

BALLOT SOLICITATION AND TABULATION PROCEDURES

The following procedures (the “Voting Procedures”) are adopted with respect to (a) the distribution of Ballot solicitation materials with respect to the Plan (as hereinafter defined) and (b) the return and tabulation of Ballots.

1. Definitions:

- a.** “**Ballot**” means the proposed ballot for holders of Class 1 Claims, Class 3 Claims and Class 4 Claims to vote whether to accept or reject the Plan.
- b.** “**Bankruptcy Court**” means the United States Bankruptcy Court for the Northern District of Illinois.
- c.** “**Confirmation Hearing**” means the hearing conducted by the Bankruptcy Court to consider confirmation of the Plan, as such hearing may be adjourned from time to time.
- d.** “**Confirmation Hearing Notice**” means the notice of the hearing on confirmation of the Plan, as such hearing may be adjourned from time to time.
- e.** “**Disclosure Statement**” means the disclosure statement in connection with the Plan, as approved by the Bankruptcy Court in the Disclosure Statement Order.
- f.** “**Disclosure Statement Order**” means the order of the Bankruptcy Court (i) approving the adequacy of the Disclosure Statement, and (ii) authorizing solicitation of votes to accept or reject the Plan.
- g.** “**General Bar Date Order**” means the order of the Bankruptcy Court which fixed January 27, 2014 as the deadline for filing proofs of claim against the Debtor’s estate for all claims other than claims of governmental agencies.
- h.** “**Objection Deadline**” means the deadline established by the Bankruptcy Court for filing objections to the confirmation of the Plan.
- i.** “**Notice of Non-Voting Status**” means the notice to Persons not entitled to vote on the Plan informing those Persons of their non-voting status.
- j.** “**Person**” means natural persons, groups of natural persons acting as individuals, groups of natural persons acting in a collegial capacity (e.g., as a committee, task force, or board of directors), whether formal or informal, corporations, partnerships, joint ventures, and any other incorporated or unincorporated business, governmental, social or other entity.
- k.** “**Plan**” means the Amended Joint Plan of Reorganization of Shelbourne North Water Street, L.P., RMW Acquisition Company, LLC, RMW CLP Acquisitions, LLC, and RMW CLP II Acquisitions, LLC, dated June 12, 2014, as the same may be amended or modified.

- l.** “**Plan Proponents** ” means, collectively, Shelbourne North Water Street, L.P., RMW Acquisition Company, LLC, RMW CLP Acquisitions, LLC, and RMW CLP II Acquisitions, LLC.

- m.** “**Solicitation Package**” means, and will consist of, all of the following:
 - i. The Confirmation Hearing Notice, substantially in a form approved by the Bankruptcy Court, setting forth, *inter alia*, the time fixed for filing acceptances and rejections of the Plan, the time fixed for filing objections to confirmation of the Plan and the date and time of the Confirmation Hearing.
 - ii. Disclosure Statement (with the Plan attached as an exhibit thereto);
 - iii. Disclosure Statement Order, approving the Voting Procedures described herein;
 - iv. For Persons entitled to vote, appropriate Ballots and voting instructions;
 - v. For Persons not entitled to vote, a Notice of Non-Voting Status; and
 - vi. Any other materials ordered by the Bankruptcy Court to be included as part of the Solicitation Package.

- n.** “**Voting Deadline**” means the date that is established by the Bankruptcy Court as the deadline for the return of Ballots on the Plan.

- o.** “**Voting Record Date**” means the date on which the Disclosure Statement is approved.

2. Distribution of Solicitation Packages:

a. Scheduled and Filed Claims:

The Plan Proponents will cause a Solicitation Package to be served upon each holder of a Claim against the Debtors listed in the Schedules as liquidated, undisputed, and noncontingent or represented by a timely-filed proof of claim that has not been withdrawn, disallowed or expunged by an order of the Bankruptcy Court as of the Voting Record Date.

b. Equity Interests:

The Plan Proponents will cause a copy of the Confirmation Hearing Notice and the Notice of Non-Voting Status to be served upon the holder of record of the Equity Interests in the Debtor.

c. Other Parties:

The Plan Proponents will cause a Solicitation Package, including a Notice of Non-Voting Status, to be served upon the Office of the United States Trustee for the Northern District of Illinois, and on each party that filed a notice of appearance with the Bankruptcy Court and has not withdrawn such notice of appearance, all creditors whose claims are subject to an objection on the Voting Record Date, and all other entities previously listed in the Debtor's Schedules, including those entities listed for notice purposes only, that did not timely file a proof of claim in the Debtor's case.

3. Tabulation of Ballots:

a. Calculation of Votes:

(i) Holders of Claims to Which No Objection has Been Filed:

Each holder of a Claim in Class 1, 3 or 4, to which the Debtor has not objected as of the Voting Record Date will be entitled to vote in the facial amount of that holder's timely-filed or scheduled claim, so long as such claim has not been reduced, disallowed or expunged by order of the Bankruptcy Court. If the claim has been reduced, that holder shall be entitled to vote the amount of the claim allowed by the Bankruptcy Court.

(ii) Holders of Claims to Which an Objection has Been Filed:

Each holder of a Claim in Class 1, 3 or 4, to which the Debtor has objected as of the Voting Record Date **will not be entitled to vote** unless such holder files a motion for provisional allowance pursuant to Federal Rule of Bankruptcy Procedure 3018(a) on or before the Voting Deadline. In such event, the holder of a Claim in Class 1, 3 or 4 will be entitled to vote in the amount determined by the Bankruptcy Court.

b. Deadline for Receiving Completed Ballots:

- (i) All Ballots must be filed or *actually received* by the Debtor on the Voting Deadline. Ballots may be received by the Debtor at the applicable address set forth on the return envelope included with the Solicitation Package, or by email to: ballots@fgllp.com. The Debtor will not accept Ballots submitted by facsimile. The Debtor will date and time-stamp all paper Ballots when received. Ballots filed with the Court or received by the Debtor by email will be deemed received and date and time- stamped (i) as noted with the electronic receipt of the filing with the Court or (ii) as noted on the email sent to: ballots@fgllp.com, respectively. All such date and time- stamping shall be conclusive evidence as to when the Ballots were received. In addition, the Debtor will make a photocopy of all Ballots received by any method of transmission.

c. Ballots Excluded:

A Ballot will *not* be counted if any of the following applies to such Ballot:

- (i) The holder submitting the Ballot is not entitled to vote, pursuant to the Plan, as set forth in section 3.a hereof.
- (ii) The Ballot is not actually filed and/or received by the Debtor in the manner set forth in section 3.b hereof by the Voting Deadline.
- (iii) The Ballot is filed and/or returned to the Debtor indicating acceptance or rejection of the Plan, but is unsigned.
- (iv) The Ballot is postmarked prior to the deadline for submission of Ballots, but is received afterward.
- (v) The Ballot is illegible or contains insufficient information to permit the identification of the claimant.
- (vi) The Ballot is submitted in a form that is not the appropriate Ballot for such claim.
- (vii) The Ballot is not completed.

d. General Voting Procedures and Standard Assumptions:

In addition, the following voting procedures and standard assumptions will be used in tabulating Ballots.

- (i) The Debtor, in its discretion, may contact voters to cure any defects in the Ballot.
- (ii) Any voter that files or delivers a valid Ballot may withdraw his, her, or its vote by filing/delivering a written notice of withdrawal to the Debtor before the Voting Deadline. To be valid, the notice of withdrawal must (a) be signed by the party who signed the Ballot to be revoked, and (b) be received by the Debtor before the Voting Deadline.
- (iii) If multiple Ballots are received from different holders purporting to hold the same Claim, in the absence of contrary information establishing which claimant held such Claim as of the Voting Deadline, the latest-dated Ballot that is received prior to the Voting Deadline will be the Ballot that is counted.
- (iv) If multiple Ballots are received from a holder of a Claim and someone purporting to be his, her, or its attorney or agent, the Ballot received from the holder of the claim will be the Ballot that is counted, and the vote of the purported attorney or agent will not be counted.

- (v) There shall be a rebuttable presumption that any Claimant who submits a properly completed superseding Ballot or withdrawal of Ballot on or before the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such Claimant's acceptance or rejection of the Plan.
- (vi) A Ballot that is completed, but on which the Claimant did not note whether to accept or reject the Plan, shall not be counted as a vote to accept or reject the Plan.
- (vii) If multiple Ballots are received from a holder of a Claim for the same claim, the latest-dated Ballot that is received prior to the Voting Deadline shall be the Ballot that is counted as vote to accept or reject the Plan.