

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

In re:

CEDAR HAVEN ACQUISITION, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 19-11736 (JKS)

**Related Docket Nos. 760 and 766**

**NOTICE OF (I) DEADLINE TO VOTE TO ACCEPT OR REJECT THE COMBINED  
PLAN AND DISCLOSURE STATEMENT, (II) THE COMBINED HEARING TO  
CONSIDER CONFIRMATION OF THE COMBINED PLAN AND DISCLOSURE  
STATEMENT AND (III) CERTAIN RELATED MATTERS**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On February 25, 2022, the above-captioned debtor and debtor in possession (the “**Debtor**”) filed the *Combined Disclosure Statement and Chapter 11 Plan of Reorganization of Cedar Haven Acquisition, LLC*. On March 15, 2022, the Debtor filed the *First Amended Combined Disclosure Statement and Chapter 11 Plan of Reorganization of Cedar Haven Acquisition, LLC* (as amended, the “**Combined Plan and Disclosure Statement**”) [Docket No. 760].

Pursuant to an Order dated March 17, 2022 (the “**Interim Approval and Procedures Order**”), the Bankruptcy Court conditionally approved the Combined Plan and Disclosure Statement for solicitation purposes only.

A combined hearing to consider the Combined Plan and Disclosure Statement, specifically, the adequacy of the disclosure statement and the confirmation of the plan of reorganization (the “**Combined Hearing**”) will be held before the Honorable J. Kate Stickles, United States Bankruptcy Judge, United States Bankruptcy Court, 3<sup>rd</sup> Floor, Court Room 7, **on April 21, 2022**,

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<sup>1</sup> The Debtor in this case, along with the last four digits of the federal tax identification numbers, is Cedar Haven Acquisition, LLC (8400). The mailing address for the Debtor is 590 South 5<sup>th</sup> Avenue, Lebanon, Pennsylvania 17042.

**at 10:00 a.m. (prevailing Eastern Time)]**. Objections to confirmation of the Combined Plan and Disclosure Statement, including any objection to the adequacy of the disclosures if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim of such party; and (c) be filed with the Court and served so as to be actually received by the following parties by **4:00 p.m. (prevailing Eastern Time) on April 13, 2022**:

- i. counsel for the Debtor, *Chipman Brown Cicero & Cole, LLP*, Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801, [chipman@chipmanbrown.com](mailto:chipman@chipmanbrown.com), and [olivere@chipmanbrown.com](mailto:olivere@chipmanbrown.com) (Attn: William E. Chipman, Jr., Esquire and Mark D. Olivere, Esquire);
- ii. counsel for Capital Finance, LLC, Miles & Stockbridge P.C., Attn: Joel L. Perrell, Jr., Esquire (Email: [jperrell@milesstockbridge.com](mailto:jperrell@milesstockbridge.com));
- iii. counsel to Capital Funding, LLC, Whiteford Taylor Preston LLP, (i) Attn: Edward U. Lee III, Esquire (Email: [elee@wtplaw.com](mailto:elee@wtplaw.com)); and (ii) Attn: Daniel R. Schimizzi, Esquire (Email: [dschimizzi@wtplaw.com](mailto:dschimizzi@wtplaw.com));
- iv. the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Lockbox 35, Wilmington, Delaware 19801, Attn: Timothy J. Fox, Esquire (Email: [timothy.fox@usdoj.gov](mailto:timothy.fox@usdoj.gov));
- v. counsel to the Official Committee of Unsecured Creditors, Potter Anderson & Corroon LLP, Attn: Christopher M. Samis, Esquire, L. Katherine Good, Esquire, and Aaron H. Stulman, Esquire (Email: [csamis@potteranderson.com](mailto:csamis@potteranderson.com), [kgood@potteranderson.com](mailto:kgood@potteranderson.com), and [astulman@potteranderson.com](mailto:astulman@potteranderson.com)); and
- vi. counsel to Landlord, Duane Morris LLP, (i) Attn: John R. Weiss, Esquire and Neville M. Bilimoria, Esquire (Email: [jrweiss@duanemorris.com](mailto:jrweiss@duanemorris.com) and [nmbilimoria@duanemorris.com](mailto:nmbilimoria@duanemorris.com)); and (ii) Attn: Michael R. Lastowski, Esquire (Email: [mlastowski@duanemorris.com](mailto:mlastowski@duanemorris.com)).

The Debtor reserves the right to file a consolidated reply to any such objection no later than April 18, 2022, at 4:00 p.m. (prevailing Eastern Time).

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 Debtor as of

March 17, 2022 (the “**Record Date**”) and entitled to vote, you have received with this Notice a ballot form (a “**Ballot**”) and instructions for completing the Ballot.

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 **4:00 p.m., (prevailing Eastern Time), on April 13, 2022** (the “**Voting Deadline**”). Any 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. The rules and procedures for the tabulation of the votes are outlined in the Interim Approval and Procedures Order.

If a holder of a Claim wishes to challenge the allowance or disallowance of a Claim for voting purposes under the Tabulation Procedures (as defined in the Interim Approval and Procedures Order), such entity must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such Claim in a different amount or classification for purposes of voting to accept or reject the Combined Plan and Disclosure Statement and serve such motion on the undersigned counsel to the Debtor so that it is received no later than **4:00 p.m. (prevailing Eastern Time), on March 30, 2022**. The Debtor shall have until April 6, 2022, to file and serve any responses to such motions. Unless the Court orders otherwise, such Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Procedures.

No later than seven (7) days before the Voting Deadline, the Debtor will file in the Bankruptcy Court the Plan Supplement. The Plan Supplement will be provided by the Debtor

upon request to the Claims and Balloting Agent *via* email ([TeamCedarHaven@stretto.com](mailto:TeamCedarHaven@stretto.com)) or by calling (877) 257-9327.

**Important Dates**

DESCRIPTION	DEADLINE
Voting Procedures Hearing Objection Deadline	March 9, 2022 at 4:00 p.m. (ET)
Voting Procedures and Interim Disclosure Statement Hearing	March 16, 2022 at 1:00 p.m. (ET)
Voting Record Date	The date of entry of the Interim Approval and Procedures Order
Solicitation Commencement Date	Within five (5) business days after entry of the Interim Approval and Procedures Order
Deadline to file Plan Supplement	April 6, 2022 at 4:00 p.m. (ET)
Deadline for Creditors to File Rule 3018 Motions	April 6, 2022 at 4:00 p.m. (ET)
Deadline for Debtor to Respond to Rule 3018 Motions	April 13, 2022 at 4:00 p.m. (ET)
Voting Deadline for the Combined Plan and Disclosure Statement	April 13, 2022 at 4:00 p.m. (ET)
Combined Plan and Disclosure Statement Objection Deadline	April 13, 2022 at 4:00 p.m. (ET)
Deadline to File Confirmation Brief and Other Evidence Supporting the Combined Plan and Disclosure Statement	April 18, 2022 at 4:00 p.m. (ET)
Deadline to File Voting Tabulation Affidavit	April 18, 2022 at 4:00 p.m. (ET)
Combined Hearing	April 21, 2022 at 10:00 a.m. (ET)

Except to the extent a Holder of an Allowed Claim agrees to a less favorable treatment, such Holder shall receive, under the Combined Plan and Disclosure Statement, the treatment described in Article V in full and final satisfaction, settlement, and release of and in exchange for such Holder's Allowed Claim.

Article XII<sup>2</sup> of the Combined Plan and Disclosure Statement contains certain release, exculpation and injunction provisions as set forth below:

#### **A. Injunction**

All injunctions or stays provided for in the Chapter 11 Case under Bankruptcy Code sections 105 or 362, or otherwise, and in existence on the Confirmation Date shall remain in full force and effect until the later of (a) the Effective Date, (b) the date indicated in the order providing for such injunction or stay, or (c) the date specified in section 362 of the Bankruptcy Code.

Except as otherwise provided in the Combined Plan and Disclosure Statement or to the extent necessary to enforce the terms and conditions of the Combined Plan and Disclosure Statement, the Confirmation Order, or a separate Order of the Bankruptcy Court, all entities who have held, hold, or may hold Claims against or Equity Interests in the Debtor shall be permanently enjoined from taking any of the following actions against any property that is to be distributed under the terms of the Combined Plan and Disclosure Statement on account of any such Claims or Equity Interests: (a) commencing or continuing, in any manner or in any place, any action or other proceeding; (b) enforcing, attaching, collecting, or recovering in any manner any judgment, award, decree, or order; (c) creating, perfecting, or enforcing any lien or encumbrance; (d) asserting a setoff, right, or subrogation of any kind against any debt, liability, or obligation due to the Debtor; and (e) commencing or continuing, in any manner or in any place, any action that does not comply with or is inconsistent with the provisions of the Combined Plan and Disclosure Statement; *provided, however*, that such entities shall not be precluded from exercising their rights pursuant to and consistent with the terms of the Combined Plan and Disclosure Statement or the Confirmation Order; *provided, further*, that the foregoing provisions of this provision shall not apply to any acts, omissions, claims, causes of action, or other obligations expressly set forth in and preserved by this Combined Plan and Disclosure Statement or any defenses thereto.

The satisfaction, release, discharge, and exculpation pursuant to Article XII of the Combined Plan and Disclosure Statement shall also act as a permanent injunction against any entity bound by such provision against commencing or continuing any action, employment of process or act to collect, offset, or recover any claim or cause of action satisfied, released, discharged, or exculpated under the Combined Plan and Disclosure Statement or the Confirmation Order to the fullest extent authorized or provided by the Bankruptcy Code, including, without limitation, to the extent provided for or authorized by sections 524 and 1141 thereof.

#### **B. Exculpation**

Except as otherwise specifically provided in the Combined Plan and Disclosure Statement, none of the Exculpated Parties<sup>3</sup> shall have or incur any liability to any holder of a Claim or Interest (including Estate Causes of Action) for any act or omission in connection with, related to, or arising

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<sup>2</sup> Capitalized terms used but not otherwise defined shall have the meaning ascribed in the Combined Plan and Disclosure Statement.

<sup>3</sup> “Exculpated Parties” means the following Entities, each in their respective capacities as such, (a) the Debtor; (b) the Reorganized Debtor; (c) the Committee and its members; (d) Stone Barn; (e) Charles B. Blalack; and (f) all Professionals.

out of the Chapter 11 Case, the Combined Plan and Disclosure Statement, the pursuit of Confirmation, the consummation of the Combined Plan and Disclosure Statement, the administration of the Combined Plan and Disclosure Statement, the property to be liquidated and/or distributed under the Combined Plan and Disclosure Statement or any postpetition act taken or omitted to be taken in connection with or in contemplation of the reorganization of the Debtor, except for their willful conduct or gross negligence as determined by a Final Order of a court of competent jurisdiction, and in all respects shall be entitled to rely reasonably upon the advice of counsel with respect to their duties and responsibilities under this Combined Plan and Disclosure Statement.

### **C. Estate Releases**

**Pursuant to Bankruptcy Code section 1123(b), and notwithstanding anything to the contrary in the Combined Plan and Disclosure Statement or the Confirmation Order, on and after the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Released Parties<sup>4</sup> shall be deemed released by the Debtor and its Estate, from any and all Claims, obligations, debts, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, including derivative claims asserted or assertable on behalf of the Debtor or the Estate, as applicable, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that the Debtor, its Estate, or the GUC Administrator, as applicable, would have been legally entitled to assert in its own right, or on behalf of the Holder of any Claim or Interest or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtor, the Chapter 11 Case, the purchase, sale, transfer, or rescission of the purchase, sale, or transfer of any debt, security, asset, right, or interest of the Debtor, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Combined Plan and Disclosure Statement, the business or contractual arrangements between the Debtor and any Released Party, the restructuring of Claims and Interests prior to or in the Chapter 11 Case, the negotiation, formulation, or preparation of the Combined Plan and Disclosure Statement and any other agreements or documents effectuating the Combined Plan and Disclosure Statement, or related agreements, instruments, or other documents, and any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date relating to the Debtor or the Estate.**

**Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Release of the Released Parties by Debtor and the Estate, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the Release by the Debtor and the Estate is: (a) in exchange for the good and valuable consideration provided by the Released Parties; (b) a good faith settlement and compromise of the Claims released by the Release by the Debtor; (c) in the best interests of the Debtor, the Estate, and all Holders of Claims and Interests; (d) fair, equitable, and reasonable; (e) given and made after**

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<sup>4</sup> "Released Parties" means the following Entities or Persons, each in their respective capacities as such, (a) the Debtor and Reorganized Debtor; (b) the DIP Lender; (c) the Committee and its members; (d) the Landlord; (e) Charles B. Blalack; (f) Stone Barn; (g) Stone Barn Management; and (h) the Related Parties of the foregoing.

**due notice and opportunity for hearing; and (f) a bar to the Debtor, or its Estate, asserting any Claim or Cause of Action released pursuant to the Release by Debtor and the Estate.**

Copies of the Combined Plan and Disclosure Statement and the Interim Approval and Procedures Order are available for review without charge at the website maintained by the Claims and Balloting Agent, <https://case.stretto.com/cedarhaven> or by calling (877) 257-9327 (Toll Free).

Dated: March 18, 2022  
Wilmington, Delaware

**CHIPMAN BROWN CICERO & COLE, LLP**

*/s/ Mark D. Oliver*

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