IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

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In re:	§ Chapter 11
	§
CONN'S, INC., <i>et al</i> . ¹	§ Case No. 24-33357 (ARP)
	§
Debtors.	§ (Jointly Administered)
	§
	§ Ref. Docket Nos. 1809 - 1815
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CERTIFICATE OF SERVICE

I, JASMYN SWANGEL, hereby certify that:

- 1. I am employed as a Case Manager by Epiq Corporate Restructuring, LLC, with their principal office located at 777 Third Avenue, New York, New York 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
- 2. On June 11, 2025, I caused to be served the:
 - a. "Second Amended Joint Chapter 11 Plan of Distribution of Conn's, Inc. and its Debtor Affiliates," dated June 11, 2025, [Docket No. 1809],
 - b. "Disclosure Statement for the Second Amended Joint Plan of Distribution of Conn's, Inc. and its Debtor Affiliates," dated June 11, 2025, [Docket No. 1810],
 - c. "Declaration of Mark A. Renzi in Support of Conditional Approval of the Debtors' Disclosure Statement," dated June 11, 2025, [Docket No. 1811],
 - d. "Notice of Further Revised Disclosure Statement Order," dated June 11, 2025, [Docket No. 1812],
 - e. "Notice of Filing of Redline of the Second Amended Joint Chapter 11 Plan of Distribution of Conn's, Inc. and its Debtor Affiliates," dated June 11, 2025, [Docket No. 1813],

¹ The Debtors in these chapter 11 cases, together with the last four digits of each of the Debtor's federal tax identification number, are: Conn's, Inc. (2840), Conn Appliances, Inc. (0706), CAI Holding, LLC (2675), Conn Lending, LLC (9857), Conn Credit I, LP (0545), Conn Credit Corporation, Inc. (9273), CAI Credit Insurance Agency, Inc. (5846), New RTO, LLC (6400), W.S. Badcock LLC (2010), W.S. Badcock Credit LLC (5990), and W.S. Badcock Credit I LLC (6422). The Debtors' service address is 10077 Grogan's Mill Road Suite 303, The Woodlands, TX 77380.

- f. "Notice of Filing of Redline of the Second Amended Disclosure Statement for Joint Plan of Distribution of Conn's, Inc. and its Debtor Affiliates," dated June 11, 2025, [Docket No. 1814],
- g. "Order (I) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (II) Conditionally Approving the Disclosure Statement, (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; and (IV) Granting Related Relief," dated June 11, 2025, [Docket No. 1815],
- h. "Notice of (I) Hearing on Approval of the Disclosure Statement and Confirmation of the Joint Plan of Liquidation, (II) Deadline to Cast Votes to Accept or Reject the Plan, and (IV) Notice of Objection and Opt Out Rights," dated June 11, 2025, a copy of which is annexed hereto as <u>Exhibit A</u>, and
- i. "Solicitation and Voting Procedures," a copy of which is annexed hereto as Exhibit B,

by causing true and correct copies of the:

- i. enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed <u>Exhibit C</u>, and
- ii. delivered via electronic mail to those parties listed on the annexed Exhibit D.
- 3. All envelopes utilized in the service of the foregoing contained the following legend: "LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF ADDRESSEE, PRESIDENT, OR LEGAL DEPARTMENT".

<u>/s/ Jasmyn Swangel</u> Jasmyn Swangel Case 24-33357 Document 1819 Filed in TXSB on 06/13/25 Page 3 of 38

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re:

CONN'S, INC, et al.¹

Debtors.

Chapter 11

Case No. 24-33357 (ARP)

(Jointly Administered)

NOTICE OF (I) HEARING ON APPROVAL OF THE DISCLOSURE STATEMENT AND CONFIRMATION OF THE JOINT PLAN OF LIQUIDATION, (II) DEADLINE TO CAST VOTES TO ACCEPT OR REJECT THE PLAN, AND (IV) NOTICE OF OBJECTION AND OPT OUT RIGHTS

On June 11, 2025, the above-captioned debtors and debtors in possession (collectively, the "<u>Debtors</u>") filed with the United States Bankruptcy Court for the Southern District of Texas (the "<u>Bankruptcy Court</u>") the *Second Amended Joint Plan of Distribution of Conn's Inc. and its Debtor Affiliates* [Docket No. 1809] (as amended, supplemented, or otherwise modified from time to time, the "<u>Plan</u>") and the proposed disclosure statement (as amended, supplemented, or otherwise modified from time to time, the "<u>Disclosure Statement</u>") pursuant to sections 1125 and 1126(b) of title 11 of the United States Code (the "<u>Bankruptcy Code</u>"). Copies of the Plan and the Disclosure Statement may be obtained upon request of the Debtors' counsel at the address specified below and are on file with the Clerk of the Court, 515 Rusk, Houston, Texas 77002, where they are available for review between the hours of 8:00 a.m. to 5:00 p.m., prevailing Central Time. The Plan and the Disclosure Statement also are available for inspection, for a fee, at https://pacer.gov (account required) or, free of charge, on the Debtors' restructuring website at https://dm.epiq11.com/ conns/.²

A hearing on confirmation of the Plan and the adequacy of the Disclosure Statement (the "<u>Combined Hearing</u>") will be held before the Honorable Judge Perez, United States Bankruptcy Judge, virtually, on **July 21, 2025, at 9:00 a.m., prevailing Central Time**, to consider the adequacy of the Disclosure Statement, any objections to the Disclosure Statement,

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are: Conn's, Inc. (2840), Conn Appliances, Inc. (0706), CAI Holding, LLC (2675), Conn Lending, LLC (9857), Conn Credit I, LP (0545), Conn Credit Corporation, Inc. (9273), CAI Credit Insurance Agency, Inc. (5846), New RTO, LLC (6400), W.S. Badcock LLC (2010), W.S. Badcock Credit LLC (5990), and W.S. Badcock Credit I LLC (6422). The Debtor's service address is 10077 Grogan's Mill Road Suite 303, The Woodlands, TX 77380.

² Capitalized terms used but not otherwise defined herein shall have the same meaning as set forth in the Plan or the Disclosure Statement, as applicable. The statements contained herein are summaries of the provisions contained in the Plan and the Disclosure Statement and do not purport to be precise or complete statements of all the terms and provisions of the Plan or the documents referred therein. To the extent there is a discrepancy between the terms herein and the Plan or the Disclosure Statement, the Plan or the Disclosure Statement, as applicable, shall govern and control. For a more detailed description of the Plan, please refer to the Disclosure Statement.

confirmation of the Plan, any objections thereto, and any other matter that may properly come before the Bankruptcy Court.

Please be advised that you may participate at the hearing either by an audio or video connection. Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Perez's conference room number is 282694. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Perez's home page. The meeting code is "JudgePerez". Click the settings icon in the upper right corner and enter your name under the personal information setting. Please be advised that the Combined Hearing may be continued from time to time by the Court or the Debtor without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served on other parties entitled to notice.

<u>Please be advised</u>: the Combined Hearing may be continued from time to time by the Bankruptcy Court or the debtors <u>without further notice</u> other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on all parties entitled to notice.

Critical Information Regarding Voting on the Plan

Voting Record Date. The voting record date was <u>June 4, 2025</u>, except as otherwise provided in the Solicitation Procedures (the "<u>Voting Record Date</u>"), which is the date for determining which Holders of Claims in Classes 4, 5, and 6 are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is on July 15, 2025 at 4:00 p.m. prevailing Central Time (the "Voting Deadline"). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan, you <u>must</u>: (a) follow the instructions carefully; (b) complete <u>all</u> of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is <u>actually received</u> by the Debtors' claims, noticing, and solicitation agent Epiq Corporate Restructuring, LLC (the "<u>Claims, Noticing, and Solicitation Agent</u>"), on or before the Voting Deadline. <u>A failure to follow such instructions may disqualify your vote</u>.

Critical Information Regarding Release Opt-Out Options and Objecting to the Plan

<u>Article IX</u> of the Plan contains release, exculpation, and injunction provisions, and <u>Article IX.B contains a Third Party Release</u>. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.

<u>All Holders of Claims or Interests that do not (a) elect to opt out of the Third Party Release</u> contained in Article IX.B of the Plan; or (b) timely file with the Bankruptcy Court on the docket of the Chapter 11 Cases an objection to the Third Party Releases contained in Article IX.B of the Plan that is not resolved before confirmation will be deemed to have expressly, unconditionally, generally, individually, and collectively consented to the Third Party Release and discharge of all Claims and Causes of Action against the Debtors and the <u>Released Parties. Please be advised that your decision to opt out does not affect the amount of distribution you will receive under the Plan. Specifically, your recovery under the Plan will be the same if you opt out.</u>

Article IX.A of the Plan contains the following Debtor Releases:

Effective as of the Effective Date, pursuant to Section 1123(b) of the Bankruptcy Code, to the fullest extent allowed by applicable law, each Released Party is hereby deemed conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged by each and all of the Debtors, their Estates, and the Wind-Down Debtors, in each case on behalf of themselves and their respective successors, assigns, and representatives, and any and all other Entities who may purport to assert any claim or Cause of Action, directly or derivatively, by, through, for, or because of the foregoing Entities, from any and all claims and Causes of Action, and liabilities whatsoever, including any derivative claims, asserted by or assertable on behalf of any of the Debtors, their Estates, or the Wind-Down Debtors, as applicable, whether known or unknown, foreseen or unforeseen, matured or unmatured, suspected or unsuspected, existing or hereinafter arising, contingent or non-contingent, liquidated or unliquidated, secured or unsecured, assertable, directly or derivatively, in law (or any applicable rule, statute, regulation, treaty, right, duty or requirement), equity, contract, tort, or otherwise, that the Debtors, their Estates, or the Wind-Down Debtors 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, or that any Holder of any Claim against, or Interest in, a Debtor or other Entity could have asserted on behalf of the Debtors, based on or relating to, or in any manner arising from, in whole or in part, the Debtor-Related Matters. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (1) any obligations arising pursuant to or after the Effective Date of any party or Entity under the Plan, the Accelerated Payment Procedures, the Confirmation Order, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; (2) any Causes of Action included as a Retained Cause of Action, including the Avoidance Actions, or (3) any claims related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted bad faith, 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 the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Debtor Releases, which include by reference each of the related provisions and definitions contained in the Plan and, further, shall constitute the Bankruptcy Court's finding that the Debtor Releases are: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims or Causes of Action released by the Debtor Releases; (3) in the best interests of the Debtors, the Estates, and all Holders of Claims and Interests; (4) fair, equitable, and reasonable; (5) given and made after reasonable investigation by the Debtors and after due notice and opportunity for hearing; and (6) a bar to any of the Debtors, their Estates, or the Wind-Down Debtors, as applicable, asserting any claim or Cause of Action released pursuant to the Debtor Releases. Article IX.B of the Plan contains the following Third Party Releases:

Effective as of the Effective Date, each of the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever, released and discharged each of the Released Parties from any and all claims, Causes of Action, and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, matured or unmatured, suspected or unsuspected, existing or hereinafter arising, contingent or noncontingent, liquidated or unliquidated, secured or unsecured, assertable, directly or derivatively, in law (or any applicable rule, statute, regulation, treaty, right, duty or requirement), equity, contract, tort, or otherwise, that such Releasing Party would have been legally entitled to assert in its own right (whether individually or collectively) or otherwise based on or relating to, or in any manner arising from, in whole or in part, the Debtor-Related Matters. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (1) any obligations arising pursuant to or after the Effective Date of any party or Entity under the Plan, the Accelerated Payment Procedures, the Confirmation Order, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; (2) any Causes of Action included as a Retained Cause of Action; or (3) actual fraud, willful misconduct, or gross negligence as determined by a Final Order.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third Party Release, which includes by reference each of the related provisions and definitions contained in the Plan, and, further, shall constitute the Bankruptcy Court's finding that the Third Party Release is: (1) consensual; (2) essential to the confirmation of the Plan; (3) given in exchange for the good and valuable consideration provided by the Released Parties, including the Released Parties' contributions to facilitating the restructuring and implementing the Plan; (4) a good faith settlement and compromise of the claims or Causes of Action released by the Third Party Release; (5) in the best interests of the Debtors and their Estates; (6) fair, equitable, and reasonable; (7) given and made after due notice and opportunity for hearing; and (8) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third Party Release.

Article IX.C of the Plan contains the following Exculpations:

Effective as of the Effective Date, to the fullest extent permissible under applicable law and without affecting or limiting either the Debtor Releases or the Third Party Release, and except as otherwise specifically provided in the Plan or the Confirmation Order, no Exculpated Party shall have or incur liability for, and each Exculpated Party hereby is exculpated from any claim or Cause of Action related to, any act or omission in connection with, relating to, or arising out of the negotiation, solicitation, confirmation, execution, or implementation of, as applicable, the Debtor-Related Matters, except for claims related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted bad faith, 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 the Plan. Notwithstanding anything to the contrary in the foregoing, an Exculpated Party shall be entitled to exculpation solely for actions taken from the Petition Date through the Effective Date, and the exculpation set forth above does not exculpate (1) any obligations arising pursuant to or after the Effective Date of any party or Entity under the Plan, the Accelerated Payment Procedures, the Confirmation Order, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; or (2) any Causes of Action included as a Retained Cause of Action.

Article IX.D of the Plan contains the following Injunction:

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Plan, the Accelerated Payment Procedures, or the Confirmation Order, all Entities that have held, hold, or may hold claims or interests that have been released pursuant to the Plan provisions setting forth the releases granted by the Debtors or the Releasing Parties, or are subject to exculpation pursuant to the article of the Plan which provides for the exculpation of the Exculpated Parties shall be permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, Wind-Down Debtors, or the Exculpated Parties: (1) 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; (2) 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; (3) 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; (4) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such Entity has, on or before the Effective Date, asserted such setoff right in a document filed with the Bankruptcy Court explicitly preserving such setoff, and notwithstanding an indication of a Claim or Interest or otherwise that such Entity asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (5) 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 or settled pursuant to the Plan.

Upon the Bankruptcy Court's entry of the Confirmation Order, all Holders of Claims and Interests and other parties in interest, along with their respective present or former employees, agents, officers, directors, or principals, shall be enjoined from taking any actions to interfere with the implementation or consummation of this Plan by the Debtors, the Wind-Down Debtors, the Plan Administrator, and their respective affiliates, employees, advisors, officers and directors, or agents.

Article I of the Plan contains the following definitions:

"<u>Exculpated Party</u>" means collectively, and in each case, in its capacity as such: (a) the Debtors; (b) the Committee; and (c) the members of the Committee in their capacity as such. "<u>Related Party</u>" means each of, and in each case in its capacity as such, current and former directors, managers, officers, committee members, members of any governing body, advisory board members, members, equity holders (regardless of whether such interests are held directly or indirectly), affiliated investment funds or investment vehicles, managed accounts or funds, management companies, fund advisors or managers, predecessors, participants, successors, assigns, representatives, subsidiaries, Affiliates, partners, limited partners, general partners, principals, employees, agents, trustees, financial advisors, attorneys (including any other attorneys or professionals retained by any current or former director or manager in his or her capacity as director or manager of an entity), accountants, investment bankers, investment advisors, consultants, and other professionals and advisors and any such Related Party's respective heirs, executors, estates, and nominees.

"<u>Released Party</u>" means, each of, and in each case in its capacity as such: (a) the Debtors and each of the Debtors' Estates; (b) the Wind-Down Debtors; (c) the DIP Lenders; (d) the DIP Agent; (e) the Prepetition ABL Secured Parties; (f) the Prepetition 2L Agent, (g) the Prepetition 2L Secured Parties; (h) the Plan Sponsor, (i) the Prepetition 3L Agent; (j) the Prepetition 3L Parties; (k) the Committee and its members, each in their capacities as such; (l) any other Releasing Party; (m) each current and former Affiliate of each Entity in clauses (a) through the following clause (l); and (n) each Related Party of each Entity in clauses (a) through this clause (m); *provided*, that, in each case, an Entity shall not be a Released Party if it: (i) elects to opt out of the releases provided by the Plan or (ii) timely objects to the releases provided by the Plan through a formal objection Filed on the docket of these Chapter 11 Cases that is not resolved before the Confirmation Hearing. Notwithstanding the foregoing, any party who is a Released Party shall also be a Releasing Party and any party who is a Releasing Party shall also be a Released Party.

"Releasing Party" means each of, and in each case in its capacity as such: (a) the Debtors and each of the Debtors' Estates; (b) the Wind-Down Debtors; (c) the DIP Lenders; (d) the DIP Agent; (e) the Prepetition ABL Secured Parties; (f) the Prepetition 2L Agent; (g) the Prepetition 2L Secured Parties; (h) the Plan Sponsor; (i) the Prepetition 3L Parties; (j) the Committee and its members, each in their capacities as such; (k) all Holders of Claims or Interests that vote to accept the Plan and who do not affirmatively execute and timely return a Release Opt-Out Form; (1) all Holders of Claims or Interests that are deemed to accept the Plan and who do not affirmatively execute and timely return a Release Opt-Out Form; (m) all Holders of Claims or Interests whose vote to accept or reject the Plan is solicited but who do not vote either to accept or to reject the Plan and do not affirmatively execute and timely return a Release Opt-Out Form; (n) all Holders of Claims or Interests that vote to reject the Plan or are deemed to reject the Plan and who do not affirmatively execute and timely return a Release Opt-Out Form; (o) each current and former Affiliate of each Entity in clause (a) through the following clause (p); and (p) each Related Party of each Entity in clauses (a) through this clause (p) solely to the extent such Related Party (i) would be obligated to grant a release under the principles of agency if it were so directed by the entity in clause (a) through (n), and (ii) may assert Claims or Causes of Action on behalf of or in a derivative capacity by or through an Entity in clause (a) through clause (n); provided that, in each case, an Entity shall not be a Releasing Party if it: (i) elects to opt out of the Third Party Release; or (ii) timely objects to the Third Party Release through a formal objection Filed on the docket of the Chapter 11 Cases that is not resolved before the

Confirmation Hearing. Notwithstanding the foregoing, any party who is a Released Party shall also be a Releasing Party and any party who is a Releasing Party shall also be a Released Party.

Objection Deadline. The deadline for filing objections to final approval of the Disclosures Statement and confirmation of the Plan is **July 15, 2025 at 4:00 p.m. prevailing Central Time** (the "Objection Deadline"). All objections to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Bankruptcy Local Rules for the Southern District of Texas, and any orders of the Court; (c) state, with particularity, the legal and factual bases and nature of any objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Bankruptcy Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before the Plan Objection Deadline:

Debtors	Counsel to the Debtors	
Conn's, Inc. 10077 Grogan's Mill Road, Suite 303 The Woodlands, TX 77380 Attention: Mark Renzi Email: mrenzi@thinkbrg.com	Sidley Austin LLP 1000 Louisiana Street, Suite 5900 Houston, TX 77002 Attention: Duston McFaul Email: DMcfaul@sidley.com	
United States Trustee		
Office of The United States Trustee		
515 Rusk St # 3516,		
Houston, TX 77002		
Attn: Jayson B. Ruff		

Additional Information

Obtaining Solicitation Materials. If you would like to obtain a copy of the Disclosure Statement Order, the Plan and Disclosure Statement, the Solicitation Procedures, or related documents, such materials are available free of charge by: (a) accessing the Debtors' restructuring website at https://dm.epiq11.com/conns; (b) writing to Conn's, Inc., c/o Epiq Ballot Processing, P.O. Box 4422, Beaverton, OR 97076-4422; (c) calling (877) 848-5813 (toll free) or (971) 257-1680 (international); or (d) emailing ConnAppliancesInfo@epiqglobal.com. You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER at https://ecf.txsb.uscourts.gov/.

Binding Nature of the Plan:

<u>If confirmed, the Plan shall bind all Holders of Claims and Interests to the maximum</u> <u>extent permitted by applicable law, whether or not such Holder will receive or retain any</u> <u>property or interest in property under the Plan, has filed a Proof of Claim in the chapter 11</u> <u>cases or failed to vote to accept or reject the Plan or voted to reject the Plan.</u> Dated: June 11, 2025 Houston, Texas

/s/ Jeri Leigh Miller

SIDLEY AUSTIN LLP Duston McFaul (TX Bar No. 24003309) Jeri Leigh Miller (TX Bar No. 24102176) Maegan Quejada (TX Bar No. 24105999) 1000 Louisiana Street, Suite 5900 Houston, Texas 77002 Telephone: (713) 495-4500 Facsimile: (713) 495-7799 Email: dmcfaul@sidley.com jeri.miller@sidley.com mquejada@sidley.com Jackson T. Garvey (admitted pro hac vice) One South Dearborn Chicago, Illinois 60603 Telephone: (312) 853-7000 Facsimile: (312) 853-7036 Email: jgarvey@sidley.com

Counsel to the Debtors and Debtors in Possession

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EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re:

CONN'S, INC, et al.¹

Debtors.

Chapter 11

Case No. 24-33357 (ARP)

(Jointly Administered)

SOLICITATION AND VOTING PROCEDURES

On June 11, 2025, the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court") entered an order [Docket No. 1815] (the "Disclosure Statement Order"): (a) authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors"), to solicit acceptances for the Second Amended Joint Plan of Distribution of Conn's Inc., and its Debtor Affiliates [Docket No. 1809] (as such may be modified, amended, or supplemented from time to time hereafter, including all exhibits and supplements thereto, the "Plan"); (b) conditionally approving the *Disclosure Statement for Second Amended Joint Chapter* 11 Plan of Distribution of Conn's, Inc. and its Debtor Affiliates [Docket No. 1810] (as such may be modified, amended, or supplemented from time to time hereafter, including all exhibits and supplements thereto, the "Disclosure Statement")² as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the "Solicitation Packages"); and (d) approving procedures for (i) soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan, (ii) determining eligibility criteria for a Holder to vote on the Plan and (iii) establishing the mechanisms to establish the voting amount of a Claim (collectively, the "Solicitation Procedures").

The Voting Record Date

The Bankruptcy Court has approved <u>June 4, 2025</u>, as the record date for purposes of determining which Holders of Claims in each of Class 4, 5, and 6 (the "<u>Voting Classes</u>") are entitled to vote on the Plan (the "<u>Voting Record Date</u>").

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are: Conn's, Inc. (2840), Conn Appliances, Inc. (0706), CAI Holding, LLC (2675), Conn Lending, LLC (9857), Conn Credit I, LP (0545), Conn Credit Corporation, Inc. (9273), CAI Credit Insurance Agency, Inc. (5846), New RTO, LLC (6400), W.S. Badcock LLC (2010), W.S. Badcock Credit LLC (5990), and W.S. Badcock Credit I LLC (6422). The Debtor's service address is 10077 Grogan's Mill Road Suite 303, The Woodlands, TX 77380.

² Capitalized terms used but not otherwise defined herein shall have the same meaning as set forth in the Plan or the Disclosure Statement, as applicable.

The Voting Deadline

The Bankruptcy Court has approved <u>July 15, 2025, at 4:00 p.m.</u>, prevailing Central Time as the voting deadline (the "<u>Voting Deadline</u>") for the Plan. The Debtors may extend the Voting Deadline, in their discretion, without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots ("<u>Ballots</u>") must be properly executed, completed, and delivered to the Claims, Noticing, and Solicitation Agent (as defined below) as directed on the applicable Ballot (including with respect to any Disputed Claims or Disputed Interests, as described below).

Form, Content, and Manner of Notices

1. The Solicitation Package

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

Disclosure Statement (including the Plan and all other exhibits thereto);

a copy of these Solicitation Procedures;

the Combined Notice;

- an appropriate form of Ballot attached to the Disclosure Statement Order as <u>Exhibit</u> <u>4</u>, together with detailed voting instructions and a pre-addressed, postage prepaid return envelope; and
- any additional documents that the Bankruptcy Court has ordered to be made available.

2. Distribution of the Solicitation Package

The Solicitation Package shall provide the Disclosure Statement (including the Plan and all other exhibits thereto), a copy of these Solicitation Procedures, the Combined Notice, and any additional documents that the Bankruptcy Court has ordered to be made available in paper or electronic format (*i.e.*, as PDFs on a USB flash drive or through the restructuring information website at https://dm.epiq11.com/conns/), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may contact Epiq Corporate Restructuring, LLC (the "<u>Claims, Noticing, and Solicitation Agent</u>") by: (a) writing to Conn's, Inc., c/o Epiq Ballot Processing, P.O. Box 4422, Beaverton, OR 97076-4422; (b) calling the Debtors' restructuring hotline at (877) 848-5813 (toll free) or (971) 257-1680 (international); or (c) emailing ConnAppliancesInfo@epiqglobal.com. Additionally, the Plan and Disclosure Statement and the Disclosure Statement Order (including exhibits) are also available for a fee via PACER at https://ecf.txsb.uscourts.gov/ (a PACER account is required).

Within two (2) days following entry of the order conditionally approving the Disclosure Statement (the "<u>Solicitation Deadline</u>"), the Debtors shall mail, or cause to be mailed, the Solicitation Package to (a) all Holders of Claims in the Voting Class who are entitled to vote, as

described in Section D below, and (b) any Holder who would otherwise be entitled to vote in accordance with Section D below. In addition, the Debtors shall serve, or cause to be served, by hardcopy mail or by electronic mail the Combined Hearing Notice containing all of the materials in the Solicitation Package (excluding the Ballots) in electronic format on the U.S. Trustee and all parties entitled to receive notice under Bankruptcy Rule 2002.

For purposes of serving the Solicitation Packages and Notice of Non-Voting Status Packages the Debtors may rely on the address information for the Voting Classes and non-Voting Classes as compiled, updated, and maintained by the Claims, Noticing, and Solicitation Agent as of the Voting Record Date. The Debtors are not required to re-mail undeliverable Solicitation Packages or other undeliverable solicitation-related notices that were returned marked "undeliverable," "moved—no forwarding address," or otherwise returned, unless the Debtors and/or the Notice and Claims Agent have been informed in writing by such person of that person's new address seven (7) days prior to the Voting Deadline. The Debtors and the Claims, Noticing, and Solicitation Agent are not required to conduct any additional research for updated addresses based on undeliverable Solicitation Packages (including Ballots) or Notice of Non-Voting Status Packages. The Debtors may also serve parties for whom they have a valid and confirmed e-mail address in an electronic manner.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

3. Resolution of Disputed Claims for Voting Purposes; Resolution Event

Subject to the procedures described immediately above in section IV.B, Holders of Claims or Interests that are (i) subject to an objection that is filed with the Court on or prior to eight (8) days prior to the Voting Deadline; (ii) not entitled to vote on the Plan pursuant to the procedures described immediately above; or (iii) seek to vote such Claim in an amount other than the amount set forth above (each, a "<u>Disputed Claim</u>" or a "<u>Disputed Interest</u>") shall be permitted to vote such Disputed Claim or Disputed Interest only if one of the following shall have occurred with respect to such Disputed Claim or Disputed Interest (each, a "<u>Disputed Claim Resolution</u>") on or before the June 20, 2025 (the "Disputed Resolution Deadline"):

- a. A stipulation, settlement, or other agreement is executed between the Holder of such Claim and the Debtors allowing the Holder of such Disputed Claim or Disputed Interest to vote such Disputed Claim in an agreed upon amount.
- b. A Holder files with the Court a motion pursuant to Bankruptcy Rule 3018(a) (a "<u>Rule 3018(a) Motion</u>") on or before the Disputed Claim Resolution Deadline seeking temporary allowance of its Disputed Claim or Disputed Interest for voting purposes in the amount other than set forth in the Schedules or in response to an objection filed by the Debtors.

- i. The Debtors request that the Court direct that any Rule 3018(a) Motion must: (i) be made in writing; (ii) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules; (iii) set forth the name of the party asserting the Rule 3018(a) Motion; (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion, and (v) be set for hearing at the Confirmation Hearing.
- ii. The Debtors further request that, in the event that the Debtors and such party are unable to resolve any issues raised by the Rule 3018(a) Motion before submitting their voting certification, the Notice and Claims Agent shall tabulate the vote as if no Rule 3018(a) Motion was filed and shall include in the voting certification representations that such vote was subject to a Rule 3018(a) Motion and whether including such Ballot in the amount sought by the party in the Rule 3018(a) Motion would change the particular Voting Class's acceptance or rejection of the Plan. The Court then shall determine at the Confirmation Hearing whether the Ballot should be counted as a vote on the Plan and in what amount.
- c. The Court otherwise orders the allowance of such Disputed Claim or Disputed Interest for purposes of voting to accept or reject the Plan.

Within one (1) business day after the Disputed Claim Resolution Deadline, the Notice and Claims Agent shall provide any party that is permitted to vote its Disputed Claim with a Solicitation Package, including a Ballot. Such parties must then return a completed, properly executed Ballot to the Notice and Claims Agent so that it is received no later than the Voting Deadline (unless the Debtors extend the deadline to facilitate a reasonable opportunity for such creditor to vote on the Plan).

4. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.

Certain Holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code, or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will receive only a Notice of Non-Voting Status and Release Opt-Out Form, and Combined Notice (the "<u>Notice of Non-Voting Status Package</u>"), substantially in the form attached as <u>Exhibit 5A</u> to the Disclosure Statement Order. Certain Holders of Claims or Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will also receive the Notice of Non-Voting Status Package, substantially in the form attached as <u>Exhibit 5B</u> to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

For purposes of serving the Notice of Non-Voting Status Packages, the Debtors may rely on the address information for the Non-Voting Classes as compiled, updated, and maintained by the Notice and Claims Agent as of the Voting Record Date. The Debtors are not required to remail undeliverable Notice of Non-Voting Status Packages that were returned marked "undeliverable," "moved—no forwarding address," or otherwise returned, unless the Debtors and/or the Notice and Claims Agent have been informed in writing by such person of that person's new address seven (7) days prior to the Voting Deadline. The Debtors and the Notice and Claims Agent are not required to conduct any additional research for updated addresses based on undeliverable Notice Non-Voting Status Packages. The Debtors may also serve parties for whom they have a valid and confirmed e-mail address in an electronic manner.

Voting and Tabulation Procedures

1. Holders of Claims Entitled to Vote

Only the following Holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims (subject to the Disputed Claim Resolution):

- (a) Holders of Claims in Classes 4, 5, and 6; and
- (b) Holders of Claims who, on or before the Voting Deadline, have timely filed a Proof of Claim establishing that they hold a Claim in Class 4, 5, or 6 that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection, other than a "reduce and allow" objection, filed with the Bankruptcy Court at least 7 days prior to the Voting Record Date, pending a Voting Resolution Event as provided herein; **provided** that a Holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection absent a further order of the Court.

2. Establishing Claim Amounts for Voting Purposes

Prepetition 2L and 3L Secured Claims only: The Claim amounts of Prepetition 2L and 3L Secured Claims for voting purposes only will be established based on the amount of the applicable positions held by such Holders, as of the Voting Record Date, as evidenced by the applicable records provided by the Prepetition 2L and 3L Agent(s) in electronic Microsoft Excel format to the Debtors or the Claims, Noticing, and Solicitation Agent no later than two (2) Business Days following the Voting Record Date.

Other Filed and Scheduled Claims (if applicable). The Claim amounts established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Claims, Noticing, and Solicitation Agent, as applicable, are not binding for purposes of allowance and distribution.

- (a) In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:
 - i. the Claim amount (i) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (ii) set forth in an order of the Court, (iii) set forth in a document executed by the Debtors pursuant

to authority granted by the Court, or (iv) set forth in e-mailed instructions from the Debtors' counsel to the Claims, Noticing, and Solicitation Agent with the applicable voter copied;

- ii. the Claim amount contained in a Proof of Claim that is not subject to an objection and that has been timely filed by the applicable bar date (or deemed timely filed by the Court under applicable law), provided that any Ballot cast by a holder of a Claim who timely files a Proof of Claim in respect of (i) a contingent Claim or a Claim in a wholly-unliquidated or undetermined or unknown amount (as indicated on the face of the Claim or based on a reasonable review by the Debtors and/or the Claims, Noticing, and Solicitation Agent) that is not the subject of an objection will count toward satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as a Ballot for a Claim in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and (ii) a partially liquidated and partially unliquidated Claim will be Allowed for voting purposes only in the liquidated amount;
- iii. the Claim amount listed in the Schedules (to the extent such Claim is not superseded by a timely filed Proof of Claim); provided that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid;
- (b) Proofs of Claim filed for \$0.00 or Claims scheduled for \$0.00 are not eligible to vote.
- (c) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.
- (d) If a Proof of Claim has been amended by a later Proof of Claim that is filed on or prior to the Voting Record Date, the later-filed amending Claim shall be entitled to vote in a manner consistent with these Solicitation and Voting Procedures, and the earlier-filed Claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended 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 Solicitation and Voting Procedures; and
- (e) In the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

3. Voting and Tabulation Procedures

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

- (a) except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors), the votes or elections transmitted in such Ballot may be counted only the discretion of the Debtors in connection with confirmation of the Plan;
- (b) the Debtors will file with the Bankruptcy Court no later than two (2) calendar days prior to the Combined Hearing, a voting report (the "<u>Voting Report</u>"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or damaged ("<u>Irregular Ballots</u>"). The Voting Report shall indicate the Debtors' intentions with regard to each Irregular Ballot;
- (c) the method of delivery of Ballots to be sent to the Claims, Noticing, and Solicitation Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims, Noticing, and Solicitation Agent actually receives the properly executed Ballot;
- (d) an executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Claims, Noticing, and Solicitation Agent by facsimile, electronic email, or any electronic means other than the Claims, Noticing, and Solicitation Agent's online portal will not be valid;
- (e) no Ballot should be sent to the Debtors, the Debtors' agents (other than the Claims, Noticing, and Solicitation Agent), or to the Debtors' financial or legal advisors, and if so sent will not be counted;
- (f) if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last dated and properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;
- (g) Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. A Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;

- (h) Holders of Claims and Interests that may be asserted against multiple Debtors must vote such Claims and Interests either to accept or reject the Plan at each such Debtor and may not vote any such Claim and Interests to accept and one Debtor and reject at another Debtor. A Ballot that rejects the Plan for a Claim or Interest at one Debtor and accepts the Plan for the same Claim or Interest at another Debtor will not be counted;
- a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing and if requested by the Claims, Noticing, and Solicitation Agent, the Debtors or the Court, must submit proper evidence of its authority to act;
- (j) the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report or a supplemental voting report, as applicable;
- (k) neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- (l) unless waived or as ordered by the 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;
- (m) in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- (n) subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; **provided** that any such rejections will be documented in the Voting Report and subject to final determination by the Bankruptcy Court;
- (o) if a Claim has been estimated or a Claim has otherwise been Allowed only for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;
- (p) if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;

- (q) the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as wholly unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any unsigned Ballot or Ballot lacking an original signature (for the avoidance of doubt, a Ballot cast via the online balloting portal will be deemed to contain an original signature); (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- (r) after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors or an order of the Bankruptcy Court;
- (s) the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes;
- (t) where any portion of a single Claim has been transferred to a transferee, all Holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other Solicitation and Voting Procedures set forth herein), and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (i) a Ballot, (ii) a group of Ballots within a Voting Class received from a single creditor, or (iii) a group of Ballots received from the various Holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted; and
- (u) for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated and treated as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; **provided** that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan.

Amendments to the Plan and Solicitation and Voting Procedures

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Combined Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution.

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EXHIBIT C

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Case 24-33357 Document 1819 Filed in TXSB on 06/13/25 Page 31 of 38 CONN'S, INC, *et al.*, Case No. 24-33357 (ARP)

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