

**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)
)	
	)	Obj. Deadline: October 5, 2018, at 4:00 p.m. (ET)
	)	Hearing Date: October 12, 2018, at 10:00 a.m. (ET)
)	
	)	Re: Docket No. 505

**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER
(A) APPROVING THE COMBINED PLAN AND DISCLOSURE STATEMENT ON AN
INTERIM BASIS, (B) ESTABLISHING PROCEDURES FOR SOLICITATION AND
TABULATION OF VOTES TO ACCEPT OR REJECT THE COMBINED PLAN AND
DISCLOSURE STATEMENT, (C) APPROVING THE FORMS OF BALLOTS
AND SOLICITATION MATERIALS, (D) ESTABLISHING THE VOTING
RECORD DATE, (E) SCHEDULING A CONFIRMATION HEARING AND DEADLINE
FOR FILING OBJECTIONS TO FINAL APPROVAL OF THE COMBINED PLAN AND
DISCLOSURE STATEMENT AND CONFIRMATION THEREOF,
AND (F) APPROVING THE RELATED FORM OF NOTICE**

The Relay Shoe Company, LLC, (f/k/a The Rockport Company, LLC) (“**Rockport**”) and certain of its affiliates that are debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned Chapter 11 cases (the “**Chapter 11 Cases**”), hereby file this motion (the “**Motion**”) under Sections 105, 1125, 1126, and 1128 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532, *et seq.* (the “**Bankruptcy Code**”), Rules 2002, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2002-1 and 3017-

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 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order, substantially in the form attached to this Motion as Exhibit A (the “**Interim Approval and Procedures Order**”), (i) approving the adequacy of the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation* filed contemporaneously herewith (as may be amended, modified, or supplemented, the “**Combined Plan and Disclosure Statement**” or the “**Plan**”)² on an interim basis and for solicitation purposes only, (ii) establishing procedures for the solicitation (the “**Solicitation Procedures**”) and tabulation of votes to accept or reject the Combined Plan and Disclosure Statement (the “**Vote Tabulation Procedures**”), (iii) approving the forms of ballot and solicitation materials, (iv) establishing a voting record date, (v) scheduling a hearing to consider final approval of the adequacy of the Combined Plan and Disclosure Statement and confirmation thereof (the “**Confirmation Hearing**”) and setting the deadline for objections thereto (the “**Confirmation Objection Deadline**”), (vi) approving the related form of notice (the “**Confirmation Hearing Notice**”), and (vii) granting related relief. In support of the Motion, the Debtors respectfully state as follows:

JURISDICTION

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012. Venue of the Chapter 11 Cases and related proceedings is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and, pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in

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

connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

BACKGROUND

3. On May 14, 2018 (the “**Petition Date**”), the Debtors filed voluntary petitions in this Court commencing the Chapter 11 Cases for relief under the Bankruptcy Code. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

4. No request has been made for the appointment of a trustee or examiner in the Chapter 11 Cases. On May 23, 2018, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors in these Chapter 11 Cases (the “**Committee**”).

5. The Debtors’ business in the United States was operated by Rockport, and the Debtors’ Canadian business was operated by Debtor Relay Opco Canada ULC (f/k/a Rockport Canada ULC) (“**Rockport Canada**”). Rockport Canada is a wholly-owned subsidiary of Rockport, all material decisions regarding Rockport Canada and its operations were made by Rockport personnel in the United States, and substantially all of its books and records are located in the United States. As a result of these and other factors, the Debtors believe that the center of main interest for Rockport Canada is in the United States. In addition to these Chapter 11 Cases, the Debtors commenced an ancillary proceeding under *Part IV of the Companies’ Creditors Arrangement Act (Canada)* in Toronto, Ontario, Canada before the Ontario Superior Court of Justice (*Commercial List*). Additional information about the Debtors’ businesses and affairs,

capital structure and prepetition indebtedness and the events leading up to the Petition Date can be found in the *Declaration of Paul Kosturos in Support of Debtors' Chapter 11 Petitions and First Day Motions* [Docket No. 14].

6. On July 18, 2018, the Court entered the *Order (A) Approving and Authorizing Sale of Substantially All of Debtors' Assets, Free and Clear of All Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief* [Docket No. 387] (the "**Sale Order**").

7. Pursuant to the authority granted under the Sale Order, the Debtors consummated the sale transaction contemplated thereunder on August 2, 2018 (the "**Sale**"). With the Sale now closed, the Debtors seek to wind down these Chapter 11 Cases through a plan confirmation process facilitated by the Combined Plan and Disclosure Statement.

THE COMBINED PLAN AND DISCLOSURE STATEMENT

8. Contemporaneously herewith, the Debtors filed the Combined Plan and Disclosure Statement. The Combined Plan and Disclosure Statement is a liquidating plan within the purview of Local Rule 3017-2. The Debtors seek to proceed under Local Rule 3017-2 for the following reasons:

(a) Substantially all of the Debtors' assets were sold during the course of the Chapter 11 Cases pursuant to the Sale, and the Combined Plan and Disclosure Statement provides for the proceeds from the Sale to be distributed to Holders of Allowed Claims in accordance with the terms of the Combined Plan and Disclosure Statement and the priority of Claims provisions of the Bankruptcy Code;³

(b) The Combined Plan and Disclosure Statement proposes to comply with Section 1129(a)(9) of the Bankruptcy Code;

³ The Combined Plan and Disclosure Statement contemplates the appointment of the Liquidating Trustee and the Rockport Canada Plan Administrator to, among other things, administer the Debtors' remaining assets and make distributions to Holders of Allowed Claims.

(c) The Combined Plan and Disclosure Statement does not seek non-consensual releases with respect to Claims Creditors may hold against non-Debtor parties; and

(d) The Debtors' combined assets to be distributed to Holders of General Unsecured Claims pursuant to the Combined Plan and Disclosure Statement are estimated, in good faith, to be less than \$25 million.

9. The Debtors believe that the Combined Plan and Disclosure Statement provides the most efficient means to conclude the Chapter 11 Cases and distribute available assets to the Holders of Allowed Claims.

10. A summary of the key dates that the Debtors seek to establish by the Interim Approval and Procedures Order are as follows:

Proposed Timetable	
Voting Record Date	October 12, 2018 (the day of the prospective hearing for interim approval of the Combined Plan and Disclosure Statement)
Solicitation Date	The date that is five (5) business days after entry of the Interim Approval Procedures Order (expected to be October 19, 2018)
Claim Objection Deadline (for Voting Purposes Only)	November 2, 2018
Deadline to File Plan Supplement	November 12, 2018
Rule 3018 Motion Deadline	November 12, 2018 at 4:00 p.m. (ET)
Rule 3018 Objection Deadline	November 19, 2018 at 4:00 p.m. (ET)
Confirmation Objection Deadline	November 19, 2018 at 4:00 p.m. (ET)
Voting Deadline	November 19, 2018 at 5:00 p.m. (ET)
Deadline to File Voting Declaration	November 26, 2018 at 12:00 p.m. (ET)
Reply Deadline	November 26, 2018 at 12:00 p.m. (ET)
Confirmation Hearing	November 28, 2018 at 10:00 a.m. (ET)

11. The Combined Plan and Disclosure Statement contemplates classifying and treating all Claims against and Interests in the Debtors (other than Administrative Expense

Claims, Professional Fee Administrative Claims, Priority Tax Claims, and Statutory Fees Claims) as follows:

Class	Type	Status Under Plan	Voting Status	Anticipated Recovery
1(a)	Other Secured Claims against U.S. Debtors	Unimpaired	Deemed to Accept	100%
1(b)	Other Secured Claims against Rockport Canada	Unimpaired	Deemed to Accept	100%
2	Prepetition Note Secured Claims against U.S. Debtors	Impaired	Entitled to Vote	[26% - 28%]
3(a)	Other Priority Claims against U.S. Debtors	Unimpaired	Deemed to Accept	100%
3(b)	Other Priority Claims against Rockport Canada	Unimpaired	Deemed to Accept	100%
4(a)	General Unsecured Claims against U.S. Debtors	Impaired	Entitled to Vote	[0-8%]
4(b)	General Unsecured Claims against Rockport Canada	Impaired	Entitled to Vote	[68% -80%]
5(a)	Intercompany Claims against U.S. Debtors	Impaired	Deemed to Reject	No Distribution
5(b)	Intercompany Claims against Rockport Canada	Impaired	Deemed to Reject	No Distribution
6(a)	Equity Interests in U.S. Debtors	Impaired	Deemed to Reject	No Distribution
6(b)	Equity Interests in Rockport Canada	Impaired	Deemed to Reject	No Distribution

12. As set forth above, Holders of Allowed Claims in Classes 2 and 4 are the only Holders of Claims or Interests that are entitled to vote on the Combined Plan and Disclosure

Statement. All other Holders of Claims or Interests are not entitled to vote on the Combined Plan and Disclosure Statement because each such Holder either holds (i) a Claim that is unimpaired under the Combined Plan and Disclosure Statement, or (ii) a Claim or Interest that does not entitle it to receive or retain any property under the Combined Plan and Disclosure Statement and therefore is deemed to reject the Combined Plan and Disclosure Statement.

13. The Debtors respectfully submit that the Combined Plan and Disclosure Statement complies with all aspects of Section 1125 of the Bankruptcy Code; *however*, by this Motion, the Debtors seek only interim approval of the adequacy of the Combined Plan and Disclosure Statement. At the Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Combined Plan and Disclosure Statement and confirmation thereof.

HIGHLIGHTED PROVISIONS UNDER LOCAL RULE 3017-2(C)(II)

14. Local Rule 3017-2(c)(ii) requires the Debtors to highlight certain provisions included in the Combined Plan and Disclosure Statement and/or Interim Approval and Procedures Order as follows:

Local Rule	Response
Local Rule 3017-2(c)(ii)(A) requires the disclosure of provisions that seek consensual releases/injunctions with respect to claims creditors may hold against non-debtor parties.	Article XIII.E.2 of the Combined Plan and Disclosure Statement provides for consensual third-party releases of the Released Parties.
Local Rule 3017-2(c)(ii)(B) requires the disclosure of provisions that seek to release any claims the debtors may have against non-debtor parties who are insiders of a debtor.	Article XIII.E.1 of the Combined Plan and Disclosure Statement provides for Debtor Releases of the Released Parties, provided that the releases and any claims, Causes of Action, or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross negligence.

Local Rule 3017-2(c)(ii)(C) requires the disclosure of any provision that seeks an exemption under Section 1146 of the Bankruptcy Code.	Article X.K of the Combined Plan and Disclosure Statement provides exemptions under Section 1146 of the Bankruptcy Code.
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RELIEF REQUESTED

15. By this Motion, the Debtors seek entry of the Interim Approval and Procedures Order, substantially in the form attached to this Motion as Exhibit A, (i) approving, on an interim basis and for solicitation purposes only, the disclosures in the Combined Plan and Disclosure Statement, (ii) approving the forms of ballot and solicitation materials, (iii) approving the Solicitation Procedures and Vote Tabulation Procedures, (iv) scheduling the Confirmation Hearing and establishing the Confirmation Objection Deadline, (v) approving the Confirmation Hearing Notice, and (vi) granting related relief.

I. Interim Approval of the Combined Plan and Disclosure Statement.

16. Local Rule 3017-2(c) allows for the filing of a combined plan and disclosure statement and approval of a disclosure statement on an interim basis if the requirements of Local Rule 3017(a) are met. The Debtors submit that such requirements are met here because (i) substantially all of the Debtors' assets were sold through the Sale, and the remaining assets will be liquidated under the Combined Plan and Disclosure Statement, (ii) the Combined Plan and Disclosure Statement complies with Section 1129(a)(9) of the Bankruptcy Code, (iii) the Combined Plan and Disclosure Statement does not seek non-consensual releases/injunctions with respect to claims creditors may hold against non-debtor parties, and (iv) the Debtors' combined assets to be distributed to Holders of General Unsecured Claims under the Combined Plan and Disclosure Statement are estimated, in good faith, to be worth less than \$25 million. *See* Local Rule 3017-2(a). In addition, the Debtors believe that the Committee and the Prepetition

Noteholders support proceeding with an expedited combined plan and disclosure statement process. Final DIP Order Supp. p. 3.

17. Under Section 1125(b) of the Bankruptcy Code, a plan proponent must provide holders of impaired claims and interests entitled to vote with “adequate information” regarding the proposed Chapter 11 plan. *See* 11 U.S.C. § 1125(b). The Debtors respectfully submit that the Combined Plan and Disclosure Statement contains “adequate information” within the meaning of Section 1125(a)(1) of the Bankruptcy Code and, thus, should be approved by this Court on an interim basis and, at the Confirmation Hearing, on a final basis.

18. Section 1125(a)(1) of the Bankruptcy Code provides:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax 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 hypothetical investor of the relevant class to make an informed judgment about the plan

11 U.S.C. § 1125(a)(1). Thus, a debtor’s disclosure statement must, as a whole, provide information that is sufficiently detailed, so far as “reasonably practicable,” to permit an “informed judgment” by impaired creditors entitled to vote on the plan. *See In re Ryan Operations G.P. v. Santiam-Midwest Lumber Co.*, 81 F.3d 355, 362 (3d Cir. 1996); *In re Autobacs Strauss, Inc.*, 473 B.R. 525, 584 (Bankr. D. Del. 2012); *In re Dakota Rail, Inc.*, 104 B.R. 138, 142 (Bankr. D. Minn. 1989). At a minimum, a disclosure statement “must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution.” *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).

19. The Combined Plan and Disclosure Statement contains the necessary information for Holders of Claims entitled to vote to make an informed decision about whether to vote to accept or reject the Combined Plan and Disclosure Statement, including, among other things:

(a) information concerning the Debtors' business operations, organizational structure, and capital structure;

(b) an overview of certain events preceding and leading to the commencement of these Chapter 11 Cases;

(c) an overview of the major events that occurred during the course of these Chapter 11 Cases, including the Sale;

(d) a summary of the classification and treatment of all classes of Creditors and equity interests;

(e) the provisions governing distributions under the Combined Plan and Disclosure Statement;

(f) the means for implementation of the Combined Plan and Disclosure Statement, including the appointment of the Liquidating Trustee and the Rockport Canada Plan Administrator to administer the remaining assets of the Debtors and to make distributions to the Holders of Allowed Class 4 Claims;

(g) risk factors affecting the Combined Plan and Disclosure Statement; and

(h) a summary of the Bankruptcy Code and other requirements for confirmation of the Combined Plan and Disclosure Statement.

20. The Debtors respectfully submit that the Combined Plan and Disclosure Statement satisfies the requirements of Section 1125 of the Bankruptcy Code. However, at the hearing on this Motion, the Debtors will seek only interim approval of the Combined Plan and Disclosure Statement as permitted by Local Rule 3017-2. At the Confirmation Hearing, the Debtors will request that the Court find, on a final basis, that the Combined Plan and Disclosure Statement's disclosure provisions contain "adequate information" as defined in Section 1125(a) of the Bankruptcy Code and discussed above.

II. Limited Notice

21. Bankruptcy Rule 3017(a) requires “notice to the debtor, creditors, equity security holders and other parties in interest to consider the disclosure statement and any objections or modifications thereto.” Fed. R. Bankr. P. 3017(a). The Debtors submit that it is in the best interests of their estates to limit the notice required under Bankruptcy Rule 3017(a). On the date hereof, the Debtors will serve this Motion (and, once entered, any order entered approving the Motion) and a copy of the Combined Plan and Disclosure Statement on the parties set forth in paragraph 42 of this Motion. Further, limited notice is consistent with Local Rule 3017-2(c)(i), which provides that a motion for interim approval of a disclosure statement provide notice to the U.S. Trustee, the Committee, and all parties that request notices under Bankruptcy Rule 2002.

22. The Debtors filed the Motion and are seeking approval of the procedures and timeline requested herein because, among other reasons, the Debtors have limited assets remaining in their estates and wish to maximize the funds available for distribution to stakeholders. Because of the limited resources available, the Debtors further believe that limiting notice is in the best interests of these estates and the Debtors’ stakeholders because doing so will reduce administrative expenses.

23. Additionally, the Debtors submit that no Creditor or party in interest will be prejudiced if the Court limits notice of the Motion because all Creditors and parties in interest will receive notice of the Confirmation Hearing and, in connection with that hearing, will have the right to object to the adequacy of the information contained in the Combined Plan and Disclosure Statement.

24. Accordingly, the Debtors respectfully request that the Court enter the Interim Approval and Procedures Order approving, among other things, the Combined Plan and Disclosure Statement on an interim basis and for solicitation purposes only.

III. The Solicitation Procedures.

A. Establishment of Voting Record Date

25. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. The Debtors propose that the Court establish **October 12, 2018**, the date for which an interim hearing on this Motion is scheduled, as the record date (the “**Voting Record Date**”) for purposes of determining which Holders of Claims are entitled to vote on the Combined Plan and Disclosure Statement.

B. Approval of Solicitation Package

26. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to Holders of Claims and Interests entitled to vote for the purpose of soliciting their votes and providing adequate notice of the Confirmation Hearing.

27. Except as provided below, upon entry of the Interim Approval and Procedures Order, the Debtors propose that the following materials (collectively, the “**Solicitation Package**”) be distributed by or on behalf of the Debtors to each Holder of a Claim entitled to vote on the Combined Plan and Disclosure Statement:

- (a) the Combined Plan and Disclosure Statement, and all exhibits thereto (either on a CD-ROM or flash drive), as approved by the Bankruptcy Court on an interim basis;
- (b) the Interim Approval and Procedures Order, excluding all exhibits;
- (c) the Confirmation Hearing Notice;
- (d) an appropriate Ballot, including voting instructions;

- (e) a pre-addressed stamped return envelope; and
- (f) such other materials as the Court may direct.

28. The Debtors expect that they will be able to complete distribution of the Solicitation Packages no later than five (5) business days following entry of the Interim Approval and Procedures Order, which is expected to be October 19, 2018 (the “**Solicitation Date**”). All other parties in interest, including Holders of Claims or Interests not entitled to vote on the Combined Plan and Disclosure Statement, will receive a copy of the Confirmation Hearing Notice.

29. The Debtors shall cause the Solicitation Package (other than the Ballots and Confirmation Hearing Notice) to be provided in electronic format (i.e., on a CD-ROM or flash drive). The Ballots and Confirmation Hearing Notice shall *only* be provided in paper format. Paper copies of the documents otherwise provided may be downloaded and/or viewed free of charge by all parties in interest at the following website maintained by Prime Clerk LLC (the “**Balloting Agent**”): <https://cases.primeclerk.com/rockport>. In addition, all parties in interest may obtain copies of the Combined Plan and Disclosure Statement free of charge upon request to the Balloting Agent via email at <https://cases.primeclerk.com/rockport/> or via telephone at 844-224-1137 (U.S. and Canada) or 917-962-8896 (international).

30. Although the Debtors have made, and will make, every effort to ensure that the Solicitation Packages described are in final form, the Debtors nonetheless request authority to make non-substantive changes to the Combined Plan and Disclosure Statement and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Combined Plan and Disclosure Statement and any other materials in the Solicitation Packages following entry of the Interim Approval and Procedures Order and prior to mailing.

C. Approval of Forms of Ballots

31. Bankruptcy Rule 3017(d) requires that a debtor mail a form of ballot to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). The Debtors propose to distribute to Creditors entitled to vote on the Combined Plan and Disclosure Statement one or more ballots (each a “**Ballot**” and jointly, the “**Ballots**”), substantially in the form attached hereto as Exhibits B-1 and B-2, applicable to each such Creditor. The forms of Ballot are based on Official Form No. 314, but have been modified to address the particular aspects of these Chapter 11 Cases, and to include certain additional information that the Debtors believe to be relevant and appropriate to each class of Claims that is entitled to vote to accept or reject the Combined Plan and Disclosure Statement.

D. Voting Deadline and Vote Tabulation Procedures

i. Establishment of Voting Deadline

32. Bankruptcy Rule 3017(c) provides that, in connection with or before approval of a disclosure statement, a court shall fix a time within which the holders of claims or equity security interests may accept or reject a Chapter 11 plan. *See* Fed. R. Bankr. P. 3017(c). Local Rule 3017-2(d)(ii) provides that the Voting Deadline shall be no more than ten (10) days prior to the Confirmation Hearing.

33. In accordance with Bankruptcy Rule 3017(c), the Debtors request that the Court enter an order requiring that, in order to be counted as a vote to accept or reject the Combined Plan and Disclosure Statement, any Ballot accepting or rejecting the Combined Plan and Disclosure Statement be properly executed, completed, have only one box checked to accept or reject, and (if applicable) **the original** shall be delivered so as to be actually received by the Balloting Agent, not later than **5:00 p.m. (Eastern Time) on November 19, 2018** (the “**Voting**

Deadline”), unless such time is extended by the Debtors in their sole discretion. Ballots are to be delivered according to the instructions set forth on the applicable Ballot.

34. In addition, the Debtors seek authorization to permit the Balloting Agent to accept Ballots via electronic online transmission through a customized online balloting portal on the Debtors’ case website. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the Creditor’s electronic signature will be deemed to be an original signature immediately legally valid and effective.

35. The Debtors submit that a solicitation period of 31 days provides sufficient time for Creditors entitled to vote to make informed decisions to accept or reject the Combined Plan and Disclosure Statement and submit timely Ballots under the circumstances. Therefore, the Voting Deadline should be approved.

ii. Temporary Allowance of Claims for Voting Purposes

36. Bankruptcy Rule 3018(a) provides that if a claim has been scheduled as other than matured, liquidated, and not disputed, then “notwithstanding objection to a claim or interest, the court after notice and hearing may temporarily allow the claim or interest in an amount that the court deems proper for the purposes of accepting or rejecting a plan.” Fed. R. Bankr. 3018(a); *see also* 11 U.S.C. §§ 502, 1126. The Debtors respectfully request that if a Creditor files a motion seeking to have its Claim temporarily allowed for voting purposes (any such motion, a “**3018 Motion**”), the Court set the deadline for filing and serving the 3018 Motion no later than **4:00 p.m. (Eastern Time) on November 12, 2018** (the “**3018 Motion Deadline**”). The Debtors (and, with respect to filing a response, any party in interest) will then (a) have until **4:00 p.m. (Eastern Time) on November 19, 2018** (the “**3018 Objection Deadline**”) to file and serve any responses to Rule 3018 Motions and (b) coordinate with the Court to adjudicate and resolve all

pending Rule 3018 Motions prior to the Confirmation Hearing. In accordance with Bankruptcy Rule 3018, the Debtors further propose that any Ballot submitted by a Creditor that files a Rule 3018 Motion will be counted solely in accordance with the Vote Tabulation Procedures and other applicable provisions contained herein unless and until the underlying Claim is temporarily Allowed by the Court for voting purposes in a different amount, after notice and a hearing.

iii. Approval of Procedures for Vote Tabulation

37. The Debtors propose, solely for purposes of voting to accept or reject the Combined Plan and Disclosure Statement, and not for purposes of allowance or distribution on account of a Claim and without prejudice to the rights of the Debtors, the Liquidating Trustee, and/or the Rockport Canada Plan Administrator in any other context, that the following Vote Tabulation Procedures:

(a) Unless otherwise provided in these Vote Tabulation Procedures, a Claim will be deemed temporarily allowed for voting purposes only in an amount equal to (i) the amount of such Claim as set forth in the Debtors' Schedules if no proof of Claim has been timely filed in respect of such Claim (except as provided in subsection (c) below); or (ii) if a proof of Claim has been timely filed in respect of such Claim, the amount set forth in such proof of Claim (except as provided in subsection (d) below).

(b) Duplicative Claims (i.e., the same Claim against two or more of the Debtors classified in the same plan class) listed in the Debtors' Schedules or in timely-filed Proofs of Claim will be deemed temporarily allowed for voting purposes only in an amount equal to one such Claim and not in an amount equal to the aggregate of such Claims.

(c) If a Claim, for which no proof of Claim has been timely filed, is listed on the Schedules, but is listed as contingent, unliquidated or disputed, either in whole or in part, or if no Claim amount is specified, such Claim shall be disallowed for voting purposes; provided, however, that any undisputed portion, if any, of such Claim will be deemed temporarily allowed for voting purposes, subject to the other Vote Tabulation Procedures; provided further, however, that such Claim shall be entitled to vote in the amount of \$1.00 if the applicable bar date for this Claim has not expired.

(d) If a Claim, for which a proof of Claim has been timely filed, has not been disallowed and is not subject to a pending objection or adversary

proceeding as of the Voting Record Date, is marked or otherwise referenced on its face as contingent, unliquidated or disputed, either in whole or in part, or if no Claim amount is specified on such proof of Claim, such Claim shall be temporarily allowed solely for voting purposes in the amount of \$1.00, irrespective of how such Claim may or may not be set forth on the Schedules; provided, however, that any liquidated or undisputed portion, if any, of such Claim will be deemed temporarily allowed for voting purposes, subject to the other Vote Tabulation Procedures.

(e) If the Debtors have served an objection or request for estimation as to a Claim on or before November 2, 2018 (the “**Claim Objection Deadline**”), such Claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and manner as set forth in such objection.

(f) Except as otherwise ordered by the Court, any Ballots received after the Voting Deadline will not be counted absent the consent of the Debtors (in their sole discretion).

(g) Any Ballot that does not indicate an acceptance or rejection of the Combined Plan and Disclosure Statement, or that indicates both an acceptance and rejection of the Combined Plan and Disclosure Statement, will not be counted.

(h) Any Ballot that is returned indicating acceptance or rejection of the Combined Plan and Disclosure Statement but does not bear an original signature will not be counted.

(i) Any Ballot that is illegible or contains insufficient information to permit the identification of the Creditor will not be counted.

(j) Any Ballot received by the Balloting Agent by facsimile or other electronic communication will not be counted, provided that Ballots submitted through the online voting portal will be counted.

(k) Any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Combined Plan and Disclosure Statement will not be counted.

(l) Whenever a Creditor casts more than one Ballot voting the same Claim prior to the Voting Deadline, only the latest-received valid Ballot timely received will be deemed to reflect the voter’s intent and, thus, will supersede any prior received Ballots.

(m) If a Creditor casts simultaneous duplicative Ballots that are voted inconsistently, such Ballots will not be counted.

(n) Each Creditor will be deemed to have voted the full amount of its Claim as set forth on the Ballot.

(o) Creditors may not split their vote within a Class; thus, each Creditor will be required to vote all of its Claims within the Class either to accept or reject the Combined Plan and Disclosure Statement.

(p) Ballots partially rejecting and partially accepting the Combined Plan and Disclosure Statement will not be counted.

(q) The method of delivery of Ballots to the Balloting Agent is at the risk of each Creditor, and such delivery will be deemed made only when the original Ballot is actually received by the Balloting Agent.

(r) The Debtors expressly reserve the right to amend the terms of the Combined Plan and Disclosure Statement (subject to compliance with Section 1127 of the Bankruptcy Code). If the Debtors make material changes to the terms of the Combined Plan and Disclosure Statement, the Debtors will disseminate additional solicitation materials and extend the solicitation period, in each case to the extent required by law or further order of the Court.

(s) If a Ballot is executed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity on behalf of a Creditor, such person will be required to indicate such capacity when signing and, at the Debtors' or Balloting Agent's request, must submit proper evidence satisfactory to the Debtors and/or Balloting Agent to so act on behalf of the Creditor.

(t) Any Creditor who has delivered a valid Ballot voting on the Combined Plan and Disclosure Statement may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a).

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

(v) Unless waived by the Debtors or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Voting Deadline or within such time as Debtors or the Court determines, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.

(w) Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of them incur any liabilities for failure to provide such notification.

38. The Debtors will file with the Court a certification of votes (the “**Voting Declaration**”) by no later than November 26, 2018 at 12:00 p.m. (Eastern Time). The Voting Declaration shall, among other things, set forth the voting results on a consolidated basis, certify to the Court in writing the voting amount and number of Allowed Claims of each Class accepting or rejecting the Combined Plan and Disclosure Statement, and delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or electronic mail, or damaged (“**Irregular Ballots**”). The Voting Declaration shall indicate the Debtors’ intentions with regard to each such Irregular Ballot. The Debtors submit that the proposed Vote Tabulation Procedures set forth above will establish a fair and equitable voting process and, therefore, should be approved.

IV. Confirmation Hearing

A. The Confirmation Hearing and Notice Thereof

39. Section 1128(a) of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan.” 11 U.S.C. § 1128(a). Section 105(d)(2)(B)(vi) of the Bankruptcy Code provides that in a case under Chapter 11, the Court on its own initiative, or at the request of a party in interest, may provide that the hearing on approval of a disclosure statement may be combined with the hearing on confirmation of the plan. *See* 11 U.S.C. § 105(d)(2)(B)(vi). In this District, the Court has adopted a specific local rule that implements a procedure regarding such a request, Local Rule 3017-2(f), which provides that “[t]he order approving the voting procedures shall provide for a combined hearing on the final approval of the disclosure statement and confirmation of the plan not less than forty-five (45) days from the entry of the order approving the voting procedures” In accordance with Local Rule 3017-

2(f), the Debtors, therefore, request that the Court schedule a hearing to consider approval of the Combined Plan and Disclosure Statement and confirmation thereof on **November 28, 2018**, which is **47 days** after the anticipated entry of the interim order approving this Motion. Thus, the proposed date for the scheduling of the Confirmation Hearing is compliant with the Bankruptcy Rules and the Local Rules and will enable the Debtors to pursue confirmation of the Combined Plan and Disclosure Statement in a timely and cost-effective fashion.

40. The Combined Hearing may be adjourned or continued from time to time by the Court or the Debtors, without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court.

41. The Debtors propose to provide to all parties in interest a copy of the Confirmation Hearing Notice, setting forth: (i) the Voting Deadline, (ii) the Confirmation Objection Deadline, (iii) procedures for filing objections and responses to the final approval of the adequacy of the Combined Plan and Disclosure Statement or to confirmation thereof, and (iv) the time, date, and place for the Confirmation Hearing. The Debtors request approval of the Confirmation Hearing Notice, which is attached hereto as Exhibit C. The Debtors submit that such notice is compliant with the Bankruptcy Rules and Bankruptcy Code, and that no other or further notice should be required under the circumstances of these Chapter 11 Cases.

B. Objection Procedures

42. In accordance with Local Rule 3017-2(f), the Debtors propose that the Confirmation Objection Deadline be **November 19, 2018 at 4:00 p.m. (Eastern Time)**, **38 days** after the anticipated date of entry of the Interim Approval and Procedures Order. The Debtors further request that the Court require that objections to confirmation of the Combined Plan and Disclosure Statement (including with respect to the adequacy of disclosures) must: (i) be in writing; (ii) comply with the Bankruptcy Rules and the Local Rules; (iii) state the name and

address of the objecting party and the amount and nature of the claim or interest owned by such entity; (iv) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Combined Plan and Disclosure Statement that would resolve such objections; and (v) be filed with the Court with proof of service thereof and served upon the following notice parties so as to be actually received by the Confirmation 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 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; (c) 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; (d) 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 (e) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Brya M. Keilson, brya.keilson@usdoj.gov.

NOTICE

43. In accordance with Local Rule 3017-2(c)(i), notice of this Motion will be given to: (i) the U.S. Trustee; (ii) counsel to the Committee; (iii) counsel to the Prepetition Noteholders and DIP Note Purchasers; (iv) counsel to the ABL Administrative Agent and DIP ABL Agent; (v) counsel to the Purchaser; (vi) the Information Officer; and (vii) all parties entitled to notice pursuant to Bankruptcy Rule 2002. A copy of this Motion and any order approving it will also be made available on the Debtors' case information website located at <http://www.cases.primeclerk.com/rockport>. The Debtors submit that, under the circumstances, no other or further notice is required.

NO PRIOR REQUEST

44. The Debtors have not previously sought the relief requested herein from the Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Interim Approval and Procedures Order and provide such further relief as the Court deems just and proper.

Dated: September 21, 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)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: 302-651-7700
Fax: 302-651-7701
Email: collins@rlf.com
merchant@rlf.com
steele@rlf.com
schlauch@rlf.com

Counsel to the Debtors and Debtors in Possession

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)
)	
	)	Obj. Deadline: October 5, 2018, at 4:00 p.m. (ET)
	)	Hearing Date: October 12, 2018, at 10:00 a.m. (ET)
)	

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on September 21, 2018, The Relay Shoe Company, LLC (f/k/a The Rockport Company, LLC) (“**Rockport**”) and certain of its affiliates that are debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned Chapter 11 cases filed the *Motion of the Debtors for Entry of an Order (A) Approving the Combined Plan and Disclosure Statement on an Interim Basis, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Combined Plan and Disclosure Statement, (C) Approving the Forms of Ballots and Solicitation Materials, (D) Establishing the Voting Record Date, (E) Scheduling a Confirmation Hearing and Deadline for Filing Objections to Final Approval of the Combined Plan and Disclosure Statement and Confirmation Thereof and (F) Approving the Related Form of Notice* (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

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.

PLEASE TAKE FURTHER NOTICE that, any responses or objections to the Motion must be in writing, filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned attorneys for the Debtors on or before **October 5, 2018 at 4:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, if any objections to the Motion are received, the Motion and such objections shall be considered at a hearing before The Honorable Laurie Selber Silverstein at the Court, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801 on **October 12, 2018 at 10:00 a.m. (Eastern Time)**.

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

Dated: September 21, 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)
Megan E. Kenney (No. 6426)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: 302-651-7700
Fax: 302-651-7701
Email: collins@rlf.com
merchant@rlf.com
steele@rlf.com
schlauch@rlf.com
kenney@rlf.com

Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Interim Approval and Procedures Order

**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. 505 & ____
)	

ORDER (A) APPROVING THE COMBINED PLAN AND DISCLOSURE STATEMENT ON AN INTERIM BASIS, (B) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE COMBINED PLAN AND DISCLOSURE STATEMENT, (C) APPROVING THE FORMS OF BALLOT AND SOLICITATION MATERIALS, (D) ESTABLISHING THE VOTING RECORD DATE, (E) SCHEDULING A CONFIRMATION HEARING AND DEADLINE FOR FILING OBJECTIONS TO FINAL APPROVAL OF THE COMBINED PLAN AND DISCLOSURE STATEMENT AND CONFIRMATION THEREOF, AND (F) APPROVING THE RELATED FORM OF NOTICE

Upon consideration of the motion (the “**Motion**”) and all pleadings related thereto, and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and the Court having venue pursuant to

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.

28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion and opportunity for a hearing on the Motion having been given; and the Court having determined that the legal and factual bases set forth in the Motion and at a hearing on the Motion, if any, establish just cause for the relief granted herein; and the Court having found that the relief requested in the Motion being in the best interests of the Debtors, their stakeholders, their estates and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

THE COURT HEREBY FINDS AS FOLLOWS:

A. The forms of ballot attached to the Motion as Exhibits B-1 and B-2 (jointly, the “**Ballots**”) (i) are consistent with Official Form No. 314, (ii) adequately address the particular needs of these Chapter 11 Cases, (iii) are appropriate for the voting Classes, and (iv) comply with Bankruptcy Rule 3017(d).

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

The Relay Shoe Company, LLC (f/k/a The Rockport Company, LLC)				
Class	Type	Status Under Plan	Voting Status	Anticipated Recovery
1(a)	Other Secured Claims against the U.S. Debtors	Unimpaired	Deemed to Accept	100%
1(b)	Other Secured Claims against Rockport Canada	Unimpaired	Deemed to Accept	100%
3(a)	Other Priority Claims against the U.S. Debtors	Unimpaired	Deemed to Accept	100%
3(b)	Other Priority Claims against Rockport Canada	Unimpaired	Deemed to Accept	100%
5(a)	Intercompany Claims against the U.S. Debtors	Impaired	Deemed to Reject	No Distribution
5(b)	Intercompany Claims against Rockport Canada	Impaired	Deemed to Reject	No Distribution
6(a)	Equity Interests in U.S. Debtors	Impaired	Deemed to Reject	No Distribution
6(b)	Equity Interests in Rockport Canada	Impaired	Deemed to Reject	No Distribution

C. The period during which the Debtors may solicit votes to accept or reject the Combined Plan and Disclosure Statement, as established by this Order, provides sufficient time for Holders of Claims and Interests to make informed decisions to accept or reject the Combined Plan and Disclosure Statement and timely submit their Ballots.

D. The Vote Tabulation Procedures for the solicitation and tabulation of votes to accept or reject the Combined Plan and Disclosure Statement, as approved herein, provide a fair and equitable voting process and are consistent with Section 1126 of the Bankruptcy Code.

E. The contents of the Solicitation Packages and the procedures for providing notice of the hearing on confirmation of the Combined Plan and Disclosure Statement and the other

matters set forth in the Confirmation Notice comply with Bankruptcy Rules 2002 and 3017 and, under the circumstances, constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules, and Local Rules.

IT IS HEREBY FOUND AND DETERMINED THAT:

1. The Motion is granted as set forth herein.
2. The Combined Plan and Disclosure Statement is approved on an interim basis under Section 1125 of the Bankruptcy Code, Bankruptcy Rule 3017, and Local Rule 3017-2.
3. The Confirmation Hearing is scheduled for **November 28, 2018 at 10:00 a.m. (Eastern Time)**, 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. The deadline to file objections to the adequacy of the Combined Plan and Disclosure Statement and/or confirmation thereof (the **“Objection Deadline”**) shall be **4:00 p.m. (Eastern Time) on November 19, 2018**. The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open court.
4. Objections to the adequacy of the Combined Plan and Disclosure Statement and/or confirmation thereof, if any, must:
 - (a) be in writing;
 - (b) comply with the Bankruptcy Rules and the Local Rules;
 - (c) state the name and address of the objecting party and the amount and nature of the claim or equity interest of such entity or person;
 - (d) state with particularity the basis and nature of any objection to the adequacy of the Combined Plan and Disclosure Statement and confirmation thereof and, if practicable, a proposed modification to the Combined Plan and Disclosure Statement that would resolve such objection; and

(e) be filed, together with proof of service, with the Court and served so that they are actually received by the notice parties identified in the Confirmation Hearing Notice by the Objection Deadline.

5. The Debtors shall, if they deem necessary in their discretion, file a consolidated reply to any such objections and/or any affidavits or declarations in support of approval of the Combined Plan and Disclosure Statement by no later than **November 26, 2018 at 12:00 p.m. (Eastern Time)** (or one (1) Business Day prior to the date of any adjourned Confirmation Hearing).

6. The Confirmation Hearing Notice, in substantially the form of Exhibit C to the Motion, is approved, and shall be served upon the Debtors' Creditor matrix and all interest holders of record as soon as practicable after the entry of this Order.

7. The record date (the "**Voting Record Date**") for determining which Holders of Claims and Interests are entitled to vote to accept or reject the Combined Plan and Disclosure Statement shall be **October 12, 2018**.

8. The Debtors shall cause the transmittal of a package (the "**Solicitation Package**") containing, among other materials, (a) the Combined Plan and Disclosure Statement (either on CD-ROM or flash drive), (b) an appropriate Ballot, (c) the Confirmation Hearing Notice, and (d) this Order to the Holders of Claims in the voting Classes within five (5) business days following entry of this Order, excluding all exhibits.

9. As part of the Solicitation Package, the Debtors shall distribute, to Creditors entitled to vote on the Combined Plan and Disclosure Statement, one or more Ballots based on Official Form No. 314, modified to address the particular circumstances of these Chapter 11 Cases and to include certain additional information that the Debtors believe to be relevant and appropriate for each class of Claims entitled to vote to accept or reject the Combined Plan and

Disclosure Statement. The forms of Ballot attached as Exhibits B-1 and B-2 to the Motion are hereby approved.

10. The deadline to submit Ballots to accept or reject the Combined Plan and Disclosure Statement shall be **5:00 p.m. (Eastern Time) on November 19, 2018** (the “**Voting Deadline**”). Ballots are to be delivered according to the instructions set forth on the applicable Ballot.

11. Ballots shall be transmitted by mail to the Holders of Claims in Classes 2 and 4. All other Holders of Claims or Interests will not be provided with a Ballot because such Holders are either (a) unimpaired and presumed to accept the Combined Plan and Disclosure Statement under Section 1126(f) of the Bankruptcy Code, or (b) impaired and deemed to reject the Combined Plan and Disclosure Statement under Section 1126(g) of the Bankruptcy Code. Such non-voting Holders will receive a copy of the Confirmation Hearing Notice.

12. If a Creditor seeks to challenge the allowance of its Claim for voting purposes, such Creditor 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 “**3018 Motion**”) and serve the 3018 Motion on the Debtors so that it is received no later than **4:00 p.m. (Eastern Time) on November 12, 2018** (the “**3018 Motion Deadline**”). Any objection to a 3018 Motion shall be filed no later than **4:00 p.m. (Eastern Time) on November 19, 2018** (the “**3018 Objection Deadline**”).

13. The following Vote Tabulation Procedures are approved and shall be utilized in tabulating the Ballots:

(a) Unless otherwise provided in these Vote Tabulation Procedures, a Claim will be deemed temporarily allowed for voting purposes only in an amount equal to (i) the amount of such Claim as set forth in the Debtors’ Schedules if no proof of Claim has been timely filed in respect of such Claim (except as provided

in subsection (c) below); or (ii) if a proof of Claim has been timely filed in respect of such Claim, the amount set forth in such proof of Claim (except as provided in subsection (d) below).

(b) Duplicative Claims (i.e., the same Claim against two or more of the Debtors in the same plan class) listed in the Debtors' Schedules or in timely-filed Proofs of Claim will be deemed temporarily allowed for voting purposes only in an amount equal to one such Claim and not in an amount equal to the aggregate of such Claims.

(c) If a Claim, for which no proof of Claim has been timely filed, is listed on the Schedules, but is listed as contingent, unliquidated or disputed, either in whole or in part, or if no Claim amount is specified, such Claim shall be disallowed for voting purposes; provided, however, that any undisputed portion, if any, of such Claim will be deemed temporarily allowed for voting purposes, subject to the other Vote Tabulation Procedures; provided, further, however, that such Claim shall be entitled to vote in the amount of \$1.00 if the applicable bar date for this Claim has not expired.

(d) If a Claim, for which a proof of Claim has been timely filed, has not been disallowed and is not subject to a pending objection or adversary proceeding as of the Voting Record Date, is marked or otherwise referenced on its face as contingent, unliquidated or disputed, either in whole or in part, or if no Claim amount is specified on such proof of Claim, such Claim shall be temporarily allowed solely for voting purposes in the amount of \$1.00, irrespective of how such Claim may or may not be set forth on the Schedules; provided, however, that any liquidated or undisputed portion, if any, of such Claim will be deemed temporarily allowed for voting purposes, subject to the other Vote Tabulation Procedures.

(e) If the Debtors have served an objection or request for estimation as to a Claim on or before November 2, 2018, such Claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and manner as set forth in such objection.

(f) Except as otherwise ordered by the Court, any Ballots received after the Voting Deadline will not be counted absent the consent of the Debtors (in their sole discretion).

(g) Any Ballot that does not indicate an acceptance or rejection of the Combined Plan and Disclosure Statement, or that indicates both an acceptance and rejection of the Combined Plan and Disclosure Statement, will not be counted.

(h) Any Ballot that is returned indicating acceptance or rejection of the Combined Plan and Disclosure Statement but is unsigned will not be counted.

(i) Any Ballot received by the Balloting Agent by facsimile or other electronic communication will not be counted, provided that Ballots submitted through the online voting portal will be counted.

(j) Whenever a Creditor casts more than one Ballot voting the same Claim prior to the Voting Deadline, only the latest-received valid Ballot timely received will be deemed to reflect the voter's intent and, thus, will supersede any prior received Ballots.

(k) If a Creditor casts simultaneous duplicative Ballots that are voted inconsistently, such Ballots will not be counted.

(l) Each Creditor will be deemed to have voted the full amount of its Claim as set forth on the Ballot.

(m) Creditors may not split their vote within a Class; thus, each Creditor will be required to vote all of its Claims within the Class either to accept or reject the Combined Plan and Disclosure Statement.

(n) Ballots partially rejecting and partially accepting the Combined Plan and Disclosure Statement will not be counted.

(o) The method of delivery of Ballots to the Balloting Agent is at the risk of each Creditor, and such delivery will be deemed made only when the original Ballot is actually received by the Balloting Agent.

(p) The Debtors expressly reserve the right to amend the terms of the Combined Plan and Disclosure Statement (subject to compliance with Section 1127 of the Bankruptcy Code). If the Debtors make material changes to the terms of the Combined Plan and Disclosure Statement, the Debtors will disseminate additional solicitation materials and extend the solicitation period, in each case to the extent required by law or further order of the Court.

(q) If a Ballot is executed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity on behalf of a Creditor, such person will be required to indicate such capacity when signing and, at the Debtors' or Balloting Agent's request, must submit proper evidence satisfactory to the Debtors and/or Balloting Agent to so act on behalf of the Creditor.

(r) Any Creditor who has delivered a valid Ballot voting on the Combined Plan and Disclosure Statement may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a).

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

(t) Unless waived by the Debtors or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Voting Deadline or within such time as Debtors or the Court determines, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.

(u) Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of them incur any liabilities for failure to provide such notification.

14. The Balloting Agent shall commence mailing or transmittal the Solicitation Packages no later than five (5) business days after the entry of this Order.

15. The Debtors are authorized to make non-substantive and ministerial changes to any documents in the Solicitation Package without further approval of the Court prior to its dissemination, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Combined Plan and Disclosure Statement and any other materials included in the Solicitation Package prior to their distribution.

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

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

18. This Order is effective immediately upon entry.

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

Exhibit B-1

Class 2 Form of Ballot

No person has been authorized to give any information or advice, or to make any representation, other than what is included in the Combined Plan and Disclosure Statement accompanying this Ballot.¹

Please note that, even if you intend to vote to reject the Combined Plan and Disclosure Statement, you must still read, complete, and execute this entire Ballot.

**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. ²	)	(Jointly Administered)
)	
)	

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE
COMBINED DISCLOSURE STATEMENT AND CHAPTER 11 PLAN OF
LIQUIDATION PROPOSED BY THE DEBTORS**

CLASS 2: PREPETITION NOTE CLAIMS AGAINST THE U.S. DEBTORS

The Relay Shoe Company, LLC (f/k/a The Rockport Company, LLC) (“**Rockport**”) and certain of its affiliates that are debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation* [Docket No. [●]] (as it may be amended, supplemented, or modified, the “**Combined Plan and Disclosure Statement**”), from the Holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Combined Plan and Disclosure Statement. If you have any questions on how to properly complete this Ballot, 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.

¹ All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to them in the Combined Plan and Disclosure Statement.

² 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.

On **October 12, 2018**, the Court entered the Interim Approval and Procedures Order [Docket No. [•]], approving on an interim basis the adequacy of the Combined Plan and Disclosure Statement. Your rights are described in the Interim Approval and Procedures Order and the Combined Plan and Disclosure Statement, which are included in the Solicitation Package you are receiving with this Ballot. At the Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Combined Plan and Disclosure Statement, as well as confirmation of the Combined Plan and Disclosure Statement.

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF CLASS 2
PREPETITION NOTE CLAIMS AGAINST THE U.S. DEBTORS.**

VOTING INSTRUCTIONS

You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek independent legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Combined Plan and Disclosure Statement. Your claim has been placed in Class 2 under the Combined Plan and Disclosure Statement. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

1. This Ballot is submitted to you to solicit your vote to accept or reject the Combined Plan and Disclosure Statement. **PLEASE READ THE COMBINED PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Combined Plan and Disclosure Statement will be accepted by Class 2 if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Combined Plan and Disclosure Statement. In the event that Class 2 rejects the Combined Plan and Disclosure Statement, the Court may nevertheless confirm the Combined Plan and Disclosure Statement and thereby make it binding on Holders of Claims in such Class if at least one other Class of Claims impaired under the Combined Plan and Disclosure Statement has accepted the Combined Plan and Disclosure Statement and the Court finds that the Combined Plan and Disclosure Statement does not unfairly discriminate against, and accords fair and equitable treatment to, the Holders of Claims in such Class and all other Classes of Claims and Interests rejecting the Combined Plan and Disclosure Statement, and otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. If the Combined Plan and Disclosure Statement is confirmed by the Court, all Holders of Claims against and Interests in the Debtors (including those Holders who abstain from voting on or reject the Combined Plan and Disclosure Statement, and those Holders who are not entitled to vote on the Combined Plan and Disclosure Statement) will be bound by the confirmed Plan and the transactions contemplated thereby.

3. To properly complete this Ballot, you must follow the procedures described below:
- a. make sure to supply the information requested in Item 1 below;
 - b. cast a vote to accept or reject the Combined Plan and Disclosure Statement by checking the appropriate box in Item 2 below;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold Claims in other Classes entitled to vote, you should receive a different Ballot for each such Claim. Your vote will be counted in determining acceptance or rejection of the Combined Plan and Disclosure Statement by a particular Class only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
 - e. if you believe that you have received the wrong Ballot, please contact the Balloting Agent, Prime Clerk LLC by phone at 844-224-1137 (U.S. and Canada) or 917-962-8896 (international), or by email at rockportballots@primeclerk.com;
 - f. fill in all of the information sought under Item 4 below including your name and mailing address;
 - g. sign and date your Ballot where indicated in Item 4 below;
 - h. return your Ballot in one of the following methods:
 1. **Via Online Portal.** Please visit <https://cases.primeclerk.com/rockport>. Click on the “Submit E-Ballot” section of the website and follow the instructions to submit your Ballot.

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

Unique E-Ballot ID#: _____

The Balloting Agent’s online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

OR

2. Via Paper Ballot. Please deliver the Ballot to the Balloting Agent by either regular mail, overnight mail or hand delivery to the Balloting Agent at the following address: Rockport Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022. **Ballots will NOT be accepted by email, telecopy, facsimile, or other electronic means of transmission (other than through the online portal).**

Creditors who cast a Ballot using the Balloting Agent’s online portal should NOT also submit a paper Ballot; and

- i. in order for your vote to be counted, the Balloting Agent **must receive** all Ballots with original signatures by no later than **5:00 p.m. (Eastern Time) on November 19, 2018** (the “**Voting Deadline**”), unless such time is extended in writing by the Debtors. For the avoidance of doubt, ballots submitted via the online voting portal will deemed to contain an original signature.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE COMBINED PLAN AND DISCLOSURE STATEMENT OR INTERIM APPROVAL AND PROCEDURES ORDER OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS’ BALLOTING AGENT, PRIME CLERK LLC, BY PHONE AT (866) 315-0467, OR BY EMAIL AT ROCKPORTBALLOTS@PRIMECLERK.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE COURT. PLEASE ALSO NOTE THAT THE BALLOTING AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Prepetition Note Claim Against the U.S. Debtors. The undersigned hereby certifies that as of the Record Date, the undersigned was the holder (or authorized signatory for a holder) of a Class 2 Prepetition Note Claim, without regard to any accrued but unpaid interest.

<p>Principal Amount of Prepetition Note Claim:</p> <p style="margin-top: 20px;">\$ _____</p>
--

Item 2. Vote on the Combined Plan and Disclosure Statement. The undersigned Holder of a Prepetition Note Claim identified in Item 1 above hereby votes to:

Check One Box Only

Accept the Combined Plan and Disclosure Statement

OR

Reject the Combined Plan and Disclosure Statement

Item 3. Important Information about Third-Party Release.

Article XIII.E.2 of the Combined Disclosure Statement and Plan contains the following Release provision:

Releases by Holders of Claims: 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.

AS A HOLDER OF AN IMPAIRED CLAIM UNDER THE COMBINED PLAN AND DISCLOSURE STATEMENT AND PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASE CONTAINED IN ARTICLE XIII.E.2 OF THE COMBINED PLAN AND DISCLOSURE STATEMENT, AS SET FORTH ABOVE.

In connection with the foregoing, please carefully review the following:

- If you vote to accept the Combined Plan and Disclosure Statement, you will be a “Releasing Party” thereunder, and you will be deemed to provide the Third-Party Release provided in Article XIII.E.2 thereof. If you vote to accept the Combined Plan and Disclosure Statement, you cannot opt out of giving such release.
- If you vote to reject the Combined Plan and Disclosure Statement and wish to opt out of the giving the Third-Party Release provided in Article XIII.E.2 thereof, you must submit this Ballot to the Balloting Agent by the Voting Deadline and check the opt out box below.
- If you do not vote on the Combined Plan and Disclosure Statement, but wish to opt out of giving the Third-Party Release provided in Article XIII.E.2 thereof, you must submit this Ballot by the Voting Deadline and check the opt out box below.
- If you (i) do not submit a Ballot by the Voting Deadline or (ii) submit a Ballot but do not vote to accept or reject the Combined Plan and Disclosure Statement, and fail to check the opt out box below, you will be deemed to consent to giving the Third-Party Release provided in Article XIII.E.2.

The Holder of the Prepetition Note Claim set forth in Item 1 above **has not voted to accept** the Combined Plan and Disclosure Statement and elects to:

Opt Out of the Third-Party Release.

Item 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with copies of the Interim Approval and Procedures Order, the Combined Plan and Disclosure Statement, including all exhibits thereto, and the Confirmation Hearing Notice. The undersigned certifies that (i) it is the Holder of the Prepetition Note Claim identified in Item 1 above as of **October 12, 2018** and (ii) it has full power and authority to vote to accept or reject the Combined Plan and Disclosure Statement. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Interim Approval and Procedures Order and the procedures for the solicitation of votes to accept or reject the Combined Plan and Disclosure Statement contained therein.

Print or Type Name of Claimant	_____
Last Four (4) Social Security No./Federal Tax I.D. No. of Claimant	_____
Signature	_____
Name of Signatory (if different than Claimant)	_____
If by Authorized Agent, Title of Agent	_____
Street Address	_____
City, State and Zip Code	_____
Telephone Number	_____
Email Address	_____
Date Completed	_____

This Ballot shall not constitute or be deemed a proof of Claim or Interest, an assertion of a Claim or Interest, or the allowance of a Claim or Interest.

Exhibit B-2

Class 4 Form of Ballot

No person has been authorized to give any information or advice, or to make any representation, other than what is included in the Combined Plan and Disclosure Statement accompanying this Ballot.¹

Please note that, even if you intend to vote to reject the Combined Plan and Disclosure Statement, you must still read, complete, and execute this entire Ballot.

**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. ²	)	(Jointly Administered)
)	
)	

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE
COMBINED DISCLOSURE STATEMENT AND CHAPTER 11 PLAN OF
LIQUIDATION PROPOSED BY THE DEBTORS**

CLASS 4: GENERAL UNSECURED CLAIMS

The Relay Shoe Company, LLC (f/k/a The Rockport Company, LLC) (“**Rockport**”) and certain of its affiliates that are debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation* [Docket No. [●]] (as it may be amended, supplemented, or modified, the “**Combined Plan and Disclosure Statement**”), from the Holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Combined Plan and Disclosure Statement. If you have any questions on how to properly complete this Ballot, 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.

¹ All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to them in the Combined Plan and Disclosure Statement.

² 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.

On **October 12, 2018**, the Court entered the Interim Approval and Procedures Order [Docket No. [•]], approving on an interim basis the adequacy of the Combined Plan and Disclosure Statement. Your rights are described in the Interim Approval and Procedures Order and the Combined Plan and Disclosure Statement, which are included in the Solicitation Package you are receiving with this Ballot. At the Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Combined Plan and Disclosure Statement, as well as confirmation of the Combined Plan and Disclosure Statement.

THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF CLASS 4 GENERAL UNSECURED CLAIMS AGAINST THE DEBTORS.

VOTING INSTRUCTIONS

You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek independent legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Combined Plan and Disclosure Statement. Your claim has been placed in Class 4 under the Combined Plan and Disclosure Statement. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

1. This Ballot is submitted to you to solicit your vote to accept or reject the Combined Plan and Disclosure Statement. **PLEASE READ THE COMBINED PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Combined Plan and Disclosure Statement will be accepted by Class 4 if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Combined Plan and Disclosure Statement. In the event that Class 4 rejects the Combined Plan and Disclosure Statement, the Court may nevertheless confirm the Combined Plan and Disclosure Statement and thereby make it binding on Holders of Claims in such Class if at least one other Class of Claims impaired under the Combined Plan and Disclosure Statement has accepted the Combined Plan and Disclosure Statement and the Court finds that the Combined Plan and Disclosure Statement does not unfairly discriminate against, and accords fair and equitable treatment to, the Holders of Claims in such Class and all other Classes of Claims and Interests rejecting the Combined Plan and Disclosure Statement, and otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. If the Combined Plan and Disclosure Statement is confirmed by the Court, all Holders of Claims against and Interests in the Debtors (including those Holders who abstain from voting on or reject the Combined Plan and Disclosure Statement, and those Holders who are not entitled to vote on the Combined Plan and Disclosure Statement) will be bound by the confirmed Plan and the transactions contemplated thereby.

3. To properly complete this Ballot, you must follow the procedures described below:
- a. make sure to supply the information requested in Item 1 below;
 - b. cast a vote to accept or reject the Combined Plan and Disclosure Statement by checking the appropriate box in Item 2 below;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold Claims in other Classes entitled to vote, you should receive a different Ballot for each such Claim. Your vote will be counted in determining acceptance or rejection of the Combined Plan and Disclosure Statement by a particular Class only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
 - e. if you believe that you have received the wrong Ballot, please contact the Balloting Agent, Prime Clerk LLC by phone at 844-224-1137 (U.S. and Canada) or 917-962-8896 (international), or by email at rockportballots@primeclerk.com;
 - f. fill in all of the information sought under Item 4 below including your name and mailing address;
 - g. sign and date your Ballot where indicated in Item 4 below;
 - h. return your Ballot in one of the following methods:
 1. **Via Online Portal.** Please visit <https://cases.primeclerk.com/rockport>. Click on the “Submit E-Ballot” section of the website and follow the instructions to submit your Ballot.

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

Unique E-Ballot ID#: _____

The Balloting Agent’s online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

OR

2. Via Paper Ballot. Please deliver the Ballot to the Balloting Agent by either regular mail, overnight mail or hand delivery to the Balloting Agent at the following address: Rockport Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022. **Ballots will NOT be accepted by email, telecopy, facsimile, or other electronic means of transmission (other than through the online portal).**

Creditors who cast a Ballot using the Balloting Agent’s online portal should NOT also submit a paper Ballot; and

- i. in order for your vote to be counted, the Balloting Agent **must receive** all Ballots with original signatures by no later than **5:00 p.m. (Eastern Time) on November 19, 2018** (the “**Voting Deadline**”), unless such time is extended in writing by the Debtors. For the avoidance of doubt, ballots submitted via the online voting portal will deemed to contain an original signature.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE COMBINED PLAN AND DISCLOSURE STATEMENT OR INTERIM APPROVAL AND PROCEDURES ORDER OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS’ BALLOTING AGENT, PRIME CLERK LLC, BY PHONE AT (866) 315-0467, OR BY EMAIL AT ROCKPORTBALLOTS@PRIMECLERK.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE COURT. PLEASE ALSO NOTE THAT THE BALLOTING AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of General Unsecured Claim. The undersigned hereby certifies that as of the Record Date, the undersigned was the holder (or authorized signatory for a holder) of a Class 4 General Unsecured Claim.

Plan Class: _____ Amount of General Unsecured Claim: \$_____

Item 2. Vote on the Combined Plan and Disclosure Statement. The undersigned Holder of a General Unsecured Claim identified in Item 1 above hereby votes to:

Check One Box Only

Accept the Combined Plan and Disclosure Statement

OR

Reject the Combined Plan and Disclosure Statement

Item 3. Important Information about Third-Party Release.

Article XIII.E.2 of the Combined Disclosure Statement and Plan contains the following Release provision:

Releases by Holders of Claims: 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.

AS A HOLDER OF AN IMPAIRED CLAIM UNDER THE COMBINED PLAN AND DISCLOSURE STATEMENT AND PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASE CONTAINED IN ARTICLE XIII.E.2 OF THE COMBINED PLAN AND DISCLOSURE STATEMENT, AS SET FORTH ABOVE.

In connection with the foregoing, please carefully review the following:

- If you vote to accept the Combined Plan and Disclosure Statement, you will be a “Releasing Party” thereunder, and you will be deemed to provide the Third-Party Release provided in Article XIII.E.2 thereof. If you vote to accept the Combined Plan and Disclosure Statement, you cannot opt out of giving such release.
- If you vote to reject the Combined Plan and Disclosure Statement and wish to opt out of the giving the Third-Party Release provided in Article XIII.E.2 thereof, you must submit this Ballot to the Balloting Agent by the Voting Deadline and check the opt out box below.
- If you do not vote on the Combined Plan and Disclosure Statement, but wish to opt out of giving the Third-Party Release provided in Article XIII.E.2 thereof, you must submit this Ballot by the Voting Deadline and check the opt out box below.
- If you (i) do not submit a Ballot by the Voting Deadline or (ii) submit a Ballot but do not vote to accept or reject the Combined Plan and Disclosure Statement, and fail to check the opt out box below, you will be deemed to consent to giving the Third-Party Release provided in Article XIII.E.2.

The Holder of the General Unsecured Claim set forth in Item 1 above **has not voted to accept** the Combined Plan and Disclosure Statement and elects to:

Opt Out of the Third-Party Release.

Item 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with copies of the Interim Approval and Procedures Order, the Combined Plan and Disclosure Statement, including all exhibits thereto, and the Confirmation Hearing Notice. The undersigned certifies that (i) it is the Holder of the General Unsecured Claim identified in Item 1 above as of **October 12, 2018** and (ii) it has full power and authority to vote to accept or reject the Combined Plan and Disclosure Statement. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Interim Approval and Procedures Order and the procedures for the solicitation of votes to accept or reject the Combined Plan and Disclosure Statement contained therein.

Print or Type Name of Claimant _____
Last Four (4) Social Security No./Federal Tax I.D. No. of Claimant _____
Signature _____
Name of Signatory (if different than Claimant) _____
If by Authorized Agent, Title of Agent _____
Street Address _____
City, State and Zip Code _____
Telephone Number _____
Email Address _____
Date Completed _____

This Ballot shall not constitute or be deemed a proof of Claim or Interest, an assertion of a Claim or Interest, or the allowance of a Claim or Interest.

Exhibit C

Confirmation Hearing Notice

**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)
)	
)	

**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 [●], 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. [●]] (as may be amended, modified and/or supplemented, the “**Combined Plan and Disclosure Statement**”).²

2. Pursuant to an order, dated October 12, 2018 [Docket No. [●]] (the “**Interim Approval and Procedures Order**”), the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) approved 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 12, 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: [●], 2018
Wilmington, Delaware

/s/ DRAFT

Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Amanda R. Steele (No. 5530)
Brendan J. Schlauch (No. 6115)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: 302-651-7700
Fax: 302-651-7701
Email: collins@rlf.com
merchant@rlf.com
steele@rlf.com
schlauch@rlf.com

Counsel to the Debtors and Debtors in Possession