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FILED & ENTERED

SEP 09 2024

CLERK U.S. BANKRUPTCY COURT
Central District of California
BY bakchell DEPUTY CLERK

CHANGES MADE BY COURT

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA

LOS ANGELES DIVISION

In re

OCEANWIDE PLAZA LLC,

Debtor.

Case No. 2:24-bk-11057-DS

Chapter 11

**ORDER GRANTING DEBTOR'S
MOTION FOR ORDER: (1)
APPROVING DISCLOSURE
STATEMENT DESCRIBING DEBTOR'S
THIRD AMENDED LIQUIDATING
PLAN OF REORGANIZATION (DATED
SEPTEMBER 5, 2024); (2)
ESTABLISHING VOTING, PLAN
CONFIRMATION, AND OTHER
PROCEDURES; (3) SCHEDULING
PLAN CONFIRMATION HEARING
AND SETTING OTHER RELATED
DATES AND DEADLINES; AND (4)
PROVIDING OTHER ANCILLARY AND
RELATED RELIEF**

Hearing:

Date: September 5, 2024

Time: 1:00 p.m.

Place: Courtroom 1639 (via ZoomGov)
255 East Temple Street
Los Angeles, CA 90012

1 A hearing was held on September 5, 2024 at 1:00 p.m. on the “Motion for Order: (1)
2 Approving Disclosure Statement Describing Debtor’s Liquidating Plan of Reorganization (Dated
3 July 10, 2024); (2) Establishing Voting, Plan Confirmation, and Other Procedures; (3) Scheduling
4 Plan Confirmation Hearing and Setting Other Related Dates and Deadlines; and (4) Providing
5 Other Ancillary and Related Relief” (the “Motion,” Docket No. 325), filed by Oceanwide Plaza
6 LLC (the “Debtor”). Appearances were noted on the record.

7 The court has considered the Motion, all papers and documents submitted in support of the
8 Motion, the “Third Amended Disclosure Statement Describing Debtor’s Liquidating Plan of
9 Reorganization (Dated September 5, 2024)” (the “Disclosure Statement,” Docket No. 440), the
10 Debtor’s “Third Amended Liquidating Plan of Reorganization (Dated September 5, 2024)” (the
11 “Plan,” Docket No. 439), all other papers filed in support of, in response to, or otherwise in
12 connection with, the Motion, the Disclosure Statement, and the Plan, the record in this bankruptcy
13 case, and the arguments, statements, and representations of counsel on the record at the hearing.
14 The court finds that the notice of the Motion was sufficient, that the Disclosure Statement
15 contains adequate information within the meaning of 11 U.S.C. § 1125, and that the confirmation,
16 voting, tabulation, and other procedures and related deadlines are fair, reasonable, and
17 appropriate, authorized by the applicable provisions of the Bankruptcy Code, the Federal Rules of
18 Bankruptcy Procedure, and the Local Bankruptcy Rules, and are in the best interests of the
19 Debtor’s estate.

20 Based on the foregoing, and for the reasons stated on the record at the hearing,

21 It is hereby ordered as follows:

- 22 1. The Motion is granted as set forth herein.
- 23 2. The Disclosure Statement is approved.
- 24 3. The form of Confirmation Hearing Notice (as defined in the Motion) attached
25 hereto as Exhibit 1 is approved. In the event of any inconsistency between this order and the
26 Confirmation Hearing Notice, this order controls.
- 27 4. The form of Ballot (as defined in the Motion) attached hereto as Exhibit 2 is
28 approved.

1 5. The Voting and Tabulation Procedures (as set forth in Exhibit 1) are approved.

2 6. The Debtor is authorized to and no later than September 10, 2024 must serve a plan
3 solicitation package (the “Solicitation Package”) on all creditors, interest holders, the United
4 States Trustee, and other parties in interest, which package must include: (a) a copy of this order;
5 (b) the Confirmation Hearing Notice; (c) the Ballot (to the extent the receiving party is entitled to
6 vote on the Plan); (d) the Disclosure Statement; (e) the Plan; and (f) any other related materials or
7 materials as the court may direct or authorize. The Debtor may transmit the Solicitation Package
8 by (i) regular mail, or (ii) if a party has registered for notice through ECF, then such party may
9 receive a copy of the Solicitation Package by email. The Debtor’s inclusion of a Ballot in the
10 Solicitation Package will not be construed as an admission by the Debtor that the party receiving
11 such Solicitation Package is entitled to vote on the Plan. The Debtor is authorized to make any
12 non-substantive/non-material changes to the Disclosure Statement and Plan, and related exhibits
13 and documents, without further order of the court, including ministerial changes to correct
14 typographical and grammatical errors and to make conforming changes among the Disclosure
15 Statement and Plan and any other materials in the Solicitation Package prior to mailing.

16 7. The following additional dates, deadlines, and procedures apply:

17 a. September 10, 2024 is the date by which the Debtor must file and serve its
18 motion to confirm the Plan, which must include a memorandum of points and authorities and all
19 evidence in support of confirmation of the Plan, including witness declarations on direct
20 testimony and related exhibits (the “Plan Confirmation Motion”). The Plan Confirmation
21 Motion need only be served on ECF-registered parties, parties who filed an objection to the
22 Disclosure Statement, the United States Trustee, and parties who requested special notice.

23 b. October 8, 2024 (the “Voting Deadline”), is the date by which ballots
24 accepting or rejecting the Plan must be received by counsel for the Debtor. Ballots must be
25 delivered in one of the following manners so that the Ballot is received by Debtor’s Solicitation
26 Agent: (a) by mail at Oceanwide Plaza LLC Ballot Processing c/o Stretto 410 Exchange, Suite
27 100, Irvine CA 92602; or (b) electronically under the “File a Ballot” tab at
28 <https://cases.stretto.com/OceanwidePlaza/>. A claimant in an impaired class who fails to timely

1 submit a Ballot will be deemed to have accepted the proposed treatment of its claim under the
2 Plan.

3 c. A Claim¹ will be deemed Allowed solely for purposes of voting on the Plan
4 unless: (a) such Claim is scheduled as disputed, contingent or unliquidated and no proof of claim
5 has been timely filed; or (b) there is an objection with respect to such claim at least 14 days prior
6 to the Voting Deadline. A motion pursuant to Bankruptcy Rule 3018(a) for temporary allowance
7 of the claim may be filed on or before October 1, 2024, and will be heard on October 7, 2024 at
8 1:00 p.m..

9 d. The Plan Supplement must be filed on or before September 25, 2024.

10 e. October 11, 2024, is the date by which the Debtor must file a Ballot
11 Summary, which must include a tabulation of Ballots received.

12 f. October 2, 2024 (the “Objection Deadline”), is the date by which any party
13 objecting to confirmation of the Plan must file and serve its objection and evidence in support
14 thereof. Any objection to confirmation of the Plan must:

15 i. be in writing;
16 ii. be accompanied by a memorandum of points and authorities;
17 iii. set forth in detail the name and address of the party filing the
18 objection, the grounds for the objection, and any evidentiary support for the objection in the
19 nature of declarations submitted under penalty of perjury; and

20 iv. be served on the Debtor, its counsel, and the United States
21 Trustee.

22 g. October 9, 2024 is the date by which the Debtor must file any reply
23 memorandum and supporting declarations and evidence in support of confirmation of the Plan.

24 h. Any objection or opposition to confirmation of the Plan must be
25 submitted by the Objection Deadline. The failure to file and serve a timely objection to the
26 Plan by the Objection Deadline may be deemed by the court to be consent to the requested
27 relief.

28 _____
¹ Capitalized terms not defined herein are used as defined in the Plan.

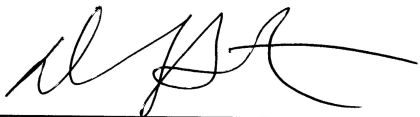
i. The hearing on the confirmation of the Plan will be held on October 16, 2024, at 10:00 a.m. (the "Confirmation Hearing"). The Confirmation Hearing may be continued by announcement in open court without further notice to creditors or parties in interest.

j. Unless otherwise ordered by the court, in the event of a contested Plan Confirmation Hearing: (i) all declarants must appear, without need for subpoena, at the Confirmation Hearing to be available for cross-examination; and (ii) the testimony of any declarant who is not present for cross-examination at the Confirmation Hearing will be stricken from the record and will not be considered in determining contested matters at the Confirmation Hearing.

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BRYAN CAVE LEIGHTON PAISNER LLP
120 BROADWAY, SUITE 300
SANTA MONICA, CA 90401-2386

Date: September 9, 2024


Deborah J. Saltzman
United States Bankruptcy Judge

BRYAN CAVE LEIGHTON PAISNER LLP
120 BROADWAY, SUITE 300
SANTA MONICA, CA 90401-2386

EXHIBIT “1”

BRYAN CAVE LEIGHTON PAISNER LLP

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Attorneys for Debtor and Debtor in Possession

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA

LOS ANGELES DIVISION

In re:

Oceanwide Plaza LLC,

Debtor.

Case No.: 2:24-bk-11057-DS

Hon. Deborah J. Saltzman

Chapter 11 Case

**NOTICE OF: (1) APPROVAL OF THIRD
AMENDED DISCLOSURE STATEMENT
DESCRIBING DEBTOR'S THIRD
AMENDED LIQUIDATING PLAN OF
REORGANIZATION (DATED
SEPTEMBER 5, 2024); (2) HEARING ON
CONFIRMATION OF PLAN OF
REORGANIZATION AND RELATED
DATES AND DEADLINES; AND (3)
PROCEDURES AND REQUIREMENTS
RELATING TO VOTING ON PLAN OF
REORGANIZATION**

Confirmation Hearing

Hearing:

Date: October 16, 2024

Time: 10:00 a.m.

Place: Courtroom 1639

255 E. Temple St.

Los Angeles, CA 90012

**TO CREDITORS, EQUITY INTEREST HOLDERS, THE UNITED STATES TRUSTEE,
AND ALL OTHER PARTIES IN INTEREST:**

PLEASE TAKE NOTICE that, following a hearing before the Honorable Deborah J. Saltzman, United States Bankruptcy Judge, in the above-referenced case of Oceanwide Plaza LLC (the “Debtor”), the Court approved the *Third Amended Disclosure Statement Describing Debtor’s Third Amended Liquidating Plan of Reorganization (Dated September 5, 2024)* (the “Disclosure Statement”), the *Debtor’s Third Amended Liquidating Plan of Reorganization (Dated September 5, 2024)* (the “Plan”), to enable creditors, interest holders, and other parties in interest to make an informed judgment and decision regarding whether to accept or reject the Plan.

PLEASE TAKE FURTHER NOTICE that the Court approved for distribution to creditors, interest holders, and other parties in interest, the following materials, all of which are included in the package being transmitted to you with the present notice (collectively, the “Plan Solicitation Materials”):

- (1) A copy of the order approving the Disclosure Statement;
- (2) this Notice (the “Plan Confirmation Notice”), which includes notice of: (a) approval of the Disclosure Statement; (b) the hearing on confirmation of the Plan and related dates and deadlines; and (c) the Court-approved procedures and requirements relating to voting to accept or reject the Plan and tabulation of Plan ballots (the “Voting and Tabulation Procedures”);
- (3) the Disclosure Statement;
- (4) the Plan; and
- (5) the ballot for creditors to use to vote to accept or reject the Plan (“Ballot”), provided that such creditor is entitled to vote on the Plan.

The Debtor may transmit the Solicitation Package by (i) regular mail, or (ii) if a party has registered for notice through ECF, then such party may receive a copy of the Solicitation Package by email.

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PLEASE TAKE FURTHER NOTICE OF THE FOLLOWING:

DISTRIBUTION OF PLAN SOLICITATION MATERIALS

1. The Court has approved the adequacy of the Disclosure Statement as containing “adequate information” within the meaning of 11 U.S.C. § 1125, and has authorized transmittal of the Disclosure Statement, the Plan, and the other Plan Solicitation Materials (itemized above).

2. If you received the Plan Solicitation Materials, the Debtor believes that, either: (i) you are a creditor or equity security holder of the Debtor; or (ii) you are a party in interest entitled to receive the Plan Solicitation Materials.

3. You may obtain, at no expense to you, additional copies of the Plan Solicitation Materials by sending a written request to:

Sharon Z. Weiss, Esq.
120 Broadway, Suite 300
Santa Monica, CA 90401-2386
sharon.weiss@bclplaw.com

Jarret P. Hitchings, Esq.
301 South College Street, Suite 2150
Charlotte, North Carolina 28202
jarret.hitchings@bclplaw.com

Copies of the Plan Solicitation Materials are also available (a) for a fee via PACER at <http://www.cacb.uscourts.gov>; or (b) at no charge from Stretto, Inc. (the “Solicitation Agent”) by: (i) accessing the Debtor’s restructuring website at

<https://cases.stretto.com/OceanwidePlaza/>

(ii) writing to Oceanwide Plaza LLC Ballot Processing, c/o Stretto, 410 Exchange, Suite 100 Irvine, CA 92602; (iii) emailing TeamOceanwidePlaza@stretto.com; or (iv) calling the Solicitation Agent at:

U.S. Toll Free: 888-808-1469

International: 949-358-6856

The manner in which the Debtor may transmit any additional copies of the Plan Solicitation Materials requested is within the Debtor’s sole discretion.

VOTING AND TABULATION PROCEDURES

The Court has approved the following procedures and requirements for voting on the Plan:

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1 1. The deadline to vote on the Plan is October 8, 2024 (the “Voting Deadline”). This
2 means you must return your completed Ballot so that the Debtor, receives it by the Voting Deadline,
3 by submitting the Ballot to the Solicitation Agent by mail at

4 Oceanwide Plaza LLC Ballot Processing
5 c/o Stretto
6 410 Exchange, Suite 100
7 Irvine, CA 92602

8 or electronically under the “File a Ballot” tab at

9 <https://cases.stretto.com/OceanwidePlaza/>

10 2. The fact that you received a Ballot with these Plan Solicitation Materials does not
11 mean the Debtor believes you are entitled to vote on the Plan, and you should not construe your
12 receipt of a Ballot in that manner. Consult the Plan to determine whether or not you are entitled to
13 vote on the Plan.

14 3. Ballots must be delivered in one of the following manners so that the Ballot is
15 received by the Solicitation Agent by the Voting Deadline: (i) mail; (ii) overnight courier; or (iii)
16 via the Solicitation Agent’s website maintained for this case. A claimant in an impaired class who
17 fails to timely submit a Ballot shall be deemed to have accepted the proposed treatment of its claim
18 under the Plan.

19 4. Solely for the purposes of voting on the Plan and tabulating acceptance or rejection
20 of the Plan, the amount of the claim for each voting party will be treated as allowed in an amount
21 equal to the greater of: (i) the amount of such claim as set forth in the Debtor’s schedules, or (ii) the
22 amount of such claim as set forth in a timely filed proof of claim to which no objection has been
23 filed, as of the date the Plan Solicitation Materials are transmitted to creditors, or if an objection has
24 been filed, then in the amount of any order entered allowing the holder of such claim to vote, as of
25 the date the Plan Solicitation Materials are transmitted to creditors, except that each holder of a claim
26 shall be entitled to vote all of the non-duplicative claims it holds, but may only vote a single ballot
27 as to all claims within a particular class.

28 5. Any Ballot that is illegible or contains insufficient information to permit the
identification of the holder of the claim voted shall not be counted.

1 6. Any Ballot cast by a person or entity that does not holds an Allowed Claim (as
2 defined in the Plan) shall not be counted. A Claim shall be deemed Allowed solely for purposes of
3 voting on the Plan if there is no objection filed with respect to such claim fourteen (14) days prior
4 to the Voting Deadline or the Claim is not otherwise scheduled as disputed, contingent, or
5 unliquidated. Debtor reserves the right to object to any claim deemed Allowed for purposes of
6 voting on the Plan pursuant to this Order. A motion pursuant to Bankruptcy Rule 3018(a) for
7 temporary allowance of the claim may be filed on or before October 1, 2024, and shall be heard
8 on October 7, 2024 at 1:00 p.m..

9 7. Any Ballot that is properly completed, executed, and timely returned to the Debtor
10 that does not indicate an acceptance or rejection of the Plan shall be counted as an acceptance of
11 the Plan.

12 8. Any Ballot that is properly completed, executed, and timely returned to the Debtor
13 that indicates both acceptance and rejection of the Plan shall be counted as an acceptance of the
14 Plan.

15 9. Any objection or opposition to confirmation of the Plan must be submitted by the
16 Objection Deadline. The failure to file and serve a timely objection to the Plan by the Objection
17 Deadline may be deemed by the Court to be consent to the requested relief.

18 10. Whenever a holder in a voting class returns more than one Ballot voting the same
19 claim by the Voting Deadline, only the last Ballot timely returned to the Debtor shall be counted.

20 11. Each holder of a claim in a voting class shall be deemed to have voted the full
21 amount of its claim.

22 12. Holders of claims in a voting class shall not split their vote, but shall vote their entire
23 claim within a particular class either to accept or reject the Plan, and a Ballot (or a Ballot or multiple
24 Ballots with respect to multiple claims within a single class) that partially rejects and partially
25 accepts the Plan shall be counted as an acceptance of the Plan. For the avoidance of doubt, to the
26 extent that any secured claim is determined to be unsecured, whether by agreement, by virtue of
27 being undersecured, or otherwise, such secured creditor may vote the resulting portion of its
28 unsecured claim separately.

1 13. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy
2 Code, separate claims held by a single creditor in a particular class will be aggregated as if such
3 creditor held one claim against the Debtor in such class, and the votes related to such claims will
4 be treated as a single vote to accept or reject the Plan.

5 14. Neither the Debtor nor any other person or entity will be under any duty to provide
6 notification of defects or irregularities with respect to delivered Ballots, nor will any of them incur
7 any liability for failure to provide such notification.

8 **HEARING ON CONFIRMATION OF THE PLAN AND RELATED DEADLINES**

9 The Court has approved the following schedule to consider confirmation of the Plan:

10 1. The hearing on the confirmation of the Plan shall be held on October 16, 2024, at
11 10:00 a.m. before the Honorable Deborah J. Saltzman, United States Bankruptcy Judge. The
12 Confirmation Hearing may be continued by announcement in open court without further notice to
13 creditors or parties in interest.

14 2. September 10, 2024, is the last date by which the Debtor must file and serve its
15 motion to confirm the Plan, which shall include a memorandum of points and authorities and all
16 evidence in support of confirmation of the Plan, including witness declarations on direct testimony
17 and related exhibits (the “Plan Confirmation Motion”). The Plan Confirmation Motion need only
18 be served on ECF-registered parties, parties who filed an objection to the Disclosure Statement, the
19 United States Trustee, and parties who requested special notice.

20 3. October 11, 2024, is the last date by which the Debtor must file a Ballot summary,
21 which shall include a tabulation of Ballots received.

22 4. October 2, 2024 (the “Objection Deadline”), is the last date by which any party
23 objecting to confirmation of the Plan must file and serve its objection and evidence in support
24 thereof. Any objection to confirmation of the Plan must:

- 25 a. be in writing;
- 26 b. be accompanied by a memorandum of points and authorities;

27 ///

1 c. set forth in detail the name and address of the party filing the objection, the
2 grounds for the objection, and any evidentiary support for the objection in the nature of declarations
3 submitted under penalty of perjury; and

4 d. be served on the Debtor, its counsel, and the United States Trustee.

5 5. October 9, 2024 is the last date by which the Debtor must file any reply memorandum
6 and supporting declarations and evidence in support of confirmation of the Plan.

7 6. Unless otherwise ordered by the Court, in the event of a contested Plan Confirmation
8 Hearing: (i) all declarants must appear, without need for subpoena, at the Confirmation Hearing to
9 be available for cross-examination; and (ii) the testimony of any declarant who is not present for
10 cross-examination at the Confirmation Hearing will be stricken from the record and will not be
11 considered in determining contested matters at the Confirmation Hearing.

12 Dated:

BRYAN CAVE LEIGHTON PAISNER LLP

14 By: _____

15 Sharon Z. Weiss

16 Attorneys for Debtor and Debtor-in-Possession

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120 BROADWAY, SUITE 300
SANTA MONICA, CA 90401-2386

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EXHIBIT “2”

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re:

Oceanwide Plaza LLC,

Debtor.

Case No.: 2:24-bk-11057-DS

Hon. Deborah J. Saltzman

Chapter 11 Case

PLAN BALLOT

***[Use For Voting on Debtor's Third
Amended Liquidating Plan of
Reorganization (Dated September 5, 2024)
(the "Plan")]***

Voting Deadline: October 8, 2024

CLASS ☐ BALLOT FOR HOLDERS OF [VOTING CLASS]

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY *BEFORE* COMPLETING THIS BALLOT.**

**IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT
MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE
ACTUALLY RECEIVED
BY THE SOLICITATION AGENT BY OCTOBER 8, 2024,
(THE "VOTING DEADLINE") IN ACCORDANCE WITH THE FOLLOWING:**

You are receiving this Class ☐ ballot (this "Class ☐ Ballot" or "Ballot") because you are a Holder of a [Voting Class] (your "[Voting Class]") as of the date of this Order (the "Voting Record Date"). Accordingly, you have a right to vote to accept or reject the Plan.

Your rights are described in the Third Amended Disclosure Statement ("Disclosure Statement"), which was included in the package (the "Solicitation Package") you are receiving with this Class ☐ Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). The Debtor may transmit the Solicitation Package by (i) regular mail, or (ii) if a party has registered for notice through ECF, then such party may receive a copy of the Solicitation Package by email. If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them (a) for a fee via PACER at <http://www.cacb.uscourts.gov>; or (b) at no charge from Stretto, Inc. (the "Solicitation Agent") by:

(i) accessing the Debtor's restructuring website at <https://cases.stretto.com/OceanwidePlaza/>;
(ii) writing to Oceanwide Plaza LLC Ballot Processing, c/o Stretto, 410 Exchange, Suite 100 Irvine,
CA 92602; (iii) emailing TeamOceanwidePlaza@stretto.com; or (iv) calling the Solicitation Agent
at:

U.S. Toll Free: 888-808-1469

International: 949-358-6856

This Class ☐ Ballot may not be used for any purpose other than for casting votes to accept or reject
the Plan and making certain certifications with respect to the Plan. If you believe you have received
this Class ☐ Ballot in error, or if you believe you have received the wrong Ballot, please contact
the Solicitation Agent *immediately* at the address, telephone number, or email address set forth
above.

You should review the Disclosure Statement, the Plan, and the instructions contained herein before
you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and
treatment of your Claim. Your [Voting Class] has been placed in Class ☐ under the Plan. If you
hold Claims or Interests in more than one Class, you will receive a Ballot or Notice of Non-Voting
Status, as applicable for each such Class. **PLEASE SUBMIT YOUR BALLOT BY ONE OF
THE FOLLOWING TWO METHODS:**

Via Paper Ballot. Complete, sign, and date this Ballot and return it (with an original
signature) promptly via first class mail (or in the enclosed reply envelope provided), overnight
courier, or hand delivery to:

Oceanwide Plaza LLC Ballot Processing
c/o Stretto
410 Exchange, Suite 100
Irvine, CA 92602

**If you would like to coordinate hand delivery of your Ballot, please send an email to
TeamOceanwidePlaza@stretto.com and provide the anticipated date and time of your delivery.**

OR

Via Balloting Portal. Submit your Ballot via the Solicitation Agent's online portal, by visiting
<https://cases.stretto.com/OceanwidePlaza/> (the "**Balloting Portal**"). Click on the "File a
Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your
customized electronic Ballot:

Unique Password: _____

**The Solicitation Agent's Balloting Portal is the sole manner in which Ballots will be accepted
via electronic or online transmission. Ballots submitted by facsimile, email, or other means
of electronic transmission will not be counted.**

Each Password is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each Password you receive, as applicable.

Holders of Claims who cast a Ballot using the Balloting Portal should NOT also submit a paper Ballot. In the event you submit a Ballot using the Balloting Portal and a paper Ballot, the last properly executed Ballot timely received shall control.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of [Voting Class] in the following aggregate unpaid amount (insert amount in box below):

\$ _____

Item 2. Vote on Plan.

The Holder of the [Voting Class] set forth in Item 1 votes to (please check only one)

☐ **ACCEPT** (vote FOR) the Plan

☐ **REJECT** (vote AGAINST) the Plan

Item 3. Certifications.

By signing this Class [] Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor that:

- (a) as of the Voting Record Date, either: (i) the Entity is the Holder of the [Voting Class] being voted; or (ii) the Entity is an authorized signatory for an Entity that is a Holder of the [Voting Class] being voted;
- (b) the Entity (or in the case of an authorized signatory, the Holder) has received the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) the Entity has cast the same vote with respect to all [Voting Class]; and
- (d) no other Class [] Ballots with respect to the amount of the [Voting Class] identified in Item 1 have been cast or, if any other Class [] Ballots have been cast with respect to such General Unsecured Claims, then any such earlier Class [] Ballots are hereby revoked.

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Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than the Holder)
Title:	_____
Address:	_____

Telephone	
Number:	_____
Email:	_____
Date Completed:	_____

IF THE SOLICITATION AGENT DOES NOT *ACTUALLY RECEIVE* THIS BALLOT ON OR BEFORE OCTOBER 8, 2024, AT 4:00 P.M., PREVAILING PACIFIC TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTOR.