

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

In re:

OLD BPSUSH INC., *et al.*,¹

Debtors.

)
) Chapter 11

)
) Case No. 16-12373 (KJC)

)
) (Jointly Administered)

)
) **Voting Deadline:** December 12, 2017 at 5:00 p.m. (ET)

)
) **Confirmation Objection Deadline:** December 12, 2017 at 4:00 p.m. (ET)

)
) **Confirmation Hearing Date:** December 20, 2017 at 10:00 a.m. (ET)

**NOTICE OF NON-VOTING STATUS
TO HOLDERS OF UNIMPAIRED CLAIMS AND INTERESTS**

PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors in possession (the “Debtors”) submitted the *First Amended Joint Chapter 11 Plan of Old BPSUSH Inc. and Its Affiliated Debtors* [Docket No. 1473] (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Plan”)² submitted by the Debtors and described in the related *Disclosure Statement with Respect to the First Amended Joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and Its Affiliated Debtors* [Docket No. 1474] (as it may be amended, supplemented or modified from time to time, the “Disclosure Statement”), that was approved by an order [Docket No. 1467] of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the Plan, from the Holders of Claims and Equity Interests in the Voting Classes that are (or may be) entitled to receive Distributions under the Plan but also are impaired by the Plan.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Old BPSUSH Inc. (f/k/a BPS US Holdings Inc.) (8341); Old BH Inc. (f/k/a Bauer Hockey, Inc.) (3094); Old EBS Inc. (f/k/a Easton Baseball / Softball Inc.) (5670); Old BHR Inc. (f/k/a Bauer Hockey Retail Inc.) (6663); Old BPSU Inc. (f/k/a Bauer Performance Sports Uniforms Inc.) (1095); Old PLG Inc. (f/k/a Performance Lacrosse Group Inc.) (4200); Old BPSCI Inc. (f/k/a BPS Diamond Sports Inc.) (5909); Old PSGI Inc. (f/k/a PSG Innovation Inc.) (9408); Old BHR Wind-down Corp. (f/k/a Bauer Hockey Retail Corp.) (1899); Old EBS Wind-down Corp. (f/k/a Easton Baseball / Softball Corp.) (4068); Old PSGI Wind-down Corp. (f/k/a PSG Innovation Corp.) (2165); Old BPSDS Wind-down Corp. (f/k/a BPS Diamond Sports Corp.) (8049); Old BPSU Wind-down Corp. (f/k/a Bauer Performance Sports Uniforms Corp.) (2203); Old PLG Wind-down Corp. (f/k/a Performance Lacrosse Group Corp.) (1249); and Old PSG Wind-down Ltd. (f/k/a Performance Sports Group Ltd., and also representing the estates of the Debtors formerly known as KBAU Holdings Canada, Inc., Bauer Hockey Corp., and BPS Canada Intermediate Corp., respectively) (1514). The Debtors’ mailing address is 666 Burrard Street, Suite 1700, Vancouver, British Columbia, Canada, V6C 2X8.

² All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement or the Plan, as applicable.

YOU ARE OR MIGHT BE THE HOLDER OF CLAIMS AND/OR INTERESTS IN THE FOLLOWING CLASSES OF UNIMPAIRED CLAIMS AND INTERESTS UNDER THE PLAN THAT, IN EITHER CASE, ARE NOT ENTITLED TO VOTE ON THE PLAN:

(a) Parent Debtor Plan: Claims Against and Equity Interests in Old PSG Wind-down Ltd. (f/k/a Performance Sports Group Ltd.).

Class	Description of Class	Treatment
P1	Secured Claims	Unimpaired; Deemed to Accept
P2	Priority Non-Tax Claims	Unimpaired; Deemed to Accept
P3	SEC Claim	Withdrawn
P5	Intercompany Claims	Unimpaired; Deemed to Accept

(b) Subsidiary Debtor Plans: Claims Against and Equity Interests in Subsidiary Debtors.

Class	Description of Class	Treatment
1	Secured Claims	Unimpaired; Deemed to Accept
2	Priority Non-Tax Claims	Unimpaired; Deemed to Accept
4	Intercompany Claims	Unimpaired; Deemed to Accept
5	Intercompany Equity Interests	Unimpaired; Deemed to Accept

UNDER THE TERMS OF THE PLAN, HOLDERS OF CLAIMS AGAINST THE DEBTORS IN PARENT PLAN CLASSES P1, P2, AND P5; AND SUBSIDIARY DEBTOR PLAN 1, 2, 4, AND 5 ARE UNIMPAIRED UNDER THE PLAN AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, ARE (I) PRESUMED TO HAVE ACCEPTED THE PLAN, AND (II) NOT ENTITLED TO VOTE ON THE PLAN.

CONFIRMATION HEARING

On December 20, 2017, at 10:00 a.m. (ET), or as soon thereafter as counsel may be heard, a joint hearing (the “Confirmation Hearing”) will be held before the Honorable Kevin J. Carey, United States Bankruptcy Judge, in Courtroom No.5, 5th Floor at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801, to consider confirmation of the Plan and before the Honourable Justice Hainey, on the 8th Floor, Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”), 330 University Avenue, Toronto, Ontario M5G 1R7, with the Canadian Court considering issuance of an order (the “CCAA Approval Order”) effectuating the Plan in the proceedings pending before the Canadian Court, as applicable. The Confirmation Hearing may be adjourned or postponed, from time to time, without further notice to creditors, shareholders or other parties in interest other than by an announcement of such an adjournment or postponement in open court at the Confirmation Hearing. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the terms of the Plan, and other applicable law, without further notice, prior to, or as a result of, the Confirmation Hearing.

DEADLINE FOR OBJECTIONS TO THE PLAN

Objections to confirmation of, or proposed modifications, to the Plan, if any, must (i) be in writing; (ii) state the name and address of the objecting party; (iii) state the amount (if applicable) and nature of the Claim of, or number of Parent Equity Interests held by, such party; (iv) state with particularity the basis and nature of any objection to the Disclosure Statement and/or the Plan and proposed modifications to the Plan that would resolve such objection; and (v) be filed, together with proof of service, with the Bankruptcy Court and served so that they are received no later than December 12, 2017 at 4:00 p.m. (ET) (the “Confirmation Objection Deadline”) by the following parties: (i) co-counsel to the Debtors, (1) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas New York, New York 10019 (Attn: Kelley A. Cornish and Alice Belisle Eaton), and (2) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Pauline K. Morgan, Sean T. Greecher, and Justin H. Rucki); (ii) counsel to the Equity Committee, (1) Brown Rudnick LLP, Seven Times Square, New York, New York 10036 (Attn: Robert J. Stark and Andrew M. Carty), (2) Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Steven B. Levine), and (3) Montgomery McCracken Walker & Rhoads LLP, 1105 North Market Street, 15th Floor, Wilmington, Delaware 19801 (Attn: Mark A. Fink); and (iii) counsel to the Creditors’ Committee, (1) Blank Rome LLP, 1201 Market Street, Suite 800, Wilmington, Delaware 19801 (Attn: Stanley B. Tarr and Josef W. Mintz), and (2) Blank Rome LLP, The Chrysler Building, 405 Lexington Avenue, New York, New York 10174 (Attn: Michael B. Schaedle); (iv) the Office of the United States Trustee, 844 King Street, Suite 2207, Wilmington, Delaware 19801 (Attn: Mark S. Kenney); and (v) counsel to the Monitor, Thornton Grout Finnigan LLP, 100 Wellington Street West, Suite 3200, Toronto, Ontario M5K 1K7 (Attn: Robert Thornton and Rachel Bengino). Objections that are not timely filed and served in the manner set forth above may not be considered by the Bankruptcy Court.

SUMMARY OF TREATMENT OF CLAIMS UNDER THE PLAN

The Plan proposes to modify the rights of certain Holders of Claims and Holders of Parent Equity Interests. Claims and Equity Interests are classified for all purposes, including voting, confirmation, and distribution pursuant to the Plan, as follows:

- (a) Parent Debtor Plan: Claims Against and Equity Interests in Old PSG Wind-down Ltd. (f/k/a Performance Sports Group Ltd.).

Class	Claim or Equity Interest	Estimated Recovery	Treatment
P1	Secured Claims	100%	On or as soon as practicable after the Effective Date, each Holder of a Class P1 Allowed Secured Claim, if any, shall receive in full and final satisfaction, settlement, and release of and in exchange for such Allowed Secured Claim: (a) the return of the Collateral securing such Allowed Secured Claim; (b) Cash equal to 100% of the amount of such Allowed Secured Claim and Post-Petition Interest required to be paid under section 506(b) of the Bankruptcy Code; (c) such other treatment as will render the Holder of such Allowed Secured Claim Unimpaired; or (d) such other treatment as to which the Holder of such Allowed Secured Claim has agreed to in writing.
P2	Priority Non-Tax Claims	100%	Unless the Holder agrees to a different treatment, on or as soon as practicable after the later of the Effective Date or the date a Priority Non-Tax Claim becomes an Allowed Priority Non-Tax Claim, each Holder of an Allowed Priority Non-Tax Claim shall receive Payment in Full in Cash with Post-Petition Interest, or such other treatment as will render the Allowed Priority Non-Tax Claim Unimpaired.
P3	SEC Claim	Withdrawn	Not Applicable
P4	General Unsecured Claims	100%	To the extent not already Paid in Full or otherwise satisfied prior to the Effective Date, on or as soon as practicable after the later of (i) the Effective Date or (ii) the date a General Unsecured Claim becomes an Allowed General Unsecured Claim, each Holder of an Allowed General Unsecured Claim shall receive Payment in Full in Cash of the Allowed amount of its Claim. For the avoidance of doubt, in accordance with the Global Settlement, Holders of Allowed General Unsecured Claims shall not receive Post-Petition Interest on account of such Allowed General Unsecured Claims.

Class	Claim or Equity Interest	Estimated Recovery	Treatment
P5	Intercompany Claims	Reinstated	On or after the Effective Date, each Intercompany Claim shall be Reinstated, subject to the rights of Holders of General Unsecured Claims in Class P4 under the Plan (including the Global Settlement) and the CCAA Approval Order, and any Cash or Assets of the U.S. Debtors that are required to be distributed pursuant to the Plan (including the Retained Causes of Action and Liquidation Trust Expense Reserve) shall be transferred by the U.S. Debtors to the Reorganized Parent Debtor in satisfaction of the same amount of such applicable Intercompany Claims, and Intercompany Claims shall receive such additional or different treatment as will be set forth in the Plan Supplement.
P6	Securities Claims	\$1.15 million in Cash, and up to an additional \$2.5 million in Cash from Cause of Action Net Proceeds	As of the Effective Date, the Securities Claims shall be Allowed. In full and final satisfaction, settlement, discharge and release of the Securities Claims and any other Claim the Securities Claimants have asserted or could assert against the Debtors in respect of the Securities Claims and Securities Litigation, the Class Settlement Cash Consideration and Class Settlement Litigation Proceeds shall be paid to the Class Settlement Escrow for the Securities Claimants pursuant to and in accordance with Article V of the Plan and the Confirmation Order, to be held in escrow for distribution pursuant to a plan of allocation to be approved by the District Court, subject to Article V.B.3(d) of the Plan. For the avoidance of doubt, the Securities Claimants will not receive either Beneficial Trust Interests or Parent Equity Interests, nor will Beneficial Trust Interests or Parent Equity Interests be distributed on account of the Securities Claims, under or pursuant to the Plan or the Class Plaintiff Stipulation.
P7	Parent Equity Interests	Pro Rata share of Shareholder Distributable Assets, which is anticipated to be within a range of \$0.52 to \$0.60 per share	Holders of Parent Equity Interests shall receive their Pro Rata share of the Shareholder Distributable Assets under, and subject to, the Plan (including the Global Settlement) and the CCAA Approval Order. The Plan allows Holders of Parent Equity Interests to elect to receive certain of such Plan consideration in the form of either Beneficial Trust Interests (and a right to receive their Pro Rata share of any other Shareholder Distributable Assets in accordance with the Plan) in exchange for their Parent Equity

Class	Claim or Equity Interest	Estimated Recovery	Treatment
			Interests, or to retain their Parent Equity Interests. Holders of Beneficial Trust Interests and Holders of Parent Equity Interests will receive distributions of equal amounts of Cash under the Plan per Parent Equity Interests on a Pro-Rata basis (other than differences attributable to the differing tax treatment of the Liquidation Trust and the Reorganized Parent Debtor that may consequently result in more or less favorable net recoveries to Holders of Parent Equity Interests after consideration of the potentially differing rates and basis of taxation of the individual Holders). Article V.B.3 of the Plan further describes the distributions that will be made to Holders of Parent Equity Interests and Beneficial Trust Interests. As noted, each shareholder has the option of receiving its share of certain of such Plan consideration through the following two options: Option 1: Beneficial Holders of Allowed Parent Equity Interests may elect to have their Parent Equity Interests mandatorily purchased and cancelled in exchange for Beneficial Trust Interests (and a right to receive their Pro Rata share of any other Shareholder Distributable Assets in accordance with the Plan) (“<u>Option 1</u>”). To elect Option 1, beneficial Holders of Allowed Parent Equity Interests must submit a Liquidation Trust Election Form on or before the Liquidation Trust Election Bar Date using the instructions set forth therein. The Debtors shall cause the Liquidation Trust Election Form to be mailed to Holders of Allowed Parent Equity Interests through the Holders of record at the same time as votes on the Plan are solicited from Holders of Parent Equity Interests, as set forth in the Disclosure Statement Order. Subject to the terms of the Plan and at the time prescribed by the Plan, the Holders of Allowed Parent Equity Interests who elect Option 1 shall have their Parent Equity Interests mandatorily purchased and cancelled in exchange for (i) a deemed distribution of the Liquidation Trust Assets attributable to them, (ii) a deemed distribution of their Pro Rata share of the Liquidation Trust Expense Reserve in accordance with the Plan, and (iii) a right to receive their Pro Rata share of any other Shareholder Distributable Assets in

Class	Claim or Equity Interest	Estimated Recovery	Treatment
			accordance with the Plan. The Holders of Parent Equity Interests electing to receive Beneficial Trust Interests as set forth in the Plan shall be deemed to immediately contribute their share of Liquidation Trust Assets and the Liquidation Trust Expense Reserve to the Liquidation Trust.¹ Beneficial Holders of Allowed Parent Equity Interests may elect Option 1 or Option 2 only for all of their Allowed Parent Equity Interests. All beneficial Holders of Allowed Parent Equity Interests who fail to timely submit the Liquidation Trust Election Form, who fail to properly make an election on the Liquidation Trust Election Form, who make an election with respect to less than all of their Parent Equity Interests or who fail to take any action under the Plan shall be deemed to have elected Option 2 under the Plan. It is currently anticipated that the Liquidation Trust Beneficial Interests shall be uncertificated and non-transferable except to the extent expressly provided otherwise in the Liquidation Trust Agreement to be included in the Plan Supplement. Each Holder should consult its own tax advisors with regard to its own tax situation. Holders who are United States Persons should, among other things, consider carefully the sections of the Disclosure Statement entitled Section XVIII. Risk Factors, including Risk Factors T., W. and X., and Section XIX. “Certain U.S. Federal Income Tax Consequences of the Plan”; such United States Persons are urged to elect Option 1 (election to have their Parent Equity Interests mandatorily purchased and cancelled in exchange for their Beneficial Trust Interests (and a right to receive their Pro Rata share

¹ All references herein to the distribution or deemed distribution of Liquidation Trust Assets (and including the Liquidation Trust Expense Reserve) to electing Holders and the deemed contribution of assets by such Holders to the Liquidation Trust are intended to comply with the analysis set forth in Revenue Procedure 94-45, which is applicable solely for United States federal income tax purposes (and to the extent applicable, state and local income tax purposes). For the avoidance of doubt, as a matter of state, provincial and other applicable commercial laws, it is understood and agreed that the actual transfers of such Liquidation Trust Assets (and including the right to receive the Liquidation Trust Expense Reserve) to the Liquidation Trust will be made by way of direct transfers of such assets by or on behalf of the Reorganized Parent Debtor to the Liquidation Trust as soon as reasonably practicable after the Effective Date in consideration for the receipt by the Reorganized Parent Debtor of Beneficial Trust Interests, which Beneficial Trust Interests will then be distributed to electing Holders (along with rights to receive a Pro Rata share of any other Shareholder Distributable Assets in accordance with the Plan) in exchange for such electing Holders’ Parent Equity Interests.

Class	Claim or Equity Interest	Estimated Recovery	Treatment
			of any other Shareholder Distributable Assets in accordance with the Plan), rather than Option 2 (election to retain Parent Equity Interests). Option 1 is intended to mitigate potential adverse U.S. income tax consequences that could arise for United States Persons who retain their Parent Equity Interests. Each Holder who is a United States Person should consult its own tax advisors for advice having regard to its own tax situation. If a selection of Option 1 by a Holder of Allowed Parent Equity Interests causes adverse tax consequences to the Liquidation Trust, the election may be deemed null and void by the Liquidation Trustee, in his sole discretion, in which event the Person whose election was deemed null and void shall retain its Equity Interests in the Reorganized Parent Debtor. Option 2: All Holders of Allowed Parent Equity Interests who do not elect Option 1 by the Liquidation Trust Election Bar Date or who are deemed to have elected Option 2 shall retain their Allowed Parent Equity Interests through the Final Distribution Date (“<u>Option 2</u>”). On or after the Final Distribution Date, the Reorganized Parent Debtor shall be dissolved and all remaining Allowed Parent Equity Interests shall be cancelled. If any Holder of Allowed Parent Equity Interests elects Option 1 and the Liquidation Trust is subject to adverse tax consequences in Canada as a result of such Holder holding Beneficial Trust Interests, any transfer to such Holder and the cancellation of such Holder’s Parent Equity Interests may be deemed void <i>ab initio</i> by the Liquidating Trustee, in the Liquidating Trustee's sole discretion, in which event the Holder whose election was deemed null and void shall retain its Allowed Parent Equity Interests in the Reorganized Parent Debtor, and the Reorganized Parent Debtor, the Holder and the Liquidation Trust shall each treat such Holder at all times as if such Holder had elected Option 2 (the “<u>Disallowed Election</u>”). After the Effective Date, it is currently anticipated that the Equity Interests will be made non-transferable, including pursuant to amendments to the articles of the Reorganized Parent Debtor. If the Plan is Confirmed and Class P7 (Holders of Parent Equity Interests) votes in favor of the Plan, Holders of Parent Equity Interests shall be considered bound

Class	Claim or Equity Interest	Estimated Recovery	Treatment
			by the Plan and the Plan Transactions, and to have approved amending and restating the articles of the Reorganized Parent Debtor to include transfer restrictions in the articles with respect to the Equity Interests in the Reorganized Parent Debtor. Each Holder should consult its own tax advisors with regard to its own tax situation. Holders who are Canadian residents should, among other things, consider carefully the sections in the Disclosure Statement entitled Section XVIII. Risk Factors, including Risk Factor “BB. Canadian Shareholders Who Elect Option 1 and Receive Beneficial Trust Interests” and “CC. Canadian Tax Consequences of Liquidation Trust are Uncertain” and Section XX. “Certain Canadian Federal Income Tax Consequences and Risks of the Plan”. Such Canadian residents are urged to consider electing Option 2 (election to retain their Allowed Parent Equity Interests) rather than Option 1 (election to have their Parent Equity Interests mandatorily purchased and cancelled in exchange for their Beneficial Trust Interests (and a right to receive their Pro Rata share of any other Shareholder Distributable Assets in accordance with the Plan). Each Holder who is a Canadian resident should consult its own tax advisors for advice having regard to its own tax situation.

(c) Subsidiary Debtor Plans: Claims Against and Equity Interests in Subsidiary Debtors.

Class	Claim or Equity Interest	Estimated Percentage Recovery	Treatment
1	Secured Claims	100%	On or as soon as practicable after the Effective Date, each Holder of a Class 1 Allowed Secured Claim, if any, shall receive in full and final satisfaction, settlement, and release of and in exchange for such Allowed Secured Claim: (a) the return of the Collateral securing such Allowed Secured Claim; (b) Cash equal to 100% of the amount of such Allowed Secured Claim and Post-Petition Interest required to be paid under section 506(b) of the Bankruptcy Code; (c) such other treatment as will render the Holder of such Allowed Secured Claim Unimpaired; or (d) such other treatment as to which the Holder of such Allowed Secured Claim has agreed to in writing.
2	Priority Non-Tax Claims	100%	Unless the Holder agrees to a different treatment, on or as soon as practicable after the later of the Effective Date or the date a Priority Non-Tax Claim becomes an Allowed Priority Non-Tax Claim, each Holder of an Allowed Priority Non-Tax Claim shall receive Payment in Full in Cash with Post-Petition Interest, or such other treatment as will render the Allowed Priority Non-Tax Claim Unimpaired.
3	General Unsecured Claims	100%	To the extent not already Paid in Full or otherwise satisfied prior to the Effective Date, on or as soon as practicable after the later of (i) the Effective Date or (ii) the date a General Unsecured Claim becomes an Allowed General Unsecured Claim, each Holder of an Allowed General Unsecured Claim shall receive Payment in Full in Cash of the Allowed amount of its Claim. For the avoidance of doubt, Holders of Allowed General Unsecured Claims shall not receive Post-Petition Interest on account of such Allowed General Unsecured Claims.

Class	Claim or Equity Interest	Estimated Percentage Recovery	Treatment
4	Intercompany Claims	Reinstated	On or after the Effective Date, each Intercompany Claim shall be Reinstated, subject to the rights of Holders of General Unsecured Claims in Class 3 under the Plan (including the Global Settlement) and the CCAA Approval Order, and any Cash or Assets of the U.S. Debtors that are required to be distributed pursuant to the Plan (including the Retained Causes of Action and Liquidation Trust Expense Reserve) shall be transferred by the U.S. Debtors to the Reorganized Parent Debtor in satisfaction of the same amount of such applicable Intercompany Claims, and any other Intercompany Claims shall receive such additional or different treatment as will be set forth in the Plan Supplement.
5	Intercompany Equity Interests	Reinstated	On the Effective Date, the Holders of Class 5 Intercompany Equity Interests in each Subsidiary Debtor shall receive such treatment as set forth in the Plan Supplement, subject to the rights of Holders of General Unsecured Claims in Class 3 under the Plan (including the Global Settlement) and the CCAA Approval Order.

INJUNCTION, RELEASES AND EXCULPATION

The Plan contains certain injunction, release, and exculpation provisions in Article X of the Plan, set forth below. Parties are encouraged to review the Plan, including Article X of the Plan, in its entirety.

A. Certain Releases by the Debtors

Notwithstanding anything contained in the Plan to the contrary, as of the Effective Date, and to the fullest extent authorized by applicable law, for good and valuable consideration, the adequacy of which is hereby confirmed, the Debtor Releasees are deemed released and discharged by the Liquidation Trust, the Debtors and the Estates, from any and all claims, obligations, suits, judgments, damages, demands, debts, remedies, Causes of Action, rights of setoff, other rights, and liabilities whatsoever, including any derivative claims, asserted or that could be asserted directly or indirectly on behalf of the Liquidation Trust, the Debtors, or the Estates, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity, or otherwise, and any and all Causes of Action asserted or

that could possibly have been asserted on behalf of the Liquidation Trust, the Debtors, or the Estates (whether individually or collectively) based on, relating to or arising from, in whole or in part, the Debtors, the Estates or the Debtors' subsidiaries, the conduct of the Debtors' businesses, the out-of-court efforts to restructure or liquidate the Debtors, the filing and prosecution of the Chapter 11 Cases or the CCAA Proceedings, the prepetition contracts and agreements with any Debtor or any Estate, all to the extent such acts or occurrence took place prior to the Petition Date (collectively, the "Released Liabilities").

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases set forth in this Article X.A, which includes by reference each of the related provisions and definitions contained therein, and further, shall constitute the Bankruptcy Court's finding that such release is: (a) in exchange for the good and valuable consideration provided by the Debtor Releasees; (b) a good faith settlement and compromise of the claims released by this Article X.A; (c) in the best interests of the Debtors and their Estates; (d) fair, equitable, and reasonable; (e) given and made after due notice and opportunity for hearing; and (f) a bar to any Person asserting any claim or Cause of Action released by this Article X.A.

B. Certain Releases by Holders of Claims

Notwithstanding anything contained in the Plan or the Disclosure Statement to the contrary, as of the Effective Date, the Third-Party Releasees shall be deemed to have been conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged by the Releasing Parties from any and all claims, obligations, suits, judgments, damages, demands, debts, remedies, Causes of Action, rights of setoff, other rights, and liabilities whatsoever, whether for tort, contract, violations of federal, provincial or state securities laws, Avoidance Actions, including any derivative claims, asserted or that could possibly have been asserted directly or indirectly on behalf of the Releasing Parties or their Affiliates, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity, or otherwise, and any and all Causes of Action asserted or that could possibly have been asserted on behalf of the Releasing Parties or their Affiliates (whether individually or collectively) or on behalf of the Holder of any Claim, based on or in any way relating to, or in any manner arising from, in whole or in part, the Liquidation Trust, the Debtors, the Debtors' Estates or the Debtors' subsidiaries, the conduct of the Debtors' businesses, the in-court or out-of-court efforts to restructure or liquidate the Debtors, the formulation, preparation, solicitation, dissemination, negotiation, or filing of the Disclosure Statement or the Plan (including the Plan Supplement), or any contract, instrument, release, or other agreement or document created or entered into in connection with or pursuant to the Disclosure Statement, the Plan (including the Plan Supplement), the filing and prosecution of the Chapter 11 Cases or the CCAA Proceedings, the pursuit of Confirmation, the pursuit of Consummation, the subject matter of, or the transactions or events giving rise to, any Claim that is treated in the Plan, the business or contractual arrangements between the Liquidation Trust, the Debtors, the Debtors' Estates or the Debtors' subsidiaries, on the one hand, and any Releasing Parties, on the other hand, prepetition contracts and agreements with any Debtor, or any other act or omission, transaction, agreement, event, or other occurrence taking place before the Effective Date, except in case of fraud, willful

misconduct, or gross negligence by a Third-Party Releasee as determined by a Final Order of the Bankruptcy Court or the Canadian Court.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases set forth in this Article X.B, which includes by reference each of the related provisions and definitions contained therein, and further, shall constitute the Bankruptcy Court's finding that such release is: (a) in exchange for the good and valuable consideration provided by the Third-Party Releasees; (b) a good faith settlement and compromise of the claims released by this Article X.B; (c) in the best interests of the Debtors and their Estates; (d) fair, equitable, and reasonable; (e) given and made after due notice and opportunity for hearing; and (f) a bar to any Person asserting any claim or Cause of Action released by this Article X.B.

For the avoidance of doubt, notwithstanding anything to the contrary contained in the Disclosure Statement, Plan or Confirmation Order, no provision shall preclude the SEC or OSC from enforcing their police or regulatory powers; and provided further, notwithstanding any language to the contrary contained in the Disclosure Statement, Plan or Confirmation Order, no provision (i) releases any Person or Entity from liability in connection with any legal action or claim brought by the SEC or OSC or (ii) enjoins, limits, impairs, or delays the SEC or OSC from bringing or continuing any action against any Person or Entity in any forum.

C. Exculpation

Effective as of the Effective Date, none of the Exculpated Parties shall have or incur any liability to any Holder of any Claim or Equity Interest, the Debtors' Estates or any successor thereto, or any other party (including any Affiliate of any of the foregoing) for, or be subject to any right of action in respect of, any act or omission on or after the Petition Date and on or before the Effective Date in connection with, related to, or arising out of the Chapter 11 Cases or the CCAA Proceedings, including the formulation, negotiation and execution of the Purchase Agreement, the sale of the Debtors' assets pursuant to the Purchase Agreement, obtaining debtor-in-possession financing in connection with the Chapter 11 Cases and the CCAA Proceedings, the formulation, negotiation and execution of the Plan (including the Plan Supplement), the Disclosure Statement, the solicitation of votes for and the pursuit of confirmation of the Plan, the Consummation of the Plan, or the administration of the Plan, and the property to be distributed under the Plan, including all documents ancillary thereto, all decisions, actions, inactions and alleged negligence or misconduct relating thereto and all postpetition activities leading to the promulgation and Confirmation of the Plan (including any other post-petition act taken or omitted to be taken in connection with or in contemplation of the restructuring or liquidation of the Debtors), except in case of fraud, willful misconduct, or gross negligence by such Exculpated Party as determined by a Final Order of the Bankruptcy Court or the Canadian Court (the foregoing, the "Exculpated Actions"). Effective as of the Effective Date, no Person (including the Liquidation Trustee) shall have any right of action, either direct or derivative of the Estates, against the Exculpated Parties for any Exculpated Actions, provided, however, that notwithstanding anything to the

contrary in the Plan, the exculpation of the Debtors' directors are subject to section 5.1(2) of the CCAA.

D. Injunction

Upon the occurrence of the Effective Date, all Holders of Claims and Equity Interests and other parties in interest, along with their respective present or former affiliates, employees, agents, attorneys, advisors, officers, directors, partners or principals, to the extent consistent with the Plan, shall be enjoined from taking any actions to interfere with the implementation of the Plan, and are permanently enjoined and forever barred from taking any action against the Exculpated Parties, Debtor Releasees or Third-Party Releasees, and their respective assets, that is inconsistent with the terms of the Plan, including an injunction from (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any Claims or Equity Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order on account of or in connection with or with respect to any such Claims or Equity Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind on account of or in connection with or with respect to any such Claims or Equity Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind on account of or in connection with or with respect to any such Claims or Equity Interests; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Equity Interests released, exculpated, settled or otherwise addressed pursuant to the Plan, except on terms consistent with the Plan.

DEEMED ACCEPTANCE OF THIRD-PARTY RELEASES

IF YOU ARE DEEMED TO ACCEPT THE PLAN, YOU HAVE THE OPTION TO OPT-OUT OF THE THIRD-PARTY RELEASES PROVIDED IN ARTICLE X.B OF THE PLAN, PROVIDED TO YOU CHECK THE APPROPRIATE BOX ON THE OPT-OUT ELECTION BALLOT IN EXHIBIT A TO THIS NOTICE (THE "OPT-OUT ELECTION BALLOT").

To request a copy of the Plan, Disclosure Statement, and other solicitation materials, contact the Debtors' Claims and Solicitation Agent, Prime Clerk LLC, electronically by submitting an inquiry via psgballots@primeclerk.com or in writing to PSG Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022, by telephone at (855) 631-5352. Please be advised that the Claims and Solicitation Agent cannot provide legal, business, financial or tax advice. Copies of the Plan, Disclosure Statement, Disclosure Statement Order, and other materials are available online for free at <https://cases.primeclerk.com/PSG/>. Alternatively, these documents may be accessed for a fee through the Bankruptcy Court's "pacer" website, www.deb.uscourts.gov. A pacer password and login are needed to access documents on the court's "pacer" website. A pacer password can be obtained at <http://www.pacer.gov>. Electronic copies of the Plan and the Disclosure Statement may also be obtained by visiting the Monitor's website at www.ey.com/ca/psg and will be available following the Confirmation Hearing on SEDAR at www.sedar.com and on the SEC's website at www.sec.gov.

[Signature page follows]

Dated: November 2, 2017
Wilmington, Delaware

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Co-Counsel to the Debtors and Debtors in Possession

Exhibit A

Opt-Out Election Form for Non-Voting Holders of Unimpaired Claims

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

In re:

OLD BPSUSH INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 16-12373 (KJC)
)

) (Jointly Administered)
)

) **Election Deadline:** December 12, 2017 at 5:00 p.m. (ET)
)

) **Confirmation Objection Deadline:** December 12, 2017 at 4:00 p.m. (ET)
)

) **Confirmation Hearing Date:** December 20, 2017 at 10:00 a.m. (ET)
)

**ELECTION FOR ALL HOLDERS OF CLAIMS IN PARENT DEBTOR PLAN CLASSES P1 AND P2;
AND SUBSIDIARY DEBTOR PLAN 1 AND 2 TO OPT OUT OF THE RELEASES CONTAINED IN
ARTICLE X.B OF THE FIRST AMENDED JOINT CHAPTER 11 PLAN OF LIQUIDATION OF OLD
BPSUSH INC. AND ITS AFFILIATED DEBTORS UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE READ CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS ELECTION.**

**IN ORDER FOR YOUR ELECTION TO BE HONORED, THIS FORM MUST BE COMPLETED,
EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY THE CLAIMS AND
SOLICITATION AGENT BY 5:00 P.M. (ET) ON DECEMBER 12, 2017 (THE "ELECTION
DEADLINE").**

On November 1, 2017, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an order (the "Disclosure Statement Order"), which approved the *Disclosure Statement with Respect to the First Amended Joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and Its Affiliated Debtors* [Docket No. 1474] (as it may be amended, supplemented or modified from time to time, the "Disclosure Statement") with respect to the *First Amended Joint Chapter 11 Plan of Old BPSUSH Inc. and Its Affiliated Debtors* [Docket No. 1473] (as it may be amended, supplemented or modified from time to time pursuant to the

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Old BPSUSH Inc. (f/k/a BPS US Holdings Inc.) (8341); Old BH Inc. (f/k/a Bauer Hockey, Inc.) (3094); Old EBS Inc. (f/k/a Easton Baseball / Softball Inc.) (5670); Old BHR Inc. (f/k/a Bauer Hockey Retail Inc.) (6663); Old BPSU Inc. (f/k/a Bauer Performance Sports Uniforms Inc.) (1095); Old PLG Inc. (f/k/a Performance Lacrosse Group Inc.) (4200); Old BPSCI Inc. (f/k/a BPS Diamond Sports Inc.) (5909); Old PSGI Inc. (f/k/a PSG Innovation Inc.) (9408); Old BHR Wind-down Corp. (f/k/a Bauer Hockey Retail Corp.) (1899); Old EBS Wind-down Corp. (f/k/a Easton Baseball / Softball Corp.) (4068); Old PSGI Wind-down Corp. (f/k/a PSG Innovation Corp.) (2165); Old BPSDS Wind-down Corp. (f/k/a BPS Diamond Sports Corp.) (8049); Old BPSU Wind-down Corp. (f/k/a Bauer Performance Sports Uniforms Corp.) (2203); Old PLG Wind-down Corp. (f/k/a Performance Lacrosse Group Corp.) (1249); and Old PSG Wind-down Ltd. (f/k/a Performance Sports Group Ltd., and also representing the estates of the Debtors formerly known as KBAU Holdings Canada, Inc., Bauer Hockey Corp., and BPS Canada Intermediate Corp., respectively) (1514). The Debtors' mailing address is 666 Burrard Street, Suite 1700, Vancouver, British Columbia, Canada, V6C 2X8.

terms thereof, the “Plan”² submitted by the above-captioned debtors and debtors in possession (the “Debtors”). Please use this election form (the “Election Form”) to record your decision to opt out of the third-party releases contained in Article X.B of the Plan, which is proposed by the Debtors in the above-captioned chapter 11 cases (the “Chapter 11 Cases”). The Plan is attached as “Exhibit 2” to the Disclosure Statement. If you have any questions regarding the proper completion of this Election, please call Prime Clerk LLC (the “Claims and Solicitation Agent”) at (855) 631-5352.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you make an election. You should seek your own legal, business, financial or tax advice concerning the Plan and your treatment thereunder.

If you do not have a copy of the Disclosure Statement or Plan, you may obtain a copy free of charge on the dedicated webpage of the Claims and Solicitation Agent at <https://cases.primeclerk.com/PSG/>. Copies of the Disclosure Statement and the Plan are also available: (a) for a fee, on the Bankruptcy Court’s website, www.deb.uscourts.gov (a PACER account is required); (b) upon written request to the Claims and Solicitation Agent at PSG Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022, by telephone at (855) 631-5352, or (c) by contacting the Claims and Solicitation Agent electronically by submitting an inquiry via psgballots@primeclerk.com. Electronic copies of the Plan and the Disclosure Statement may also be obtained by visiting the Monitor’s website at www.ey.com/ca/psg and will be available following the Confirmation Hearing on SEDAR at www.sedar.com and on the SEC’s website at www.sec.gov.

IMPORTANT INFORMATION REGARDING THE RELEASES

Following confirmation, subject to certain conditions set forth in the Plan, the Plan will be substantially consummated on the Effective Date. Subject to the occurrence of the Effective Date, certain release, injunction, and exculpation provisions set forth in Article X of the Plan will become effective, including certain third-party releases in Article X.B of the Plan.

Specifically, the third-party releases in Article X.B of the Plan (the “Releases”) bind the “Releasing Parties,” which the Plan defines as “each Holder of a Claim that (i) affirmatively votes to accept the Plan; (ii) is Unimpaired pursuant to the Plan and therefore is deemed to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code; or (iii) rejects the Plan or abstains from voting on the Plan and that does not mark its Ballot indicating its desire to opt out of the releases provided in Article X.B of the Plan. For the avoidance of doubt, ‘Releasing Party’ shall not include Holders of Parent Equity Interests, or Holders of Claims that either: (a) are deemed to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code; (b) are entitled to vote on the Plan and opt out of granting the releases provided in Article X.B of the Plan by checking the appropriate box on the Ballot; or (c) are deemed to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code and opt out of granting the releases provided in Article X.B of the Plan by checking the appropriate box on the Opt-Out Notice.”

In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article X of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan—which effectuates such provisions—will affect you and any Claim(s) you may hold against the Released Parties under the Plan. The Releases in Article X.B of the Plan provide as follows:

NOTWITHSTANDING ANYTHING CONTAINED IN THE PLAN OR THE DISCLOSURE STATEMENT TO THE CONTRARY, AS OF THE EFFECTIVE DATE, THE THIRD-PARTY RELEASEES SHALL BE DEEMED TO HAVE BEEN CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND

² All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement or the Plan, as applicable.

DISCHARGED BY THE RELEASING PARTIES FROM ANY AND ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DAMAGES, DEMANDS, DEBTS, REMEDIES, CAUSES OF ACTION, RIGHTS OF SETOFF, OTHER RIGHTS, AND LIABILITIES WHATSOEVER, WHETHER FOR TORT, CONTRACT, VIOLATIONS OF FEDERAL, PROVINCIAL OR STATE SECURITIES LAWS, AVOIDANCE ACTIONS, INCLUDING ANY DERIVATIVE CLAIMS, ASSERTED OR THAT COULD POSSIBLY HAVE BEEN ASSERTED DIRECTLY OR INDIRECTLY ON BEHALF OF THE RELEASING PARTIES OR THEIR AFFILIATES, WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, AND ANY AND ALL CAUSES OF ACTION ASSERTED OR THAT COULD POSSIBLY HAVE BEEN ASSERTED ON BEHALF OF THE RELEASING PARTIES OR THEIR AFFILIATES (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF THE HOLDER OF ANY CLAIM, BASED ON OR IN ANY WAY RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE LIQUIDATION TRUST, THE DEBTORS, THE DEBTORS' ESTATES OR THE DEBTORS' SUBSIDIARIES, THE CONDUCT OF THE DEBTORS' BUSINESSES, THE IN-COURT OR OUT-OF-COURT EFFORTS TO RESTRUCTURE OR LIQUIDATE THE DEBTORS, THE FORMULATION, PREPARATION, SOLICITATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE DISCLOSURE STATEMENT OR THE PLAN (INCLUDING THE PLAN SUPPLEMENT), OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH OR PURSUANT TO THE DISCLOSURE STATEMENT, THE PLAN (INCLUDING THE PLAN SUPPLEMENT), THE FILING AND PROSECUTION OF THE CHAPTER 11 CASES OR THE CCAA PROCEEDINGS, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE SUBJECT MATTER OF, OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM THAT IS TREATED IN THE PLAN, THE BUSINESS OR CONTRACTUAL ARRANGEMENTS BETWEEN THE LIQUIDATION TRUST, THE DEBTORS, THE DEBTORS' ESTATES OR THE DEBTORS' SUBSIDIARIES, ON THE ONE HAND, AND ANY RELEASING PARTIES, ON THE OTHER HAND, PREPETITION CONTRACTS AND AGREEMENTS WITH ANY DEBTOR, OR ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE BEFORE THE EFFECTIVE DATE, EXCEPT IN THE CASE OF FRAUD, WILLFUL MISCONDUCT, OR GROSS NEGLIGENCE BY A THIRD-PARTY RELEASEE AS DETERMINED BY A FINAL ORDER OF THE BANKRUPTCY COURT OR THE CANADIAN COURT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, PURSUANT TO BANKRUPTCY RULE 9019, OF THE RELEASES SET FORTH IN ARTICLE X.B OF THE PLAN, WHICH INCLUDES BY REFERENCE EACH OF THE RELATED PROVISIONS AND DEFINITIONS CONTAINED IN THE PLAN, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT SUCH RELEASE IS: (A) IN EXCHANGE FOR THE GOOD AND VALUABLE CONSIDERATION PROVIDED BY THE THIRD-PARTY RELEASEES; (B) A GOOD FAITH SETTLEMENT AND COMPROMISE OF THE CLAIMS RELEASED BY ARTICLE X.B OF THE PLAN; (C) IN THE BEST INTERESTS OF THE DEBTORS AND

THEIR ESTATES; (D) FAIR, EQUITABLE, AND REASONABLE; (E) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR HEARING; AND (F) A BAR TO ANY PERSON ASSERTING ANY CLAIM OR CAUSE OF ACTION RELEASED BY ARTICLE X.B OF THE PLAN.

FOR THE AVOIDANCE OF DOUBT, NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED IN THE DISCLOSURE STATEMENT, PLAN OR CONFIRMATION ORDER, NO PROVISION SHALL PRECLUDE THE SEC OR OSC FROM ENFORCING THEIR POLICE OR REGULATORY POWERS; AND PROVIDED FURTHER, NOTWITHSTANDING ANY LANGUAGE TO THE CONTRARY CONTAINED IN THE DISCLOSURE STATEMENT, PLAN OR CONFIRMATION ORDER, NO PROVISION (I) RELEASES ANY PERSON OR ENTITY FROM LIABILITY IN CONNECTION WITH ANY LEGAL ACTION OR CLAIM BROUGHT BY THE SEC OR OSC OR (II) ENJOINS, LIMITS, IMPAIRS, OR DELAYS THE SEC OR OSC FROM BRINGING OR CONTINUING ANY ACTION AGAINST ANY PERSON OR ENTITY IN ANY FORUM.

PLEASE COMPLETE THE FOLLOWING ONLY IF YOU WISH TO OPT OUT OF THE RELEASES IN ARTICLE X.B OF THE PLAN:

Item 1. Releases.

YOU MAY OPT OUT OF THE RELEASES BY HOLDERS OF CLAIMS PROVIDED IN ARTICLE X.B OF THE PLAN BY CHECKING THE BOX BELOW AND IF YOU DO SO YOU WILL NOT BE BOUND BY THE RELEASES IN ARTICLE X.B OF THE PLAN. CHECK THE BOX BELOW IF YOU ELECT NOT TO GRANT THE RELEASES CONTAINED IN ARTICLE X.B OF THE PLAN. THE ELECTION TO WITHHOLD CONSENT TO GRANT SUCH RELEASES IS AT YOUR OPTION.

IF YOU ABSTAIN FROM RETURNING THIS ELECTION FORM OR YOU DO NOT CHECK THE BOX BELOW, YOU WILL BE BOUND BY THE RELEASES.

☒ **The Claimant elects NOT to grant (OPTS OUT of) the releases set forth in Article X.B of the Plan.**

Item 2. Certification. By signing this Election Form, the Claimant certifies that: (a) it is the Holder of a Claim in Parent Debtor Plan Classes P1 or P2; or Subsidiary Debtor Plan 1 or 2; or (b) it has full power and authority to act on behalf of the Holder of the Claim identified below; and (c) it has received a copy of the Disclosure Statement, the Plan, and other solicitation materials.

Name of Claimant: _____

Signature: _____

Name (if different from that of the Claimant): _____

Title: _____

Address: _____

Phone Number: _____

Email: _____

Dated: _____

Please make sure you have provided all information requested in this Election Form. Please read and follow the instructions set forth in the attached Election Instructions carefully. Please complete, sign and date this Election Form and return it by mail, hand delivery, overnight courier or via the online balloting portal so that it is actually received by the Claims and Solicitation Agent by December 12, 2017 at 5:00 p.m. (ET).

ELECTION INSTRUCTIONS

1. To ensure that your election to opt out of the releases contained in Article X.B of the Plan is sufficient, you must: (i) complete your Election Form in accordance with these instructions; (ii) clearly indicate your decision to opt out of the releases contained in Article X.B of the Plan; (iii) review and complete Items 1 and 2 in accordance with the instructions therein; and (iv) clearly sign, date, and return an original of your Election Form to the address set forth on the enclosed pre-addressed envelope in accordance with paragraph (2) below. Your Election Form must be actually received on or prior to the Election Deadline.
2. **Return of Election: Your Election Form MUST be returned to the Claims and Solicitation Agent so as to be actually received by the Claims and Solicitation Agent on or prior to the Election Deadline, which is December 12, 2017, at 5:00 p.m. (ET).**
3. Return the completed Election Form to the Claims and Solicitation Agent in the pre-addressed, postage pre-paid return envelope enclosed with this Ballot or return it to:

**PSG Ballot Processing
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, New York 10022**

Alternatively, to submit your Election Form via the Claims and Solicitation Agent's online balloting portal, visit <https://cases.primeclerk.com/psg>. Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Election Form.

IMPORTANT NOTE: You will need the following information to retrieve and submit your electronic Election Form:

Unique E-Ballot ID#: _____

The Claims and Solicitation Agent's online balloting portal is the sole manner in which Election Forms will be accepted via electronic or online transmission. Election Forms submitted by facsimile, email or other means of electronic transmission will not be counted.

Please complete and submit an electronic Election Form for each E-Ballot ID# you receive, as applicable. Holders who cast an Election Form using the Claims and Solicitation Agent's online portal should NOT also submit a paper Election Form.

4. Any Election Form that is illegible or that contains insufficient information to permit the identification of the Claimant will not be counted.
5. This Election Form does not constitute, and shall not be deemed to be, a Proof of Claim against any of the Debtors or an assertion or admission of a Claim by any of the Debtors.
6. Please be sure to sign and date your Election Form. If you are signing an Election Form 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 Claims and Solicitation Agent, 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 Election Form.

7. **The Election is *not* a letter of transmittal and may *not* be used for any purpose other than to elect to opt out of the releases contained in Article X.B of the Plan.**
8. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS ELECTION FORM OR OTHER SOLICITATION MATERIALS APPROVED BY THE BANKRUPTCY COURT, INCLUDING, THE DISCLOSURE STATEMENT.

IF YOU HAVE ANY QUESTIONS REGARDING THIS ELECTION FORM OR THESE ELECTION INSTRUCTIONS, OR IF YOU NEED ADDITIONAL COPIES OF THE ELECTION FORM OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE CLAIMS AND SOLICITATION AGENT AT (855) 631-5352. THE CLAIMS AND SOLICITATION AGENT WILL NOT, AND IS NOT AUTHORIZED TO, PROVIDE LEGAL, BUSINESS, FINANCIAL OR TAX ADVICE OF ANY KIND.