

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

In re:	:	Chapter 11
	:	
Meier's Wine Cellars Acquisition, LLC, <u>et al.</u> , ¹	:	Case No. 24-11575 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Re: Docket No. 564
	:	

ORDER (I) CONDITIONALLY APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING SOLICITATION, VOTING, AND TABULATION PROCEDURES; (III) SCHEDULING A COMBINED HEARING; (IV) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR FINAL APPROVAL OF DISCLOSURE STATEMENT AND CONFIRMATION OF PLAN; AND (V) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of the above-captioned debtors (collectively, the "Debtors"), for entry of order (i) conditionally approving the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code; (ii) scheduling a hearing to consider final approval of the Disclosure Statement and confirmation of the Plan (the "Combined Hearing"); (iii) approving objection procedures with respect to final approval of the Disclosure Statement and confirmation of the Plan and the form and manner of the Combined Hearing Notice attached hereto as **Exhibit 1**; and (iv) approving the Solicitation Procedures, the

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. (CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

Voting Procedures and the Tabulation Procedures, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein 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 February 29, 2012 and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing on the Motion; and all objections to the Motion having been withdrawn, resolved or overruled; 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 it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS FOUND AND DETERMINED THAT:

A. Notice of the Disclosure Statement Hearing. Notice of the Motion and the hearing to consider conditional approval of the Disclosure Statement (the "Disclosure Statement Hearing") and the deadline for filing objections to conditional approval of the Disclosure Statement provided due, proper, and adequate notice, comported with due process and complied with the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules. No further notice is required.

B. Balloting and Voting Procedures. The procedures set forth in the Motion for the solicitation and tabulation of votes and provisional votes to accept or reject the Plan provide

for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

C. Ballots. The ballots substantially in the forms annexed hereto as **Exhibit 3-1**, **Exhibit 3-2** and **Exhibit 3-3** (collectively, the "Ballots") including all voting instructions provided therein, are consistent with Official Bankruptcy Form No. B 314, address the particular needs of these chapter 11 cases and provide adequate information and instructions for each individual entitled to vote to accept or reject the Plan. No further information or instructions are necessary.

D. Parties Entitled to Vote. Pursuant to the Plan, the Debtors propose that the Holders of Claims in Classes 2 and 4 (the "Voting Classes") are the only Classes entitled to vote to accept or reject the Plan.

E. Parties Not Entitled to Vote. Pursuant to the Plan, Holders of Claims in Class 1 (Priority Claims), Class 3 (Other Secured Claims) and Class 6 (Interests in Surviving Subsidiary Debtors) are unimpaired and, accordingly, pursuant to section 1126(f) of the Bankruptcy Code, are conclusively presumed to accept the Plan and are not entitled to vote on account of such Claims. Class 5 (Interests in VWE), Class 7 (Interests in Other Subsidiary Debtors) and Class 8 (510(b) Claims) are impaired and are not entitled to receive or retain any property on account of such Interests under the Plan. Accordingly, pursuant to section 1126(g) of the Bankruptcy Code, Holders of such Interests are deemed to reject the Plan and are not entitled to vote on the Plan.

F. Solicitation. The proposed distribution and contents of the Solicitation Packages (as defined below) comply with Bankruptcy Rules 2002 and 3017 and Local Rule

9006-1 and constitute sufficient notice to all interested parties of the Voting Record Date, Voting Deadline, Objection Deadline, Combined Hearing and other related matters.

G. Solicitation Period. The period proposed by the Debtors in the Motion during which the Debtors may solicit votes and provisional votes to accept or reject the Plan is a reasonable and sufficient period of time for the Voting Classes to make an informed decision regarding whether to accept or reject the Plan and timely return Ballots evidencing such decision.

H. Notice of Combined Hearing and Objection Deadline. The procedures set forth in the Motion regarding notice to all parties of the time, date and place of the Combined Hearing and for filing objections or responses to the Disclosure Statement and the Plan provide due, proper and adequate notice, comport with due process and comply with Bankruptcy Rules 2002 and 3017 and Local Rule 9006-1. No further notice is required.

I. Notice. All other notices to be provided pursuant to the procedures set forth in the Motion are good and sufficient notice to all parties in interest of all matters pertinent hereto and of all matters pertinent to the Combined Hearing. No further notice is required.

J. Relief is Warranted. The legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested therein.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Disclosure Statement contains adequate information in accordance with section 1125 of the Bankruptcy Code and is conditionally approved. Any objections to the adequacy of the information contained in the Disclosure Statement are reserved for consideration at the Combined Hearing.

3. The following dates and deadlines are hereby established (subject to modifications as necessary) with respect to the Disclosure Statement, solicitation of the Plan, voting on the Plan, and confirmation of the Plan:

Key Event	Date
Voting Record Date	January 14, 2025
Conditional Disclosure Statement Hearing	January 16, 2025 at 2:00 p.m. (prevailing Eastern Time)
Commencement of Solicitation	Within three (3) business days after entry of this Order, or as soon as reasonably practicable thereafter
Publication Deadline	Within seven (7) business days after entry of this Order, or as soon as reasonably practicable thereafter
Plan Supplement Filing	February 12, 2025
Voting Deadline	February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)
Deadline to Object to Final Approval of Disclosure Statement and Confirmation of Plan	February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)
Deadline to File (i) Reply to Plan Objection(s), (ii) Brief in Support of Plan Confirmation, (iii) Declarations in Support of Confirmation, and (iv) Voting Certification	February 24, 2025 at 12:00 p.m. (prevailing Eastern Time)
Combined Hearing	February 26, 2025 at 2:00 p.m. (prevailing Eastern Time)

Solicitation and Voting Procedures

Voting Record Date

4. The Voting Record Date shall be set as **January 14, 2025**. Only Holders of Claims as of the Voting Record Date shall be entitled to vote to accept or reject the Plan.

5. The record Holders of Claims shall be determined, as of the Voting Record Date, based upon the records of the Debtors and Epiq. Accordingly, any notice of claim

transfer received by the record Holder of the Debtors' debt securities, the Debtors, Epiq or other similarly situated registrar after the Voting Record Date shall not be recognized for purposes of voting or receipt of the Plan confirmation materials.

6. With respect to transfers of Claims filed pursuant to Bankruptcy Rule 3001(e), the transferee shall be entitled to receive a Solicitation Package and, if the Holder of such Claim is entitled to vote (or provisionally vote) with respect to the Plan, cast a Ballot on account of such Claim only if: (i) all actions necessary to transfer such Claim are completed by the Voting Record Date or (ii) the transferee files by the Voting Record Date (a) all documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (b) a sworn statement of the transferor supporting the validity of the transfer. In the event a Claim is transferred after the Voting Record Date, the transferee of such Claim shall be bound by any vote (or provisional vote) on the Plan made by the Holder of such Claim as of the Voting Record Date.

Solicitation Packages

7. The Solicitation Packages are approved.

8. The Debtors shall mail the Solicitation Packages no later than **three (3) business days following the date of entry of this Order** (the "Solicitation Date"), to the U.S. Trustee and Holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, as required by Bankruptcy Rule 3017(d).

9. Solicitation packages (the "Solicitation Packages") shall contain a copy of:

- (i) a notice of the Combined Hearing;
- (ii) copies of the Plan and Disclosure Statement (in electronic format);
- (iii) this Order (excluding the exhibits thereto);

- (iv) a letter from the Creditors' Committee in support of the Plan;
- (v) for Holders of Claims in the Voting Classes (i.e., Holders of Claims in Classes 2 and 4), an appropriate form of Ballot, instructions on how to complete the Ballot and a pre-paid, preaddressed Ballot return envelope and such other materials as the Bankruptcy Court may direct; and
- (vi) any supplemental documents filed with the Bankruptcy Court and any documents that the Bankruptcy Court orders to be included in the Solicitation Package, including any other letters in support of the Plan.

10. Moreover, the Debtors shall distribute, or cause to be distributed, the Disclosure Statement (together with all exhibits thereto, including the Plan) and this Order (without annexes or exhibits) to the Voting Classes in electronic (flash drive) format in lieu of paper format. Any creditor may request an additional copy of the Disclosure Statement (and exhibits) in flash drive or paper format by telephone or by written request.

11. The Debtors shall not be required to send Solicitation Packages to creditors that have Claims that have already been paid in full; *provided, that* if any such creditor would be entitled to receive a Solicitation Package for any other reason, then the Debtors shall send such creditor a Solicitation Package in accordance with the procedures set forth herein.

12. With respect to addresses from which Solicitation Packages are returned as undeliverable by the United States Postal Service, the Debtors are excused from mailing Solicitation Packages or any other materials related to voting or confirmation of the Plan to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the Voting Record Date, and failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities will not constitute inadequate notice of the Combined Hearing or the Voting Deadline and shall not constitute a

violation of Bankruptcy Rule 3017. To that end, the Debtors are not required to conduct any additional research for updated addresses based on undeliverable solicitation materials (including undeliverable Ballots), and for purposes of serving the Solicitation Packages, the Debtors are authorized to rely on the address information for Voting and Non-Voting Classes as compiled, updated and maintained by Epiq as of the Voting Record Date.

Ballots

13. The Ballots, substantially in the form attached hereto as **Exhibit 3-1**, **Exhibit 3-2** and **Exhibit 3-3** are approved. Each Holder of a Prepetition Secured Lender Claim in Class 2 that is entitled to vote on the Plan shall, as part of its Solicitation Package, receive a Ballot in the form attached hereto as **Exhibit 3-1**. Each Holder of a Prepetition Secured Lender Deficiency Claim in Class 4 that is entitled to vote on the Plan shall, as part of its Solicitation Package, receive a Ballot in the form attached hereto as **Exhibit 3-2**. Each Holder of a General Unsecured Claim in Class 4 (other than the Holders of Prepetition Secured Lender Deficiency Claims) that is entitled to vote on the Plan shall, as part of its Solicitation Package, receive a Ballot in the form attached hereto as **Exhibit 3-3**.

14. The Debtors are authorized to make non-substantive changes to the Ballots and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Ballots and any other materials in the Solicitation Packages prior to mailing.

15. The Voting Deadline shall be **February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)**.

16. All Ballots must be properly executed, completed, and delivered to Epiq by first-class mail, overnight courier or hand delivery so that they are **actually received** by Epiq

no later than the Voting Deadline. In addition to accepting hard copy Ballots via first-class mail, overnight courier and hand delivery, the Debtors request authorization to accept Ballots from the Voting Classes via the E-Ballot Portal. The Voting Classes may cast an electronic Ballot and electronically sign and submit the Ballot instantly by utilizing the E-Ballot Portal (which allows a Holder to submit an electronic signature). Instructions for electronic, online transmission of Ballots will be set forth on the forms of Ballots. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective.

Tabulation Procedures

17. The following tabulation and voting procedures shall apply to Claims in Classes 2 and 4 (the "Tabulation Rules"):

- (i) The Holder of a Claim who, on or before the Voting Record Date, has timely filed a Proof of Claim (as defined in the Plan) that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date and (ii) is not the subject of a pending objection shall be entitled to vote with respect to such Claim;
- (ii) The Holder of a Claim that is listed on the Debtors' schedules shall vote in the amount listed in such schedules; *provided, that* a Claim that is scheduled for \$0.00 and/or marked as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claim that has been paid or superseded by a timely filed Proof of Claim) shall be disallowed for voting purposes;
- (iii) The Holder of a Claim shall be entitled to vote if its Claim arises (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Court, (ii) in an order entered by the Court or (iii) in a document executed by the Debtors pursuant to the authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed;
- (iv) If a Claim for which a Proof of Claim has been timely filed is wholly contingent, unliquidated, or disputed (based on the face of such Proof of Claim or as determined upon the review of the Debtor), such Claim is

accorded one (1) vote and valued at one Dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such Claim is a Disputed Claim (as defined herein);

- (v) Any claimant who has filed or purchased a Claim within the same Class relating to the same purported liability (a "Duplicate Claim") (based on the reasonable determination of the Debtors) will be provided with only one (1) Solicitation Package and one (1) Ballot for voting a single Claim in such class, regardless of whether the Debtors have objected to such Duplicate Claim;
- (vi) Each claimant who holds or has filed more than one (1) non-Duplicate Claim within a particular Class may be treated as if such claimant has only one (1) Claim in such class in the aggregate dollar amount of such Claims;
- (vii) If a Proof of Claim (an "Amended Claim") has been validly amended by a later Proof of Claim that is filed on or prior to the Voting Record Date, the later filed Amended Claim shall entitle the Holder of such Claim to vote in a manner consistent with these tabulation rules, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such earlier filed Claim. Except as otherwise ordered by the Court, any amendments to Proofs of Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules;
- (viii) The Debtors shall not be required to send a Solicitation Package to a creditor whose Claim (i) is based solely on an amount scheduled by the Debtors that has already been paid in the full scheduled amount or (ii) has been scheduled in a wholly unliquidated, contingent, or disputed amount and with respect to which such creditor did not timely file a Proof of Claim; and
- (ix) If a Claim is subject to an objection that is filed with the Court on or prior to twelve (12) days prior to the Voting Deadline (such claim, a "Disputed Claim"), such Disputed Claim is temporarily disallowed for voting purposes, except as otherwise provided in a stipulation, settlement, or other agreement filed by the Debtors or as ordered by the Court at least two (2) days prior to the Voting Deadline, including pursuant to an order of any Rule 3018 motion filed regarding such Claim; *provided, that* if the objection seeks to reclassify or reduce the allowed amount of such Claim, then such Claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as otherwise provided in a stipulation, settlement, or other agreement filed by the Debtors or as may be otherwise ordered by the Court at least two (2) days prior to the Voting Deadline.
- (x) Notwithstanding the foregoing, solely for purposes of voting in Class 4 and not for distribution or allowance purposes or any other purpose, the Prepetition Lender Secured Deficiency Claims shall be allowed in the aggregate amount of \$189,540,000.00.

18. Each creditor or Interest Holder that votes to accept or reject the Plan is deemed to have voted the full amount of its Claim or Interests therefor. After the Voting Deadline, any Holder of a Claim who had delivered a valid Ballot voting on the Plan may withdraw or change such vote solely in accordance with Bankruptcy Rule 3018(a).

19. To assist in the solicitation process, the Court grants Epiq the authority to contact parties who submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies; *provided that*, neither the Debtors nor Epiq is required to contact such parties to provide notification of defects or irregularities with respect to completion or delivery of Ballots, nor will any of them incur any liability for failure to provide such notification. The Court also gives authorization to the Debtors and/or Epiq, as applicable, to determine all questions as to the validity, form, eligibility (including time of receipt), acceptance and revocation or withdrawals of Ballots, which determination will be final and binding.

20. Furthermore, Epiq is required to retain all paper copies of Ballots and all solicitation-related correspondence for one (1) year following the Effective Date, whereupon Epiq is authorized to destroy and/or otherwise dispose of: (i) all paper copies of Ballots; (ii) printed solicitation materials including unused copies of the Solicitation Package; and (iii) all solicitation-related correspondence (including undeliverable mail), in each case unless otherwise directed by the Debtors or the Clerk of the Court in writing within such one (1) year period.

Plan Supplement

21. The Debtors are authorized to file and serve a supplement to the Plan on or before **February 12, 2025**, and to further supplement such plan supplement as necessary thereafter.

Combined Hearing

22. The Combined Hearing shall be held on **February 26, 2025 at 2:00 p.m. (prevailing Eastern Time)**; *provided, that* the Combined Hearing may be adjourned or continued from time to time by the Court or the Debtors, and in the latter case, in its reasonable business judgment and after consulting with (i) the legal and financial advisors for BMO, in its capacity as DIP Agent and Prepetition Agent and (ii) the legal and financial advisors for the Creditors' Committee, without further notice, including adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Court.

23. The deadline to object or respond to final approval of the Disclosure Statement and confirmation of the Plan (including objections to the releases and exculpation provisions provided therein) shall be **February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)**.

24. Objections and responses, if any, to final approval of the Disclosure Statement and confirmation of the Plan must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) set forth the name of the objecting party, the nature and amount of Claims or Interests held or asserted by the objecting party against the Debtors' estate or property; (iv) set forth the basis for the objection and the specific grounds therefor and provide proposed language that, if accepted and incorporated by the Debtors, would obviate such objection; and (v) be filed, together with proof of service.

25. Registered users of the Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and

responses in writing with the United States Bankruptcy Court Clerk's Office, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

26. Pursuant to Bankruptcy Rule 3017, any objections or responses must be served so that they are **actually received** by the following parties:

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Office of the U.S. Trustee for the District of
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Attn: Jane Leamy, Esq
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jesseharris@foxrothschild.com

27. Pursuant to Bankruptcy Rule 3020(b), if no objection is timely filed, the Court may determine that the plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues.

28. Objections to final approval of the Disclosure Statement and confirmation of the Plan that are not timely filed, served and **actually received** in the manner set forth above shall not be considered and shall be deemed overruled unless otherwise ordered by the Court.

29. The Debtors are authorized to file and serve replies or an omnibus reply to any such objections along with its brief in support of final approval of the Disclosure Statement and confirmation of the Plan (including objections to the releases and exculpation provisions provided therein) either separately or by a single, consolidated reply, the Voting Certification and any affidavits or declarations in support of confirmation of the Plan on or before **12:00 p.m. (prevailing Eastern Time) on February 24, 2025**. In addition, any party in interest may file and serve a statement in support of final approval of the Disclosure Statement and confirmation of the Plan and/or a reply to any objections to the foregoing by the Reply Deadline.

Combined Hearing Notice

30. The Combined Hearing Notice substantially in the form attached hereto as **Exhibit 1** is approved, and provides due, proper and adequate notice, comports with due process, and complies with Bankruptcy Rules 2002 and 3017 and Local Rule 9006-1.

Publication Notice

31. The Publication Notice substantially in the form attached hereto as **Exhibit 2** is approved, and provides due, proper, and adequate notice, comports with due process, and complies with Bankruptcy Rules 2002 and 3017 and Local Rule 9006-1. The Debtors shall publish the Publication Notice **within seven (7) business days after the entry of this Order**, or as soon as reasonably practicable thereafter, in the national edition of the *USA Today* and the *Santa Rosa Press Democrat*.

Notices of Non-Voting Status

32. The Notices of Non-Voting Status, substantially in the form attached hereto as **Exhibit 4-A** and **4-B** are approved. Except to the extent the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to Holders of Claims and Interests, as applicable, in Class 1 (Priority Claims), Class 3 (Other Secured Claims), Class 5 (Interests in VWE), Class 6 (Interests in Surviving Subsidiary Debtors), Class 7 (Interests in Other Subsidiary Debtors) and Class 8 (510(b) Claims), as such Holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, Epiq shall mail to each such Holder a Combined Hearing Notice and the applicable Notice of Non-Voting Status.

General

33. The Debtors are authorized to make non-substantive changes to the Disclosure Statement, Plan, Ballots and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, Plan and any other materials in the Solicitation Packages prior to mailing.

34. The Debtors are authorized to take all steps necessary or appropriate to carry out this Order.

35. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Dated: January 16th, 2025
Wilmington, Delaware


16 MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Combined Hearing Notice

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

In re:	:	Chapter 11
	:	
Meier's Wine Cellars Acquisition, LLC, <u>et al.</u> , ¹	:	Case No. 24-11575 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Obj. Deadline: February 19, 2025 at 4:00 p.m. (ET)
	:	Hearing Date: February 26, 2025 at 2:00 p.m. (ET)
	:	
	:	

**NOTICE OF (I) HEARING TO APPROVE
(A) DISCLOSURE STATEMENT ON A FINAL
BASIS AND (B) PLAN; (II) CONFIRMATION OBJECTION
PROCEDURES; (III) ESTABLISHMENT OF VOTING RECORD DATE;
AND (IV) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN**

TO ALL PARTIES IN INTEREST:

PLEASE TAKE NOTICE THAT:

1. ***Conditional Approval of Disclosure Statement.*** On November 22 2024, the above captioned Debtors (the "Debtors")² filed the *Disclosure Statement for Joint Plan of Liquidation for the Debtors* (Docket No. 562) (as may be amended, modified or supplemented, the "Disclosure Statement") and related *Joint Plan of Liquidation for the Debtors* (Docket No. 561) (as may be amended, modified, or supplemented, the "Plan").

2. On January [__], 2025, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an order approving the Disclosure Statement on a conditional basis.

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. (CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

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

3. **Combined Hearing.** A hearing to consider final approval of the Disclosure Statement and confirmation of the Plan and any objections thereto (the "Combined Hearing") has been scheduled before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801, on **February 26, 2025 at 2:00 p.m. (prevailing Eastern Time)**. The Combined Hearing may be adjourned or continued from time to time by the Bankruptcy Court or the Debtors, and in the latter case, in its reasonable business judgment and after consulting with (i) the legal and financial advisors for BMO, in its capacity as DIP Agent and Prepetition Agent and (ii) the legal and financial advisors for the Creditors' Committee, without further notice other than adjournments announced in open court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court. The Plan may be modified, if necessary, prior to, during, or as a result of the Combined Hearing.

4. **Voting Record Date.** The following Holders of Claims against the Debtors as of **January 14, 2025** (the "Voting Record Date") are entitled to vote (or provisionally vote) on the Plan:

Class	Description
Class 2	Prepetition Secured Lender Claims
Class 4	General Unsecured Claims

5. **Voting Deadline.** All votes (or provisional votes) to accept or reject the Plan must be **actually received** by the Debtors' voting and tabulation agent, Epiq Corporate Restructuring, LLC ("Epiq"), by no later than **February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)** (the "Voting Deadline"). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

6. **Parties in Interest Not Entitled to Vote.** Holders of unimpaired Claims in classes deemed to accept the Plan are not entitled to vote and will not receive a ballot. In addition, Holders of impaired Claims and/or Interests in classes deemed to reject the Plan are not entitled to vote and will not receive a ballot.

7. **Releases.** Please be advised that the Plan contains various releases, exculpation, and injunction provisions that are fully set forth on Annex 1 that may affect your rights.

YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE INJUNCTION, RELEASE, AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MAY BE AFFECTED. IF YOU VOTE TO ACCEPT THE PLAN, YOU MAY BE DEEMED TO HAVE CONSENTED TO THE RELEASES CONTAINED IN ARTICLE VII OF THE PLAN. IF YOU ABSTAIN OR VOTE TO REJECT THE PLAN AND OPT-IN TO THE THIRD PARTY RELEASE YOU SHALL BE A "RELEASING PARTY" UNDER THE PLAN.

8. **Objections.** The deadline to object or respond to final approval of the Disclosure Statement and confirmation of the Plan (including objections to the releases and exculpation provisions provided therein) is **February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline").

9. Objections and responses must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) set forth the name of the objecting party and the nature and amount of Claims or Interests held or asserted by the objecting party against the Debtors' estate or property; (iv) provide the basis for the objection and the specific grounds therefor, and provide proposed language that, if accepted and incorporated by the Debtors, would obviate such objection; and (v) be filed, together with proof of service.

10. Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the United States Bankruptcy Court Clerk's Office, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 to the attention of the chambers of the Honorable Mary F. Walrath, United States Bankruptcy Judge.

Any objections or responses must be served so that they are **actually received** by the following parties:

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Heather Lennox
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Attorneys to the Debtors

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shapiro@rlf.com
milana@rlf.com

***Attorneys to the DIP Agent and
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Office of the U.S. Trustee

Office of the U.S. Trustee for the District of
Delaware
844 N. King Street
Wilmington, Delaware 19801
Attn: Jane Leamy, Esq
Email: jane.leafy@usdoj.gov

**11. IF OBJECTIONS ARE NOT FILED AND SERVED STRICTLY AS
PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM
OBJECTING TO FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND
CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE COMBINED
HEARING.**

12. *Additional Information.* Any party in interest wishing to obtain a copy of the Disclosure Statement and Plan should contact Epiq, the Debtors' solicitation agent by: (i) visiting <https://dm.epiq11.com/case/vintagewine>; (ii) emailing the Claims and Noticing Agent at VintageWine@epiqglobal.com; or (iii) calling (888) 850-7237. In addition, the Disclosure Statement and Plan are on file with the Bankruptcy Court and may be reviewed by accessing the

Bankruptcy Court's website: www.deb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court's website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov. Copies of the Disclosure Statement and Plan may also be examined by interested parties during normal business hours at the office of the Clerk of the Bankruptcy Court.

Dated: January [●], 2025
Wilmington, Delaware

Respectfully submitted,

/s/

Daniel J. DeFranceschi (No. 2732)
Michael J. Merchant (No. 3854)
Zachary I. Shapiro (No. 5103)
Matthew P. Milana (No. 6681)
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- and -

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Counsel for Debtors and Debtors in Possession

Annex 1

**NOTICE REGARDING CERTAIN RELEASES,
EXCULPATION, AND INJUNCTION PROVISIONS IN THE PLAN**

The Plan¹ contains various releases, exculpation, and injunction provisions, as set forth below and pursuant to Article VII of the Plan.

PLEASE BE ADVISED THAT UNDER ARTICLE VII OF THE PLAN:

1. Releases by the Debtors

On and after the Effective Date, each Released Party is deemed released and discharged by the Debtors and their Estates from any and all Claims and Causes of Action, including any derivative claims asserted on behalf of the Debtors, that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.a: (i) do not release any post-Effective Date obligations of any party or Entity under (A) this Plan, (B) any Dissolution Transaction, or (C) any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under this Plan.

For the avoidance of doubt, and notwithstanding anything herein to the contrary, Claims and Causes of Action against Patrick Roney, Jonathan Sebastiani, Moss Adams LLP (including any affiliates and subsidiaries) and Cherry Bekaert LLP (including any affiliates and subsidiaries) shall not fall within the scope of any releases contained herein.

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

2. Releases by Holders of Claims

As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.b: (i) do not release any post-Effective Date obligations of any party or Entity under (A) this Plan, (B) any Dissolution Transaction, or (C) any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under this Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

3. Injunction

Except as otherwise expressly provided in this Plan or for Distributions required to be paid or delivered pursuant to this Plan or the Confirmation Order, all Entities that have held, hold, or may hold Claims or Interests that have been released pursuant to this Plan, or are subject to exculpation pursuant to Section VII.F.2 of this Plan, are enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Released Parties or the Exculpated Parties (to the extent of the exculpation provided pursuant to Section VII.F.2 of this Plan with respect to the Exculpated Parties): (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 such Claims or Interests; (b)

enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any Lien or encumbrance of any kind against such Entities or the property or the Estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; and (d) 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 Interests released pursuant to this Plan. For the avoidance of doubt and notwithstanding anything else in the Plan, the Debtors are not receiving a discharge under section 524(a) of the Bankruptcy Code and, solely with respect to the Debtors, the injunction set forth herein shall terminate as to each Debtor upon the vesting of all such Debtor's property under the Plan in the Liquidation Trust and the closing of such Debtor's Chapter 11 Case.

4. Exculpation

Except as otherwise specifically provided in this Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission occurring on or after the Petition Date and prior to the Effective Date in connection with, relating to, or arising out of, postpetition conduct within the Chapter 11 Cases, the Disclosure Statement, this Plan, the Asset Sales or any Dissolution Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement or this Plan, the Asset Sales, postpetition conduct within the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, except for claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to this Plan.

The "Released Parties," as defined in the Plan, means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtor Related Parties.

The "Debtor Related Parties," as defined in the Plan, means Paul S. Walsh, Robert L. Berner III, Mark W.B. Harms, Candice Koederitz, Jon Moramarco, Timothy Proctor, Lisa M. Schnorr, Ivona Smith, Steven Strom, Seth Kaufman, Kristina Johnston, Amir Sadr, Cole Boyer, Holly Hawkins, Rodrigo de Oliveira, Ryan Watson, the Debtors' current accountants, auditors, investment bankers, consultants, representatives, and other professionals and advisors, who served in such roles as of October 31, 2024; and (i) each of their respective affiliated investment funds or investment vehicles, managed accounts or funds, assigns, subsidiaries, Affiliates, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, employees, agents, trustees, advisory board members, financial advisors, attorneys (including any other attorneys or professionals retained by any current director or special committee member or manager in his or her capacity as director or manager of an Entity)

and (ii) any such Person's or Entity's respective heirs, executors, estates, and nominees. For the avoidance of doubt, and notwithstanding anything herein to the contrary, Debtor Related Parties shall not include Patrick Roney, Jonathan Sebastiani, Moss Adams LLP (including any affiliates and subsidiaries) and Cherry Bekaert LLP (including any affiliates and subsidiaries).

The "Releasing Parties," as defined in the Plan, means collectively, and in each case, in their respective capacities as such: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; (e) all Holders of Claims who vote to accept this Plan and who affirmatively opt in to releases provided in the Plan; (f) all Holders of Claims that abstain from voting on this Plan and who affirmatively opt in to releases provided in the Plan; (g) all Holders of Claims that vote to reject this Plan and who affirmatively opt in to the releases provided in the Plan; and (h) with respect to each of the foregoing Entities in clauses (a) through (g), each such Entity's Representatives for which such Entity is legally entitled to bind such Representatives to the releases contained in the Plan under applicable non-bankruptcy law solely with respect to claims that such Representatives could have legally asserted on behalf of such Entities in clauses (a) through (g).

The "Exculpated Parties," as defined in the Plan, means, collectively, and in each case in its capacity as such: (a) the Debtors; (b) Paul S. Walsh, Robert L. Berner III, Mark W.B. Harms, Candice Koederitz, Jon Moramarco, Timothy Proctor, Lisa M. Schnorr, Ivona Smith, Steven Strom, Seth Kaufman, Kristina Johnston, Amir Sadr, Cole Boyer, Holly Hawkins, Rodrigo de Oliveira and Ryan Watson, each in their capacities as officers and directors of the Debtors; (c) the Creditors' Committee and its members, solely in their capacity as such; and (d) any Professional employed in the Chapter 11 Cases pursuant to a Final Order.

"Representatives," as defined in the Plan means, with respect to any Person or Entity, any current and former subsidiaries, officers, directors, managers, principals, members (excluding, for the avoidance of doubt, holders of Class 5 Interests in VWE), agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives and other professionals of such Person or Entity.

Exhibit 2

Publication Notice

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

In re:	:	Chapter 11
	:	
Meier's Wine Cellars Acquisition, LLC, <u>et al.</u> , ¹	:	Case No. 24-11575 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Obj. Deadline: February 19, 2025 at 4:00 p.m. (ET)
	:	Hearing Date: February 26, 2025 at 2:00 p.m. (ET)
	:	
	:	

PUBLICATION NOTICE

TO ALL PARTIES IN INTEREST:

PLEASE TAKE NOTICE THAT:

1. **Conditional Approval of Disclosure Statement.** On November 22 2024, the above captioned Debtors (the "Debtors")² filed the *Disclosure Statement for Joint Plan of Liquidation for the Debtors* (Docket No. 562) (as may be amended, modified, or supplemented, the "Disclosure Statement") and related *Joint Plan of Liquidation for the Debtors* (Docket No. 561) (as may be amended, modified, or supplemented, the "Plan"). On January [], 2025, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an order approving the Disclosure Statement on a conditional basis.

2. **Combined Hearing.** A hearing to consider final approval of the Disclosure Statement and confirmation of the Plan, and any objections thereto (the "Combined Hearing") has been scheduled before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801, on **February 26, 2025 at 2:00 p.m. (prevailing Eastern Time)**, or on such date and time as is convenient to the Court. The Combined Hearing may be adjourned or continued from time to time by the Bankruptcy

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. porate(CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

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

Court or the Debtors, and in the latter case, in its reasonable business judgment and after consulting with (i) the legal and financial advisors for BMO, in its capacity as DIP Agent and Prepetition Agent and (ii) the legal and financial advisors for the Creditors' Committee, without further notice other than adjournments announced in open court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court. The Plan may be modified, if necessary, prior to, during, or as a result of the Combined Hearing.

3. ***Voting Record Date.*** The following Holders of Claims against the Debtors as of January 14, 2025 (the "Voting Record Date") are entitled to vote (or provisionally vote) on the Plan:

Class	Description
Class 2	Prepetition Secured Lender Claims
Class 4	General Unsecured Claims

4. ***Voting Deadline.*** All votes (or provisional votes) to accept or reject the Plan must be **actually received** by the Debtors' voting and tabulation agent, Epiq Corporate Restructuring, LLC ("Epiq"), by no later than **February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)** (the "Voting Deadline"). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

5. ***Parties in Interest Not Entitled to Vote.*** Holders of unimpaired Claims in classes deemed to accept the Plan are not entitled to vote and will not receive a ballot. In addition, Holders of impaired Claims and/or Interests in classes deemed to reject the Plan are not entitled to vote and will not receive a ballot.

6. ***Releases.*** Please be advised that the Plan contains various releases, exculpation, and injunction provisions that may affect your rights.

**A COPY OF THE PLAN CAN BE FOUND AT:
[HTTPS://DM.EPIQ11.COM/CASE/VINTAGEWINE.](https://dm.epiq11.com/case/vintagewine)**

YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE INJUNCTION, RELEASE, AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MAY BE AFFECTED. IF YOU VOTE TO ACCEPT THE PLAN, YOU MAY BE DEEMED TO HAVE CONSENTED TO THE RELEASES CONTAINED IN ARTICLE VII OF THE PLAN. IF YOU ABSTAIN OR VOTE TO REJECT THE PLAN AND OPT-IN TO THE THIRD PARTY RELEASE YOU SHALL BE A "RELEASING PARTY" UNDER THE PLAN.

7. ***Objections.*** The deadline to object or respond to final approval of the Disclosure Statement and confirmation of the Plan (including objections to the releases and exculpation provisions provided therein) is **February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline").

8. Objections and responses must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) set forth the name of the objecting party and the nature and amount of Claims or Interests held or asserted by the objecting party against the Debtors' estate or property; (iv) provide the basis for the objection and the specific grounds therefor, and provide proposed language that, if accepted and incorporated by the Debtors, would obviate such objection; and (v) be filed, together with proof of service.

9. Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the United States Bankruptcy Court Clerk's Office, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 to the attention of the chambers of the Honorable Mary F. Walrath, United States Bankruptcy Judge.

Any objections or responses must be served so that they are **actually received** by the following parties:

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***Attorneys to the DIP Agent and
Prepetition Agent***

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Attorneys to the Creditors' Committee

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Office of the U.S. Trustee

Office of the U.S. Trustee for the District of
Delaware
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Attn: Jane Leamy, Esq
Email: jane.leafy@usdoj.gov

**10. IF OBJECTIONS ARE NOT FILED AND SERVED STRICTLY AS
PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM
OBJECTING TO FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND
CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE COMBINED
HEARING.**

11. ***Additional Information.*** Any party in interest wishing to obtain a copy of the Disclosure Statement and Plan should contact Epiq, the Debtors' solicitation agent by: (i) visiting <https://dm.epiqll.com/case/vintagewine>; (ii) emailing the Claims and Noticing Agent at VintageWine@epiqglobal.com; or (iii) calling (888) 850-7237. In addition, the Disclosure

Statement and Plan are on file with the Bankruptcy Court and may be reviewed by accessing the Bankruptcy Court's website: www.deb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court's website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov. Copies of the Disclosure Statement and Plan may also be examined by interested parties during normal business hours at the office of the Clerk of the Bankruptcy Court.

Dated: January [●], 2025
Wilmington, Delaware

Respectfully submitted,

/s/

Daniel J. DeFranceschi (No. 2732)
Michael J. Merchant (No. 3854)
Zachary I. Shapiro (No. 5103)
Matthew P. Milana (No. 6681)
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- and -

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Counsel for Debtors and Debtors in Possession

Exhibit 3-1

Form of Class 2 Ballot

PREPETITION SECURED LENDER CLAIMS BALLOT

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

In re:	:	Chapter 11
	:	
Meier's Wine Cellars Acquisition, LLC,	:	Case No. 24-11575 (MFW)
<u>et al.</u> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	

**BALLOT FOR ACCEPTING OR REJECTING THE
JOINT PLAN OF LIQUIDATION FOR THE DEBTORS**

CLASS 2 (PREPETITION SECURED LENDER CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT
THIS BALLOT MUST BE ACTUALLY RECEIVED BY FEBRUARY 19, 2025 AT 4:00
P.M. (PREVAILING EASTERN TIME) (THE "VOTING DEADLINE")**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have sent this Ballot to you because our records indicate that you are a holder of a Class 2 Claim (Prepetition Secured Lender Claims) as of January 14, 2025 (the "Voting Record Date"), and

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. porate(CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

accordingly, you have a right to vote to accept or reject the *Joint Plan of Liquidation for the Debtors* (Docket No. 561) (as may be amended, modified, or supplemented, the "Plan").²

Your rights are described in the Debtors' *Disclosure Statement for Joint Plan of Liquidation for the Debtors*, and all exhibits related thereto (Docket No. 562) (as may be amended, modified, or supplemented, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, and the Confirmation Hearing Notice contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact Epiq Corporate Restructuring, LLC, the voting agent retained by the Debtors in these chapter 11 cases ("Epiq"), by: (i) visiting <https://dm.epiq11.com/case/vintagewine>; (ii) emailing the Claims and Noticing Agent at VintageWine@epiqglobal.com; or (iii) calling (888) 850-7237. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

The Bankruptcy Court has conditionally approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. The Bankruptcy Court's conditional approval of the Disclosure 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 Epiq at the address or telephone number 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 2 under the Plan.

If Epiq does not receive your Ballot on or before the Voting Deadline, which is **February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)**, and if the Voting Deadline is not extended, your vote will not count. **If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you vote.** You may submit your Ballot through Epiq's online electronic balloting portal (the "E-Ballot Portal") or by returning this paper Ballot.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order (I) Conditionally Approving the Disclosure Statement; (II) Establishing Solicitation, Voting, and Tabulation Procedures; (III) Scheduling a Combined Hearing; (IV) Establishing Notice and Objection Procedures for Final Approval of Disclosure Statement and Confirmation of Plan; And (V) Granting Related Relief* (the "Disclosure Statement Order"), as applicable, or as the context otherwise requires.

If Submitting Your Vote through the E-Ballot Portal

Epiq will accept Ballots if properly completed through the E-Ballot Portal. To submit your Ballot via the E-Balloting Portal, visit <https://dm.epiq11.com/case/vintagewine>, click on the "File a Ballot" section of the Debtors' website and follow the instructions to submit your Ballot.

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

Unique E-Ballot ID#: _____

Epiq's E-Ballot Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the E-Balloting Portal should NOT also submit a paper Ballot.

If your Ballot is not received by Epiq on or before the Voting Deadline, and such Voting Deadline is not extended by the Debtors as noted above, your vote will not be counted.

If by First-Class Mail:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
P.O. Box 4422
Beaverton, OR 97076-4422

If by Overnight Courier or Overnight Mail:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
10300 SW Allen Boulevard
Beaverton, OR 97005

Item 1. Treatment of Your Class 2 (Prepetition Secured Lender Claims) Claim.

Each Holder of an Allowed Prepetition Secured Lender Claim will receive its Pro Rata share of the Secured Lender Distribution.

For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.

Item 2. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, **January 14, 2025**, the undersigned was the holder of a Class 2 Claim (Prepetition Secured Lender Claims) in the following principal amount(s) (insert amount in box below) for voting:

Amount of Claim ³ : \$ _____ Debtor: _____
--

Item 3. Vote on Plan

The holder of a Class 2 Claim (Prepetition Secured Lender Claims) against the Debtors set forth in Item 2 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
---	---

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.

If no holders of Class 2 (Prepetition Secured Lender Claims) Claims eligible to vote to accept or reject the Plan vote on the Plan, then the Plan will be deemed accepted by Class 2.

THE SECURED PARTIES, INCLUDING THE HOLDERS OF CLASS 2 PREPETITION SECURED LENDER CLAIMS, ARE DEFINED AS "RELEASING PARTIES" UNDER THE PLAN. ACCORDINGLY, REGARDLESS OF WHETHER YOU VOTE TO ACCEPT OR REJECT THE PLAN, YOU SHALL BE DEEMED A "RELEASING PARTY" THAT HAS

³ For voting purposes only. Subject to Tabulation Rules.

AGREED TO PROVIDE THE THIRD PARTY RELEASES OF THE RELEASED PARTIES⁴ SET FORTH IN ARTICLE VII.F.3.B OF THE PLAN. SECURED PARTIES, INCLUDING THE HOLDERS OF CLASS 2 PREPETITION SECURED LENDER CLAIMS, WILL ALSO BE DEEMED A "RELEASED PARTY" UNDER THE PLAN AND THEREFORE RECEIVE THE BENEFIT OF THE RELEASES PROVIDED UNDER ARTICLES VII.F.3.A (DEBTOR RELEASES) AND VII.F.3.B (THIRD PARTY RELEASES) OF THE PLAN

As noted above, Articles VII.F.3.a (Debtor Releases) and VII.F.3.b (Third Party Releases) of the Plan provide, in relevant part, as follows:

a. Releases by the Debtors

On and after the Effective Date, each Released Party is deemed released and discharged by the Debtors and their Estates from any and all Claims and Causes of Action, including any derivative claims asserted on behalf of the Debtors, that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other

⁴ "Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtor Related Parties.

The "Debtor Related Parties" means Paul S. Walsh, Robert L. Berner III, Mark W.B. Harms, Candice Koederitz, Jon Moramarco, Timothy Proctor, Lisa M. Schnorr, Ivona Smith, Steven Strom, Seth Kaufman, Kristina Johnston, Amir Sadr, Cole Boyer, Holly Hawkins, Rodrigo de Oliveira, Ryan Watson, the Debtors' current accountants, auditors, investment bankers, consultants, representatives, and other professionals and advisors, who served in such roles as of October 31, 2024; and (i) each of their respective affiliated investment funds or investment vehicles, managed accounts or funds, assigns, subsidiaries, Affiliates, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, employees, agents, trustees, advisory board members, financial advisors, attorneys (including any other attorneys or professionals retained by any current director or special committee member or manager in his or her capacity as director or manager of an Entity) and (ii) any such Person's or Entity's respective heirs, executors, estates, and nominees. For the avoidance of doubt, and notwithstanding anything herein to the contrary, Debtor Related Parties shall not include Patrick Roney, Jonathan Sebastiani, Moss Adams LLP (including any affiliates and subsidiaries) and Cherry Bekaert LLP (including any affiliates and subsidiaries).

related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.a: (i) do not release any post-Effective Date obligations of any party or Entity under (A) this Plan, (B) any Dissolution Transaction, or (C) any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under this Plan.

For the avoidance of doubt, and notwithstanding anything herein to the contrary, Claims and Causes of Action against Patrick Roney, Jonathan Sebastiani, Moss Adams LLP (including any affiliates and subsidiaries) and Cherry Bekaert LLP (including any affiliates and subsidiaries) shall not fall within the scope of any releases contained herein.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

b. Releases by Holders of Claims

As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.b: (i) do not release any post-Effective Date obligations of any party or Entity under (A) this Plan, (B) any Dissolution Transaction, or (C) any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under this Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

Item 4. Certifications

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

1. that as of the Voting Record Date, the undersigned is either: (a) the Entity that is the holder of the Class 2 (Prepetition Secured Lender Claims) Claim(s) being voted; or (b) the Entity that is an authorized signatory for an Entity that is a holder of the Class 2 (Prepetition Secured Lender Claims) Claim(s) being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, the Disclosure Statement Order and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class 2 (Prepetition Secured Lender Claims) Claims;
4. that no other Ballots with respect to the amount of the Class 2 (Prepetition Secured Lender Claims) Claim(s) identified in Item 2 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Class 2 (Prepetition Secured Lender Claims) Claim(s);
6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Claims in such Class and (b) any Class of Claims that does not have a holder of an Allowed Claim or a Claim temporarily allowed by the Bankruptcy Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and

8. that the Entity acknowledges and agrees that the Debtors may make conforming changes to the Plan as may be reasonably necessary; *provided*, that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

Name of Holder: _____
(Please print or type)

Signature: _____

Name of Signatory: _____
(If other than Holder)⁵

Title: _____

Address: _____

Telephone No.: _____

E-Mail Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 4:00 P.M. PREVAILING EASTERN TIME ON FEBRUARY 19, 2025.

⁵ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the "**Ballot Instructions**") but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, as applicable.
2. The Bankruptcy Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. Epiq's "E-Ballot" platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted. To have your vote counted, you must electronically complete, sign, and return this customized Ballot by utilizing the E-Ballot platform on Epiq's website. Your Ballot must be received by Epiq no later than the Voting Deadline, unless such time is extended by the Debtors.

HOLDERS ARE STRONGLY ENCOURAGED TO SUBMIT THEIR BALLOTS VIA THE E-BALLOT PLATFORM.

4. If you prefer to return a hard copy of your Ballot, you may return it in the enclosed preaddressed, postage prepaid envelope or via first-class mail to:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
P.O. Box 4422
Beaverton, OR 97076-4422

or via overnight courier or hand delivery to:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
10300 SW Allen Boulevard
Beaverton, OR 97005

5. 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) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope or in a method provided herein. The Voting Deadline for the receipt of Ballots by Epiq is **4:00 p.m. (prevailing Eastern Time) on February 19, 2025**. Your completed Ballot must be received by Epiq on or before the Voting Deadline.
6. Except as otherwise provided herein or unless waived by the Debtors or permitted by order of the Bankruptcy Court, unless the Ballots being furnished is timely submitted on or prior to the Voting Deadline, the Debtors shall reject such Ballot as invalid and, therefore, decline to count it in connection with confirmation of the Proposed Plan.

7. If you cast more than one Ballot voting the same Claim(s) before the Voting Deadline, the last valid Ballot received on or before the Voting Deadline shall be deemed to reflect your intent, and thus, supersede any prior Ballot.
8. If you cast a Ballot that is properly completed, executed and timely returned to Epiq, but does not indicate either an acceptance or rejection of the Plan, the Ballot will not be counted.
9. If you cast a Ballot that is properly completed, executed and timely returned to Epiq, but indicates both an acceptance and a rejection of the Plan, the Ballot will not be counted.
10. You shall be deemed to have voted the full amount of your Claim in Class 2 and shall not be entitled to split your vote. Any Ballot that partially accepts and partially rejects the Plan will not be counted.
11. If you cast Ballots received by Epiq on the same day, but which are voted inconsistently, such Ballots will not be counted.
12. The following Ballots shall not be counted:
 - (i) Any Ballot received after the Voting Deadline, unless the Debtors shall have granted an extension of the Voting Deadline in writing with respect to such Ballot;
 - (ii) Any Ballot that is illegible or contains insufficient information to permit the identification of the Claim holder;
 - (iii) Any Ballot cast by a person or entity that does not hold a Claim in the Voting Class;
 - (iv) Any Ballot cast by a person who is not entitled to vote, even if such individual holds a Claim in a Voting Class;
 - (v) Any unsigned Ballot;
 - (vi) Any Ballot which the Bankruptcy Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code; or
 - (vii) Any Ballot transmitted to Epiq by means not specifically approved herein.
13. 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 Epiq, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, you should provide their 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.

14. The Debtors, subject to contrary order of the Bankruptcy Court, may waive any defect or irregularity as to any particular Ballot at any time, either before or after the close of voting, and any such waiver shall be documented in the Voting Certification.
15. Neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Certification, nor will any of them incur any liability for failure to provide such notification.
16. Unless waived by the Debtors, subject to contrary order of the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
17. 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 Claim, and neither the Debtors nor Epiq will accept delivery of any such certificates or instruments surrendered together with a Ballot.
18. 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.
19. If you believe you have received the wrong Ballot, you should contact Epiq immediately at (888) 850-7237 or by email to VintageWine@epiqglobal.com and include "Meier's Wine Cellars Acquisition, LLC" in the subject line.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT EPIQ AT (888) 850-7237

Exhibit 3-2

Form Class 4 Ballot (Prepetition Secured Lender Deficiency Claims)

PREPETITION SECURED LENDER DEFICIENCY CLAIMS IN CLASS 4

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

In re:	:	Chapter 11
	:	
Meier's Wine Cellars Acquisition, LLC,	:	Case No. 24-11575 (MFW)
<u>et al.</u> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	

**BALLOT FOR ACCEPTING OR REJECTING THE
JOINT PLAN OF LIQUIDATION FOR THE DEBTORS**

PREPETITION SECURED LENDER DEFICIENCY CLAIMS IN CLASS 4

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT
THIS BALLOT MUST BE ACTUALLY RECEIVED BY FEBRUARY 19, 2025 AT
4:00 P.M. (PREVAILING EASTERN TIME) (THE "VOTING DEADLINE")**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have sent this Ballot to you because our records indicate that you are a holder of a Prepetition Secured Lender Deficiency Claim in Class 4 as of January 14, 2025 (the "Voting Record Date"), and accordingly, you have a right to vote to accept or reject the *Joint Plan of Liquidation for the Debtors* (Docket No. 561) (as may be amended, modified or supplemented, the "Plan").²

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. porate(CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order (I) Conditionally Approving the Disclosure Statement; (II) Establishing Solicitation, Voting, and Tabulation Procedures; (III) Scheduling a Combined Hearing; (IV) Establishing Notice and Objection Procedures for Final Approval of Disclosure Statement and Confirmation of Plan; And (V) Granting Related Relief* (the "Disclosure Statement Order"), as applicable, or as the context otherwise requires.

Your rights are described in the Debtors' *Disclosure Statement for Joint Plan of Liquidation for the Debtors*, and all exhibits related thereto (Docket No. 562) (as may be amended, modified, or supplemented, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, the Creditors' Committee's letter in support of confirmation of the Plan, and the Confirmation Hearing Notice contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact Epiq Corporate Restructuring, LLC, the voting agent retained by the Debtors in these chapter 11 cases ("Epiq"), by: (1) visiting <https://dm.epiq11.com/case/vintagewine>; (2) emailing the Claims and Noticing Agent at VintageWine@epiqglobal.com; or (3) calling (888) 850-7237. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

The Bankruptcy Court has conditionally approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. The Bankruptcy Court's conditional approval of the Disclosure 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 Epiq at the address or telephone number 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 under the Plan.

If Epiq does not receive your Ballot on or before the Voting Deadline, which is **February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)**, and if the Voting Deadline is not extended, your vote will not count. **If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you vote.** You may submit your Ballot through Epiq's online electronic balloting portal (the "E-Ballot Portal") or by returning this paper Ballot.

If Submitting Your Vote through the E-Ballot Portal

Epiq will accept Ballots if properly completed through the E-Ballot Portal. To submit your Ballot via the E-Balloting Portal, visit <https://dm.epiq11.com/case/vintagewine>, click on the "File a Ballot" section of the Debtors' website and follow the instructions to submit your Ballot.

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

Unique E-Ballot ID#: _____

Epiq's E-Ballot Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the E-Balloting Portal should NOT also submit a paper Ballot.

If your Ballot is not received by Epiq on or before the Voting Deadline, and such Voting Deadline is not extended by the Debtors as noted above, your vote will not be counted.

If by First-Class Mail:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
P.O. Box 4422
Beaverton, OR 97076-4422

If by Overnight Courier or Overnight Mail:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
10300 SW Allen Boulevard
Beaverton, OR 97005

Item 1. Treatment of Your Prepetition Secured Lender Deficiency Claim in Class 4.

Each Holder of an Allowed Claim in Class 4 shall receive a Pro Rata Distribution of the proceeds of the Liquidation Trust Assets (including any Cash remaining in the Liquidation Trust Funding Reserve after payment in full of the Liquidation Trust Expenses, Allowed Administrative Expense Claims, Allowed Priority Tax Claims and Allowed Priority Claims); provided that Holders of Allowed General Unsecured Claims (other than Holders of Allowed Prepetition Secured Lender Deficiency Claims) shall receive and share on a Pro Rata basis Distributions equal, in the aggregate, to \$1,000,000 before any Distributions are made to Holders of Allowed Prepetition Secured Lender Deficiency Claims; provided further that any Distributions to Holders of Allowed Claims in Class 4 in excess of \$1,000,000 shall be shared on a Pro Rata basis with all Holders of Allowed Claims in Class 4 (including Holders of Allowed Prepetition Secured Lender Deficiency Claims).

For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.

Item 2. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, **January 14, 2025**, the undersigned was the holder of a Prepetition Secured Lender Deficiency Claim in Class 4 in the following principal amount(s) (insert amount in box below) for voting:

Amount of Claim ³ : \$ _____ Debtor: _____
--

Item 3. Vote on Plan

The holder of a Prepetition Secured Lender Deficiency Claim in Class 4 against the Debtors set forth in Item 2 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
---	---

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.

³ For voting purposes only. Subject to Tabulation Rules.

If no holders of Class 4 Claims eligible to vote to accept or reject the Plan vote on the Plan, then the Plan will be deemed accepted by Class 4.

THE SECURED PARTIES, INCLUDING THE HOLDERS OF PREPETITION SECURED LENDER DEFICIENCY CLAIMS IN CLASS 4, ARE DEFINED AS "RELEASING PARTIES" UNDER THE PLAN. ACCORDINGLY, REGARDLESS OF WHETHER YOU VOTE TO ACCEPT OR REJECT THE PLAN, YOU SHALL BE DEEMED A "RELEASING PARTY" THAT HAS AGREED TO PROVIDE THE THIRD PARTY RELEASES OF THE RELEASED PARTIES⁴ SET FORTH IN ARTICLE VII.F.3.B OF THE PLAN. SECURED PARTIES, INCLUDING THE HOLDERS OF PREPETITION SECURED LENDER DEFICIENCY CLAIMS IN CLASS 4, WILL ALSO BE DEEMED A "RELEASED PARTY" UNDER THE PLAN AND THEREFORE RECEIVE THE BENEFIT OF THE RELEASES PROVIDED UNDER ARTICLES VII.F.3.A (DEBTOR RELEASES) AND VII.F.3.B (THIRD PARTY RELEASES) OF THE PLAN.

Articles VII.F.3.a (Debtor Releases) and VII.F.3.b (Third Party Releases) of the Plan provide, in relevant part, as follows:

a. Releases by the Debtors

On and after the Effective Date, each Released Party is deemed released and discharged by the Debtors and their Estates from any and all Claims and Causes of Action, including any derivative claims asserted on behalf of the Debtors, that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court

⁴ "Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtor Related Parties.

The "Debtor Related Parties" means Paul S. Walsh, Robert L. Berner III, Mark W.B. Harms, Candice Koederitz, Jon Moramarco, Timothy Proctor, Lisa M. Schnorr, Ivona Smith, Steven Strom, Seth Kaufman, Kristina Johnston, Amir Sadr, Cole Boyer, Holly Hawkins, Rodrigo de Oliveira, Ryan Watson, the Debtors' current accountants, auditors, investment bankers, consultants, representatives, and other professionals and advisors, who served in such roles as of October 31, 2024; and (i) each of their respective affiliated investment funds or investment vehicles, managed accounts or funds, assigns, subsidiaries, Affiliates, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, employees, agents, trustees, advisory board members, financial advisors, attorneys (including any other attorneys or professionals retained by any current director or special committee member or manager in his or her capacity as director or manager of an Entity) and (ii) any such Person's or Entity's respective heirs, executors, estates, and nominees. For the avoidance of doubt, and notwithstanding anything herein to the contrary, Debtor Related Parties shall not include Patrick Roney, Jonathan Sebastiani, Moss Adams LLP (including any affiliates and subsidiaries) and Cherry Bekaert LLP (including any affiliates and subsidiaries).

restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.a: (i) do not release any post-Effective Date obligations of any party or Entity under (A) this Plan, (B) any Dissolution Transaction, or (C) any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under this Plan.

For the avoidance of doubt, and notwithstanding anything herein to the contrary, Claims and Causes of Action against Patrick Roney, Jonathan Sebastiani, Moss Adams LLP (including any affiliates and subsidiaries) and Cherry Bekaert LLP (including any affiliates and subsidiaries) shall not fall within the scope of any releases contained herein.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

b. Releases by Holders of Claims

As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11

Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.b: (i) do not release any post-Effective Date obligations of any party or Entity under (A) this Plan, (B) any Dissolution Transaction, or (C) any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under this Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

Item 4. Certifications

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

1. that as of the Voting Record Date, the undersigned is either: (a) the Entity THAT is the holder of the Prepetition Secured Lender Deficiency Claim(s) in Class 4 being voted; or (b) the Entity THAT is an authorized signatory for an Entity that is a holder of the Prepetition Secured Lender Deficiency Claim(s) in Class 4 being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, the Disclosure Statement Order and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Prepetition Secured Lender Deficiency Claim(s) in Class 4;
4. that no other Ballots with respect to the amount of the Prepetition Secured Lender Deficiency Claim(s) in Class 4 identified in Item 2 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Prepetition Secured Lender Deficiency Claim(s) in Class 4;

6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Claims in such Class; and (b) any Class of Claims that does not have a holder of an Allowed Claim or a Claim temporarily allowed by the Bankruptcy Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and
8. that the Entity acknowledges and agrees that the Debtors may make conforming changes to the Plan as may be reasonably necessary; *provided*, that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

Name of Holder: _____
(Please print or type)

Signature: _____

Name of Signatory: _____
(If other than Holder)⁵

Title: _____

Address: _____

Telephone No.: _____

E-Mail Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 4:00 P.M. PREVAILING EASTERN TIME ON FEBRUARY 19, 2025.

⁵ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the "**Ballot Instructions**") but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Bankruptcy Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. Epiq's "E-Ballot" platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted. To have your vote counted, you must electronically complete, sign, and return this customized Ballot by utilizing the E-Ballot platform on Epiq's website. Your Ballot must be received by Epiq no later than the Voting Deadline, unless such time is extended by the Debtors.

HOLDERS ARE STRONGLY ENCOURAGED TO SUBMIT THEIR BALLOTS VIA THE E-BALLOT PLATFORM.

4. If you prefer to return a hard copy of your Ballot, you may return it in the enclosed preaddressed, postage prepaid envelope or via first-class mail to:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
P.O. Box 4422
Beaverton, OR 97076-4422

or via overnight courier or hand delivery to:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
10300 SW Allen Boulevard
Beaverton, OR 97005

5. 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) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope or in a method provided herein. The Voting Deadline for the receipt of Ballots by Epiq is **4:00 p.m. (prevailing Eastern Time) on February 19, 2025**. Your completed Ballot must be received by Epiq on or before the Voting Deadline.
6. Except as otherwise provided herein or unless waived by the Debtors or permitted by order of the Bankruptcy Court, unless the Ballots being furnished is timely submitted on or prior to the Voting Deadline, the Debtors shall reject such Ballot as invalid and, therefore, decline to count it in connection with confirmation of the Proposed Plan.

7. If you cast more than one Ballot voting the same Claim(s) before the Voting Deadline, the last valid Ballot received on or before the Voting Deadline shall be deemed to reflect your intent, and thus, supersede any prior Ballot.
8. If you cast a Ballot that is properly completed, executed and timely returned to Epiq, but does not indicate either an acceptance or rejection of the Plan, the Ballot will not be counted.
9. If you cast a Ballot that is properly completed, executed, and timely returned to Epiq, but indicates both an acceptance and a rejection of the Plan, the Ballot will not be counted.
10. You shall be deemed to have voted the full amount of your Claim in Class 4 and shall not be entitled to split your vote. Any Ballot that partially accepts and partially rejects the Plan will not be counted.
11. If you cast Ballots received by Epiq on the same day, but which are voted inconsistently, such Ballots will not be counted.
12. The following Ballots shall not be counted:
 - (i) Any Ballot received after the Voting Deadline, unless the Debtors shall have granted an extension of the Voting Deadline in writing with respect to such Ballot;
 - (ii) Any Ballot that is illegible or contains insufficient information to permit the identification of the Claim holder;
 - (iii) Any Ballot cast by a person or entity that does not hold a Claim in the Voting Class;
 - (iv) Any Ballot cast by a person who is not entitled to vote, even if such individual holds a Claim in a Voting Class;
 - (v) Any unsigned Ballot;
 - (vi) Any Ballot which the Bankruptcy Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code; or
 - (vii) Any Ballot transmitted to Epiq by means not specifically approved herein.
13. 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 Epiq, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, you should provide their

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.

14. The Debtors, subject to contrary order of the Bankruptcy Court, may waive any defect or irregularity as to any particular Ballot at any time, either before or after the close of voting, and any such waiver shall be documented in the Voting Certification.
15. Neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Certification, nor will any of them incur any liability for failure to provide such notification.
16. Unless waived by the Debtors, subject to contrary order of the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
17. 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 Claim, and neither the Debtors nor Epiq will accept delivery of any such certificates or instruments surrendered together with a Ballot.
18. 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.
19. If you believe you have received the wrong Ballot, you should contact Epiq immediately at (888) 850-7237 or by email to VintageWine@epiqglobal.com and include "Meier's Wine Cellars Acquisition, LLC" in the subject line.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT EPIQ AT (888) 850-7237

Exhibit 3-3

**Form Class 4 Ballot (General Unsecured Claims Other Than Prepetition Secured Lender
Deficiency Claims)**

**GENERAL UNSECURED CLAIMS OTHER THAN
PREPETITION SECURED LENDER DEFICIENCY CLAIMS**

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

In re:	:	Chapter 11
	:	
Meier's Wine Cellars Acquisition, LLC,	:	Case No. 24-11575 (MFW)
<u>et al.</u> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	

**BALLOT FOR ACCEPTING OR REJECTING THE
JOINT PLAN OF LIQUIDATION FOR THE DEBTORS**

**CLASS 4 (General Unsecured Claims Other Than Prepetition Secured Lender
Deficiency Claims)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT
THIS BALLOT MUST BE ACTUALLY RECEIVED BY FEBRUARY 19, 2025 AT
4:00 P.M. (PREVAILING EASTERN TIME) (THE "VOTING DEADLINE")**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have sent this Ballot to you because our records indicate that you are a holder of a Class 4 (General Unsecured Claims)² Claim as of January 14, 2025 (the "Voting Record Date"), and accordingly,

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. porate(CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

² This Ballot is being sent to the Holders of General Unsecured Claims in Class 4 *other than the Holders of Prepetition Secured Lender Deficiency Claims*. If you are the Holder of a Prepetition Secured Lender Deficiency Claim in Class 4 that is entitled to vote on the Plan, you should have received a separate Ballot in order to vote your Claim(s) in Class 4. If you have any questions regarding this Ballot or the voting procedures, please contact Epiq immediately at (888) 850-7237.

you have a right to vote to accept or reject the *Joint Plan of Liquidation for the Debtors* (Docket No. 561) (as may be amended, modified, or supplemented, the "Plan").³

Your rights are described in the Debtors' *Disclosure Statement for Joint Plan of Liquidation for the Debtors*, and all exhibits related thereto (Docket No. 562) (as may be amended, modified, or supplemented, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, the Creditors' Committee's letter in support of confirmation of the Plan, and the Confirmation Hearing Notice contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact Epiq Corporate Restructuring, LLC, the voting agent retained by the Debtors in these chapter 11 cases ("Epiq"), by: (i) visiting <https://dm.epiq11.com/case/vintagewine>; (ii) emailing the Claims and Noticing Agent at VintageWine@epiqglobal.com; or (iii) calling (888) 850-7237. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

The Bankruptcy Court has conditionally approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. The Bankruptcy Court's conditional approval of the Disclosure 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 Epiq at the address or telephone number 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 under the Plan.

If Epiq does not receive your Ballot on or before the Voting Deadline, which is **February 19, 2025 at 4:00 p.m. (prevailing Eastern Time)**, and if the Voting Deadline is not extended, your vote will not count. **If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you vote.** You may submit your Ballot through Epiq's online electronic balloting portal (the "E-Ballot Portal") or by returning this paper Ballot.

³ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order (I) Conditionally Approving the Disclosure Statement; (II) Establishing Solicitation, Voting, and Tabulation Procedures; (III) Scheduling a Combined Hearing; (IV) Establishing Notice and Objection Procedures for Final Approval of Disclosure Statement and Confirmation of Plan; And (V) Granting Related Relief* (the "Disclosure Statement Order"), as applicable, or as the context otherwise requires.

If Submitting Your Vote through the E-Ballot Portal

Epiq will accept Ballots if properly completed through the E-Ballot Portal. To submit your Ballot via the E-Balloting Portal, visit <https://dm.epiq11.com/case/vintagewine>, click on the "File a Ballot" section of the Debtors' website and follow the instructions to submit your Ballot.

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

Unique E-Ballot ID#: _____

Epiq's E-Ballot Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the E-Balloting Portal should NOT also submit a paper Ballot.

If your Ballot is not received by Epiq on or before the Voting Deadline, and such Voting Deadline is not extended by the Debtors as noted above, your vote will not be counted.

If by First-Class Mail:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
P.O. Box 4422
Beaverton, OR 97076-4422

If by Overnight Courier or Overnight Mail:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
10300 SW Allen Boulevard
Beaverton, OR 97005

Item 1. Treatment of Your Class 4 (General Unsecured Claims) Claim.

Each Holder of an Allowed Claim in Class 4 shall receive a Pro Rata Distribution of the proceeds of the Liquidation Trust Assets (including any Cash remaining in the Liquidation Trust Funding Reserve after payment in full of the Liquidation Trust Expenses, Allowed Administrative Expense Claims, Allowed Priority Tax Claims and Allowed Priority Claims); provided that Holders of Allowed General Unsecured Claims (other than Holders of Allowed Prepetition Secured Lender Deficiency Claims) shall receive and share on a Pro Rata basis Distributions equal, in the aggregate, to \$1,000,000 before any Distributions are made to Holders of Allowed Prepetition Secured Lender Deficiency Claims; provided further that any Distributions to Holders of Allowed Claims in Class 4 in excess of \$1,000,000 shall be shared on a Pro Rata basis with all Holders of Allowed Claims in Class 4 (including Holders of Allowed Prepetition Secured Lender Deficiency Claims).

For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.

Item 2. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, **January 14, 2025**, the undersigned was the holder of a Class 4 (General Unsecured Claims) Claim in the following principal amount(s) (insert amount in box below) for voting:

Amount of Claim ⁴ : \$ _____ Debtor: _____
--

Item 3. Vote on Plan

The holder of a Class 4 (General Unsecured Claims) Claim against the Debtors set forth in Item 2 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
---	---

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.

⁴ For voting purposes only. Subject to Tabulation Rules.

If no holders of Class 4 (General Unsecured Claims) Claims eligible to vote to accept or reject the Plan vote on the Plan, then the Plan will be deemed accepted by Class 4.

HOLDERS OF CLASS 4 (GENERAL UNSECURED CLAIMS) CLAIMS THAT VOTE TO ACCEPT THE PLAN AND OPT-IN TO THE THIRD PARTY RELEASES, VOTE TO REJECT THE PLAN AND OPT-IN TO THE THIRD PARTY RELEASES, OR ABSTAIN FROM VOTING ON THE PLAN AND OPT-IN TO THE THIRD PARTY RELEASES SHALL, IN EACH CASE, BE DEEMED "RELEASING PARTIES" UNDER THE PLAN. ACCORDINGLY, BY OPTING IN TO THE THIRD PARTY RELEASES BELOW, YOU ARE AGREEING TO PROVIDE THE THIRD PARTY RELEASES OF THE RELEASED PARTIES⁵ SET FORTH IN ARTICLE VII.F.3.B OF THE PLAN.

Item 4. Election to Opt-In to the Release of the Released Parties, including certain third parties, in Section VII.F.3 of the Plan (the "Third Party Release").

IF YOU VOTE TO ACCEPT THE PLAN AND OPT-IN TO THE THIRD PARTY RELEASES, VOTE TO REJECT THE PLAN AND OPT-IN TO THE THIRD PARTY RELEASES, OR ABSTAIN FROM VOTING ON THE PLAN AND OPT-IN TO THE THIRD PARTY RELEASES, YOU SHALL BE A "RELEASING PARTY" UNDER THE PLAN AND, ACCORDINGLY, ARE AGREEING TO PROVIDE THE THIRD PARTY RELEASE IN ARTICLE VII.F.3.B OF THE PLAN (WHICH IS EXCERPTED BELOW).⁶

⁵ "Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtor Related Parties.

The "Debtor Related Parties" means Paul S. Walsh, Robert L. Berner III, Mark W.B. Harms, Candice Koederitz, Jon Moramarco, Timothy Proctor, Lisa M. Schnorr, Ivona Smith, Steven Strom, Seth Kaufman, Kristina Johnston, Amir Sadr, Cole Boyer, Holly Hawkins, Rodrigo de Oliveira, Ryan Watson, the Debtors' current accountants, auditors, investment bankers, consultants, representatives, and other professionals and advisors, who served in such roles as of October 31, 2024; and (i) each of their respective affiliated investment funds or investment vehicles, managed accounts or funds, assigns, subsidiaries, Affiliates, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, employees, agents, trustees, advisory board members, financial advisors, attorneys (including any other attorneys or professionals retained by any current director or special committee member or manager in his or her capacity as director or manager of an Entity) and (ii) any such Person's or Entity's respective heirs, executors, estates, and nominees. For the avoidance of doubt, and notwithstanding anything herein to the contrary, Debtor Related Parties shall not include Patrick Roney, Jonathan Sebastiani, Moss Adams LLP (including any affiliates and subsidiaries) and Cherry Bekaert LLP (including any affiliates and subsidiaries).

⁶ For the avoidance of doubt, pursuant to the terms of the Plan, the following parties, in each case in their respective capacities as such, will be "Releasing Parties" regardless of whether such parties check the box in Item 4 of the Ballot: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; and (e) with respect to each of the foregoing Entities in clauses (a) through (d), each such Entity's Representatives for which such Entity is legally entitled to bind such Representatives to the

IF YOU ELECT TO OPT-IN TO THE THIRD PARTY RELEASES BY CHECKING THE BOX BELOW, SUCH ELECTION WILL HAVE NO EFFECT ON YOUR RIGHT TO A DISTRIBUTION IN THESE CHAPTER 11 CASES.

The Holder elects to:

Opt-In to the Third Party Release.

As noted above, the Third Party Release is contained in VII.F.3.b of the Plan. VII.F.3.b of the Plan provides as follows:

As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.b: (i) do not release any post-Effective Date obligations of any party or Entity under (A) this Plan, (B) any Dissolution Transaction, or (C) any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under this Plan.

releases contained in the Plan under applicable non-bankruptcy law solely with respect to claims that such Representatives could have legally asserted on behalf of such Entities in clauses (a) through (d).

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

Item 5. Certifications

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

1. that as of the Voting Record Date, the undersigned is either: (a) the Entity that is the holder of the Class 4 (General Unsecured Claims) Claim(s) being voted; or (b) the Entity that is an authorized signatory for an Entity that is a holder of the Class 4 (General Unsecured Claims) Claim(s) being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, the Disclosure Statement Order and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class 4 (General Unsecured Claims) Claims;
4. that no other Ballots with respect to the amount of the Class 4 (General Unsecured Claims) Claim(s) identified in Item 2 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Class 4 (General Unsecured Claims) Claim(s);
6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Claims in such Class and (b) any Class of Claims that does not have a holder of an Allowed Claim or a Claim temporarily allowed by the Bankruptcy Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and
8. that the Entity acknowledges and agrees that the Debtors may make conforming changes to the Plan as may be reasonably necessary; *provided*, that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

Name of Holder: _____
(Please print or type)

Signature: _____

Name of Signatory: _____
(If other than Holder)⁷

Title: _____

Address: _____

Telephone No.: _____

E-Mail Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 4:00 P.M.
PREVAILING EASTERN TIME ON FEBRUARY 19, 2025.**

⁷ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the "**Ballot Instructions**") but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Bankruptcy Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. Epiq's "E-Ballot" platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted. To have your vote counted, you must electronically complete, sign, and return this customized Ballot by utilizing the E-Ballot platform on Epiq's website. Your Ballot must be received by Epiq no later than the Voting Deadline, unless such time is extended by the Debtors.

HOLDERS ARE STRONGLY ENCOURAGED TO SUBMIT THEIR BALLOTS VIA THE E-BALLOT PLATFORM.

4. If you prefer to return a hard copy of your Ballot, you may return it in the enclosed preaddressed, postage prepaid envelope or via first-class mail to:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
P.O. Box 4422
Beaverton, OR 97076-4422

or via overnight courier or hand delivery to:

Meier's Wine Cellars Acquisition, LLC
c/o Epiq Ballot Processing
10300 SW Allen Boulevard
Beaverton, OR 97005

5. 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) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope or in a method provided herein. The Voting Deadline for the receipt of Ballots by Epiq is **4:00 p.m. (prevailing Eastern Time) on February 19, 2025**. Your completed Ballot must be received by Epiq on or before the Voting Deadline.
6. Except as otherwise provided herein or unless waived by the Debtors or permitted by order of the Bankruptcy Court, unless the Ballots being furnished is timely submitted on or prior to the Voting Deadline, the Debtors shall reject such Ballot as invalid and, therefore, decline to count it in connection with confirmation of the Proposed Plan.

7. If you cast more than one Ballot voting the same Claim(s) before the Voting Deadline, the last valid Ballot received on or before the Voting Deadline shall be deemed to reflect your intent, and thus, supersede any prior Ballot.
8. If you cast a Ballot that is properly completed, executed and timely returned to Epiq, but does not indicate either an acceptance or rejection of the Plan, the Ballot will not be counted.
9. If you cast a Ballot that is properly completed, executed and timely returned to Epiq, but indicates both an acceptance and a rejection of the Plan, the Ballot will not be counted.
10. You shall be deemed to have voted the full amount of your Claim in Class 4 and shall not be entitled to split your vote. Any Ballot that partially accepts and partially rejects the Plan will not be counted.
11. If you cast Ballots received by Epiq on the same day, but which are voted inconsistently, such Ballots will not be counted.
12. The following Ballots shall not be counted:
 - (i) Any Ballot received after the Voting Deadline, unless the Debtors shall have granted an extension of the Voting Deadline in writing with respect to such Ballot;
 - (ii) Any Ballot that is illegible or contains insufficient information to permit the identification of the Claim holder;
 - (iii) Any Ballot cast by a person or entity that does not hold a Claim in the Voting Class;
 - (iv) Any Ballot cast by a person who is not entitled to vote, even if such individual holds a Claim in a Voting Class;
 - (v) Any unsigned Ballot;
 - (vi) Any Ballot which the Bankruptcy Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code; or
 - (vii) Any Ballot transmitted to Epiq by means not specifically approved herein.
13. 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 Epiq, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, you should provide their 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.

14. The Debtors, subject to contrary order of the Bankruptcy Court, may waive any defect or irregularity as to any particular Ballot at any time, either before or after the close of voting, and any such waiver shall be documented in the Voting Certification.
15. Neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Certification, nor will any of them incur any liability for failure to provide such notification.
16. Unless waived by the Debtors, subject to contrary order of the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
17. 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 Claim, and neither the Debtors nor Epiq will accept delivery of any such certificates or instruments surrendered together with a Ballot.
18. 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.
19. If you believe you have received the wrong Ballot, you should contact Epiq immediately at (888) 850-7237 or by email to VintageWine@epiqglobal.com and include "Meier's Wine Cellars Acquisition, LLC" in the subject line.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT EPIQ AT (888) 850-7237

EXHIBIT 4-A

Notice of Non-Voting Status – Unimpaired

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

In re:	:	Chapter 11
	:	
Meier's Wine Cellars Acquisition, LLC,	:	Case No. 24-11575 (MFW)
<u>et al.</u> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	

NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASSES²

PLEASE TAKE NOTICE THAT on January [●], 2025, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an order (the "Order") conditionally approving the *Disclosure Statement for Joint Plan of Liquidation for the Debtors* (Docket No. 562) (as it may be amended, modified, or supplemented, the "Disclosure Statement"). The Order authorizes the Debtors to solicit votes to accept or reject the *Joint Plan of Liquidation for the Debtors* (Docket No. 561) (as it may be amended, modified, or supplemented, the "Plan"), a copy of which is annexed as **Exhibit A** to the Disclosure Statement. You can find information about the Debtors' confirmation hearing in the enclosed Confirmation Hearing Notice.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED, AND THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (A) DEEMED TO HAVE ACCEPTED THE PLAN AND (B) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), OR YOU WANT TO REQUEST A COPY OF THE ORDER, THE PLAN AND THE DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS' VOTING AGENT, EPIQ CORPORATE RESTRUCTURING, LLC ("EPIQ"), BY (i) VISITING [HTTPS://DM.EPIQ11.COM/CASE/VINTAGEWINE](https://dm.epiq11.com/case/vintagewine); (ii) EMAILING THE CLAIMS AND NOTICING AGENT AT [VINTAGEWINE@EPIQGLOBAL.COM](mailto:vintagewine@epiqglobal.com); OR (iii)

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. porate(CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

² Unimpaired Classes consist of Class 1 (Priority Claims), Class 3 (Other Secured Claims) and Class 6 (Interests in Surviving Subsidiary Debtors).

CALLING (888) 850-7237. PLEASE BE ADVISED THAT EPIQ CANNOT PROVIDE LEGAL ADVICE.

PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Dated: January [●], 2025
Wilmington, Delaware

Respectfully submitted,

/s/

Daniel J. DeFranceschi (No. 2732)
Michael J. Merchant (No. 3854)
Zachary I. Shapiro (No. 5103)
Matthew P. Milana (No. 6681)
Zachary J. Javorsky (No. 7069)
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- and -

Heather Lennox (admitted *pro hac vice*)
Carl E. Black (admitted *pro hac vice*)
JONES DAY
North Point
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Telephone: 216.586.3939
Facsimile: 216.579.0212
Email: hlennox@jonesday.com
ceblack@jonesday.com

Counsel for Debtors and Debtors in Possession

EXHIBIT 4-B

Notice of Non-Voting Status – Impaired

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

In re:	:	
	:	Chapter 11
	:	
Meier's Wine Cellars Acquisition, LLC, <u>et al.</u> , ¹	:	Case No. 24-11575 (MFW)
	:	
Debtors.	:	(Jointly Administered)

NOTICE OF NON-VOTING STATUS TO IMPAIRED CLASS²

PLEASE TAKE NOTICE THAT on January [●], 2025, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an order (the "Order") conditionally approving the *Disclosure Statement for Joint Plan of Liquidation for the Debtors* (Docket No. 562) (as it may be amended, modified or supplemented, the "Disclosure Statement"). The Order authorizes the Debtors to solicit votes to accept or reject the *Joint Plan of Liquidation for the Debtors* (Docket No. 561) (as it may be amended, modified, or supplemented, the "Plan"), a copy of which is annexed as **Exhibit A** to the Disclosure Statement. You can find information about the Debtors' confirmation hearing in the enclosed Confirmation Hearing Notice.

UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIMS AGAINST OR EQUITY INTEREST(S) IN, THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (A) DEEMED TO HAVE REJECTED THE PLAN AND (B) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIMS OR EQUITY INTEREST(S), OR YOU WANT TO REQUEST A COPY OF THE ORDER, THE PLAN AND THE DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS' VOTING AGENT, EPIQ CORPORATE RESTRUCTURING, LLC ("EPIQ"), BY (i) VISITING [HTTPS://DM.EPIQ11.COM/CASE/VINTAGEWINE](https://dm.epiq11.com/case/vintagewine); (ii) EMAILING THE CLAIMS AND NOTICING AGENT AT [VINTAGEWINE@EPIQGLOBAL.COM](mailto:vintagewine@epiqglobal.com); OR (iii)

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. porate(CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

² Impaired Classes not entitled to vote consist of Class 5 (Interests in VWE), Class 7 (Interests in Other Subsidiary Debtors) and Class 8 (510(b) Claims).

CALLING (888) 850-7237. PLEASE BE ADVISED THAT EPIQ CANNOT PROVIDE LEGAL ADVICE.

PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Dated: January [●], 2025
Wilmington, Delaware

Respectfully submitted,

/s/

Daniel J. DeFranceschi (No. 2732)
Michael J. Merchant (No. 3854)
Zachary I. Shapiro (No. 5103)
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- and -

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Counsel for Debtors and Debtors in Possession