

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: \* Chapter 11  
WW WAREHOUSE, INC., f/k/a \* Case No. 03-13655 (JBR)  
WOODWORKERS WAREHOUSE, INC., \*  
Debtor. \*  
\* \* \* \* \*

LETTER OF TRANSMITTAL

To all holders of Class 4 (General Unsecured) and Class 5 (Gift Certificate) Claims:

WW Warehouse, Inc., f/k/a Woodworkers Warehouse, Inc., the debtor in the above-captioned bankruptcy case, and the Official Committee of Unsecured Creditors of WW Warehouse, Inc., f/k/a Woodworkers Warehouse, Inc. (jointly, the "Proponents") filed a First Amended Disclosure Statement of the Debtor and the Official Committee of Unsecured Creditors' First Amended Joint Plan of Liquidation of WW Warehouse, Inc., Woodworkers Warehouse, Inc. (the "Disclosure Statement") together with a First Amended Joint Plan of Liquidation of WW Warehouse, Inc., f/k/a Woodworkers Warehouse, Inc. (the "Plan") in the United States Bankruptcy Court for the District of Delaware on June 16, 2004. Enclosed you will find:

1. A copy of the Disclosure Statement (with exhibits, including the Plan) or a copy of an Executive Summary of the Plan;
2. A ballot or ballots, as applicable, for voting on the Plan along with an envelope for use in returning your ballot or ballots;
3. A copy of the Bankruptcy Court's Order approving: (i) the Disclosure Statement and Plan voting and solicitation materials and procedures; and (ii) establishing deadlines for certain important events in the case; and
4. Notice of (I) Approval of Disclosure Statement and (II) Establishing (A) Hearing for Confirmation of the Plan, (B) Procedures for Objecting to Confirmation of the Plan and (C) Procedures and Deadline for Voting on the Plan, which provides notice of the date and the time the Bankruptcy Court will hold a hearing on confirmation (court approval) of the Plan and the deadline for filing and serving objections to the Plan.

To vote on the Plan, you must complete a ballot or ballots in accordance with the instructions accompanying the enclosed ballot(s) and serve the original ballot(s) by first-class mail, postage prepaid, or by overnight delivery, upon Delaware Claims Agency, LLC (the "Balloting Agent") at the following address:

Delaware Claims Agency, LLC  
P.O. Box 515  
Wilmington, DE 19899  
Attention: Woodworkers Vote Tabulation Center

The Balloting Agent must actually receive your ballot or ballots on or before July 20, 2004 at 4:00 p.m. (prevailing eastern time).

You are urged to read carefully all of the enclosed documents and make an independent evaluation before deciding to vote to accept or reject the Plan. The Proponents believe that the Plan is in the best interest of creditors and the bankruptcy estate and recommend that the Plan be **ACCEPTED**.

Dated: June 16, 2004  
Wilmington, Delaware

**SAUL EWING LLP**

By: /s/ Donald J. Detweiler  
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and

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Attorneys for the Official Committee of  
Unsecured Creditors of WW Warehouse,  
Inc., f/k/a Woodworkers Warehouse, Inc.

**THE BAYARD FIRM**

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Attorneys for WW Warehouse, Inc., f/k/a  
Woodworkers Warehouse, Inc., Debtor and  
Debtor-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
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WW WAREHOUSE, INC., f/k/a )  
WOODWORKERS WAREHOUSE, INC., ) Case No. 03-13655 (JBR)  
)  
Debtor. )

NOTICE OF (I) APPROVAL OF FIRST AMENDED DISCLOSURE STATEMENT AND  
(II) ESTABLISHING (A) HEARING FOR CONFIRMATION OF THE PLAN,  
(B) PROCEDURES FOR OBJECTING TO CONFIRMATION OF THE PLAN AND  
(C) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN

PLEASE TAKE NOTICE that:

1. By order dated June 14, 2004 (the "Order"), the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") approved the First Amended Disclosure Statement of the Debtor and the Official Committee of Unsecured Creditors' First Amended Joint Plan of Liquidation of WW Warehouse, Inc. f/k/a Woodworkers Warehouse, Inc. (the "Disclosure Statement"), dated June 16, 2004, filed jointly by WW Warehouse, Inc. f/k/a Woodworkers Warehouse, Inc., as debtor and debtor in possession (the "Debtor"), and its official committee of unsecured creditors (collectively, the "Plan Proponents"). The Order further directs the Plan Proponents to solicit votes with regard to the approval or rejection of the First Amended Joint Plan of Liquidation of WW Warehouse, Inc. f/k/a Woodworkers Warehouse, Inc., dated June 16, 2004 (as may be amended, the "Plan"), annexed as an exhibit to the Disclosure Statement.

2. A hearing (the "Confirmation Hearing") to consider the confirmation of the Plan will be held on July 27, 2004 at 1:00 p.m. (Eastern Time), before the Honorable Joel B. Rosenthal in the Bankruptcy Court, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Plan Proponents of the adjourned date(s) at the Confirmation Hearing, or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. If you are entitled to vote on the Plan, you have received with this Notice, a Ballot form and voting instructions appropriate for your claim. For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot, and return the completed Ballot to the address indicated on the Ballot by 5:00 p.m. (Eastern Time) on July 20, 2004. Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

4. Holders of (i) unimpaired claims and (ii) claims or interests who will receive no distribution at all under the Plan are not entitled to vote on the Plan and, therefore, received a Notice of Non-Voting Status rather than a Ballot in their Solicitation Packages. In addition, unless otherwise set forth in the objection, claims that are the subject of an objection are not entitled to vote on the Plan and, therefore, did not receive a Ballot in their Solicitation Packages. If you disagree with the Debtor's classification of, or objection to, your claim and believe that you should be entitled to vote on the Plan, then you must (i) have timely filed a proof of claim by the applicable Bar Date and (ii) serve on the Plan Proponents, and file with the Bankruptcy Court, a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a "Rule 3018(a) Motion") temporarily allowing such claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before July 9, 2004. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above shall not be considered. The Plan Proponents may serve replies to any Rule 3018(a) Motion by no later than July 22, 2004.

5. Objections, if any, to the confirmation of the Plan must (a) must be in writing, (b) must be in conformity with the Bankruptcy Code, Bankruptcy Rules and Local Rules of Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, (c) must state with particularity the legal and factual basis for the objection, (d) must reference with specificity the text of the Plan to which the objection is made, (e) must provide proposed language changes or insertions to the Plan to resolve the objection and (f) must be filed with the Bankruptcy Court and served upon the following parties, so as to be actually received, on or before 4:00 p.m. (Eastern Time) on July 16, 2004: (i) Debtor, WW Warehouse, Inc. f/k/a Woodworkers Warehouse, Inc., Attn: Rick Welker, P.O. Box 368, Pembroke, Massachusetts 02359; (ii) Debtor's counsel, The Bayard Firm, Attn: Christopher A. Ward, Esq., 222 Delaware Avenue, Suite 900, Wilmington, Delaware 19801; (iii) Counsel to the Committee, (a) Saul Ewing LLP, Attn: Donald J. Detweiler, Esquire, 222 Delaware Avenue, Suite 1200, Wilmington, Delaware 19801 and (b) Saul Ewing LLP, Attn: Irving E. Walker, Esquire, 100 South Charles Street, 15<sup>th</sup> Floor, Baltimore, Maryland 21201-2773; and (iv) Office of the United States Trustee, 844 King Street, 2<sup>nd</sup> Floor, Wilmington, Delaware 19801, Attn: Joseph McMahon, Esq. Only those objections timely filed and served will be considered by the Bankruptcy Court. The Plan Proponents may serve replies to such objections and proposed modifications by no later than July 22, 2004.

6. Any holder of a claim that (i) is scheduled in the Debtor's schedules of assets and liabilities, or any amendment thereto (the "Schedules") at zero or in an unknown amount or as disputed, contingent, or unliquidated, and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court or otherwise deemed timely filed under applicable law, or (ii) is not scheduled and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Court pursuant to either the Bankruptcy Code or any order of the Court or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such claim for purposes of (a) receiving notices regarding, or distributions under, the Plan, or (b) voting on the Plan.

7. Any party-in-interest wishing to obtain (i) information about the solicitation procedures or (ii) copies of the Disclosure Statement or the Plan should contact the Voting Agent at (800) 838-6773 or can find this information by accessing the electronic Woodworkers docket at: [www.delawareclaimsagency.com](http://www.delawareclaimsagency.com). All documents that are filed with the Court may also be reviewed during regular business hours (8:30 a.m. to 4:00 p.m. weekdays, except legal holidays) at the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 2<sup>nd</sup> Floor, Wilmington, Delaware 19801 or at: [www.deb.uscourts.gov](http://www.deb.uscourts.gov).

Dated: Wilmington, Delaware  
June 16, 2004

**SAUL EWING LLP**

By: /s/ Donald J. Detweiler  
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P.O. Box 1266  
Wilmington, DE 19899  
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Warehouse, Inc.