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

In re: America's Gardening Resource, Inc., *et al.*, Debtors.[1]	Chapter 11 Case No. 25-11180 (BLS) (Jointly Administered) **Ref. Docket No. 265**

ORDER (I) APPROVING THE ADEQUACY OF THE DISCLOSURE STATEMENT ON AN INTERIM BASIS, (II) SCHEDULING A HEARING ON FINAL APPROVAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, (III) APPROVING THE SOLICITATION AND NOTICE PROCEDURES, (IV) APPROVING THE COMBINED HEARING NOTICE, AND (V) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (this "Order"), (a) authorizing the Debtors to approve the adequacy of the Combined Disclosure Statement and Plan on an interim basis, (b) scheduling the Combined Hearing on the adequacy of the Combined Disclosure Statement and Plan on a final basis, (c) establishing the Objection Deadline and approving related procedures, (d) approving the Solicitation and Voting Procedures, (e) approving the form and manner of the Combined Hearing Notice, and (f) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to the Court under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States

[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: America's Gardening Resource, Inc. (9604); Gardener's Home LLC (0498); Serac Corporation (9800); IGH, Inc. (9336); Innovative Gardening Solutions, Inc. (3325). The location of the Debtors' corporate headquarters and the Debtors' service address in these chapter 11 cases is 128 Intervale Road, Burlington, Vermont 05401.

[2] Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Debtors having consented to entry of a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court, if any (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**:

1. The Motion is granted on an interim basis as set forth herein.

I. Interim Approval of the Combined Disclosure Statement and Plan.

2. The Combined Disclosure Statement and Plan is hereby approved on an interim basis as providing Holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with sections 105 and 1125(a)(1) of the Bankruptcy Code and Bankruptcy Rule 3017.

3. The Combined Disclosure Statement and Plan (including all applicable exhibits thereto) provides Holders of Claims and Interests and other parties in interest with sufficient notice of the injunction and exculpation provisions contained in Article XIV of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

II. Approval of the Solicitation and Voting Procedures.

4. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Combined Disclosure Statement and Plan in accordance with the Solicitation and Voting Procedures, substantially in the form attached hereto as **Exhibit 1**, which are hereby approved in their entirety.

5. Any party wishing to file a motion under Bankruptcy Rule 3018(a) to temporarily allow a Claim or Interest solely for purposes of voting to accept or reject the Plan shall have until ten (10) days from the later of (a) service of the Combined Hearing Notice and (b) the filing of an objection to such Claim or Interest. The Debtors and other parties in interest shall have until January 10, 2026 as the deadline to file objections to any motion filed pursuant to Bankruptcy Rule 3018(a).

III. Approval of the Materials and Timeline for Soliciting Votes and the Procedures for Confirming the Combined Disclosure Statement and Plan.

A. Approval of Certain Dates and Deadlines with Respect to the Combined Disclosure Statement and Plan.

6. The following dates are hereby established with respect to solicitation of votes on and confirmation of the Combined Disclosure Statement and Plan:

Event	Date
Voting Record Date	December 1, 2025
Interim Combined Disclosure Statement and Plan Hearing	December 2, 2025 (prevailing Eastern Time)
Solicitation Launch	December 3, 2025 (or as soon as reasonably practicable thereafter)
Plan Supplement Filing Date	January 3, 2026
Voting Deadline	January 10, 2026
Confirmation Objection Deadline	January 10, 2026
Voting Report Filing Deadline	January 12, 2026
Confirmation Brief Filing Deadline	January 19, 2026 at 12:00 p.m. (prevailing Eastern Time)

Event	Date
Combined Hearing	January 21, 2026, at 11:00 a.m. (prevailing Eastern Time)

B. Approval of the Form of and Distribution of Solicitation Packages to Parties Entitled to Vote on the Combined Disclosure Statement and Plan.

7. In addition to a copy of this Order, the Solicitation Packages to be transmitted on or before the Solicitation Deadline to those Holders of Claims in the Voting Class entitled to vote on the Combined Disclosure Statement and Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

a. Ballot substantially in the form attached hereto as **Exhibit 2**, and, for those Ballots distributed by first-class mail, a pre-addressed, postage prepaid return envelope;[3] and

c. the Combined Hearing Notice substantially in the form attached hereto as **Exhibit 5**.

8. The Solicitation Packages provide the Holders of Claims entitled to vote on the Combined Disclosure Statement and Plan with adequate information to make informed decisions with respect to voting on the Combined Disclosure Statement and Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

9. The Debtors shall distribute Solicitation Packages by email, where available, or otherwise by first-class U.S. mail, to all Holders of Claims entitled to vote on the Combined Disclosure Statement and Plan on or before the Solicitation Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

10. The Debtors shall distribute the Plan and Disclosure Statement to Holders of Claims entitled to vote on the Plan by providing instructions as part of the Solicitation Package for

[3] The Debtors will use commercially reasonable efforts to ensure that any Holder of a Claim who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to such Class.

accessing these documents through the Debtors' restructuring website (https://cases.stretto.com/AGR), and if requested, mail a hard copy or flash drive within three (3) business days of receipt of such request. On or before the Solicitation Deadline, the Debtors shall provide (a) complete Solicitation Packages (other than the Ballot) to the U.S. Trustee and (b) the Order (in electronic format) and the Combined Hearing Notice to all parties on the 2002 List as of the Voting Record Date.

11. Any party that would prefer to receive materials in paper format may contact the Notice and Claims Agent and request paper copies of the materials (to be provided at the Debtors' expense).

12. The Notice and Claims Agent is authorized to assist the Debtors in (a) distributing the Solicitation Package, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Combined Disclosure Statement and Plan by Holders of Claims entitled to vote, (c) responding to inquiries from Holders of Claims and Interests and other parties in interest relating to the Combined Disclosure Statement and Plan, the Ballot, the Solicitation Package, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject and for objecting to the Combined Disclosure Statement and Plan, and (d) soliciting votes on the Combined Disclosure Statement and Plan.

13. The Notice and Claims Agent is also authorized to accept Ballots via electronic online transmission solely through a customized online balloting portal on the Debtors' case website. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

14. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first class mail; (b) overnight courier; or (c) personal delivery, so that the Ballots are actually received by the Notice and Claims Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot. Alternatively, Ballots may be submitted via an electronic Ballot through the Solicitation Agent's online electronic Ballot submission portal at by no later than the Voting Deadline. The Debtors are authorized to extend the Voting Deadline in their sole discretion and without further order of the Court.

C. Approval of the Combined Hearing Notice.

15. The Combined Hearing Notice constitutes adequate and sufficient notice of the hearing to consider approval of the Combined Disclosure Statement and Plan, the manner in which a copy of the Combined Disclosure Statement and Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

16. The Combined Hearing Notice, substantially in the form attached hereto as **Exhibit 5**, shall be filed by the Debtors and served, within three (3) business days following entry of this Order, upon the Debtors' entire creditor matrix and all interest holders of record; *provided, however*, that in lieu of mailing a Combined Hearing Notice to such parties for whom the Debtors maintain active electronic mail addresses on record (meaning that such electronic mails do not respond that the message is undeliverable), the Debtors will cause the Combined Hearing Notice to be sent only by electronic mail to such parties.

17. In addition, the Debtors shall publish the Combined Hearing Notice in a format modified for publication (the "Publication Notice") one time, as soon as reasonably practicable after entry of this Order, in a nationally recognized and circulated news publication.

D. Approval of Notice of Filing of the Plan Supplement.

18. The Debtors are authorized to file and post the Plan Supplement on the Debtors' restructuring website at https://cases.stretto.com/AGR, which will be filed and posted at least seven (7) days prior to the Voting Deadline, substantially in the form attached hereto as **Exhibit 6**.

E. Approval of the Form of Notices to Non-Voting Classes.

19. Except to the extent the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to Holders of Claims in Non-Voting Classes, as such Holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Notice and Claims Agent shall distribute by email, where available, or otherwise by mail (first-class postage prepaid), a Non-Voting Status Notice in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties, outlined below, who are not entitled to vote on the Plan:

Class	Status	Treatment
Classes 1 and 2	Unimpaired—Conclusively Presumed to Accept	Will receive a Non-Voting Status Notice, substantially in the form attached hereto as **Exhibit 3**.
Class 4	Impaired—Deemed to Reject	Will receive a Non-Voting Status Notice, substantially in the form attached hereto as **Exhibit 4**.

20. The Debtors are not required to distribute Solicitation Packages or other solicitation materials to the following: (a) Holders of Claims that have already been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court; and (b) any party to whom a notice of the hearing regarding the Court's interim approval of the Combined Disclosure Statement and Plan was sent but was subsequently returned as undeliverable.

F. Approval of the Procedures for Filing Objections to the Combined Disclosure Statement and Plan.

21. Objections to the Combined Disclosure Statement and Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order. Additionally, all objections to final approval of the Combined Disclosure Statement and Plan or requests for modifications to the Combined Disclosure Statement and Plan, if any, must: (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Combined Disclosure Statement and Plan (or related materials) that would resolve such objection, and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the notice parties identified in the Combined Hearing Notice on or before **January 10, 2026**. All objections to confirmation of the Combined Disclosure Statement and Plan are fully reserved.

IV. Miscellaneous.

22. The Debtors may make non-substantive changes to the Combined Disclosure Statement and Plan, Combined Hearing Notice, Solicitation Packages, Non-Voting Status Notices, the Ballot, Publication Notice, Solicitation and Voting Procedures, Plan Supplement Notice, Voting and Tabulation Procedures, and related documents after the entry of this Order without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Combined Disclosure Statement and Plan, and any other materials in the Solicitation Packages before distribution.

23. The Debtors reserve the right to modify the Plan without further order of the Court in accordance with Article VIII of the Combined Disclosure Statement and Plan, including the

right to withdraw the Combined Disclosure Statement and Plan as to any or all Debtors at any time before the Confirmation Date.

24. Nothing contained in the Motion or this Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount, validity or priority of, or basis for any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

25. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

26. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

27. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

28. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: December 3rd, 2025
Wilmington, Delaware

BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Solicitation and Voting Procedures

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: America's Gardening Resource, Inc., *et al.*, Debtors.[1]	Chapter 11 Case No. 25-11180 (BLS) (Jointly Administered)

SOLICITATION AND VOTING PROCEDURES

PLEASE TAKE NOTICE THAT on [●], 2025, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order [Docket No. [●]] (the "Disclosure Statement Order"): (a) authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to solicit votes on the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the "Combined Disclosure Statement and Plan");[2] (b) approving the Combined Disclosure Statement on an interim basis as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Combined Disclosure Statement and Plan; and (e) granting related relief.

A. The Voting Record Date.

The Court has established **[●], 2025** (the "Voting Record Date") as the record date for purposes of determining which Holders of Claims in Class 3 (General Unsecured Claims) is entitled to vote on the Combined Disclosure Statement and Plan.

B. The Voting Deadline.

The Court has established **[●], 2025, at 4:00 p.m., prevailing Eastern Time**, as the deadline (the "Voting Deadline") to vote on the Combined Disclosure Statement and Plan. The Debtors may extend the Voting Deadline without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots (collectively, the "Ballots") must be properly executed, completed, and delivered pursuant to the instructions provided on or with the Ballot.

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1 The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: America's Gardening Resource, Inc. (9604); Gardener's Home LLC (0498); Serac Corporation (9800); IGH, Inc. (9336); Innovative Gardening Solutions, Inc. (3325). The location of the Debtors' corporate headquarters and the Debtors' service address in these chapter 11 cases is 128 Intervale Road, Burlington, Vermont 05401.

2 Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Combined Disclosure Statement and Plan.

C. Form, Content, and Manner of Notices.

1. <u>The Solicitation Package</u>.

The following materials shall constitute the solicitation package (the "<u>Solicitation Package</u>"):

a. The Disclosure Statement Order (without exhibits, except for the Solicitation and Voting Procedures);

b. a Ballot with applicable voting instructions, attached as <u>Exhibit 2</u> to the Disclosure Statement Order, and, for those Ballots distributed via first-class mail, a pre-addressed, postage prepaid return envelope;

c. the Cover Letter, including instructions to obtain access, free of charge, to the Combined Disclosure Statement and Plan, substantially in the form attached to the Disclosure Statement Order as <u>Exhibit 5</u>;

d. the Combined Hearing Notice, substantially in the form attached to the Disclosure Statement Order as <u>Exhibit 6</u>; and

e. any additional documents that the Court has ordered to be made available.

2. <u>Distribution of the Solicitation Package</u>.

The Debtors shall serve the Solicitation Packages, including the Ballot, the Cover Letter, and the Combined Hearing Notice, by electronic mail, where applicable, or otherwise by first-class U.S. mail. In addition, the Solicitation and Voting Procedures, the Combined Disclosure Statement and Plan, and the Order shall be made available on the Debtors' case website at: https://cases.stretto.com/AGR. Paper copies are available upon request by contacting Stretto, Inc., the claims and noticing agent retained by the Debtors in these Chapter 11 Cases (the "<u>Notice and Claims Agent</u>") by: (a) writing via first class mail to America's Gardening Claims Processing c/o Stretto, Inc., 410 Exchange, Suite 100, Irvine, CA 92602; (b) writing via electronic mail to <u>TeamAGR@stretto.com</u>; or (c) calling the Debtors' restructuring hotline at (U.S. Toll-Free/Domestic) 833-852-1947 or + 1 949-522-9898 (International).

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding the Ballots) on the U.S. Trustee, counsel to the Creditors' Committee, and all parties required to be notified under Bankruptcy Rule 2002 and Local Rule 2002-1 (the "<u>2002 List</u>") as of the Voting Record Date. In addition, the Debtors shall distribute (or cause to be distributed) by electronic mail, where available, or otherwise by first-class mail the Solicitation Package to all Holders of Claims in the Voting Class by no later than **<u>[●], 2025 (or as soon as reasonably practicable thereafter)</u>**, who are entitled to vote, as described in **<u>Section D</u>** below.

For purposes of serving the Solicitation Packages, the Debtors may rely on the addresses and email addresses (as applicable) as compiled, updated, and maintained by the Notice and Claims Agent as of the Voting Record Date. The Debtors and the Notice and Claims Agent are not required to conduct any additional research for updated addresses or email addresses based on undeliverable Solicitation Packages (including Ballots) or Non-Voting Status Notices.

To avoid duplication and reduce expenses, the Debtors will use commercially reasonable efforts to ensure that each Holder of a Claim entitled to vote on the Combined Disclosure Statement and Plan receives no more than one Solicitation Package (and, therefore, one Ballot per Class) and is only entitled to submit one Ballot on account of such Holder's Claim in a particular Class.

3. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Combined Disclosure Statement and Plan.

Certain Holders of Claims and Interests that are not classified pursuant to section 1123(a)(1) of the Bankruptcy Code, or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, will receive only the *Notice of Non-Voting Status for Holders of Unimpaired Claims or Interests Conclusively Presumed to Accept the Plan*, substantially in the form attached as Exhibit 3 to the Disclosure Statement Order. Certain Holders of Claims who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive the *Notice of Non-Voting Status for Holders of Impaired Claims or Interests Conclusively Deemed to Reject the Plan*, substantially in the form attached as Exhibit 4 to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

D. Voting and Tabulation Procedures.

1. Holders of Claims Entitled to Vote.

Only the following Holders of Claims in the Voting Class shall be entitled to vote with regard to such Claims:

a. Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date, and (ii) is not the subject of a pending objection, other than a "reduce and allow" objection, filed with the Bankruptcy by the Debtors at least fourteen (14) days prior to the Voting Deadline, provided that a Holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall be entitled to vote such Claim in the reduced amount contained in such objection absent a further order of the Court, or (iii) Holders of Claims listed in the filed Schedules, as liquidated, non-contingent or undisputed, and not superseded by a timely filed Proof of Claim; and

b. The assignee of any Claim that was transferred on or before the Voting Record Date by any Entity described in subparagraph (a) above; provided that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in

Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

Claims in Class 3. For voting purposes, claim amounts for Claims in Class 3 (General Unsecured Claims) will be established by reference to the Combined Disclosure Statement and Plan.

2. Voting and Ballot Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules.

a. Except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Debtors, in their sole discretion, shall be entitled to reject such Ballot as invalid and, therefore, not count it in connection with Confirmation of the Plan. Subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections will be documented in the Voting Report.

b. The Debtors will file a voting report (the "Voting Report") no later than **[●], 2025**. The Voting Report shall, among other things, delineate every Ballot that does not conform to the Voting and Tabulation Procedures or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures, or lacking necessary information, received via electronic mail or facsimile, or damaged (in each case, an "Irregular Ballot"). The Voting Report shall indicate the Debtors' intentions with regard to each Irregular Ballot.

c. The method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each Holder. Except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the properly executed Ballot.

d. An executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Notice and Claims Agent by facsimile, telecopy, electronic mail, or any electronic means other than the Notice and Claims Agent's online portal will not be valid.

e. No Ballot should be sent to the Debtors, the Debtors' agents (other than the Notice and Claims Agent), or the Debtors' financial or legal advisors, and if so sent will not be counted.

f. If multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot.

g. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes.

h. A person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing.

i. The Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the Voting Deadline, and any such waivers will be documented in the Voting Report or a supplemental voting report, as applicable.

j. Neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification.

k. Unless waived by the Debtors or ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Holder of Claims or their Nominee prior to the Voting Deadline or such Ballots will not be counted.

l. In the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted or rejected.

m. If a Claim has been estimated or a Claim has otherwise been Allowed only for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution.

n. If a Claim, for which a Proof of Claim was timely filed, is listed as contingent, unliquidated, or disputed in part, such Claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution;

o. If an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein.

p. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of $1.00); (iv) any unsigned Ballot or Ballot lacking an original signature; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein.

q. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors.

r. The Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes. The Debtors will provide notice to the Creditors' Committee of any such stipulation as soon as reasonably practicable following entry into the stipulation.

s. Where any portion of a single Claim has been transferred to a transferee, all Holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirement in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein), and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (x) a Ballot, (y) a group of Ballots within a Voting Class received from a single creditor, or (z) a group of Ballots received from the various Holders of multiple portions of a single Claim partially reject and partially accept the Combined Disclosure Statement and Plan, such Ballots shall not be counted.

t. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated and treated as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Combined Dislosure Statement and Plan; *provided* that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Combined Disclosure Statement and Plan.

E. Amendments to the Combined Disclosure Statement and Plan and Solicitation and Voting Procedures.

The Debtors reserve the right to make non-substantive or immaterial changes to the Combined Disclosure Statement and Plan (including, for the avoidance of doubt, the Plan Supplement), the Ballot, Combined Hearing Notice, Non-Voting Status Notices and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the

Combined Disclosure Statement and Plan and any other materials in the Solicitation Package before their distribution.

Exhibit 2

Ballot for Holders of Class 3 (General Unsecured Claims)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: America's Gardening Resource, Inc., *et al.*, Debtors.[1]	Chapter 11 Case No. 25-11180 (BLS) (Jointly Administered)

BALLOT FOR VOTING TO
ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND CHAPTER 11 PLAN OF LIQUIDATION PROPOSED BY THE DEBTORS

BALLOT FOR HOLDERS OF CLASS 3 (GENERAL UNSECURED CLAIMS)

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 NOTICE AND CLAIMS AGENT BY [●], 2025, AT 4:00 P.M., PREVAILING EASTERN TIME (THE "VOTING DEADLINE") IN ACCORDANCE WITH THE FOLLOWING:

The above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors* [Docket No. [●]] (as may be amended, supplemented, or otherwise modified from time to time, the "Combined Disclosure Statement and Plan"). The Bankruptcy Court for the District of Delaware (the "Court") has approved the Combined Disclosure Statement and Plan on an interim basis as containing adequate information pursuant to section 1125 of title 11 of the United States Code (the "Bankruptcy Code") by entry of an order on [●], 2025 [Docket No. [[●]] (the "Disclosure Statement Order"). The Court's interim approval of the Combined Disclosure Statement and Plan does not indicate approval of the Combined Disclosure Statement and Plan on a final basis by the Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Combined Disclosure Statement and Plan.

You are receiving this ballot (this "Ballot") because you are a Holder of a Class 3 General Unsecured Claim (the "Voting Class") as of **[●], 2025** (the "Voting Record Date"). Accordingly, you have a right to vote to accept or reject the Combined Disclosure Statement and Plan.

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1 The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: America's Gardening Resource, Inc. (9604); Gardener's Home LLC (0498); Serac Corporation (9800); IGH, Inc. (9336); Innovative Gardening Solutions, Inc. (3325). The location of the Debtors' corporate headquarters and the Debtors' service address in these chapter 11 cases is 128 Intervale Road, Burlington, Vermont 05401.

Your rights are described in the Combined Disclosure Statement and Plan. The package (the "Solicitation Package") you are receiving with this Ballot includes a Cover Letter, which has instructions for obtaining access, free of charge, to the Combined Disclosure Statement and Plan, the Disclosure Statement Order and certain other materials. 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 by: (a) writing via first class mail to America's Gardening Claims Processing c/o Stretto, Inc., 410 Exchange, Suite 100, Irvine, CA 92602; (b) writing via electronic mail to TeamAGR@stretto.com; or (c) calling the Debtors' restructuring hotline at (U.S. Toll-Free/Domestic) 833-852-1947 or 949-522-9898 (International). You may also obtain copies of any pleadings filed in these chapter 11 cases (a) for a fee via PACER at: http://www.deb.uscourts.gov; or (b) at no charge from Stretto, Inc. by accessing the Debtors' restructuring website at https://cases.stretto.com/AGR.

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

You should review the Combined Disclosure Statement and Plan, and the instructions contained herein before you vote. You may wish to seek legal advice concerning the the Combined Disclosure Statement and Plan its classification and treatment of your Claim. Your Claim has been placed in Class 3 under the Combined Disclosure Statement and Plan.

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY BY *ONLY ONE* OF THE FOLLOWING METHODS:

IN THE ENCLOSED REPLY ENVELOPE PROVIDED, OR VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY, OR BY ELECTRONIC ONLINE SUBMISSION.

If by First Class Mail:	If by Hand Delivery or Overnight Mail:

By electronic online submission:

To submit your Ballot via the Notice and Claims Agent's online portal, visit https://cases.stretto.com/AGR. Under the Case Actions section of the website, click on the "E-Ballot" and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following E-Ballot ID# to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: ______________________________

The E-Ballot 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 E-Ballot ID# 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 E-Ballot ID# you receive, as applicable. **Holders who cast a Ballot using the Notice and Claims Agent's online portal should NOT also submit a paper Ballot.**

Item 1. Amount of Claim.[2]

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of a Class 3 General Unsecured Claim in the following amount:

$________________

Item 2. Vote on Combined Disclosure Statement and Plan.

The Holder of the Class 3 General Unsecured Claim against the Debtors, the aggregate amount of which is set forth in Item 1, votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan ☐ **REJECT** (vote AGAINST) the Plan

Your vote on the Combined Disclosure Statement and Plan will be applied to each applicable Debtor in the same manner and in the same amount as indicated in Item 1 and Item 2 above.

Article XIV of the Combined Disclosure Statement and Plan provides for an exculpation of certain parties (the "**Exculpation**"):

Notwithstanding any other provision of the Combined Disclosure Statement and Plan, the Exculpated Parties shall not have or incur any Liability to, or be subject to any right of action by, any Holder of a Claim or an Interest, or any other party in interest, or any of their respective agents, employees, representatives, financial advisors, attorneys, or agents acting in such capacity, or Affiliates, or any of their successors or assigns, for any act or omission occurring on or after the Petition Date and before the Effective Date relating to, in any way, or arising from (i) the Chapter 11 Cases, (ii) formulating, negotiating or implementing the Combined Disclosure Statement and Plan or any contract, instrument, release or other agreement or document created or entered into in connection with the Combined Disclosure

2 For voting purposes only, subject to tabulation rules.

Statement and Plan; (iii) the Sales; (iv) rejection and/or termination of the ESOP and related agreements; (v) any other post-petition act taken or omitted to be taken in connection with or in contemplation of the restructuring, sale, or liquidation of the Debtors; (vi) the solicitation of acceptances of the Combined Disclosure Statement and Plan, the pursuit of Confirmation of the Combined Disclosure Statement and Plan, the Confirmation of the Combined Disclosure Statement and Plan, the Consummation of the Combined Disclosure Statement and Plan, or (vii) the administration of the Combined Disclosure Statement and Plan or the property to be distributed under the Combined Disclosure Statement and Plan, except for their gross negligence or willful misconduct as determined by a Final Order, and in all respects shall be entitled to reasonably rely upon the advice of counsel and other retained professionals with respect to their duties and responsibilities under the Combined Disclosure Statement and Plan. This exculpation shall be in addition to, and not in limitation of, all other indemnities, exculpations, and any other applicable law or rules protecting the Exculpated Parties from liability. The Confirmation Order shall serve as a permanent injunction against any Entity seeking to enforce any Claim or Cause of Action against the Exculpated Parties that has been exculpated pursuant to Section 14.1(a) of the Combined Disclosure Statement and Plan.

This exculpation provision shall not apply to any of the Debtors' Former Officers & Directors, in their capacity as such, with respect to any Retained Causes of Action which are covered under the Insurance Policies, *provided, however,* that the Plan Administrator (or any successor or assign prosecuting such Retained Causes of Action) shall not execute on any personal assets of the Debtors' Former Officers and Directors, in their capacity as such, with respect to such Retained Causes of Action.

In the event the Court determines that applicable law does not permit a person or Entity to be an Exculpated Party, the Combined Disclosure Statement and Plan shall be deemed modified to exclude such person or Entity from the definition of Exculpated Party. For avoidance of doubt, such exclusion shall not affect the exculpations contained in the Combined Disclosure Statement and Plan with respect to the other Exculpated Parties.

Article XIV of the Combined Disclosure Statement and Plan establishes an injunction (the "**Injunction**"):

In accordance with Bankruptcy Code section 1141(d)(3), the Combined Disclosure Statement and Plan does not discharge the Debtors. Bankruptcy Code section 1141(c) nevertheless provides, among other things, that the property dealt with by the Combined Disclosure Statement and Plan is free and clear of all Claims and Interests against the Debtors. As such, no Entity holding a Claim against the Debtors may receive any payment from, or seek recourse against, any assets that are to be distributed under the Combined Disclosure Statement and Plan other than assets required to be distributed to that Entity under the Combined Disclosure Statement and Plan. Distributions to any such Holder of any such Claim shall be as expressly set forth in the Combined Disclosure Statement and Plan. All Entities are precluded from asserting against any property to be distributed under the Combined Disclosure Statement and Plan any Claims, rights, Causes of Action, Liabilities, or Interests based upon any act, omission, transaction, or other activity that occurred before

the Effective Date except as expressly provided in the Combined Disclosure Statement and Plan or the Confirmation Order.

Except as otherwise expressly provided for in the Combined Disclosure Statement and Plan or in obligations issued pursuant to the Combined Disclosure Statement and Plan, all Entities that have held, hold or may hold Claims or Interests that have been released or satisfied pursuant to the Combined Disclosure Statement and Plan, or are subject to exculpation (to the extent of the exculpation provided in the Combined Disclosure Statement and Plan with respect to the Exculpated Parties) are permanently enjoined, on and after the Effective Date, from:

(1) commencing or continuing in any manner any action or other proceeding of any kind (a) against the Assets on account of any Claim or Interest, or (b) against the Exculpated Parties on account of any Claim or Interest exculpated under the Combined Disclosure Statement and Plan, or against any of the foregoing parties' respective successors and assigns, and any of their assets and properties;

(2) enforcing, attaching, collecting or recovering by any manner or means any judgment, award, decree or order (a) against the Assets on account of any Claim or Interest, or (b) against the Exculpated Parties on account of any exculpated Claims or against any of the foregoing parties' respective successors and assigns, and any of their assets and properties;

(3) creating, perfecting or enforcing any encumbrance of any kind (a) against the Assets on account of any Claim or Interest, or (b) against the Exculpated Parties, as applicable, on account of any exculpated Claims, or against any of the foregoing parties' respective successors and assigns, and any of their assets and properties;

(4) asserting any right of setoff or subrogation of any kind on account of the exculpated Claims against any obligation due from the Debtors, the Estates, the Exculpated Parties, and/or the Assets or their respective successors and assigns, or against any of their assets and properties, except to the extent a right to setoff or subrogation is asserted with respect to a timely Filed proof of Claim or by way of a motion filed before Confirmation of the Combined Disclosure Statement and Plan; or

(5) commencing or continuing in any manner any action or other proceeding of any kind (a) against the Assets on account of any Claim or Interest, or (b) against the Exculpated Parties, as applicable, on account of any exculpated Claims, or against any of the foregoing

parties' respective successors and assigns, and any of their assets and properties.

Any Entity injured by any willful violation of such injunction may seek actual damages and, in appropriate circumstances, may seek punitive damages from the willful violator.

<u>Item 4</u>. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the Debtors that:

(a) as of the Voting Record Date, the Entity is the Holder (or authorized signatory for a Holder) of the Claims in the Voting Class as set forth in Item 1;

(b) the Entity (or in the case of an authorized signatory, the Holder) has reviewed a copy of the Combined Disclosure Statement and Plan, and the documents in the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

(c) the Entity has not relied on any statement made or other information received from any person with respect to the Plan other than the information contained in the Solicitation Package or other publicly available materials;

(e) no other Ballots with respect to the amount of the Claim identified in Item 1 has been cast or, if any other Ballots have been cast with respect to such Claim, then any such earlier Ballots are hereby revoked;

(f) the Entity understands and acknowledges that if multiple Ballots are submitted voting the Claim set forth in Item 1, only the last properly completed Ballot voting the Claim and received by the Notice and Claims Agent before the Voting Deadline shall be deemed to reflect the voter's intent and thus to supersede and revoke any prior Ballots received by the Notice and Claims Agent; and

(g) the Entity understands and acknowledges that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the Holder hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, and legal representatives of the Holder and shall not be affected by, and shall survive, the death or incapacity of the Holder.

Name of Holder:	______________________________ (Print or Type)
Signature:	______________________________
Name of Signatory:	______________________________ (If other than the Holder)
Title:	______________________________
Address:	______________________________ ______________________________ ______________________________
Telephone Number:	______________________________
Email:	______________________________
Date Completed:	______________________________

IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS BALLOT ON OR BEFORE [●], 2025, AT 4:00 P.M., PREVAILING EASTERN TIME (THE "<u>VOTING DEADLINE</u>"), 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 DEBTORS.

<u>INSTRUCTIONS FOR COMPLETING THIS BALLOT</u>

1. The Debtors are soliciting the votes of Holders of Class 3 Claims with respect to the Combined Disclosure Statement and Plan. **PLEASE READ THE COMBINED DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THIS BALLOT.**

2. The Combined Disclosure Statement and Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of Claims or at least two-thirds in amount of Interests in at least one class that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Combined Disclosure Statement and Plan for more information.

3. To ensure that your Ballot is counted, you ***must*** complete and submit this Ballot as instructed herein. **Ballots will not be accepted by electronic mail or facsimile.**

4. **<u>Use of Ballot</u>**. To ensure that your Ballot is counted, you must: (a) complete your Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or

reject the Combined Disclosure Statement and Plan in the boxes provided in Item 2 of the Ballot; and (c) clearly sign and submit your Ballot as instructed herein.

5. Your Ballot ***must*** be returned to the Notice and Claims Agent so as to be ***actually received*** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is [●], 2025, at 4:00 p.m., prevailing Eastern Time.**

6. If a Ballot is received after the Voting Deadline, and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtors. Additionally, **the following Ballots will not be counted**:

   (a) any Ballot that partially rejects and partially accepts the Plan;

   (b) Ballots sent to the Debtors, the Debtors' agents (other than Notice and Claims Agent), the Debtors' financial or legal advisors or any other person (other than the Notice and Claims Agent);

   (c) Ballots sent by electronic mail or facsimile;

   (d) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;

   (e) any Ballot cast by an Entity that does not hold a claim in Class 3;

   (f) any Ballot submitted by a Holder not entitled to vote pursuant to the Combined Disclosure and Plan;

   (g) any unsigned Ballot (for the avoidance of doubt, Ballots validly submitted through the Ballot Portal will be deemed signed);

   (h) any non-original Ballot (for the avoidance of doubt, Ballots validly submitted through the Ballot Portal will be deemed original); and

   (i) any Ballot not marked to accept or reject the Combined Disclosure Statement and Plan or any Ballot marked both to accept and reject the Combined Disclosure Statement and Plan.

7. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each Holder of Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent ***actually receives*** the originally executed Ballot. In all cases, Holders should allow sufficient time to assure timely delivery.

8. If multiple Ballots are received from the same Holder with respect to the same Claim in the same Class prior to the Voting Deadline, the latest, timely received, and properly completed Ballot will supersede and revoke any earlier received Ballots.

9. You must vote all of your Claims within your respective Class either to accept or reject the Plan and may ***not*** split your vote.

10. This Ballot does ***not*** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

11. **Please be sure to sign and date your Ballot**. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the ballot.

PLEASE SUBMIT YOUR BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING, PLEASE CALL THE RESTRUCTURING HOTLINE AT:

U.S. TOLL FREE: 833-852-1947 (US toll free)
INTERNATIONAL: 949-522-9898 (International)

OR BY EMAILING TEAMAGR@STRETTO.COM

IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS [●], 2025 AT 4:00 P.M., PREVAILING EASTERN TIME, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTORS.

Exhibit 3

Form of Unimpaired Non-Voting Status Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
America's Gardening Resource, Inc., *et al.*,	Case No. 25-11180 (BLS)
Debtors.[1]	(Jointly Administered)

NOTICE OF NON-VOTING STATUS FOR HOLDERS OF UNIMPAIRED CLAIMS OR INTERESTS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN

PLEASE TAKE NOTICE THAT on [●], 2025, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order [Docket No. [●]] (the "Disclosure Statement Order"): (a) authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to solicit votes on the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors* [Docket No. [●]] (as may be amended, supplemented, or otherwise modified from time to time, the "Combined Disclosure Statement and Plan"); (b) approving the Combined Disclosure Statement and Plan on an interim basis as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the Solicitation Packages; (d) approving procedures for soliciting, receiving, and tabulating votes on and for filing objections to the Combined Disclosure Statement and Plan; and (e) granting related relief.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim under the Plan, ***you are not entitled to vote on the Plan***. Specifically, under the terms of the Plan, as a Holder of a Claim (as currently asserted against the Debtors) that is not Impaired and conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, you are ***not*** entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the "Combined Hearing") will commence on **[●], 2026, at ___ .m., prevailing Eastern Time**, before The Honorable Brendan L. Shannon, in the United States Bankruptcy Court for the District of Delaware, located at 824 North Market St., 6th Floor, Courtroom No. 1, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Combined Disclosure and Plan is **[●], 2026, at 4:00 p.m., prevailing Eastern Time** (the "Objection Deadline"). All objections to the relief sought at the Combined Hearing ***must***: (a) be in writing; (b) conform to the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and

[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: America's Gardening Resource, Inc. (9604); Gardener's Home LLC (0498); Serac Corporation (9800); IGH, Inc. (9336); Innovative Gardening Solutions, Inc. (3325). The location of the Debtors' corporate headquarters and the Debtors' service address in these chapter 11 cases is 128 Intervale Road, Burlington, Vermont 05401.

any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Combined Disclosure Statement and Plan and, if practicable, a proposed modification to the Combined Disclosure Statement and Plan that would resolve such objection; and (d) be filed with the Court on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Combined Disclosure Statement and Plan, the Plan Supplement, or related documents, you should contact Stretto, Inc., the claims and noticing agent retained by the Debtors in these chapter 11 cases (the "Notice and Claims Agent"), by: (a) writing via first class mail to America's Gardening Claims Processing c/o Stretto, Inc., 410 Exchange, Suite 100, Irvine, CA 92602; (b) writing via electronic mail to TeamAGR@stretto.com; or (c) calling the Debtors' restructuring hotline at (U.S. Toll-Free/Domestic) 833-852-1947 or 949-522-9898 (International). You may also obtain copies of any pleadings filed in these Chapter 11 Cases (a) for a fee via PACER at: http://www.deb.uscourts.gov; or (b) at no charge from Stretto, Inc. by accessing the Debtors' restructuring website at https://cases.stretto.com/AGR.

ARTICLE XIV OF THE COMBINED DISCLOSURE STATEMENT AND PLAN CONTAINS EXCULPATION AND INJUNCTION PROVISIONS. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

[*Remainder of Page Intentionally Left Blank*]

Dated: [●] [●], 2025
Wilmington, Delaware

COLE SCHOTZ P.C.

*_/s/ DRAFT_*
Patrick J. Reilley (No. 4451)
Jack M. Dougherty (No. 6784)
Carol E. Thompson (No. 6936)
500 Delaware Avenue, Suite 600
Wilmington, Delaware 19801
Telephone:(302) 652-3131
Facsimile: (302) 574-2103
Email: preilley@coleschotz.com
jdougherty@coleschotz.com
cthompson@coleschotz.com
-and-

Gary H. Leibowitz (admitted *pro hac vice*)
H.C. Jones III (admitted *pro hac vice*)
1201 Wills Street, Suite 320
Baltimore, Maryland 21231
Telephone: (410) 230-0660
Facsimile: (410) 230-0667
Email: gleibowitz@coleschotz.com
hjones@coleschotz.com

Counsel for Debtors and Debtors-in-Possession

<u>Exhibit 4</u>

Form of Impaired Non-Voting Status Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: America's Gardening Resource, Inc., *et al.*, Debtors.[1]	Chapter 11 Case No. 25-11180 (BLS) (Jointly Administered)

NOTICE OF NON-VOTING STATUS FOR HOLDERS OF IMPAIRED CLAIMS OR INTERESTS CONCLUSIVELY DEEMED TO REJECT THE PLAN

PLEASE TAKE NOTICE THAT on [●], 2025, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order [Docket No. [●]] (the "Disclosure Statement Order"): (a) authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to solicit votes on the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors* [Docket No. [●]] (as may be amended, supplemented, or otherwise modified from time to time, the "Combined Disclosure Statement and Plan"); (b) approving the Combined Disclosure Statement and Plan on an interim basis as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the Solicitation Packages; (d) approving procedures for soliciting, receiving, and tabulating votes on and for filing objections to the Combined Disclosure Statement and Plan; and (e) granting related relief.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim under the Plan, ***you are not entitled to vote on the Combined Disclosure Statement and Plan***. Specifically, under the terms of the Combined Disclosure Statement and Plan, as a Holder of a Claim (as currently asserted against the Debtors) or Interest in the Debtors that is Impaired and conclusively deemed to have rejected the Combined Disclosure Statement and Plan pursuant to section 1126(g) of the Bankruptcy Code, you are ***not*** entitled to vote on the Combined Disclosure Statement and Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Combined Disclosure Statement and Plan (the "Combined Hearing") will commence on **[●], 2026, at ____.m., prevailing Eastern Time**, before The Honorable Brendan L. Shannon, in the United States Bankruptcy Court for the District of Delaware, located at 824 North Market St., 6th Floor, Courtroom No. 1, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[●], 2025, at 4:00 p.m., prevailing Eastern Time** (the "Objection Deadline"). All

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1 The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: America's Gardening Resource, Inc. (9604); Gardener's Home LLC (0498); Serac Corporation (9800); IGH, Inc. (9336); Innovative Gardening Solutions, Inc. (3325). The location of the Debtors' corporate headquarters and the Debtors' service address in these chapter 11 cases is 128 Intervale Road, Burlington, Vermont 05401.

objections to the relief sought at the Combined Hearing ***must***: (a) be in writing; (b) conform to the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Combined Disclosure Statement and Plan that would resolve such objection; and (d) be filed with the Court on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Combined Disclosure Statement and Plan, the Plan Supplement, or related documents, you should contact Stretto, Inc., the claims and noticing agent retained by the Debtors in these chapter 11 cases (the "Notice and Claims Agent"), by: (a) writing via first class mail to America's Gardening Claims Processing c/o Stretto, Inc., 410 Exchange, Suite 100, Irvine, CA 92602; (b) writing via electronic mail to TeamAGR@stretto.com; or (c) calling the Debtors' restructuring hotline at (U.S. Toll-Free/Domestic) 833-852-1947 or 949-522-9898 (International). You may also obtain copies of any pleadings filed in these chapter 11 cases (a) for a fee via PACER at: http://www.deb.uscourts.gov; or (b) at no charge from Stretto, Inc. by accessing the Debtors' restructuring website at https://cases.stretto.com/AGR.

ARTICLE IX OF THE PLAN CONTAINS EXCULPATION, AND INJUNCTION PROVISIONS. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

[*Remainder of Page Intentionally Left Blank*]

Dated: [●] [●], 2025
Wilmington, Delaware

COLE SCHOTZ P.C.

/s/ DRAFT
Patrick J. Reilley (No. 4451)
Jack M. Dougherty (No. 6784)
Carol E. Thompson (No. 6936)
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-and-

Gary H. Leibowitz (admitted *pro hac vice*)
H.C. Jones III (admitted *pro hac vice*)
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Facsimile: (410) 230-0667
Email: gleibowitz@coleschotz.com
hjones@coleschotz.com

Counsel for Debtors and Debtors-in-Possession

Exhibit 5

Combined Hearing Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: America's Gardening Resource, Inc., *et al.*, Debtors.[1]	Chapter 11 Case No. 25-11180 (BLS) (Jointly Administered)

NOTICE OF HEARING TO CONSIDER
(I) THE ADEQUACY OF THE DISCLOSURE STATEMENT AND (II) CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND CHAPTER 11 PLAN OF LIQUIDATION PROPOSED BY THE DEBTORS

PLEASE TAKE NOTICE THAT on [●], 2025, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order [Docket No. [●]] (the "Disclosure Statement Order"): (a) authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to solicit votes on the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors* [Docket No. [●]] (as may be amended, supplemented, or otherwise modified from time to time, the "Combined Disclosure Statement and Plan"); (b) approving the Combined Disclosure Statement and Plan on an interim basis as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the Solicitation Packages; (d) approving procedures for soliciting, receiving, and tabulating votes on and for filing objections to the Combined Disclosure Statement and Plan; and (e) granting related relief.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the "Combined Hearing") will commence on **[●], 2026, at ___:___ __.m. prevailing Eastern Time** before The Honorable Brendan L. Shannon, in the United States Bankruptcy Court for the District of Delaware, located at 824 North Market St., 6th Floor, Courtroom No. 1, Wilmington, DE 19801.

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[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: America's Gardening Resource, Inc. (9604); Gardener's Home LLC (0498); Serac Corporation (9800); IGH, Inc. (9336); Innovative Gardening Solutions, Inc. (3325). The location of the Debtors' corporate headquarters and the Debtors' service address in these chapter 11 cases is 128 Intervale Road, Burlington, Vermont 05401.

<u>PLEASE BE ADVISED</u>: THE COMBINED HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **<u>WITHOUT FURTHER NOTICE</u>** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT (INCLUDING AN AGENDA) FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

ANY SUCH NOTICES OF ADJOURNMENT ARE AVAILABLE FREE OF CHARGE ON THE DEBTORS' CASE WEBSITE AT HTTPS://CASES.STRETTO.COM/AGR.

CRITICAL INFORMATION REGARDING VOTING ON THE COMBINED <u>DISCLOSURE STATEMENT AND PLAN</u>

Voting Record Date. The voting record date is **<u>[●], 2025</u>** (the "<u>Voting Record Date</u>"), which was the date for determining which Holders of Claims in Class 3 are entitled to vote on the Combined Disclosure Statement and Plan.

Voting Deadline. The deadline for voting on the Combined Disclosure Statement and Plan is **<u>[●], 2025, at 4:00 p.m.</u>, <u>prevailing Eastern Time</u>** (the "<u>Voting Deadline</u>"). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan you ***must***: (a) follow the instructions carefully; (b) complete ***all*** of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is ***actually received*** by the Debtors' claims and noticing agent, Stretto, Inc. (the "<u>Notice and Claims Agent</u>") on or before the Voting Deadline. ***A failure to follow such instructions may disqualify your vote***.

CRITICAL INFORMATION REGARDING OBJECTING TO THE COMBINED <u>DISCLOSURE STATEMENT AND PLAN</u>

ARTICLE XIV OF THE PLAN CONTAINS EXCULPATION AND INJUNCTION PROVISIONS. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

Objection Deadline. The deadline for filing objections to the Combined Disclosure Statement and Plan, as applicable, is **<u>[●], 2026, at 4:00 p.m., prevailing Eastern Time</u>** (the "<u>Objection Deadline</u>"). All objections to the relief sought at the Combined Hearing ***must***: (a) be in writing; (b) conform to the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Combined Disclosure Statement and Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the counsel to the Debtors, the U.S. Trustee, and counsel to the Creditors' Commmitee, so as to be ***actually received*** on or before the Objection Deadline.

Please be advised that Article IX of the Plan contains the following exculpation and injunction provisions:[2]

Article XIV of the Plan provides for an exculpation of certain parties (the "**Exculpation**"):

Notwithstanding any other provision of the Combined Disclosure Statement and Plan, the Exculpated Parties shall not have or incur any Liability to, or be subject to any right of action by, any Holder of a Claim or an Interest, or any other party in interest, or any of their respective agents, employees, representatives, financial advisors, attorneys, or agents acting in such capacity, or Affiliates, or any of their successors or assigns, for any act or omission occurring on or after the Petition Date and before the Effective Date relating to, in any way, or arising from (i) the Chapter 11 Cases, (ii) formulating, negotiating or implementing the Combined Disclosure Statement and Plan or any contract, instrument, release or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan; (iii) the Sales; (iv) rejection and/or termination of the ESOP and related agreements; (v) any other post-petition act taken or omitted to be taken in connection with or in contemplation of the restructuring, sale, or liquidation of the Debtors; (vi) the solicitation of acceptances of the Combined Disclosure Statement and Plan, the pursuit of Confirmation of the Combined Disclosure Statement and Plan, the Confirmation of the Combined Disclosure Statement and Plan, the Consummation of the Combined Disclosure Statement and Plan, or (vii) the administration of the Combined Disclosure Statement and Plan or the property to be distributed under the Combined Disclosure Statement and Plan, except for their gross negligence or willful misconduct as determined by a Final Order, and in all respects shall be entitled to reasonably rely upon the advice of counsel and other retained professionals with respect to their duties and responsibilities under the Combined Disclosure Statement and Plan. This exculpation shall be in addition to, and not in limitation of, all other indemnities, exculpations, and any other applicable law or rules protecting the Exculpated Parties from liability. The Confirmation Order shall serve as a permanent injunction against any Entity seeking to enforce any Claim or Cause of Action against the Exculpated Parties that has been exculpated pursuant to Section 14.1(a) of the Combined Disclosure Statement and Plan.

This exculpation provision shall not apply to any of the Debtors' Former Officers & Directors, in their capacity as such, with respect to any Retained Causes of Action which are covered under the Insurance Policies, *provided, however,* that the Plan Administrator (or any successor or assign prosecuting such Retained Causes of Action) shall not execute on any personal assets of the Debtors' Former Officers and Directors, in their capacity as such, with respect to such Retained Causes of Action.

In the event the Court determines that applicable law does not permit a person or Entity to be an Exculpated Party, the Combined Disclosure Statement and Plan shall be deemed modified to exclude such person or Entity from the definition of Exculpated Party. For

[2] The Plan provisions referenced herein are for summary purposes only and do not include all provisions of the Plan that may affect your rights. If there is any inconsistency between the provisions set forth herein and the Plan, the Plan governs.

avoidance of doubt, such exclusion shall not affect the exculpations contained in the Combined Disclosure Statement and Plan with respect to the other Exculpated Parties.

Article XIV of the Plan establishes an injunction (the "**Injunction**"):

In accordance with Bankruptcy Code section 1141(d)(3), the Combined Disclosure Statement and Plan does not discharge the Debtors. Bankruptcy Code section 1141(c) nevertheless provides, among other things, that the property dealt with by the Combined Disclosure Statement and Plan is free and clear of all Claims and Interests against the Debtors. As such, no Entity holding a Claim against the Debtors may receive any payment from, or seek recourse against, any assets that are to be distributed under the Combined Disclosure Statement and Plan other than assets required to be distributed to that Entity under the Combined Disclosure Statement and Plan. Distributions to any such Holder of any such Claim shall be as expressly set forth in the Combined Disclosure Statement and Plan. All Entities are precluded from asserting against any property to be distributed under the Combined Disclosure Statement and Plan any Claims, rights, Causes of Action, Liabilities, or Interests based upon any act, omission, transaction, or other activity that occurred before the Effective Date except as expressly provided in the Combined Disclosure Statement and Plan or the Confirmation Order.

Except as otherwise expressly provided for in the Combined Disclosure Statement and Plan or in obligations issued pursuant to the Combined Disclosure Statement and Plan, all Entities that have held, hold or may hold Claims or Interests that have been released or satisfied pursuant to the Combined Disclosure Statement and Plan, or are subject to exculpation (to the extent of the exculpation provided in the Combined Disclosure Statement and Plan with respect to the Exculpated Parties) are permanently enjoined, on and after the Effective Date, from:

(1) commencing or continuing in any manner any action or other proceeding of any kind (a) against the Assets on account of any Claim or Interest, or (b) against the Exculpated Parties on account of any Claim or Interest exculpated under the Combined Disclosure Statement and Plan, or against any of the foregoing parties' respective successors and assigns, and any of their assets and properties;

(2) enforcing, attaching, collecting or recovering by any manner or means any judgment, award, decree or order (a) against the Assets on account of any Claim or Interest, or (b) against the Exculpated Parties on account of any exculpated Claims or against any of the foregoing parties' respective successors and assigns, and any of their assets and properties;

(3) creating, perfecting or enforcing any encumbrance of any kind (a) against the Assets on account of any Claim or Interest, or (b) against the Exculpated Parties, as applicable, on account of any exculpated

Claims, or against any of the foregoing parties' respective successors and assigns, and any of their assets and properties;

(4) asserting any right of setoff or subrogation of any kind on account of the exculpated Claims against any obligation due from the Debtors, the Estates, the Exculpated Parties, and/or the Assets or their respective successors and assigns, or against any of their assets and properties, except to the extent a right to setoff or subrogation is asserted with respect to a timely Filed proof of Claim or by way of a motion filed before Confirmation of the Combined Disclosure Statement and Plan; or

(5) commencing or continuing in any manner any action or other proceeding of any kind (a) against the Assets on account of any Claim or Interest, or (b) against the Exculpated Parties, as applicable, on account of any exculpated Claims, or against any of the foregoing parties' respective successors and assigns, and any of their assets and properties.

Any Entity injured by any willful violation of such injunction may seek actual damages and, in appropriate circumstances, may seek punitive damages from the willful violator.

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Stretto, Inc., the notice, claims, and solicitation agent retained by the Debtors in these Chapter 11 Cases (the "Notice and Claims Agent"), by calling the Debtors' Notice and Claims Agent at (U.S. Toll-Free/Domestic) 833-852-1947 or 949-522-9898 (International). The Notice and Claims Agent cannot and will not provide legal advice. If you need legal advice, you should consult an attorney. Copies of certain orders, notices, and pleadings, as well as other information regarding these chapter 11 cases, are available for inspection free of charge on the Debtors' website at https://cases.stretto.com/AGR. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: https://ecf.deb.uscourts.gov.

Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may ***not*** advise you as to whether you should vote to accept or reject the Combined Disclosure Statement and Plan.

The Plan Supplement. The Debtors will file documents constituting the Plan Supplement on or prior to **[●], 2025**, and will serve notice on all Holders of Claims and Interests entitled to vote on the Combined Disclosure Statement and Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

<u>BINDING NATURE OF THE COMBINED DISCLOSURE STATEMENT AND PLAN</u>:

IF CONFIRMED, THE COMBINED DISCLOSURE STATEMENT AND PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM OR INTEREST IN THESE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE COMBINED DISCLOSURE STAEMENT AND PLAN.

[*Remainder of Page Intentionally Left Blank*]

Dated: [●] [●], 2025
Wilmington, Delaware

COLE SCHOTZ P.C.

/s/ DRAFT
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Jack M. Dougherty (No. 6784)
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Counsel for Debtors and Debtors-in-Possession

Exhibit 6

Form of Plan Supplement Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
America's Gardening Resource, Inc., *et al.*,	Case No. 25-11180 (BLS)
Debtors.[1]	(Jointly Administered)

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT on [●], 2025, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order [Docket No. [●]] (the "Disclosure Statement Order"): (a) authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to solicit votes on the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors* [Docket No. [●]] (as may be amended, supplemented, or otherwise modified from time to time, the "Combined Disclosure Statement and Plan"); (b) approving the Combined Disclosure Statement and Plan on an interim basis as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the Solicitation Packages; (d) approving procedures for soliciting, receiving, and tabulating votes on and for filing objections to the Combined Disclosure Statement and Plan; and (e) granting related relief.

PLEASE TAKE FURTHER NOTICE THAT as contemplated under the Combined Disclosure Statement and Plan and the Disclosure Statement Order, the Debtors filed the Plan Supplement on [[●]], 2025 [Docket No. [●]]. The Plan Supplement, as defined in the Combined Disclosure Statement and Plan, means the compilation of documents and forms of documents, schedules, and exhibits to the Combined Disclosure Statement and Plan (in each case, as may be altered, amended, modified, or supplemented from time to time) to be Filed by the Debtors prior to the Combined Hearing to the extent available, and any additional documents Filed prior to the Effective Date, including the following, as applicable: (a) the Schedule of Assumed Executory Contracts and Unexpired Leases; (b) the Schedule of Retained Causes of Action; (c) the Liquidating Trust Agreement; and (d) any additional documents Filed by the Debtors with the Court prior to the Effective Date as amendments to the Plan Supplement. The Debtors shall have the right to alter, amend, modify, or supplement the documents contained in the Plan Supplement up to the Effective Date as more fully set forth in the Combined Disclosure Statement and Plan and, as necessary, approval of the Court.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the "Combined Hearing") will commence on **[●], 2026, at**

1 The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: America's Gardening Resource, Inc. (9604); Gardener's Home LLC (0498); Serac Corporation (9800); IGH, Inc. (9336); Innovative Gardening Solutions, Inc. (3325). The location of the Debtors' corporate headquarters and the Debtors' service address in these chapter 11 cases is 128 Intervale Road, Burlington, Vermont 05401.

____.m., prevailing Eastern Time, before The Honorable Brendan L. Shannon, in the United States Bankruptcy Court for the District of Delaware, located at 824 North Market St., 6th Floor, Courtroom No. 1, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[●], 2025, at 4:00 p.m., prevailing Eastern Time** (the "Objection Deadline"). Any objection to the Combined Disclosure Statement and Plan ***must***: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Combined Disclosure Statement and Plan Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court and served upon the counsel to the Debtors, the U.S. Trustee, and counsel to the Creditors' Committee, on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT If you should have any questions, however, please feel free to contact Stretto, Inc., the notice, claims, and solicitation agent retained by the Debtors in these Chapter 11 Cases (the "Notice and Claims Agent"), by calling the Debtors' Notice and Claims Agent at (U.S. Toll-Free/Domestic) 833-852-1947 or 949-522-9898 (International). The Notice and Claims Agent cannot and will not provide legal advice. If you need legal advice, you should consult an attorney. Copies of certain orders, notices, and pleadings, as well as other information regarding these chapter 11 cases, are available for inspection free of charge on the Debtors' website at https://cases.stretto.com/AGR. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: https://ecf.deb.uscourts.gov.

ARTICLE XIV OF THE PLAN CONTAINS EXCULPATION AND INJUNCTION PROVISIONS. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE COMBINED DISCLOSURE STATEMENT AND PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.

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Dated: [●] [●], 2025
Wilmington, Delaware

COLE SCHOTZ P.C.

/s/ DRAFT
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