

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

In re:

SHARITY MINISTRIES, INC.,¹

Debtor.

Chapter 11

Case No.: 21-11001 (JTD)

Ref. Nos. 225, 252 & 262

ORDER (I) APPROVING THE DISCLOSURE STATEMENT ON AN INTERIM BASIS; (II) SCHEDULING A COMBINED HEARING ON FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND PLAN CONFIRMATION AND DEADLINES RELATED THERETO; (III) APPROVING THE SOLICITATION, NOTICE AND TABULATION PROCEDURES AND THE FORMS RELATED THERETO; AND (IV) GRANTING RELATED RELIEF

Upon the *Motion of the Debtor for Entry of an Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; and (IV) Granting Related Relief* (the "Motion");² and based on the record in this Chapter 11 Case; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; 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

¹ The last four digits of the Debtor's federal tax identification number is 0344. The Debtor's mailing address is 821 Atlanta Street, Suite 124, Roswell, GA 30075.

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

in the Motion is in the best interests of the Debtor's estate, its 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 Debtor has all necessary authority to propose and prosecute the Plan.
- B. The Debtor has 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 Debtor 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 combined hearing to consider final approval of the Disclosure Statement and confirmation of the Plan (the "**Confirmation Hearing**"), and the contents of the Confirmation Hearing Notice comply with Bankruptcy Rules 2002, 3017 and Local Rule 3017-2 and constitute sufficient notice to all interested parties.
- E. The notice substantially in the form attached hereto as **Exhibit B** (the "**Non-Voting Status - Deemed to Reject Notice**") and together with the Confirmation Hearing Notices, the

“Notices”) and the procedures set forth below for providing such notice to holders of Interests in the Class that is deemed to reject the Plan of their non-voting status, and the content of the Non-Voting Status - Deemed to Reject Notice comply with the requirements of the Bankruptcy Code and is appropriate for the non-voting Class who are deemed to reject the Plan.

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 the Bankruptcy Code section 1126. The form of the Ballots attached hereto as Exhibit C, Exhibit D and Exhibit E is sufficiently consistent with Official Form No. 314, adequately addresses the particular needs of this Chapter 11 Case 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 Disclosure Statement is approved on an interim basis under Bankruptcy Code section 1125, Bankruptcy Rule 3017 and Local Rule 3017-2. Any objections to the adequacy of the information contained in the Disclosure Statement are expressly reserved for consideration at the Confirmation Hearing
3. The Confirmation Schedule is approved in its entirety as follows:

CONFIRMATION SCHEDULE	
<u>EVENT</u>	<u>DATE</u>
Record Date	October 13, 2021 at 4:00 p.m. (prevailing Eastern Time) (or such other date the Interim Approval and Procedures Order is entered)
Deadline to Serve the Notices and the Solicitation Package	October 19, 2021 (or within 4 business days following entry of the Interim Approval and Procedures Order)

CONFIRMATION SCHEDULE	
<u>EVENT</u>	<u>DATE</u>
Deadline to File Plan Supplement	November 8, 2021 at 4:00 p.m. (prevailing Eastern Time)
Voting Deadline	November 22, 2021 at 5:00 p.m. (prevailing Eastern Time)
Deadline to Object to final approval of the Disclosure Statement and Confirmation of the Plan	November 22, 2021 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Debtor to File Voting Report	November 24, 2021 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Debtor to File Confirmation Brief and/or Reply to any Plan or Disclosure Statement Objections	November 30, 2021 at 10:00 a.m. (prevailing Eastern Time)
Combined Hearing on Final Approval of the Disclosure Statement and Confirmation of the Plan	December 2, 2021 at 1:00 p.m. (prevailing Eastern Time)

4. The combined hearing on final approval of the adequacy of the Disclosure Statement and confirmation of the Plan is scheduled for **December 2, 2021 at 1:00 p.m. (prevailing Eastern Time)** (the “Confirmation Hearing”). The deadline to file objections to the adequacy of the Disclosure Statement and confirmation of the Plan is **November 22, 2021 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 Debtor without further notice other than adjournments announced in open court.

5. The deadline for the Debtor to file the Voting Report is **November 24, 2021 at 4:00 p.m. (prevailing Eastern Time)**.

6. The Deadline for the Debtor (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 final approval of the Disclosure Statement and confirmation of the Plan is **November 30, 2020 at 10:00 a.m. (prevailing Eastern Time)**.

7. Objections to the adequacy of the Disclosure Statement and 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 Disclosure Statement, 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: (1) co-counsel to the Debtor, Baker & Hostetler, LLP, 45 Rockefeller Plaza, New York, New York 10111 (Attn: Jorian L. Rose, Esq., jrose@bakerlaw.com and Jason I. Blanchard, Esq., jblanchard@bakerlaw.com); Baker & Hostetler LLP, 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801 (Attn: Andrew V. Layden, Esq., alayden@bakerlaw.com); and Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Matthew B. McGuire, Esq., mcguire@lrclaw.com and Nicolas E. Jenner, Esq., jenner@lrclaw.com); (2) Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, (Attn: Rosa Sierra, Esq., Rosa.Sierra@usdoj.gov); (3) Holly S. Miller, the Subchapter V Trustee, c/o Gellert Scali Busenkill & Brown, LLC, 8 Penn Center, 1628 John F. Kennedy Blvd, Suite 1901, Philadelphia, PA 19103 (hsmiller@gsbblaw.com); and (4) co-counsel to the Official Committee of Members, Sirianni Youtz Spoonemore Hamburger PLLC, 3101 Western Avenue, Suite 350 Seattle, Washington 98121 (Attn: Eleanor Hamburger, Esq., ele@sylaw.com); Mehri & Skalet, PLLC, 1250 Connecticut Avenue, NW, Suite 300, Washington, D.C. 20036 (Attn: Cyrus Mehri, Esq., CMehri@findjustice.com); Stevens & Lee, P.C., 919 North Market Street, Suite 1300, Wilmington, Delaware 19801 (Attn: Joseph H. Huston, Jr., Esq., joseph.huston@stevenslee.com and David W. Giattino, Esq., david.giattino@stevenslee.com), with proof of service

of such objection filed when and as required under the Local Rules of the Bankruptcy Court.

8. 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 Local Rule 3017-2 and is approved in all respects. The Confirmation Hearing Notice shall be served upon the Debtor's creditors and all parties requesting notice pursuant to Bankruptcy Rule 2002 within four (4) business days of the entry of this Order. The Confirmation Hearing Notice shall be served by first class mail to the parties listed above (except for the Members served by email, as further described below), and the Confirmation Hearing Notice shall include directions for obtaining the Plan Documents electronically through BMC and/or paper copies.

9. The Non-Voting Status - Deemed to Reject Notice, substantially in the form attached hereto as **Exhibit B**, is hereby approved in all respects. The Non-Voting Status - Deemed to Reject Notice shall be served by first class mail upon all holders of Claims in Class 6 within four (4) business days of the entry of this Order.

10. The Debtor shall initially transmit a package (the "**Solicitation Package**") by email in accordance with the Court's *Order (I) Approving the Scope of Notice with Respect to the Debtor's Members, (II) Approving Opt-In Procedure for Additional Notice, and (III) Granting Related Relief* [D.I. 160] containing, (a) a cover letter describing the contents of the Solicitation Package, (b) the Combined Plan and Disclosure Statement and all exhibits thereto (on a flash drive in PDF format for those receiving the Solicitation Package by mail), (c) the Member Summary, (d) this Order (on a flash drive in PDF format for those receiving the Solicitation Package by mail), (e) the Confirmation Hearing Notice, (f) the Ballot, including voting instructions, (g) a pre-addressed stamped return envelope (for those receiving the Solicitation Package by mail), and

(h) such other materials as the Court may direct or as agreed between the Debtor and Member Committee, which may include, but not be limited to, copies of the Court's *Order (I) Extending the General Bar Date for Filing Proofs of Claim, and (II) Approving the Manner of Notice Thereof* [D.I. 209] and/or *Order (I) Approving the Scope of Notice with Respect to the Debtor's Members, (II) Approving Opt-In Procedure for Additional Notice, and (III) Granting Related Relief* [D.I. 160] to holders of Claims in the Voting Classes (Classes 3, 4 and 5) within four (4) business days following entry of this Order. To the extent transmission by email of the Solicitation Package is unsuccessful, the Debtor shall mail the Solicitation Package to the affected creditor at either (i) the address listed on the applicable Proof of Claim; or (ii) if there is no Proof of Claim, the last known post address in the Debtor's books and records.

11. As part of the Solicitation Package, the Debtor shall distribute to creditors entitled to vote on the Plan the ballots based on Official Form No. 314, modified to address the particular circumstances of this Chapter 11 Case and to include certain additional information that the Debtor believes to be relevant and appropriate for the Voting Classes to vote to accept or reject the Plan. The form of ballots attached hereto as **Exhibit C**, **Exhibit D** and **Exhibit E** are hereby approved.

12. The deadline to submit Ballots to accept or reject the Plan shall be **November 22, 2021 at 5:00 p.m. (prevailing Eastern Time)** (the "Voting Deadline").

13. Ballots shall be transmitted by mail or email, in accordance with this Court's Order at D.I. 160, 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.

14. 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 the Debtor's noticing, claims and administrative agent, BMC Group, Inc. (the "Balloting Agent") at the address set forth in the Ballot or submit a ballot electronically through the balloting portal on the Balloting Agent's website, on or before the Voting Deadline.

15. Ballots otherwise sent by facsimile, telecopy, or any other means of electronic submission, besides the balloting portal on the Balloting Agent's website, will **not** be accepted. Only properly completed, executed and timely submitted Ballots will be accepted by the Debtor.

16. 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 or Interest; (b) any Ballot submitted by a party that does not hold a Claim or Interest 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.

17. The record date for determining which holders of Claims and Interests are to be served with the Solicitation Package and the Notices shall be the date on which this Order is entered (the "Record Date"). For purposes of the Record Date, all current and former Members shall be deemed to hold Claims entitled to be voted as set forth herein.

18. With the exception of those entities in the Voting Classes and those entities in impaired classes that are deemed to reject the Plan and who will also receive the Non-Voting Status - Deemed to Reject Notice, the Debtor shall mail only the Confirmation Hearing Notice to holders of Claims and Interests and all parties requesting notice pursuant to Bankruptcy Rule 2002 and shall not be required to mail any Plan Documents to such entities. Instead, the Debtor is authorized

to provide in the Confirmation Hearing Notice directions for such parties to obtain electronic copies of the Plan Documents from the Balloting Agent or the procedure for requesting paper copies.

19. Each Claim within a Voting class shall be temporarily allowed for voting purposes according to the temporary allowance procedure set forth in the Motion, subject to the following exception:

- a. Members that hold a Member Claim for Post-July 8, 2021 Monthly Payments shall be entitled to vote in the amount of their post-July 2021 payments as shown in the Debtor's books and records.
- b. Members that hold a Class 4 Claim shall be accorded one (1) vote valued at the (a) greater of each Member's monthly contributions to the Debtor's programs or unpaid requests to the Debtor for payment of medical expenses that have not yet been satisfied (as shown in the Debtor's books and records), or (b) the amount of any filed proof of claim, for voting purposes only with respect to the Plan, and not for purposes of allowance or distribution.

20. To the extent Claims in the Voting Class are subject to an objection other than a "reduce and allow" objection that is filed with the Court on or prior to ten (10) days before the Voting Deadline, the holder of such Claims shall not be entitled to vote to accept or reject the Plan unless one or more of the following has occurred no later than two (2) days prior to the Voting Deadline (each, a "Resolution Event"):

- a. an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;

- b. an order of the Bankruptcy Court is entered temporarily allowing such Claim *for voting purposes only* pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
- c. a stipulation or other agreement is executed between the holder of such Claim and the Debtor resolving the objection and allowing such Claim in an agreed upon amount; or
- d. the pending objection is voluntarily withdrawn by the objecting party.

21. The holder of Claims in the Voting Class 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.

22. In the event of a material amendment or supplement to the Solicitation Procedures and related documents, the Debtor shall provide three days’ notice of such change to the Member Committee, the States, and the U.S. Trustee.

23. The Solicitation Procedures are hereby approved in their entirety, provided that the Debtor reserves the right to amend or supplement the Solicitation Procedures and related documents to better facilitate the confirmation process.

24. 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.

25. The Debtor is authorized to make non-material 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.

26. The Debtor is 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.

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

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

Dated: October 14th, 2021
Wilmington, Delaware

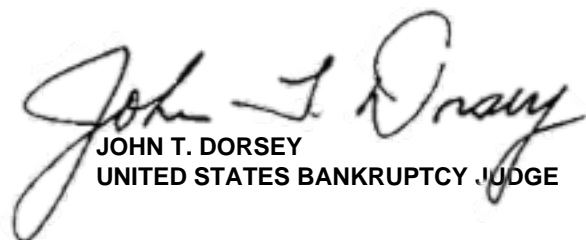

JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

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

In re:

SHARITY MINISTRIES, INC.,¹

Debtor.

Chapter 11

Case No.: 21-11001 (JTD)

Ref. Nos. ___ & ___

**NOTICE OF (A) INTERIM APPROVAL OF THE DISCLOSURE STATEMENT
AND (B) COMBINED HEARING TO CONSIDER FINAL APPROVAL OF
THE DISCLOSURE STATEMENT AND 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 October 1, 2021, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed the *Combined Disclosure Statement* (“Disclosure Statement”) and *Chapter 11 Plan of Liquidation of Sharity Ministries* (the “Plan,” and together with the Disclosure Statement, the “Combined Plan and Disclosure Statement”) [D.I. 223] including all exhibits thereto and as amended, supplemented or otherwise modified from time to time.
2. **Interim Bankruptcy Court Approval of the Disclosure Statement and the Notice Procedures.** On October 13, 2021, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [D.I. ___] (the “Interim Approval and Procedures Order”) approving, among other things, the Disclosure Statement on an interim basis, as required under Local Rule 3017-2 and authorizing the Debtor to provide notice of their intent to seek confirmation of the Plan pursuant to certain procedures set forth therein, including the solicitation of votes to accept or reject the Plan. The Bankruptcy Court’s interim approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.
3. **The Combined Hearing.** A combined hearing to consider final approval of the Disclosure Statement and confirm the Plan (the “Combined Hearing”) will commence on **December 2, 2021 at 1:00 p.m. (ET)** before the Honorable John T. Dorsey, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 5th Floor, Courtroom No. 5, Wilmington, DE 19801. Please be advised that the Combined Hearing may be continued from time to time by the Bankruptcy Court or the Debtor 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

¹ The last four digits of the Debtor’s federal tax identification number is 0344. The Debtor’s mailing address is 821 Atlanta Street, Suite 124, Roswell, GA 30075.

modified, if necessary, prior to, during, or as a result of the Combined Hearing by further action of the Debtor and without further notice to or action, order, or approval of the Bankruptcy Court or any other Entity.

4. **Objections to Final Approval of the Disclosure Statement and Confirmation of the Plan.** The Bankruptcy Court has established **November 22, 2021 at 4:00 p.m. (ET)**, as the last date and time for filing and serving objections to the adequacy of the information in the Disclosure Statement and to confirmation of the Plan (the “Objection Deadline”). Any objection to the final approval of the Disclosure Statement and 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 Disclosure Statement 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 District of Delaware, 824 Market Street, Wilmington, DE 19801, and served on the following: (1) co-counsel to the Debtor, Baker & Hostetler, LLP, 45 Rockefeller Plaza, New York, New York 10111 (Attn: Jorian L. Rose, Esq., jrose@bakerlaw.com and Jason I. Blanchard, Esq., jblanchard@bakerlaw.com); Baker & Hostetler LLP, 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801 (Attn: Andrew V. Layden, Esq., alayden@bakerlaw.com); and Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Matthew B. McGuire, Esq., mcguire@lrclaw.com and Nicolas E. Jenner, Esq., jenner@lrclaw.com); (2) Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, (Attn: Rosa Sierra, Esq., Rosa.Sierra@usdoj.gov); (3) Holly S. Miller, the Subchapter V Trustee, c/o Gellert Scali Busenkill & Brown, LLC, 8 Penn Center, 1628 John F. Kennedy Blvd, Suite 1901, Philadelphia, PA 19103 (hsmiller@gsbblaw.com); and (4) co-counsel to the Official Committee of Members, Sirianni Youtz Spoonemore Hamburger PLLC, 3101 Western Avenue, Suite 350 Seattle, Washington 98121 (Attn: Eleanor Hamburger, Esq., ele@syllaw.com); Mehri & Skalet, PLLC, 1250 Connecticut Avenue, NW, Suite 300, Washington, D.C. 20036 (Attn: Cyrus Mehri, Esq., CMehri@findjustice.com); Stevens & Lee, P.C., 919 North Market Street, Suite 1300, Wilmington, Delaware 19801 (Attn: Joseph H. Huston, Jr., Esq., joseph.huston@stevenslee.com and David W. Giattino, Esq., david.giattino@stevenslee.com), with proof of service of such objection filed when and as required under the Local Rules of the Bankruptcy Court.

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

CLAIMS/INTERESTS & DESCRIPTION	ESTIMATED ALLOWED CLAIMS	TREATMENT	ESTIMATED RECOVERY
Administrative Claims (unclassified)	Unknown	Unimpaired	Estimated Recovery Percentage: 100% Form of Recovery: Cash

Priority Tax Claims (unclassified)	Unknown	Unimpaired	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
Member Claims for Post-July 8, 2021 Payments (Class 3)	\$1,178,866	Impaired – Entitled to Vote	Estimated Recovery Percentage: 100% Form of Recovery: Beneficial Trust Interests
Member Claims and General Unsecured Claims (Class 4)	Unknown. The Debtor anticipates Class 4 Claims exceed \$300 million.	Impaired – Entitled to Vote	Estimated Recovery Percentage: 0-10% Form of Recovery: Beneficial Trust Interests
Governmental Fines and Penalty Claims (Class 5)	Unknown	Impaired – Entitled to Vote	Estimated Recovery Percentage: 0% Form of Recovery: Beneficial Trust Interests
Section 510(c) Claims (Class 6)	Unknown	Impaired – Deemed to Reject	Estimated Recovery Percentage: 0% Form of Recovery: None

6. **Voting Procedures.** Holders of Classes 3 (Member Claims for Post-July 8, 2021 Payments), 4 (Member Claims and General Unsecured Claims), and 5 (Governmental Fines and Penalty Claims) as of **October 13, 2021 at 4:00 p.m. (ET)** (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, (ii) the Disclosure Statement and the Plan (on a flash drive in PDF format), and (iii) 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 Class 3, Class 4 and Class 5 Claims are the only holders of Claims or Interests that are entitled to vote on the Plan.
7. **Voting Deadline.** The deadline to vote on the Plan is **November 22, 2020 at 5:00 pm (ET)** (the “Voting Deadline”). The Debtor’s notice, claims and balloting agent, BMC Group, Inc. (the “Balloting Agent” or “BMC”), 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 BMC Group, Attn: Sharity Ministries Ballot Processing, 3732 West 120th Street, Hawthorne, CA 90250, in the return envelope provided with each Ballot; (b) overnight courier, to BMC Group, Attn: Sharity Ministries

Ballot Processing, PO Box 90100, Los Angeles, CA 90009; (c) hand-delivery, to BMC Group, Attn: Sharity Ministries Ballot Processing, PO Box 90100, Los Angeles, CA 90009; or (d) electronic submission via the balloting portal on the Balloting Agent's website so that such Ballot is actually received by the Balloting Agent on or before the Voting Deadline.

8. **Directions to Obtain the Plan Documents and Make Inquiries.** If you have not received copies of the Plan or the Interim Approval and Procedures Order (the "Plan Documents") and wish to obtain copies of the same, you may do so by: (i) writing to BMC Group, Inc., Attn: Sharity Ministries Inquiries, PO Box 90100, Los Angeles, CA 90009; and/or (ii) emailing jenner@lrclaw.com with a reference to "Sharity Ministries, Inc." in the subject line; (iii) visiting <https://bmcgroup.com/sharity> or (iv) visiting (for a fee) PACER at <http://www.deb.uscourts.gov>. Additionally, if you have any questions regarding this Notice, any of the Plan Documents, or any matters related thereto, including, without limitation, the procedures for objecting to the Plan, please contact the Balloting Agent at 1-888-909-0100, or counsel to the Member Committee Sirianni Youtz Spoonemore Hamburger at (206) 223-0303, or by email at Sharitymemberscommittee@sylaw.com. Please be advised that the Balloting Agent cannot provide you with legal advice, and you should consult with an attorney to provide any legal advice you may need.
9. **Exculpation and Injunction Language in the Plan.** Please be advised that Article XIV of the Plan, as proposed, contains the following exculpation, releases, and injunction provisions:

Article XIV(A) Exculpation

For the avoidance of doubt and notwithstanding any other provision of the Plan or Plan Supplement, the Plan does not contain any releases of any party or of any Causes of Action, and except for the following paragraph, the Plan does not contain any exculpation provisions.

Except for liability of an Exculpated Party² that arises primarily and directly from any act or omission that is determined in a Final Order to have constituted gross negligence or willful misconduct, the Exculpated Parties shall neither have nor incur any liability to any Entity for any and all claims, causes of action, and any other debts, obligations, rights, suits, damages, actions, remedies, and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, existing during the Exculpation Timeframe

² "**Exculpated Parties**" means, collectively, (i) the Subchapter V Trustee and any professionals retained by the Subchapter V Trustee to the extent such retention(s) were approved by the Bankruptcy Court, (ii) the Member Committee in their official capacity and any professionals retained by the Member Committee to the extent such retention(s) were approved by the Bankruptcy Court, and only to the extent such professionals acted on behalf of the Member Committee, (iii) the professionals retained by the Debtor under sections 327, 328, 363 of the Bankruptcy Code that were approved by the Bankruptcy Court: (a) Baker & Hostetler LLP as its legal counsel [D.I. 138]; (b) Landis Rath & Cobb LLP as co-counsel [D.I. 135]; (c) SOLIC Capital Advisors, LLC [D.I. 140]; (d) the following interim officers: Neil Luria as Chief Restructuring Officer, Raoul Nowitz as Assistant Chief Restructuring Officer, and Kevin Tavakoli as Director of Finance; (e) BMC Group, Inc. as administrative advisor [D.I. 136], and (iv) the three independent directors of the Debtor specifically, 1. Mr. Chris Sizemore, 2. Mr. Joe Handy, and 3. Mr. Stephen Vault.

arising, in law, at equity, whether for tort, contract, or otherwise, based in whole or in part upon any act or omission, transaction, or other occurrence or circumstances taking place or arising during the Exculpation Timeframe and related in any way to the Chapter 11 Case.

This exculpation provision only includes those claims and causes of action that the Debtor would have been legally entitled to assert against the Exculpated Parties or that any Holder of a Claim or other Entity would have been legally entitled to assert against the Exculpated Parties for or on behalf of the Debtor or the bankruptcy estate and further including those claims and causes of action that are related to the Chapter 11 Case, Liquidating Trust Agreement, or this Plan, including any act taken or omitted to be taken in connection with, or related to, formulating, negotiating, preparing, disseminating, implementing, administering, confirming, or consummating the Plan, the Liquidating Trust Agreement, or any other contract, instrument, release or other agreement or document created or entered into in connection with this Plan or any other post-petition act taken or omitted to be taken in connection with the Chapter 11 Case, but only during the Exculpation Timeframe.

Article XIV(B) Injunction

Pursuant to 1141(d)(3), confirmation of this Plan does not discharge this Debtor from any debt that arose before the date of the confirmation.

From and after the Effective Date, no suit, action, or other proceeding, on account of any claim, demand, liability, obligation, debt, right, cause of action, interest, or remedy may be brought against the Debtor, the Member Committee or its members, or the professionals retained by the Member Committee, or retained by order of the Bankruptcy Court: (i) Baker & Hostetler LLP as its legal counsel [D.I. 138]; (ii) Landis Rath & Cobb LLP as co-counsel [D.I. 135]; (iii) SOLIC Capital Advisors, LLC; (iv) the following interim officers: Neil Luria as Chief Restructuring Officer, Raoul Nowitz as Assistant Chief Restructuring Officer, and Kevin Tavakoli as Director of Finance [D.I. 140]; and (v) BMC Group, Inc. as its administrative advisor [D.I. 136] with respect to satisfaction of claims that were treated pursuant to the Plan or the Confirmation Order or are otherwise exculpated claims hereunder.

From and after the Effective Date, no action may be taken which creates, perfects, or enforces any encumbrance of any kind against any Debtor, the Liquidating Trust, or the Liquidating Trustee or the property or estate of any Debtor or the Liquidating Trust; nor, may a right of subrogation be asserted against the Debtor, the Liquidating Trust, or the Liquidating Trustee, or against the property of the Estate of the Debtor or the Liquidating Trust, except to the extent that a permissible right of subrogation is asserted in a timely filed proof of claim.

Notwithstanding any provision in this Combined Plan and Disclosure Statement or the Plan Confirmation Order to the contrary, nothing contained in this Combined Plan and Disclosure Statement, or the Confirmation Order shall:

(i) extinguish, impact, or release any right of setoff, recoupment, or subrogation of any kind: (a) held by any creditor or vendor which is asserted in a timely filed proof of claim or objection to this Combined Plan and Disclosure Statement, or pursuant to section 503(b)(1)(d) of the Bankruptcy Code or (b) that is or may be asserted as an affirmative defense or other defense to a cause of action or claim asserted by a Debtor or the Liquidating Trust against such creditor or vendor; or

(ii) affect the applicability of 26 U.S.C. § 7421(a).

Notwithstanding anything contained in the section, the injunction referenced herein shall not apply to the prosecution of any Claim against the Alera Companies or their predecessors, successors, and assigns, current and former shareholders, affiliates, subsidiaries, principals, employees, agents, officers, directors, managers, consultants, limited partners, trustees, partners, members, professionals, representatives, advisors, attorneys, financial advisors, accountants, investment bankers, and consultants, in each case in their capacity as such, and their assets and properties, as the case may be.

[Remainder of Page Intentionally Left Blank]

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

Dated: October __, 2021
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/

Adam G. Landis (No. 3407)
Matthew B. McGuire (No. 4366)
Nicolas E. Jenner (No. 6554)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: landis@lrclaw.com
mcguire@lrclaw.com
jenner@lrclaw.com

- and -

BAKER & HOSTETLER LLP

Jorian L. Rose (admitted *pro hac vice*)
Jason I. Blanchard (admitted *pro hac vice*)
45 Rockefeller Plaza
New York, New York 10111
Telephone: (212) 589-4200
Facsimile: (212) 589-4201
Email: jrose@bakerlaw.com
jblanchard@bakerlaw.com

Andrew V. Layden (admitted *pro hac vice*)
SunTrust Center, Suite 2300
200 South Orange Avenue
Orlando, FL 32801-3432
Telephone: (407) 649-4000
Facsimile: (407) 841-0168
Email: alayden@bakerlaw.com

Counsel for the Debtor and Debtor in Possession

EXHIBIT B

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

In re:

SHARITY MINISTRIES, INC.,¹

Debtor.

Chapter 11

Case No.: 21-11001 (JTD)

Ref. Nos. ___ & ___

**NON-VOTING STATUS NOTICE WITH RESPECT TO IMPAIRED
CLASS DEEMED TO REJECT THE DEBTOR'S PLAN**

PLEASE TAKE NOTICE THAT On October 1, 2021, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed the *Combined Disclosure Statement* (“Disclosure Statement”) and *Chapter 11 Plan of Liquidation of Sharity Ministries, Inc.* (the “Plan,” and together with the Disclosure Statement, the “Combined Plan and Disclosure Statement”) ² [D.I. 223] including all exhibits thereto and as amended, supplemented or otherwise modified from time to time.

PLEASE TAKE NOTICE THAT On October 13, 2021, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [D.I. ___] (the “Interim Approval and Procedures Order”) approving, among other things, the Disclosure Statement on an interim basis, as required under Local Rule 3017-2 and authorizing the Debtor to provide notice of their intent to seek approval of the Disclosure Statement on a final basis and confirmation of the Plan pursuant to certain procedures set forth therein, including the solicitation of votes to accept or reject the Plan. The Bankruptcy Court’s interim approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because, under the terms of Article VI of the Plan your Claim(s) and Interest(s) against the Debtor are Impaired, you shall receive no distribution on account of your Claim(s) or Interest(s) against the Debtor, and, pursuant to section 1126(g) of the Bankruptcy Code, you are conclusively presumed to have rejected the Plan and are, therefore, not entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the Disclosure Statement, Interim Approval Procedures Order, the Plan, and the other documents and materials included in the Solicitation Package, except Ballots, may be obtained by any of the following means: (i) writing to BMC Group, Inc., Attn: Sharity Ministries Inquiries, PO Box 90100, Los Angeles, CA 90009; and/or (ii) emailing jenner@lrclaw.com with a reference to “Sharity Ministries, Inc.” in the subject line; (iii) visiting <https://bmcgroup.com/sharity> or (iv) visiting (for a fee) PACER at <http://www.deb.uscourts.gov>.

¹ The last four digits of the Debtor’s federal tax identification number is 0344. The Debtor’s mailing address is 821 Atlanta Street, Suite 124, Roswell, GA 30075.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable.

PLEASE TAKE FURTHER NOTICE THAT additional information regarding the Plan Documents and important deadlines related to the Plan and Combined Hearing can be found on the Notice of Combined Hearing, which you should have received along with this notice. If you have any questions regarding this Notice, any of the Plan Documents, or any matters related thereto, including the status of any of your Claims or Interests, please contact the Debtor's noticing, claims and administrative agent, BMC Group, Inc. (the "Balloting Agent" or "BMC") at 1-888-909-0100. Please be advised that the Balloting Agent cannot provide you with legal advice. You should consult with your attorney to provide any legal advice you may need.

Dated: October __, 2021
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/

Adam G. Landis (No. 3407)
Matthew B. McGuire (No. 4366)
Nicolas E. Jenner (No. 6554)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: landis@lrclaw.com
mcguire@lrclaw.com
jenner@lrclaw.com

- and -

BAKER & HOSTETLER LLP

Jorian L. Rose (admitted *pro hac vice*)
Jason I. Blanchard (admitted *pro hac vice*)
45 Rockefeller Plaza
New York, New York 10111
Telephone: (212) 589-4200
Facsimile: (212) 589-4201
Email: jrose@bakerlaw.com
jblanchard@bakerlaw.com

Andrew V. Layden (admitted *pro hac vice*)
SunTrust Center, Suite 2300
200 South Orange Avenue
Orlando, FL 32801-3432
Telephone: (407) 649-4000
Facsimile: (407) 841-0168
Email: alayden@bakerlaw.com

Counsel for the Debtor and Debtor in Possession

EXHIBIT C

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

In re:

SHARITY MINISTRIES, INC.,¹

Debtor.

Chapter 11

Case No.: 21-11001 (JTD)

**BALLOT FOR ACCEPTING OR REJECTING COMBINED
DISCLOSURE STATEMENT AND CHAPTER 11 PLAN OF
LIQUIDATION OF SHARITY MINISTRIES, INC.**

CLASS 3 — MEMBER CLAIM FOR POST-JULY 8, 2021 PAYMENTS

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

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY BMC GROUP, INC.
BY NOVEMBER 22, 2021 AT 5:00 P.M. PREVAILING
EASTERN TIME (THE “VOTING DEADLINE”)**

The Debtor has sent this Ballot to you because its records indicate that you are a holder of a Class 3 Member Claim for Post-July 8, 2021 Payments, and accordingly, you have a right to vote to accept or reject the *Combined Disclosure Statement* (“Disclosure Statement”) and *Chapter 11 Plan of Liquidation of Sharity Ministries, Inc.* (the “Plan,” and together with the Disclosure Statement, the “Combined Plan and Disclosure Statement”) [D.I. 223] including all exhibits thereto and as amended, supplemented or otherwise modified from time to time. Your rights are described in the Disclosure Statement and all exhibits related thereto. On October 13, 2021, the Bankruptcy Court entered an order [D.I. ____] (the “Interim Approval and Procedures Order”)² approving on an interim basis the adequacy of the Disclosure Statement. At the Confirmation Hearing, the Debtor will seek final approval of the adequacy of the Disclosure Statement, as well as confirmation of the Plan

Copies of the Disclosure Statement, the Interim Approval and Procedures Order, the Plan and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. Additionally, the Solicitation Package may be obtained by (i) writing to BMC Group, Inc., Attn: Sharity Ministries Inquiries, PO Box 90100, Los Angeles, CA 90009; and/or (ii) emailing jenner@lrclaw.com with a reference to “Sharity Ministries, Inc.” in the subject line; (iii) visiting <https://bmcgroup.com/sharity> or (iv) visiting (for a fee) PACER at <http://www.deb.uscourts.gov>. The Bankruptcy Court’s interim approval of the Disclosure

¹ The last four digits of the Debtor’s federal tax identification number is 0344. The Debtor’s mailing address is 821 Atlanta Street, Suite 124, Roswell, GA 30075.

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

Statement does not indicate approval of the Plan by the Bankruptcy Court. 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 Balloting Agent at the address or email address set forth above.

You should review the Disclosure Statement and 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 (Member Claim for Post-July 8, 2021 Payments) under the Plan.

If the Balloting Agent does not receive your Ballot on or before the Voting Deadline, November 22, 2021, at 5:00 p.m. prevailing Eastern Time and if the Voting Deadline is not extended, 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 Member Claim for Post-July 8, 2021 Payments.

As of the Record Date, October 13, 2021 at 4:00 p.m. prevailing Eastern Time, the undersigned was the holder of Class 3 Member Claim for Post-July 8, 2021 Payments in the aggregate principal amount against the Debtor as set forth below:

\$ _____

Item 2. Class 3 Member Claim for Post-July 8, 2021 Payments Vote on the Plan.

The holder of the Class 3 Member Claim for Post-July 8, 2021 Payments 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 Debtor:

- a. that either: (i) the Entity is the holder of the Class 3 Claim being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Class 3 Claim being voted;
- b. that the Entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. that the Entity has cast the same vote with respect to all Class 3 Claims that it holds or for which it is the authorized signatory; and
- d. that no other Ballots with respect to the amount of the Class 3 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:
BMC Group
Attn: Sharity Ministries Ballot Processing
3732 West 120th Street
Hawthorne, CA 90250

By overnight courier or hand-delivery to:
BMC Group
Attn: Sharity Ministries Ballot Processing
PO Box 90100
Los Angeles, CA 90009

By electronic online transmission solely through the customized, online balloting portal (the “Balloting Portal”) accessible via the unique email you may have received from the Balloting Agent.

If you submit your Ballot through the Balloting Portal, you should not return a paper ballot.

BALLOTS OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, OR ANY ELECTRONIC SUBMISSION EXCEPT FOR THE BALLOTING PORTAL WILL NOT BE ACCEPTED.

YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH IS NOVEMBER 22, 2021, AT 5:00 P.M. PREVAILING EASTERN TIME.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtor is 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 or Disclosure Statement, 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. Please review the Disclosure Statement for more information.
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 to the address set forth on the enclosed pre-addressed envelope

or via the Debtor's Balloting Portal. The Voting Deadline for the receipt of Ballots by the Balloting Agent is November 22, 2021 at 5:00 p.m. (prevailing Eastern Time). **Your completed Ballot must be received by the Balloting Agent on or before the Voting Deadline.**

4. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtor may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtor determines otherwise. **The method of delivery of Ballots to the Balloting Agent is at the election and risk of each holder of a Claim.** Delivery will be deemed made only when the Balloting Agent **actually receives** 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. No Ballot should be sent to the Debtor or the Debtor's agents (other than the Balloting Agent).
6. Delivery of a Ballot to the Balloting Agent by facsimile, telecopy, or other electronic submissions, other than the Debtor's Balloting Portal will **not** be accepted.
7. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtor nor the Balloting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. 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.
10. 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 Balloting Agent, the Debtor, 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.
11. 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 a 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.

12. If you believe you have wrongly received a Ballot, you should contact the Balloting Agent by telephone immediately at 1-888-909-0100.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND BALLOTING AGENT AT 1-888-909-0100, OR COUNSEL TO THE MEMBER COMMITTEE SIRIANNI YOUTZ SPOONEMORE HAMBURGER AT (206) 223-0303, OR BY EMAIL AT SHARITYMEMBERSCOMMITTEE@SYLAW.COM.

EXHIBIT D

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

In re:

SHARITY MINISTRIES, INC.,¹

Debtor.

Chapter 11

Case No.: 21-11001 (JTD)

**BALLOT FOR ACCEPTING OR REJECTING COMBINED
DISCLOSURE STATEMENT AND CHAPTER 11 PLAN OF
LIQUIDATION OF SHARITY MINISTRIES, INC.**

CLASS 4 — MEMBER CLAIMS AND 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 BMC GROUP, INC.
BY NOVEMBER 22, 2021 AT 5:00 P.M. PREVAILING
EASTERN TIME (THE “VOTING DEADLINE”)**

The Debtor has sent this Ballot to you because its records indicate that you are a holder of a Class 4 Member Claim and General Unsecured Claim, and accordingly, you have a right to vote to accept or reject the *Combined Disclosure Statement* (“Disclosure Statement”) and *Chapter 11 Plan of Liquidation of Sharity Ministries, Inc.* (the “Plan,” and together with the Disclosure Statement, the “Combined Plan and Disclosure Statement”) [D.I. 223] including all exhibits thereto and as amended, supplemented or otherwise modified from time to time. Your rights are described in the Disclosure Statement and all exhibits related thereto. On October 13, 2021, the Bankruptcy Court entered an order [D.I. ___] (the “Interim Approval and Procedures Order”)² approving on an interim basis the adequacy of the Disclosure Statement. At the Confirmation Hearing, the Debtor will seek final approval of the adequacy of the Disclosure Statement, as well as confirmation of the Plan

Copies of the Disclosure Statement, the Interim Approval and Procedures Order, the Plan and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. Additionally, the Solicitation Package may be obtained by (i) writing to BMC Group, Inc., Attn: Sharity Ministries Inquiries, PO Box 90100, Los Angeles, CA 90009; and/or (ii) emailing jenner@lrclaw.com with a reference to “Sharity Ministries, Inc.” in the subject line; (iii) visiting <https://bmcgroup.com/sharity> or (iv) visiting (for a fee) PACER at <http://www.deb.uscourts.gov>. The Bankruptcy Court’s interim approval of the Disclosure

¹ The last four digits of the Debtor’s federal tax identification number is 0344. The Debtor’s mailing address is 821 Atlanta Street, Suite 124, Roswell, GA 30075.

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

Statement does not indicate approval of the Plan by the Bankruptcy Court. 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 Balloting Agent at the address or email address set forth above.

You should review the Disclosure Statement and 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 4 (Member Claim and General Unsecured Claim) under the Plan.

If the Balloting Agent does not receive your Ballot on or before the Voting Deadline, November 22, 2021, at 5:00 p.m. prevailing Eastern Time and if the Voting Deadline is not extended, 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 4 Member Claim and General Unsecured Claim.

As of the Record Date, October 13, 2021 at 4:00 p.m. prevailing Eastern Time, the undersigned was the holder of Class 4 Member Claim and General Unsecured Claim in the aggregate principal amount against the Debtor as set forth below:

\$ _____

Item 2. Class 4 Member Claim and General Unsecured Claim Vote on the Plan.

The holder of the Class 4 Member Claim and General Unsecured Claim 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 Debtor:

- a. that either: (i) the Entity is the holder of the Class 4 Claim being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Class 4 Claim being voted;
- b. that the Entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. that the Entity has cast the same vote with respect to all Class 4 Claims that it holds or for which it is the authorized signatory; and
- d. that no other Ballots with respect to the amount of the Class 4 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:
BMC Group
Attn: Sharity Ministries Ballot Processing
3732 West 120th Street
Hawthorne, CA 90250

By overnight courier or hand-delivery to:
BMC Group
Attn: Sharity Ministries Ballot Processing
PO Box 90100
Los Angeles, CA 90009

By electronic online transmission solely through the customized, online balloting portal (the “Balloting Portal”) accessible via the unique email you may have received from the Balloting Agent.

If you submit your Ballot through the Balloting Portal, you should not return a paper ballot.

BALLOTS OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, OR ANY ELECTRONIC SUBMISSION EXCEPT FOR THE BALLOTING PORTAL WILL NOT BE ACCEPTED.

YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH IS NOVEMBER 22, 2021, AT 5:00 P.M. PREVAILING EASTERN TIME.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtor is 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 or Disclosure Statement, 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. Please review the Disclosure Statement for more information.
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 to the address set forth on the enclosed pre-addressed envelope or via the Debtor's Balloting Portal. The Voting Deadline for the receipt of Ballots by the Balloting Agent is November 22, 2021 at 5:00 p.m. (prevailing Eastern Time). **Your completed Ballot must be received by the Balloting Agent on or before the Voting Deadline.**

4. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtor may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtor determines otherwise. **The method of delivery of Ballots to the Balloting Agent is at the election and risk of each holder of a Claim.** Delivery will be deemed made only when the Balloting Agent **actually receives** 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. No Ballot should be sent to the Debtor or the Debtor's agents (other than the Balloting Agent).
6. Delivery of a Ballot to the Balloting Agent by facsimile, telecopy, or other electronic submissions, other than the Debtor's Balloting Portal will **not** be accepted.
7. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtor nor the Balloting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. 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.
10. 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 Balloting Agent, the Debtor, 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.

11. 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 a 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.
12. If you believe you have wrongly received a Ballot, you should contact the Balloting Agent by telephone immediately at 1-888-909-0100.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND BALLOTING AGENT AT 1-888-909-0100, OR COUNSEL TO THE MEMBER COMMITTEE SIRIANNI YOUTZ SPOONEMORE HAMBURGER AT (206) 223-0303, OR BY EMAIL AT SHARITYMEMBERSCOMMITTEE@SYLAW.COM.

EXHIBIT E

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

In re:

SHARITY MINISTRIES, INC.,¹

Debtor.

Chapter 11

Case No.: 21-11001 (JTD)

**BALLOT FOR ACCEPTING OR REJECTING COMBINED
DISCLOSURE STATEMENT AND CHAPTER 11 PLAN OF
LIQUIDATION OF SHARITY MINISTRIES, INC.**

CLASS 5 — GOVERNMENTAL FINES AND PENALTY CLAIMS

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

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY BMC GROUP, INC.
BY NOVEMBER 22, 2021 AT 5:00 P.M. PREVAILING
EASTERN TIME (THE “VOTING DEADLINE”)**

The Debtor has sent this Ballot to you because its records indicate that you are a holder of a Class 5 Governmental Fines and Penalty Claims, and accordingly, you have a right to vote to accept or reject the *Combined Disclosure Statement* (“Disclosure Statement”) and *Chapter 11 Plan of Liquidation of Sharity Ministries, Inc.* (the “Plan,” and together with the Disclosure Statement, the “Combined Plan and Disclosure Statement”) [D.I. 223] including all exhibits thereto and as amended, supplemented or otherwise modified from time to time. Your rights are described in the Disclosure Statement and all exhibits related thereto. On October 13, 2021, the Bankruptcy Court entered an order [D.I. ___] (the “Interim Approval and Procedures Order”)² approving on an interim basis the adequacy of the Disclosure Statement. At the Confirmation Hearing, the Debtor will seek final approval of the adequacy of the Disclosure Statement, as well as confirmation of the Plan

Copies of the Disclosure Statement, the Interim Approval and Procedures Order, the Plan and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. Additionally, the Solicitation Package may be obtained by (i) writing to BMC Group, Inc., Attn: Sharity Ministries Inquiries, PO Box 90100, Los Angeles, CA 90009; and/or (ii) emailing jenner@lrclaw.com with a reference to “Sharity Ministries, Inc.” in the subject line; (iii) visiting <https://bmcgroup.com/sharity> or (iv) visiting (for a fee) PACER at <http://www.deb.uscourts.gov>. The Bankruptcy Court’s interim approval of the Disclosure

¹ The last four digits of the Debtor’s federal tax identification number is 0344. The Debtor’s mailing address is 821 Atlanta Street, Suite 124, Roswell, GA 30075.

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

Statement does not indicate approval of the Plan by the Bankruptcy Court. 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 Balloting Agent at the address or email address set forth above.

You should review the Disclosure Statement and 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 5 (Governmental Fines and Penalty Claims) under the Plan.

If the Balloting Agent does not receive your Ballot on or before the Voting Deadline, November 22, 2021, at 5:00 p.m. prevailing Eastern Time and if the Voting Deadline is not extended, 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 5 Governmental Fines and Penalty Claims.

As of the Record Date, October 13, 2021 at 4:00 p.m. prevailing Eastern Time, the undersigned was the holder of Class 5 Governmental Fines and Penalty Claims in the aggregate principal amount against the Debtor as set forth below:

\$ _____

Item 2. Class 5 Governmental Fines and Penalty Claims Vote on the Plan.

The holder of the Class 5 Governmental Fines and Penalty 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 Debtor:

- a. that either: (i) the Entity is the holder of the Class 5 Claim being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Class 5 Claim being voted;
- b. that the Entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. that the Entity has cast the same vote with respect to all Class 5 Claims that it holds or for which it is the authorized signatory; and
- d. that no other Ballots with respect to the amount of the Class 5 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:
BMC Group
Attn: Sharity Ministries Ballot Processing
3732 West 120th Street
Hawthorne, CA 90250

By overnight courier or hand-delivery to:
BMC Group
Attn: Sharity Ministries Ballot Processing
PO Box 90100
Los Angeles, CA 90009

By electronic online transmission solely through the customized, online balloting portal (the “Balloting Portal”) accessible via the unique email you may have received from the Balloting Agent.

If you submit your Ballot through the Balloting Portal, you should not return a paper ballot.

BALLOTS OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, OR ANY ELECTRONIC SUBMISSION EXCEPT FOR THE BALLOTING PORTAL WILL NOT BE ACCEPTED.

YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH IS November 22, 2021, AT 5:00 P.M. PREVAILING EASTERN TIME.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtor is 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 or Disclosure Statement, 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. Please review the Disclosure Statement for more information.
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 to the address set forth on the enclosed pre-addressed envelope or via the Debtor's Balloting Portal. The Voting Deadline for the receipt of Ballots by the Balloting Agent is November 22, 2021 at 5:00 p.m. (prevailing Eastern Time). Your completed Ballot must be received by the Balloting Agent on or before the Voting Deadline.

4. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtor may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtor determines otherwise. The method of delivery of Ballots to the Balloting Agent is at the election and risk of each holder of a Claim. Delivery will be deemed made only when the Balloting Agent **actually receives** 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. No Ballot should be sent to the Debtor or the Debtor's agents (other than the Balloting Agent).
6. Delivery of a Ballot to the Balloting Agent by facsimile, telecopy, or other electronic submissions, other than the Debtor's Balloting Portal will **not** be accepted.
7. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtor nor the Balloting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. 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.
10. 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 Balloting Agent, the Debtor, 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.

11. 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 a 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.
12. If you believe you have wrongly received a Ballot, you should contact the Balloting Agent by telephone immediately at 1-888-909-0100.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND BALLOTING AGENT AT 1-888-909-0100, OR COUNSEL TO THE MEMBER COMMITTEE SIRIANNI YOUTZ SPOONEMORE HAMBURGER AT (206) 223-0303, OR BY EMAIL AT SHARITYMEMBERSCOMMITTEE@SYLAW.COM.