

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	CHAPTER 11
FRANKIE V'S KITCHEN, LLC	§	
	§	
Debtor.	§	CASE NO. 19-31717
	§	

**BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF
LIQUIDATION FILED BY FRANKIE V'S KITCHEN, LLC AND
SETTLEMENT OPTOUT NOTICE**

VOTING DEADLINE: [__ __, 2019] AT 5:00 P.M. (CDT)

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE PROMPTLY. IF YOUR BALLOT HAS NOT BEEN RECEIVED BY THE DEBTOR ON OR BEFORE [**OCTOBER __, 2019**] AT **5:00 p.m.** (CDT), YOUR VOTE WILL NOT BE COUNTED.

Frankie V's Kitchen, LLC (the "Debtor") filed a plan of liquidation dated [**August __, 2019**] (the "Plan") in the above-referenced case. The United States Bankruptcy Court for the Northern District of Texas ("Bankruptcy Court") has approved the disclosure statement in support of the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. Capitalized terms not defined herein have the meanings provided to them in the Plan.

If you do not have a Disclosure Statement you may obtain a copy from: Foley & Lardner, LLP, Attn: Mark C. Moore, 2021 McKinney Ave., Suite 1600, Dallas, TX 75201, telephone (214.999.3000), facsimile (214.999.4667), email: mmoore@foley.com.

The Bankruptcy Court may confirm the Plan and make it binding on you, if (a) with respect to each class of claims, the Plan is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of claims in such class that vote on the Plan and (b) it otherwise satisfies the requirements of section 1129(a) of title 11 of the United States Code (the "Bankruptcy Code"). If the requisite acceptances are not obtained, the Bankruptcy Court may still confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of Bankruptcy Code section 1129(b).

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in [**Class __] under the Plan.**

If your ballot is not received by Foley & Lardner, LLP, Attn: Mark C. Moore, 2021 McKinney Ave., Suite 1600, Dallas, Texas 75201, on or before 5:00 p.m. (CDT) [October __, 2019], and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

YOU SHOULD VOTE ALL OF YOUR CLAIMS WITHIN A CLASS UNDER THE PLAN EITHER TO ACCEPT OR REJECT THE PLAN. A BALLOT THAT PARTIALLY ACCEPTS AND PARTIALLY REJECTS THE PLAN WILL NOT BE COUNTED.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class [] Claim against the Debtor in the unpaid amount of \$_____.

(Place an "X" beside only one option)

____ ACCEPTS THE PLAN

OR

____ REJECTS THE PLAN

Dated: _____, 2019

Name: _____

Signature: _____

Title (if corporation or partnership): _____

Address: _____

RETURN THIS BALLOT TO:

**FOLEY & LARDNER, LLP
ATTENTION: MARK C. MOORE
2021 MCKINNEY AVE., SUITE 1600
DALLAS, TX 75201**

IMPORTANT NOTICE TO UNSECURED CREDITORS
REGARDING YOUR RELEASE OPT-OUT OPTION.

If you hold an unsecured claim that is allowed against the Debtor, you will receive a cash payment from the \$1 million settlement fund provided by the Debtor's and Committee's settlement with Agneto Holdings, LLC and Jeffrey D. Franco conditioned on you agreeing to allow Agneto, Franco and the other "Released Parties" in Plan Section 1.1 to receive the Third Party Release detailed in Plan Section 10.6(b). The settlement fund is the Plan's primary source of recoveries to unsecured creditors. You may elect to be excluded from this release. **If you opt-out of the release, you will NOT share in any of the \$1 million settlement fund and your recovery under the Plan will be significantly reduced and possibly zero.** If you agree to provide the Third-Party Release, there is nothing you need to do other than support the Plan by voting "accepts the plan" on the ballot above.

How to opt-out: You can check "Opts-Out" were indicated below to affirmatively opt-out of the Third-Party Releases. You must return the completed Opt-Out Form to the Debtor on or before [-----], 2019 to the address indicated. **ONLY SUBMIT THE OPT-OUT FORM IF YOU WANT TO OPT-OUT OF THE RELEASES AND NOT SHARE IN THE \$1 MILLION SETTLEMENT FUND.**

Effect of opting-out: If you return an Opt-Out Form you will not be bound by the Third-Party Release; however, by opting-out of this release, you will not share in the \$1 million settlement fund and may receive little or nothing under the Plan.

Effect of NOT opting-out: Any holders of Claims or Interests that do not return an Opt-Out Form are conclusively deemed to have approved the releases and will be Third-Party Releasing Parties that provide releases to the Released Parties. You do not have to take any action to be included in the Third-Party Releases, but the Debtor encourages you to vote in favor of the Plan on the ballot above.

The Debtor encourages all unsecured creditors to support and vote in favor of the Plan. The Debtor also encourages all unsecured creditors to support the settlement by not opting-out.

OPT-OUT FORM

This form is optional. You should only complete and return this Opt-Out Form if you want to opt-out of the \$1 million settlement fund and not provide the releases required to share in payments from the fund.

IF YOU WISH TO GRANT THE RELEASES AND TO RECEIVE A POTENTIAL DISTRIBUTION UNDER THE \$1 MILLION SETTLEMENT DO NOT RETURN THIS FORM.

The undersigned, the holder of a Class [] Claim or Interest against the Debtor in the above referenced unpaid amount

____ OPTS-OUT OF BOTH THE THIRD-PARTY RELEASES AND AGREES NOT TO SHARE IN THE \$1 MILLION SETTLEMENT FUND

Dated: _____, 2019

Name: _____

Signature: _____

Title (if corporation or partnership): _____

Address: _____

RETURN THIS FORM TO:

**FOLEY & LARDNER, LLP
ATTENTION: MARK C. MOORE
2021 MCKINNEY AVE., SUITE 1600
DALLAS, TX 75201**