (as defined in the Plan) may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

To have your vote counted you must complete, sign and return the Ballot in accordance with the below instructions. You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

VOTING INSTRUCTIONS

- (a) Capitalized terms used in this Ballot and the instructions that are not otherwise defined have the meanings given to them in the Plan or the Disclosure Statement, as applicable.
- (b) Please read and follow these instructions carefully. You must submit your Ballot to KCC so that it is actually received by KCC no later than 4:00 P.M. (Prevailing New York Time) on **February 5, 2016**, or your Ballot will not be counted.
- (c) In order for your vote to count, you must follow the below instructions:

HOW TO VOTE

1. Complete Item 1 and Item 2.
2. Review the acknowledgments and certifications contained in Item 4.
3. **SIGN THE BALLOT.** Unsigned ballots will not be counted.
4. RETURN the ballot by **February 5, 2016** no later than 4:00 P.M. (Prevailing New York Time) by one of the following methods:
 - (a) by e-mail to: TGHIinfo@kccllc.com; or
 - (b) by hand delivery, overnight courier or mail to: TGHI Ballot Processing, c/o Kurtzman Carson Consultants LLC, 1290 Avenue of the Americas, 9th Floor, New York, NY 10104.***E-Mail submission of the Ballot is preferred.***
5. You MUST vote the FULL amount of the allowed Class 3 Prepetition \$20 Million Facility Claim to accept or reject the Plan and **may not split your vote**.
6. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**

- (d) If you believe you received the wrong ballot, or if you need additional ballots, please immediately contact KCC at (917) 281-4833.
- (e) If multiple Ballots are received from the same Person with respect to the same Claims prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballot.
- (f) Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.
- (g) Properly executed Ballots that indicate both acceptance and rejection of the Plan or that do not indicate either acceptance or rejection of the Plan will not be counted.
- (h) After the Voting Deadline, no Ballot may be withdrawn or modified without prior approval of the Court.
- (i) This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

If you are the record holder of Claims that are beneficially owned by another party, you may submit a separate Ballot with respect to such portion of Claims that are beneficially owned by such third party, and the vote indicated on such separate Ballot may differ from the vote indicated on Ballots submitted with respect to Claims that you beneficially own yourself or that are beneficially owned by other parties. In no event may you submit Ballots with respect to Claims in excess of the amount of Claims for which you are the record holder as of the Voting Record Date.

Item 1. Voting Classification and Amount. The undersigned hereby certifies that as of February 1, 2016, the undersigned was a holder of a Class 3 Prepetition \$20 Million Facility Claim (or the authorized signatory of such holder) in the following aggregate principal amount.

\$ _____
(enter amount)

Item 2. Vote. The undersigned holder of a Class 3 Prepetition \$20 Million Facility Claim, as described in Item 1 above, hereby votes to (check one box only – if you do not check a box your vote will not be counted):

Accept the Plan <input type="checkbox"/>	Reject the Plan <input type="checkbox"/>
----------------------------------------------------	----------------------------------------------------

Item 3: Releases.

Pursuant to Article V of the Plan:

- *If you return a Ballot and vote to accept the Plan, you are automatically deemed to have accepted the release provisions of the Plan.*
- *If you vote to reject the Plan or if you elect not to return this Ballot, you will not be deemed to accept the release provisions of the Plan.*

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASES:

Article V of the Plan contains the following provision:

Releases by Holders of Claims. To the fullest extent permissible under applicable law, and except as otherwise provided in the Plan or the Confirmation Order, on and after the Effective Date, the Releasing Parties shall be deemed to unconditionally release the Released Parties and their respective property from any and all Claims, debts, obligations, rights, suits, judgments, damages, actions, causes of action, remedies, and liabilities of any nature whatsoever, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, at law, in equity, or otherwise, they hold that are in connection with any of the Debtors, their respective Estates, Assets or properties, the Plan, or these Chapter 11 Cases; provided, however, that the foregoing releases by the Releasing Parties shall not operate to waive or release any Released Party on account of liability that is judicially determined pursuant to a Final Order to have resulted from such Released Party's fraud, willful misconduct, gross negligence or breach of fiduciary duty (if any).

The "Releasing Parties" means each of: (a) the Supporting PIK Noteholders, (b) the Prepetition \$20 Million Facility Agent, (c) the Prepetition \$20 Million Facility Lenders, (d) the PIK Administrative Agent, (e) the parties to the Transaction Support Agreement, including any joinder thereto, (f) any holder of a Claim that either is deemed to accept the Plan or votes to accept the Plan, and (g) with respect to each of the foregoing in clauses (a) through (f), such entities' predecessors, Professionals, successors and assigns, subsidiaries, funds, portfolio companies, and each of their respective current and former officers, directors, employees, managers, attorneys, financial advisors, accountants, investment bankers, consultants, management companies or other professionals or representatives, in each case solely in their capacity as such.

The "Released Parties" means each of: (a) the Debtors and the Post-Effective Date Debtors, (b) the Supporting PIK Noteholders, (c) the Prepetition \$20 Million Facility Agent, (d) the Prepetition \$20 Million Facility Lenders, (e) the PIK Administrative Agent, (f) the parties to the Transaction Support Agreement, including any joinder thereto, and

(g) with respect to each of the foregoing in clauses (a) through (f), such entities' predecessors, Professionals, successors and assigns, subsidiaries, funds, portfolio companies, and each of their respective current and former officers, directors, employees, managers, attorneys, financial advisors, accountants, investment bankers, consultants, management companies or other professionals or representatives, in each case solely in their capacity as such.

Item 4. Acknowledgements and Certifications. By returning this Ballot, the holder of the Class 3 Prepetition \$20 Million Facility Claim identified in Item 1 certifies that:

- (a) it has full power and authority to vote to accept or reject the Plan;
- (b) it was the holder, or an authorized signatory of the holder, of a Class 3 Prepetition \$20 Million Facility Claim described in Item 1 on February 1, 2016;
- (c) it has received a copy of the Plan and Disclosure Statement (and all attachments and supplements thereto) and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement;
- (d) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. By signing the Ballot, you also are acknowledging that your vote is subject to all terms or conditions set forth in the Plan and Disclosure Statement;
- (e) such holder and/or legal and financial advisors acting on its behalf has had the opportunity to ask questions of, and receive answers from, the Debtors concerning the terms of the Plan, the business of the Debtors and other related matters;
- (f) the Debtors have made available to such holder or its agents all documents and information relating to the Plan and related matters reasonably requested by or on behalf of such owner; and
- (g) other than what is included in the materials mailed with this Ballot, such owner has not relied on any statements made or other information received from any Person with respect to the Plan.

BALLOT COMPLETION INFORMATION – COMPLETE THIS SECTION

Claim Holder Name: _____

Signature: _____

Signatory Name (if other than
the Claim Holder):² _____

Name of beneficial owner of claim
(if other than Record Owner): _____

Title: _____

Address: _____

Date Ballot Completed: _____

Phone Number: _____

E-Mail Address: _____

² If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you shall indicate the name of the Person or entity, your relationship with such Person or entity, the amount of the claims being voted and the capacity in which you are casting this Ballot.

THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT PRIOR TO 4:00 P.M. (PREVAILING NEW YORK TIME) ON FEBRUARY 5, 2016.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE DISCLOSURE STATEMENT, THE PLAN OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL KCC AT (917) 281-4833.

PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

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 (AS DEFINED BELOW) OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

IMPORTANT: NO CHAPTER 11 CASES HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. THE DEBTORS INTEND TO FILE CHAPTER 11 CASES AND SEEK CONFIRMATION OF THE PLAN (AS DEFINED BELOW) BY THE BANKRUPTCY COURT SHORTLY AFTER THE VOTING DEADLINE.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
TGHI, INC., et al., : Case No. 16-____ ()
:
Debtors.¹ : Joint Administration To Be
: Requested
:
-----X

**BALLOT FOR ACCEPTING OR REJECTING
PREPACKAGED PLAN OF LIQUIDATION OF THE DEBTORS
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 5—General Unsecured Claims Against Holdings

IMPORTANT

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

Your vote MUST be received by Kurtzman Carson Consultants, LLC ("**KCC**") or the "**Voting Agent**") by no later than 4:00 P.M. (Prevailing New York Time) on **February 5, 2016** (the "**Voting Deadline**").

Your rights are described in the Plan (as defined below) and the Disclosure Statement (as defined below), which were included in the solicitation package. Please review the accompanying Plan and Disclosure Statement carefully before submitting a Ballot. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim under the Plan.

This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.

If you are a holder of a Class 5 General Unsecured Claim Against Holdings, please use this ballot (the "**Ballot**") to cast your vote to accept or reject the Prepackaged Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code (the "**Plan**") which is being proposed by the Debtors. The Plan is **Exhibit A** to the Disclosure Statement for the Plan (the "**Disclosure Statement**"), which accompanies this Ballot.

¹ The Debtors are Parent THI, Inc. (5521) ("**Parent**") and TGHI, Inc. (3814) ("**Holdings**").

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is (i) accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan and (ii) if it otherwise satisfies the requirements of section 1129(a) of title 11 of the United States Code (the “**Bankruptcy Code**”). If the requisite acceptances are not obtained, the Bankruptcy Court (as defined in the Plan) may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

To have your vote counted you must complete, sign and return the Ballot in accordance with the below instructions. You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

VOTING INSTRUCTIONS

- (a) Capitalized terms used in this Ballot and the instructions that are not otherwise defined have the meanings given to them in the Plan or the Disclosure Statement, as applicable.
- (b) Please read and follow these instructions carefully. You must submit your Ballot to KCC so that it is actually received by KCC no later than 4:00 P.M. (Prevailing New York Time) on **February 5, 2016**, or your Ballot will not be counted.
- (c) In order for your vote to count, you must follow the below instructions:

HOW TO VOTE

1. Complete Item 1 and Item 2.
2. Review the acknowledgments and certifications contained in Item 4.
3. **SIGN THE BALLOT.** Unsigned ballots will not be counted.
4. **RETURN** the ballot by **February 5, 2016** no later than 4:00 P.M. (Prevailing New York Time) by one of the following methods:
 - (a) by e-mail to: TGHIinfo@kccllc.com; or
 - (b) by hand delivery, overnight courier or mail to: TGIH Ballot Processing, c/o Kurtzman Carson Consultants LLC, 1290 Avenue of the Americas, 9th Floor, New York, NY 10104.***E-Mail submission of the Ballot is preferred.***
5. You **MUST** vote the FULL amount of the allowed Class 5 General Unsecured Claim Against Holdings to accept or reject the Plan and **may not split your vote.**
6. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**

- (d) If you believe you received the wrong ballot, or if you need additional ballots, please immediately contact KCC at (917) 281-4833.
- (e) If multiple Ballots are received from the same Person with respect to the same Claims prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballot.
- (f) Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.
- (g) Properly executed Ballots that indicate both acceptance and rejection of the Plan or that do not indicate either acceptance or rejection of the Plan will not be counted.
- (h) After the Voting Deadline, no Ballot may be withdrawn or modified without prior approval of the Court.

- (i) This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

If you are the record holder of Claims that are beneficially owned by another party, you may submit a separate Ballot with respect to such portion of Claims that are beneficially owned by such third party, and the vote indicated on such separate Ballot may differ from the vote indicated on Ballots submitted with respect to Claims that you beneficially own yourself or that are beneficially owned by other parties. In no event may you submit Ballots with respect to Claims in excess of the amount of Claims for which you are the record holder as of the Voting Record Date.

Item 1. Voting Classification and Amount. The undersigned hereby certifies that as of February 1, 2016, the undersigned was a holder of a Class 5 General Unsecured Claim Against Holdings (or the authorized signatory of such holder) in the following aggregate principal amount.

\$ _____
(enter amount)

Item 2. Vote. The undersigned holder of a Class 5 General Unsecured Claim Against Holdings, as described in Item 1 above, hereby votes to (check one box only – if you do not check a box your vote will not be counted):

Accept the Plan <input type="checkbox"/>	Reject the Plan <input type="checkbox"/>
----------------------------------------------------	----------------------------------------------------

Item 3: Releases.

Pursuant to Article V of the Plan:

- *If you return a Ballot and vote to accept the Plan, you are automatically deemed to have accepted the release provisions of the Plan.*
- *If you vote to reject the Plan or if you elect not to return this Ballot, you will not be deemed to accept the release provisions of the Plan.*

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASES:

Article V of the Plan contains the following provision:

Releases by Holders of Claims. To the fullest extent permissible under applicable law, and except as otherwise provided in the Plan or the Confirmation Order, on and after the Effective Date, the Releasing Parties shall be deemed to unconditionally release the Released Parties and their respective property from any and all Claims, debts, obligations, rights, suits, judgments, damages, actions, causes of action, remedies, and liabilities of any nature whatsoever, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, at law, in equity, or otherwise, they hold that are in connection with any of the Debtors, their respective Estates, Assets or properties, the Plan, or these Chapter 11 Cases; provided, however, that the foregoing releases by the Releasing Parties shall not operate to waive or release any Released Party on account of liability that is judicially determined pursuant to a Final Order to have resulted from such Released Party's fraud, willful misconduct, gross negligence or breach of fiduciary duty (if any).

The "Releasing Parties" means each of: (a) the Supporting PIK Noteholders, (b) the Prepetition \$20 Million Facility Agent, (c) the Prepetition \$20 Million Facility Lenders, (d) the PIK Administrative Agent, (e) the parties to the Transaction Support Agreement, including any joinder thereto, (f) any holder of a Claim that either is deemed to accept the Plan or votes to accept the Plan, and (g) with respect to each of the foregoing in clauses (a) through (f), such entities' predecessors, Professionals, successors and assigns, subsidiaries, funds, portfolio companies, and each

of their respective current and former officers, directors, employees, managers, attorneys, financial advisors, accountants, investment bankers, consultants, management companies or other professionals or representatives, in each case solely in their capacity as such.

The “Released Parties” means each of: (a) the Debtors and the Post-Effective Date Debtors, (b) the Supporting PIK Noteholders, (c) the Prepetition \$20 Million Facility Agent, (d) the Prepetition \$20 Million Facility Lenders, (e) the PIK Administrative Agent, (f) the parties to the Transaction Support Agreement, including any joinder thereto, and (g) with respect to each of the foregoing in clauses (a) through (f), such entities’ predecessors, Professionals, successors and assigns, subsidiaries, funds, portfolio companies, and each of their respective current and former officers, directors, employees, managers, attorneys, financial advisors, accountants, investment bankers, consultants, management companies or other professionals or representatives, in each case solely in their capacity as such.

Item 4. *Acknowledgements and Certifications.* By returning this Ballot, the holder of the Class 5 General Unsecured Claim Against Holdings identified in Item 1 certifies that:

- (a) it has full power and authority to vote to accept or reject the Plan;
- (b) it was the holder, or an authorized signatory of the holder, of a Class 5 General Unsecured Claim Against Holdings described in Item 1 on February 1, 2016;
- (c) it has received a copy of the Plan and Disclosure Statement (and all attachments and supplements thereto) and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement;
- (d) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. By signing the Ballot, you also are acknowledging that your vote is subject to all terms or conditions set forth in the Plan and Disclosure Statement;
- (e) such holder and/or legal and financial advisors acting on its behalf has had the opportunity to ask questions of, and receive answers from, the Debtors concerning the terms of the Plan, the business of the Debtors and other related matters;
- (f) the Debtors have made available to such holder or its agents all documents and information relating to the Plan and related matters reasonably requested by or on behalf of such owner; and
- (g) other than what is included in the materials mailed with this Ballot, such owner has not relied on any statements made or other information received from any Person with respect to the Plan.

BALLOT COMPLETION INFORMATION – COMPLETE THIS SECTION

Claim Holder Name: _____

Signature: _____

Signatory Name (if other than
the Claim Holder):² _____

Name of beneficial owner of claim
(if other than Record Owner): _____

Title: _____

Address: _____

Date Ballot Completed: _____

Phone Number: _____

E-Mail Address: _____

THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT PRIOR TO 4:00 P.M. (PREVAILING NEW YORK TIME) ON FEBRUARY 5, 2016.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE DISCLOSURE STATEMENT, THE PLAN OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL KCC AT (917) 281-4833.

PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

² If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you shall indicate the name of the Person or entity, your relationship with such Person or entity, the amount of the claims being voted and the capacity in which you are casting this Ballot.