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Counsel to the Debtors and Debtors-in-Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Chapter 11
WAYFORTH, LLC, <i>et al.</i> , ¹)	Case No. 23-33000 (KRH)
Debtors.)	Jointly Administered

ORDER (I) SCHEDULING A HEARING ON PLAN CONFIRMATION AND DEADLINES RELATED THERETO; (II) APPROVING THE SOLICITATION, NOTICE AND TABULATION PROCEDURES AND THE FORMS RELATED THERETO; AND (III) GRANTING RELATED RELIEF

Upon the *Motion of the Debtors for Entry of an Order (I) Scheduling a Hearing on Plan Confirmation and Deadlines Related Thereto; (II) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; and (III) Granting Related Relief* (the “Motion”);² and based on the record in these Chapter 11 Cases; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference from the United States District Court for the Eastern District of Virginia, dated August 15, 1984 as

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: WayForth, LLC (5874) and WayForth, Inc. (8329). The mailing address for the Debtors is 1518 Willow Lawn Drive, Suite 300, Richmond, VA 23230.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Plan.

amended; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that sufficient notice of the Motion has been given; and the 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 the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY FOUND THAT:

- A. The Debtors have all necessary authority to propose and prosecute the Plan.
- B. The Debtors have provided adequate notice of the Motion, and the time fixed for filing objections thereto, and no other or further notice need be provided with respect to the Motion.
- C. The period, set forth below, during which the Debtors may solicit the Plan is a reasonable and adequate period of time under the circumstances for creditors entitled to vote to make an informed decision to accept or reject the Plan, including to make an informed decision to object to the Plan.
- D. The notice substantially in the form attached hereto as **Exhibit A** (the "Confirmation Hearing Notice") and the procedures set forth below for providing such notice to known creditors and interest holders of the time, date and place of the hearing to consider confirmation of the Plan (the "Confirmation Hearing"), and the contents of the Confirmation

Hearing Notice comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

E. The notice substantially in the form attached hereto as **Exhibit B** (the “Non-Voting Status Notice” and together with the Confirmation Hearing Notice, the “Notices”) and the procedures set forth below for providing such notice to holders of Claims and Interests in Classes that are deemed to accept or reject the Plan of their non-voting status, and the content of the Non-Voting Status Notice complies with the requirements of the Bankruptcy Code and is appropriate for the non-voting Classes.

F. The procedures for solicitation and tabulation of votes to accept or reject the Plan (as more fully set out in the Motion and as modified in part in this Order below) provide for a fair and equitable process and are consistent with Bankruptcy Code section 1126. The form of the Ballot attached hereto as **Exhibit C** is sufficiently consistent with Official Form No. 314, adequately addresses the particular needs of these Chapter 11 Cases and is appropriate for the Voting Classes to vote to accept or reject the Plan.

NOW THEREFOR, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. The Confirmation Schedule is approved in its entirety as follows:

PROPOSED TIMETABLE	
<u>EVENT</u>	<u>DATE</u>
Plan Filing	November 15, 2023
First Plan Supplement Filed	November 28, 2023
Solicitation Procedures Motion Hearing	November 29, 2023 at 1:00 p.m.
Record Date	November 29, 2023
Solicitation Completed	December 1, 2023
Second Plan Supplement Filed	December 5, 2023
Confirmation Objection Deadline	December 15, 2023
Cure/Adequate Assurance Objection Deadline	December 15, 2023

Voting Deadline	December 15, 2023
Voting Report Filed	December 18, 2023
Reply Deadline	December 18, 2023
Confirmation Hearing	December 21, 2023 at 11:00 a.m.

3. The hearing for confirmation of the Plan is scheduled for December 21, 2023 at 11:00 a.m. (prevailing Eastern Time) (the “Confirmation Hearing”). The deadline to file objections to the confirmation of the Plan is December 14, 2023 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”). The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open court.

4. The deadline for the Debtors to file the Voting Report is December 18, 2023. The Voting Report shall, among other things, (a) describe generally every Ballot received by the Debtors that did not conform to the Voting Instructions and/or that contains any form of irregularity, including, but not limited to, those Ballots that are late (specifying whether the Debtors granted an extension of time for such Ballots to be filed), illegible, unidentifiable, lacking signature, lacking necessary information or damages; (b) specify any Ballots that were not counted because the voting party filed multiple Ballots; and (c) specify any Ballots that were withdrawn; and that were excluded from the final vote tabulation.

5. The Deadline for the Debtors (and other parties in support of the Plan) to file a brief in support of confirmation of the Plan and/or a reply to any objections to the confirmation of the Plan is December 18, 2023.

6. Objections to the confirmation of the Plan, if any, must:
- a. be in writing;
 - b. conform to the Bankruptcy Rules and Local Rules;

- c. state the name and address of the objecting party and the amount and nature of the Claim or Interest of such entity;
- d. state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and
- e. be filed, together with a proof of service, with the Court and served on the following parties: (a) the Debtors, Kutak Rock, LLP, 901 East Byrd Street, Suite 1000 Richmond, Virginia 23219, Attn: Loc Pfeiffer (loc.pfeiffer@kutakrock.com) and Peter J. Barrett (peter.barrett@kutakrock.com); (b) Office of the United States Trustee, 701 E. Broad Street, Ste. 4304, Richmond, VA 23219, Attn: Kathryn R. Montgomery (Kathryn.Montgomery@usdoj.gov); and (c) the Subchapter V Trustee, William E. Callahan, Jr. (callahan@gentrylocke.com), with proof of service of such objection filed when and as required under the Local Rules of the Bankruptcy Court.

7. The Confirmation Hearing Notice, in substantially the form attached hereto as **Exhibit A**, complies with the requirements of Bankruptcy Rules 2002(b), 2002(d) and 3017(d) (as modified herein) and is approved in all respects. The Confirmation Hearing Notice shall be served upon the Debtors' Creditors and Interest Holders within two (2) days of the entry of this Order. The Confirmation Hearing Notice shall be served by first class mail to the parties listed above and, in cases where the Debtors have an email address for the Creditors and Interest Holders, such Creditors and Interest Holders shall also be served by email. The Confirmation Hearing Notice shall include directions for obtaining the Plan Documents electronically and/or paper copies.

8. The Non-Voting Status Notice substantially in the form attached hereto as **Exhibit B** is hereby approved in all respects. The Non-Voting Status Notice shall be served by first class mail (and email if the Debtors have an email address for such Creditors and Interest Holders) upon all holders of Claims and/or Interests in Classes 1-2 and Classes 9-12 within two (2) days of the entry of this Order.

9. As part of the Solicitation Package, the Debtors shall distribute to claim holders entitled to vote on the Plan the ballots based on Official Form No. 314, modified to address the

particular circumstances of these Chapter 11 Cases and certain additional information that the Debtors believe to be relevant and appropriate for the Voting Classes to vote to accept or reject the Plan. The form of ballot attached hereto as Exhibit C is hereby approved.

10. The deadline to submit Ballots to accept or reject the Plan shall be December 15, 2023 (the “Voting Deadline”).

11. Ballots shall be transmitted by first class mail (and, in cases where the Debtors have an email address for the Creditors and Interest Holders, such Creditors and Interest Holders shall also be served by email) as part of the Solicitation Package, to the record holders of Claims in the Voting Classes. All other holders of Claims and Interests will not be provided with a Ballot because such holders are either unimpaired and presumed to accept the Plan under Bankruptcy Code section 1126(f) or impaired and deemed to reject the Plan under Bankruptcy Code section 1126(g). Such non-voting holders will receive a copy of the Confirmation Hearing Notice and the Non-Voting Status Notice.

12. The procedures set forth in the Motion for effectively casting a Ballot are hereby approved in their entirety. In order to cast a Ballot, parties must fully complete and execute the Ballot and return it by first class mail, over-night courier or hand-delivery to counsel for the Debtors at the address set forth in the Ballot or submit a ballot electronically to counsel for the Debtors via the electronic mail address set forth on the Ballot, on or before the Voting Deadline.

13. Ballots otherwise sent by facsimile, telecopy, or any other means will not be accepted. Only properly completed, executed and timely submitted Ballots will be accepted by the Debtors.

14. The following Ballots shall not be counted in tabulating votes cast to accept or reject the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the

identification of the holder of the Claim; (b) any Ballot submitted by a party that does not hold a Claim in a Class that is entitled to vote; (c) any unsigned Ballot; and (d) any Ballot not marked to either accept or reject the Plan, as applicable.

15. The record date for determining which holders of Claims and Interests are to be served with the Solicitation Package and the Notices shall be November 29, 2023 (the “Record Date”).

16. In the event of a material amendment or supplement to the Solicitation Procedures and related documents, the Debtors shall provide three days’ prior notice of such change to the Subchapter V Trustee and the U.S. Trustee.

17. The Solicitation Procedures for service of the Solicitation Package and the Notices set forth in the Motion satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

18. The Debtors are authorized to make non-substantive changes to the Plan, Solicitation Procedures, Notices, Ballot and related pleadings without further order of the Court, including without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the foregoing documents before their distribution.

19. The Debtors are hereby authorized to take any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.

20. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this order.

21. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Nov 29 2023

Richmond, Virginia

/s/ Kevin R Huennekens

UNITED STATES BANKRUPTCY COURT JUDGE

Entered On Docket: Nov 29 2023

We ask for this:

/s/ Peter J. Barrett

KUTAK ROCK LLP

Loc Pfeiffer (VSB No. 39632)

Peter J. Barrett (VSB No. 46179)

Adolyn C. Wyatt (VSB No. 97746)

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Loc.Pfeiffer@KutakRock.com

Peter.Barrett@kutakrock.com

Adolyn.Wyatt@kutakrock.com

Counsel to the Debtors and Debtors-in-Possession

Seen:

/s/ Kathryn R. Montgomery

Kathryn R. Montgomery (VSB No. 42380)

Office of the United States Trustee

701 E. Broad Street, Ste. 4304

Richmond, VA 23219

Kathryn.Montgomery@usdoj.gov

Assistant United States Trustee

Seen:

/s/ William E. Callahan, Jr.

William E. Callahan, Jr.

Gentry Locke

10 Franklin Road S.E., Suite 900

Roanoke, VA 24011

Telephone: (540) 983-9309

callahan@gentrylocke.com

Subchapter V Trustee

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Peter J. Barrett

EXHIBIT A

KUTAK ROCK LLP

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Counsel to the Debtors and Debtors-in-Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

)	
In re:)	Chapter 11
)	
WAYFORTH, LLC, <i>et al.</i> , ¹)	Case No. 23-33000 (KRH)
)	
Debtors.)	Jointly Administered
)	
)	Hearing Date: Dec. 21, 2023 at 11:00 a.m. (ET)
)	Objection Deadline: Dec. 14, 2023 at 4:00 p.m. (ET)
)	

**NOTICE OF HEARING TO CONSIDER CONFIRMATION OF THE PLAN
AND THE OBJECTION DEADLINE RELATED THERETO**

TO ALL PARTIES IN INTEREST, PLEASE TAKE NOTICE THAT:

1. **Filing of the Plan.** On November 15, 2023, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed the *Chapter 11 Plan of Reorganization of WayForth, Inc. and WayForth, LLC* (the “Plan”) [Docket No. 156] including all exhibits thereto and as amended, supplemented or otherwise modified from time to time. **You have been previously served with a copy of the Plan. Instructions on how to obtain another copy are in paragraph 7 below.**
2. **The Hearing.** A hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will commence on **December 21, 2023 at 11:00 a.m. (ET)** before the Honorable Kevin R

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: WayForth, LLC (5874) and WayForth, Inc. (8329). The mailing address for the Debtors is 1518 Willow Lawn Drive, Suite 300, Richmond, VA 23230.

Huennekens, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Eastern District of Virginia, located at 701 E. Broad Street, Courtroom No. 5000, Richmond, VA 23219. Please be advised that the Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on parties entitled to notice under Bankruptcy Rule 2002 and the Local Rules or otherwise. In accordance with the Plan, the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing by further action of the Debtors and without further notice to or action, order, or approval of the Bankruptcy Court or any other Entity.

3. **Objections to Confirmation of the Plan.** The Bankruptcy Court has established **December 14, 2023 at 4:00 p.m. (ET)**, as the last date and time for filing and serving objections to the confirmation of the Plan (the “Objection Deadline”). Any objection to the confirmation of the Plan must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity, (d) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (e) be filed with the Clerk of the Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Suite 4000, Richmond, VA 23219-1888, and served on the following: the Debtors, Kutak Rock, LLP, 901 East Byrd Street, Suite 1000 Richmond, Virginia 23219, Attn: Loc Pfeiffer (loc.pfeiffer@kutakrock.com) and Peter J. Barrett (peter.barrett@kutakrock.com); (b) Office of the United States Trustee, 701 E. Broad Street, Ste. 4304, Richmond, VA 23219, Attn: Kathryn R. Montgomery (Kathryn.Montgomery@usdoj.gov); and (c) the Subchapter V Trustee, William E. Callahan, Jr. (callahan@gentrylocke.com), with proof of service of such objection filed when and as required under the Local Rules of the Bankruptcy Court.

4. The following chart summarizes the classification and treatment of Claims and Interests under the Plan:

CLAIMS/INTERESTS & DESCRIPTION	ESTIMATED ALLOWED CLAIMS	TREATMENT	ESTIMATED RECOVERY
DIP Claims (unclassified)	\$1,000,000.00	Unclassified	Estimated Recovery Percentage: Unknown Form of Recovery: Stock and Secured Promissory Note
Administrative Claims (excluding DIP Claims) (unclassified)	\$900,000.00	Unclassified	Estimated Recovery Percentage: 100% Form of Recovery: Cash
Priority Tax Claims (unclassified)	\$1,000.00	Unclassified	Estimated Recovery Percentage: 100% Form of Recovery: Cash
Miscellaneous Secured Claims (Class 1)	\$0.00	Unimpaired – Deemed to Accept	Estimated Recovery Percentage: 100% Form of Recovery: Cash

Priority Non-Tax Claims (Class 2)	\$0.00	Unimpaired – Deemed to Accept	Estimated Recovery Percentage: 100% Form of Recovery: Cash
General Unsecured Creditors (Class 3)	\$4,000,000.00	Impaired – Entitled to Vote	Estimated Recovery Percentage: 4% - 6% Form of Recovery: Cash
HF Holdco Secured Claim (Class 4)	\$1,500,000.00 (principal amount)	Impaired – Entitled to Vote	Estimated Recovery Percentage: Unknown Form of Recovery: Stock
Livable Holdco Secured Claim (Class 5)	\$1,500,000.00 (principal amount)	Impaired – Entitled to Vote	Estimated Recovery Percentage: Unknown Form of Recovery: Stock
Other Holdco Secured Claim (Class 6)	\$980,000,00 (principal amount)	Impaired – Entitled to Vote	Estimated Recovery Percentage: Unknown Form of Recovery: Stock
HF Opco Secured Claim (Class 7)	\$605,000.00 (principal amount)	Impaired – Entitled to Vote	Estimated Recovery Percentage: 25-40% Form of Recovery: Cash
Livable Opco Secured Claim (Class 8)	\$605,000.00 (principal amount)	Impaired – Entitled to Vote	Estimated Recovery Percentage: 25-40% Form of Recovery: Cash
Subordinated 510 (c) Claims (Class 9)	Unknown	Impaired – Deemed to Reject	Estimated Recovery Percentage: 0% Form of Recovery: None
Subordinated 510 (b) Claims (Class 10)	Unknown	Impaired – Deemed to Reject	Estimated Recovery Percentage: 0% Form of Recovery: None
Holdco Interests (Class 11)	Unknown	Impaired – Deemed to Reject	Estimated Recovery Percentage: 0% Form of Recovery: None
Opco Interests (Class 12)	Unknown	Unimpaired – Deemed to Accept	Estimated Recovery Percentage: 100% Form of Recovery: Stock

5. **Voting Procedures.** Holders of Claims in Classes 3-8 as of November 29, 2023 (the “Record Date”) are entitled to vote to accept or reject the Plan. If you hold such a Claim you will receive a solicitation package which shall include, among other things, a copy of (i) this Notice and (ii) a ballot. Please review the ballot and the instructions included therewith for how to vote on the Plan. Failure to follow the voting instructions may disqualify your vote. Please be advised that the Holders of Claims in Classes 3-8 are the only holders of Claims that are entitled to vote on the Plan.

6. **Voting Deadline.** The deadline to vote on the Plan is **December 15, 2023** (the “Voting Deadline”). The Debtors must receive your ballot with an original signature by the Voting Deadline, otherwise your vote will not be counted. In order for your Ballot to count, you must (1) properly complete, date, and execute the Ballot and (2) deliver the Ballot by (a)

first class mail, to Adolyn Wyatt, Kutak Rock, LLP, 901 East Byrd Street, Suite 1000 Richmond, Virginia 23219, in the return envelope provided with each Ballot; (b) overnight courier, to Adolyn Wyatt, Kutak Rock, LLP, 901 East Byrd Street, Suite 1000, Richmond, Virginia 23219 (Tel: 804-644-1700); (c) hand-delivery, to Adolyn Wyatt, Kutak Rock, LLP, 901 East Byrd Street, Suite 1000, Richmond, Virginia 23219 (Riverfront Plaza West Tower, 10th Floor); or (d) electronic submission via electronic mail to adolyn.wyatt@kutakrock.com, so that such Ballot is actually received by the Debtors on or before the Voting Deadline.

7. **Directions to Obtain the Plan Documents and Make Inquiries.** If you have not received copies of the Plan or Procedures Order (the “Plan Documents”) and wish to obtain copies of the same, you may do so by: (i) emailing adolyn.wyatt@kutakrock.com with a reference to “WayForth” in the subject line; or (iii) visiting (for a fee) PACER at <http://www.wwww.vaeb.uscourts.gov>.
8. **Release, Exculpation, and Injunction Language in the Plan.** Please be advised that Article IX of the Plan, as proposed, contains releases, exculpation, and injunction provisions.

YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASES, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

**WAYFORTH, LLC and
WAYFORTH, INC.**

By: /s/ _____
Counsel

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EXHIBIT B

EXHIBIT C

KUTAK ROCK LLP

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Counsel to the Debtors and Debtors-in-Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)
) Chapter 11
WAYFORTH, LLC, *et al.*,¹)
) Case No. 23-33000 (KRH)
)
Debtors.) Jointly Administered
)

**BALLOT FOR ACCEPTING OR REJECTING CHAPTER 11 PLAN
OF WAYFORTH, INC. AND WAYFORTH, LLC**

CLASS 3 — GENERAL UNSECURED CLAIMS

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

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE DEBTORS.
BY DECEMBER 15, 2023 (THE “VOTING DEADLINE”)**

The Debtors have sent this Ballot to you because their records indicate that you are a holder of a Class 3 General Unsecured Claim, and accordingly, you have a right to vote to accept or reject the *Chapter 11 Plan of Reorganization WayForth, Inc. and WayForth, LLC* (the “Plan”) [Docket No. 156]² including all exhibits thereto and as amended, supplemented or otherwise modified from

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: WayForth, LLC (5874) and WayForth, Inc. (8329). The mailing address for the Debtors is 1518 Willow Lawn Drive, Suite 300, Richmond, VA 23230.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Procedures Order, as applicable.

time to time.

You were previously served with a copy of the Plan. Additional Plan related materials may be obtained by (i) emailing adolyn.wyatt@kutakrock.com with a reference to “WayForth” in the subject line; or (ii) visiting (for a fee) PACER at <http://www.vaeb.uscourts.gov>. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Debtors as set forth above.

You should review the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 3 (General Unsecured Claims) under the Plan.

If the Debtors do not receive your Ballot on or before the Voting Deadline, December 15, 2023, your vote as either an acceptance or rejection of the Plan will not count. If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you vote.

Item 1. Principal Amount of Class 3 – General Unsecured Claims.

As of the Record Date, November 29, 2023, the undersigned was the holder of Class 3 – General Unsecured Claim in the aggregate amount as set forth below:

\$ _____

Item 2. Class 3 – General Unsecured Claim.

The holder of the Class 3 – General Unsecured Claims set forth in Item 1 votes to (please check one):

- ACCEPT THE PLAN REJECT THE PLAN

ANY BALLOT THAT IS EXECUTED BY THE HOLDER OF A CLAIM BUT THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN WILL NOT BE COUNTED.

Item 3. Certifications

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

- a. that either: (i) the Entity is the holder of the Class 3 General Unsecured Claim being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Class 3 General Unsecured Claim being voted;

- b. that the Entity has received a copy of the Plan and Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and
- c. that no other Ballots with respect to the amount of the Class 3 General Unsecured Claim identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such Ballots dated earlier are hereby revoked.

Name of holder: _____
(Print or Type)

Social Security or Federal Tax Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than holder)

Title: _____

Address: _____

Date Completed: _____

THE BALLOT MUST BE COMPLETED AND SUBMITTED, ON OR BEFORE THE VOTING DEADLINE, BY ANY OF THE FOLLOWING APPROVED SUBMISSION METHODS:

By first class mail to:
If by Regular Mail:
Adolyn Wyatt
Kutak Rock, LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219

By Overnight courier or hand-delivery to:
Adolyn Wyatt
Kutak Rock, LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219
(Riverfront Plaza West Tower, 10th Floor; (Tel: 804-644-1700)

By E-mail to:
adolyn.wyatt@kutakrock.com

BALLOTS OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, OR ANY SUBMISSION WILL NOT BE ACCEPTED.

YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH IS DECEMBER 15, 2023.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan. Capitalized terms used in the Ballot or in these instructions but not otherwise defined in the Ballot or these instructions shall have the meanings set forth in the Plan, copies of which also accompany the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you by the terms of the Plan if, among other things, the Plan is confirmed.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) submit the Ballot as set forth above. The Voting Deadline for the receipt of Ballots by the Debtors is December 15, 2023. Your completed Ballot must be received by the Debtors on or before the Voting Deadline.
4. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. **The method of delivery of Ballots is at the election and risk of each holder of a Claims.** Delivery will be deemed made only when the Debtors **actually receive** the originally executed Ballot. If a holder of a Claim chooses effecting delivery by mail, it is recommended, though not required, that holders use an overnight or hand delivery service to assure timely delivery.
5. Delivery of a Ballot to the Debtors by facsimile, telecopy, or other submissions, will not be accepted.
6. If multiple Ballots are received from the same holder of Claims with respect to the same Claims prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
7. 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.
8. 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 should indicate such capacity when signing and, if requested by the Debtors or the Bankruptcy 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.
9. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim; (b) any Ballot cast by a Party that does not hold a Claim in the Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any

Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE DEBTORS BY TELEPHONE (804-644-1700) OR ELECTRONIC MAIL (adolyn.wyatt@kutakrock.com).