

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. * Re: Docket No. 375

* * * * *

**ORDER (A) APPROVING JOINT DISCLOSURE STATEMENT
WITH RESPECT TO THE DEBTOR'S AND OFFICIAL COMMITTEE OF
UNSECURED CREDITORS' JOINT PLAN OF LIQUIDATION; (B) APPROVING
PLAN VOTING AND SOLICITATION MATERIALS, SOLICITATION PROCEDURES,
VOTING RULES AND TABULATION PROCEDURES; (C) ESTABLISHING BALLOT
SUBMISSION DEADLINE; (D) SETTING HEARING ON CONFIRMATION OF THE
PLAN; AND (E) ESTABLISHING DEADLINES FOR FILING OBJECTIONS TO
CONFIRMATION OF THE PLAN AND RESPONSES TO ANY SUCH OBJECTIONS**

This matter, having come before the Court on the Joint Motion of the Debtor and the Official Committee of Unsecured Creditors for Entry of an Order: (A) Approving Proposed Disclosure Statement and other Plan Voting and Solicitation Materials, Solicitation Procedures, Voting Rules and Tabulation Procedures; (B) Establishing Ballot Submission Deadline; (C) Setting Hearing on Confirmation of the Plan; and (D) Establishing Deadlines for Filing Objections to Confirmation of the Plan and Responses to any such Objections (the "Motion")¹, after holding a hearing (the "Hearing") and considering the evidence presented regarding the adequacy of the Disclosure Statement, as revised, and approval of the Motion, any objections to the Disclosure Statement and Motion including the arguments of counsel, and after due deliberation and sufficient cause therefor,

¹ All capitalized terms not specifically defined in this Order shall have the meaning ascribed to them in the Motion.

THE COURT FINDS THAT:

1. Due and adequate notice of the Hearing has been given and no other or further notice is needed under the circumstances;
2. The Disclosure Statement, as revised, contains "adequate information" as that term is defined in section 1125(a)(1) of the Bankruptcy Code;
3. The Disclosure Statement, as revised, satisfies the requirements of section 1125(b) of the Bankruptcy Code;
4. The proposed Voting and Solicitation Materials, which consists of Ballots, the Letter of Transmittal, the Confirmation Notice, the Publication Notice, the Executive Summary and the Unimpaired Claims Notice comply with the applicable provisions of the Bankruptcy Code and Bankruptcy Rules; and
5. The Solicitation Procedures, Voting Rules and Tabulation Procedures comply with the applicable provisions of the Bankruptcy Code and Bankruptcy Rules.

IT IS THEREFORE ORDERED AND NOTICE IS HEREBY GIVEN THAT:

1. The Disclosure Statement, as revised, is APPROVED;
2. The Voting and Solicitation Materials are APPROVED;
3. The Proponents are authorized to implement the following Solicitation Procedures:
 - a. Within seven (7) calendar days from the Court's entry of the Disclosure Statement Order (the "Service Date"), the Proponents shall serve, by first-class mail, postage prepaid, the following materials on all holders of Class 4 (General Unsecured) and Class 5 (Gift Certificate) claims who have filed proofs of claim in an amount of \$1,000 or more: (a) the Disclosure Statement (with exhibits, including the Plan); (b) a Ballot or Ballots, as applicable;

(c) the Letter of Transmittal; (d) the Confirmation Notice; and (e) a copy of this Order (collectively, the "Plan Solicitation Package");

b. On or before the Service Date, the Proponents shall serve, by first-class mail, postage prepaid, the following materials on all holders of Class 4 (General Unsecured) and Class 5 (Gift Certificate) claims who have filed proofs of claim in an amount of less than \$1,000: (a) the Executive Summary; (b) a Ballot or Ballots, as applicable; (c) the Letter of Transmittal; (d) the Confirmation Notice; and (e) a copy of this Order;

c. On or before the Service Date, the Proponents shall serve, by first-class mail, postage prepaid, the following materials on the holders of unimpaired claims in Class 1 (Secured), Class 2 (Other Secured) and Class 3 (Priority Non-Tax): (a) the Confirmation Notice; and (b) the Unimpaired Claims Notice;

d. On or about the Service Date, unless otherwise served in accordance with this paragraph, the Proponents shall serve, by first-class mail, postage prepaid, the following materials on all holders of Class 6 (Equity Interests) claims: (a) the Executive Summary; (b) the Confirmation Notice; and (c) a copy of this Order; and

e. On or before the Service Date, the Proponents shall serve, by first-class mail, postage prepaid, the following materials on the United States Trustee and, unless otherwise served in accordance with this paragraph, all other persons and entities listed on the service list attached to the Notice of this Motion (the "Service List"): (a) the Disclosure Statement (with exhibits, including the Plan); (b) the Confirmation Notice; and (c) a copy of this Order; and

f. On or after the Service Date, the Debtors shall have the Publication Notice published in the following papers of general circulation in the regions where the Debtor did business and maintained offices: The Boston Globe and U.S.A. Today (mid-Atlantic edition);

4. The Proponents are authorized to apply the following Voting Rules with respect to the allowance and disallowance of claims for voting purposes (and not for any other purposes):

a. If a claimant did not file a proof of claim on or before the date the Court set as the deadline for filing proofs of claim in this case (*i.e.*, April 3, 2004) (the "Bar Date") with respect to a claim identified in the Debtor's Schedules of Assets and Liabilities (the "Schedules") as liquidated, non-contingent and undisputed, the claim amount for voting purposes will be the amount as identified in the Schedules;

b. If a claimant did not file a proof of claim on or before the Bar Date with respect to a claim that is not identified in the Schedules as liquidated, non-contingent and undisputed, such claim will be disallowed for voting purposes;

c. If a claimant filed a proof of claim on or before the Bar Date to which the Debtor files no objection on or before June 25, 2004, the amount and classification of such claim will be that specified in such proof of claim;

d. If a claimant filed a proof of claim on or before the Bar Date to which the Debtor files an objection on or before June 25, 2004 on grounds other than solely to reclassify the claim, such claim will be disallowed temporarily for voting purposes; provided however, that if a claimant seeks to challenge the allowance of its claim for voting purposes, such claimant shall file a motion for an Order pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of such claim in a specified amount for purposes of voting. A claimant who files such a motion shall serve the motion on the Proponents and all parties on the Service List on or before July 9, 2004 at 4:00 p.m. The Debtor shall file a response, if any, to the Rule 3018(a) motion no later than July 16, 2004. A claimant who files and serves such a motion in accordance with this

section will be permitted to cast a provisional vote to accept or reject the Plan, pending final determination on such motion at the hearing on confirmation of the Plan (the "Confirmation Hearing");

e. If a claimant filed a proof of claim on or before the Bar Date to which the Debtor files an objection on or before June 25, 2004 solely to the classification asserted in the proof of claim, such claim will be allowed for voting purposes in the amount indicated in the proof of claim and in the class into which the objection seeks to reclassify that claim; provided, however, that if such objection seeks to reclassify such claim into a class that is not entitled to vote to accept or reject the Plan, such claim will be disallowed for voting purposes to the extent and in the amount the objection seeks to reclassify such claim into a non-voting class;

f. To the extent a claim supersedes or duplicates a previously filed claim, the holder of such claim will not be entitled to vote on the previously filed claim; and

g. Notwithstanding the provisions of this paragraph, if the Court estimates or otherwise allows a claim for voting purposes, the amount and classification of such claim will be that which the Court determines;

5. The Proponents are authorized to apply the following Voting Rules with respect to any Ballot the Balloting Agent receives that is incomplete in any way:

a. The Balloting Agent will complete or correct a Ballot that does not indicate the claimant's claim amount or that indicates an amount inconsistent with the Schedules or the claimant's proof of claim, as the case may be, based upon the Schedules if the Schedules indicate that the claim is liquidated, non-contingent and undisputed and if the claimant did not file a proof of claim on or before the Bar Date, or if the claimant filed a proof of claim on or before the Bar Date to which the Debtor files no objection by June 25, 2004, based upon the

claimant's proof of claim amount. After the Balloting Agent completes or corrects the claim amount in accordance with the provisions of this section, the Balloting Agent will calculate the claimant's vote based on the corrected amount;

b. The Balloting Agent will not count a claimant's vote if the Ballot fails to identify the claimant or if the Ballot is unsigned;

c. The Balloting Agent will complete or correct a Ballot, as the case may be, that does not reflect in which class such Ballot is cast or that incorrectly classifies such claimant's claim. After the Balloting Agent completes or corrects the Ballot to reflect the claimant's proper class, the Balloting Agent will count the claimant's vote accordingly;

d. The Balloting Agent will count a Ballot that is complete, except that such claimant fails to vote to accept or reject the Plan, as a vote to accept the Plan;

6. The Proponents, through the Balloting Agent, are authorized to employ the following Tabulation Procedures for the tabulation of Ballots with respect to the Plan (and not for any other purpose):

a. The Balloting Agent will be deemed to be in constructive receipt of a Ballot that is delivered timely to the address the Balloting Agent designates for the receipt of Ballots in the Disclosure Statement, Executive Summary and each Ballot;

b. The Balloting Agent will not count any Ballot it receives after the Ballot Submission Deadline, as set forth in detail in each Ballot, unless authorized in writing by the Proponents;

c. Whenever a claimant submits more than one Ballot voting the same claim or interest prior to the Ballot Submission Deadline, the last Ballot the Balloting Agent receives

will supersede and revoke any earlier received Ballot and the Balloting Agent will count only the last Ballot it receives;

d. A claimant must cast a Ballot to accept or reject the Plan in whole and may not split its vote to accept or reject the Plan in part, nor may the holder of a claim cast a conditional Ballot to accept or reject the Plan. The Balloting Agent will not count a Ballot that indicates a claimant's intent to reject partially and accept partially the Plan or a Ballot that conditions its vote to accept or reject the Plan on the occurrence of any event. However, if a claimant is the holder of both a Class 4 and Class 5 claim, that claimant may cast one Ballot to accept the Plan in whole and one Ballot to reject the Plan in whole, but may not split its votes within each Ballot;

e. If 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 claimant signs a Ballot, such persons should indicate their capacity on the Ballot and submit proper evidence satisfactory to the Balloting Agent to act on behalf of the claimant. The Proponents shall have sole discretion in determining the validity of a person's authority to sign a Ballot on behalf of a claimant;

f. The Balloting Agent will not count a Ballot if that Ballot is delivered to the Balloting Agent in any manner other than the manner ^{prescribed} ~~proscribed~~ in the Disclosure Statement and Executive Summary or that does not contain an original signature;

g. The Balloting Agent only will count votes cast using a Ballot and will not count votes cast in any other manner;

h. Except as otherwise provided in this paragraph, a claimant who delivers a valid Ballot that indicates that claimant's intent to accept or reject the Plan may withdraw or change such vote solely in accordance with Bankruptcy Rule 3018(a);

i. ^{Subject to this Court's review at the Confirmation Hearing, and this Order.}
The Proponents reserve the absolute right not to count any and all Ballots that are not submitted in accordance with the provisions of the Bankruptcy Code. ^{The} Proponents also reverse the right to waive any defects or irregularities or conditions of delivery ^{Subject to this Court's review at the Confirmation Hearing,} as to any particular Ballot and count any such Ballot for voting purposes. The Proponents' interpretations of the terms and conditions of the Plan (including the Ballot and the voting instructions contained thereon), shall be final and binding on all parties, unless the Court otherwise orders. Neither the Proponents nor any other person or entity, including the Balloting Agent, shall be under any duty to provide notification of defects or irregularities with respect to the form of the Ballot or the manner or timing of delivery of the Ballot; and

j. As specifically set forth in the Disclosure Statement, Plan and Executive Summary, if the Balloting Agent receives no valid Ballots to accept or reject the Plan from a voting class on or before the Ballot Submission Deadline, the class from which no claimants voted will be deemed to have accepted the Plan.;

7. The Ballot Submission Deadline, the deadline by which the Balloting Agent must actually receive Ballots, is July 20, 2004 at 5:00 p.m. (prevailing eastern time);

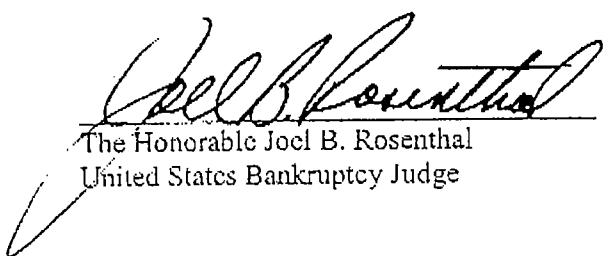
8. The Confirmation Hearing will be held on July 27, 2004 at 1:00 p.m., or as soon thereafter as counsel may be heard, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801;

9. Objections to confirmation of the Plan, which must be in writing and filed with the Court and served on all parties listed on the Confirmation Notice, must be filed by July 16, 2004 at 4:00 p.m. (prevailing eastern time);

10. Responses to any objections to confirmation of the Plan must be filed by July 22, 2004 at 4:00 p.m. (prevailing eastern time); and

11. The Proponents shall file their report of Plan voting with the Clerk of the Court and deliver a copy thereof to chambers by July 22, 2004 at 4:00 p.m. (prevailing eastern time).

Dated: June 14, 2004



The Honorable Joel B. Rosenthal
United States Bankruptcy Judge