

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

In re:)	
)	Chapter 11
THE RELAY SHOE COMPANY, LLC, <i>et al.</i> ,)	Case No. 18-11145 (LSS)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	Re: Docket Nos. 554 & 557
)	

**NOTICE OF (I) ESTABLISHMENT OF SOLICITATION AND VOTING
PROCEDURES AND (II) FINAL HEARING ON CONFIRMATION OF
COMBINED PLAN AND DISCLOSURE STATEMENT**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 16, 2018, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation* [Docket No. 554] (as may be amended, modified and/or supplemented, the “**Combined Plan and Disclosure Statement**”).²

2. Pursuant to an order, dated October 16, 2018 [Docket No. 557] (the “**Interim Approval and Procedures Order**”), the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) approved the Disclosure Statement set forth in the Combined Plan and Disclosure Statement on an interim basis for solicitation purposes only.

3. A hearing (the “**Confirmation Hearing**”) to consider (a) final approval of the Combined Plan and Disclosure Statement as containing adequate information within the meaning of Section 1125 of the Bankruptcy Code and (b) confirmation of the Combined Plan and Disclosure Statement will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, in Courtroom 2 of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Wilmington, Delaware 19801, **on November 28, 2018 at 10:00 a.m. (Eastern Time)**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the

¹ The debtors and debtors in possession in these cases and the last four digits of their respective Employer Identification Numbers are: Relay Blocker, LLC (f/k/a Rockport Blocker, LLC) (5097), The Relay Group Holdings, LLC (f/k/a The Rockport Group Holdings, LLC) (3025), Relay 1-P Holdings, LLC (f/k/a TRG 1-P Holdings, LLC) (4756), Relay Intermediate Holdings, LLC (f/k/a TRG Intermediate Holdings, LLC) (8931), Relay Class D, LLC (f/k/a TRG Class D, LLC) (4757), The Relay Group, LLC (f/k/a The Rockport Group, LLC) (5559), The Relay Shoe Company, LLC (f/k/a The Rockport Company, LLC) (5456), Drydock Footwear, LLC (7708), DD Management Services LLC (8274), and Relay Opco Canada ULC (f/k/a Rockport Canada ULC) (3548). The debtors’ mailing address is 1220 Washington Street, West Newton, Massachusetts 02465.

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

adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice filed with the Bankruptcy Court.

4. All objections and responses to confirmation of the Plan or the final approval of the adequacy of the Combined Plan and Disclosure Statement must: (1) be in writing; (2) comply with the Bankruptcy Rules and the Local Rules; (3) state the name and address of the objecting party and the amount and nature of the claim or interest owned by such entity; (4) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (5) be filed with the Court with proof of service thereof and served upon the following notice parties so as to be actually received no later than **4:00 p.m. (Eastern Time) on November 19, 2018** (the **“Objection Deadline”**): (a) counsel to the Debtors, Richards, Layton & Finger, P.A., 920 N. King Street, Wilmington, Delaware 19801, Attn: Mark D. Collins, collins@rlf.com, and Michael J. Merchant, merchant@rlf.com; (b) counsel for the ABL Administrative Agent and DIP ABL Agent, (i) Riemer Braunstein LLP, Three Center Plaza, 6th Floor, Boston, Massachusetts, 02108, Attn: Donald E. Rothman, drothman@riemerlaw.com, Lon M. Singer, lsinger@riemerlaw.com, Jaime Rachel Koff, jkoff@riemerlaw.com, and Jeremy Levesque, jlevesque@riemerlaw.com, and (ii) Ashby & Geddes, 500 Delaware Ave., Wilmington, Delaware 19899, Attn: Greg Taylor, GTaylor@ashbygeddes.com; (c) counsel for the Collateral Agent and DIP Notes Agent, (i) Holland & Knight LLP, 131 South Dearborn Street, 30th Floor, Chicago, Illinois 60603 Attn: Joshua Spencer, joshua.spencer@hklaw.com and (ii) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Bradford J. Sandler, bsandler@pszjlaw.com and James E. O'Neill, joneill@pszjlaw.com; (d) counsel for the Prepetition Noteholders and DIP Note Purchasers, (i) Debevoise & Plimpton LLP, 919 Third Avenue, New York, New York 10022, Attn: My Chi To, mcto@debevoise.com and Daniel E. Stroik, destroik@debevoise.com and (ii) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Bradford J. Sandler, bsandler@pszjlaw.com and James E. O'Neill, joneill@pszjlaw.com; (e) counsel to the Committee, (i) Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 Attn: Jay Indyke, jindyke@cooley.com and Robert Winning, rwinning@cooley.com, and (ii) Whiteford, Taylor & Preston LLC, 405 North King Street, Suite 500, Wilmington, Delaware 19801, Attn: Christopher M. Samis, csamis@wtplaw.com and L. Katherine Good, kgood@wtplaw.com; and (f) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Brya M. Keilson, brya.keilson@usdoj.gov.

5. Pursuant to the Interim Approval and Procedures Order, the Bankruptcy Court approved the use of certain materials in the solicitation of votes to accept or reject the Combined Plan and Disclosure Statement and certain procedures for the tabulation of votes to accept or reject the Combined Plan and Disclosure Statement. If you are a holder of a Claim against the Debtors as of **October 12, 2018** and entitled to vote, you have received with this Notice a ballot form (a **“Ballot”**) and instructions for completing the Ballot.

6. For a vote to accept or reject the Combined Plan and Disclosure Statement to be counted, the holder of a Ballot must complete all required information on the Ballot, execute the Ballot and return the completed Ballot in accordance with the instructions so that it is received by **5:00 p.m. (Eastern Time) on November 19, 2018** (the **“Voting Deadline”**). Failure to follow the instructions included with the Ballot, or to return a properly completed Ballot so that it is received by the Voting Deadline, may disqualify such Ballot and vote on the

Combined Plan and Disclosure Statement. **You may also be eligible to submit a Ballot electronically through the online balloting portal. If you wish to do so, please visit the following web address and follow the instructions on that web address:** <https://cases.primeclerk.com/rockport>. The rules and procedures for the tabulation of the votes are outlined in the Interim Approval and Procedures Order.

7. If a holder of a Claim wishes to challenge the allowance or disallowance of a Claim for voting purposes under the Vote Tabulation Procedures (as defined in the Interim Approval and Procedures Order), such person or entity must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing its Claim in a different amount or classification for purposes of voting to accept or reject the Combined Plan and Disclosure Statement (a “**Rule 3018 Motion**”) and serve the Rule 3018 Motion on the Debtors so that it is received no later than **4:00 p.m. (Eastern Time) on November 13, 2018**. The Debtors, or any other party in interest, shall have until 4:00 p.m. (Eastern Time) on November 19, 2018 to file and serve any responses to such motions. Unless the Bankruptcy Court orders otherwise, such Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Vote Tabulation Procedures.

8. **Article XIII.E.2 of the Combined Plan and Disclosure Statement provides that, to the fullest extent permitted under applicable law, all of the Releasing Parties shall be deemed fully, completely, unconditionally, irrevocably, and forever to release the Released Parties of and from any and all Claims and Causes of Action and any other all other interests, obligations, suits, judgments, damages, demands, debts, rights, remedies, setoffs and liabilities whatsoever, whether accrued or unaccrued, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, whether known or unknown, foreseen or unforeseen, existing before the Effective Date, as of the Effective Date or arising thereafter, in law, at equity, whether for tort, contract, violations of statutes (including but not limited to the federal or state securities laws), or otherwise, based in whole or in part upon any act or omission, transaction, event, or other occurrence or circumstances, whether direct or derivative, existing or taking place prior to or on the Effective Date arising from or related in any way to (i) the Debtors or their operations; (ii) the Chapter 11 Cases or the Canadian Proceeding; (iii) any investment by any Releasing Party or Released Party in the Debtors or the purchase, sale, transfer, or rescission of the purchase, sale, or transfer of any security, asset, right, or interest in the Debtors; (iv) any action or omission with respect to any indebtedness under which the Debtors are or were a borrower or guarantor, or any equity investment in the Debtors, including the 2017 Transaction; (v) the subject matter of, or the transactions or events giving rise to, any Claim or Interest in the Chapter 11 Cases or the Canadian Proceeding; (vi) the negotiation, formulation, preparation, entry into, administration of, or dissemination of the (a) the Prepetition ABL Credit Agreement, (b) the Prepetition Note Purchase Agreement, (c) the Sale Documents; (d) the DIP ABL Credit Agreement; (e) the DIP Note Purchase Agreement; (f) the Combined Plan and Disclosure Statement; and (g) any other action or omission, transaction, agreement, event or other occurrence taking place on or before the Effective Date, including the 2017 Transaction, other than with respect to Claims, Causes of Action or liabilities arising out of or relating to any act or omission of a Released Party that is determined by a Final Order of a court of competent jurisdiction to constitute actual fraud, willful misconduct, or gross negligence. **IF YOU ARE ENTITLED TO VOTE ON THE COMBINED PLAN AND DISCLOSURE STATEMENT, YOU MAY BE ABLE TO****

OPT-OUT OF SUCH RELEASES BY FOLLOWING THE INSTRUCTIONS ON YOUR BALLOT. PLEASE REVIEW YOUR BALLOT CAREFULLY.

PLEASE BE ADVISED THAT IF YOUR CLAIM IS UNIMPAIRED UNDER THE COMBINED PLAN AND DISCLOSURE STATEMENT, YOU WILL BE DEEMED TO HAVE GRANTED THE RELEASES CONTAINED IN ARTICLE XIII.E.2 OF THE COMBINED PLAN AND DISCLOSURE STATEMENT UNLESS YOU FILE AND SERVE AN OBJECTION TO SUCH RELEASES BY THE OBJECTION DEADLINE IN ACCORDANCE WITH PARAGRAPH 4 HEREOF.

9. For more information about the Solicitation Procedures, please contact Prime Clerk LLC (the “**Balloting Agent**”), by phone at 844-224-1137 (U.S. and Canada) or 917-962-8896 (international), or by email at rockportballots@primeclerk.com To obtain a copy of the Combined Plan and Disclosure Statement or any related documents, please contact the Balloting Agent or visit the Debtors’ case website: <https://cases.primeclerk.com/rockport>. **Please note that the Balloting Agent is not permitted to give legal advice.**

Dated: October 16, 2018
Wilmington, Delaware

/s/ Amanda R. Steele
Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Amanda R. Steele (No. 5530)
Brendan J. Schlauch (No. 6115)
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