

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

Obj. Deadline: April 15, 2021 at 4:00 p.m. (ET)
Hearing Date: April 22, 2021 at 11:00 a.m. (ET)

**DEBTOR'S MOTION FOR ENTRY OF AN ORDER
(I) APPROVING THE ADEQUACY OF INFORMATION IN THE
DISCLOSURE STATEMENT, (II) APPROVING THE SOLICITATION
AND NOTICE PROCEDURES, (III) APPROVING THE FORMS OF BALLOTS
AND NOTICES IN CONNECTION THEREWITH, (IV) SCHEDULING CERTAIN
DATES WITH RESPECT THERETO, AND (V) GRANTING RELATED RELIEF**

The above-captioned debtor and debtor in possession (the "Debtor") respectfully states the following in support of this motion (the "Motion"):

Relief Requested

1. The Debtor requests entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Order"), granting the following relief and such other relief as is just and proper:

- a. ***Disclosure Statement.*** Approving the Disclosure Statement² as containing "adequate information" pursuant to section 1125 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");
- b. ***Solicitation and Voting Procedures.*** Approving the procedures for (i) soliciting, receiving, and tabulating votes to accept or reject the Plan, (ii) voting to accept or reject the Plan, and (iii) filing objections to the Plan (the "Solicitation and Voting Procedures"), substantially in the form attached to the Order as **Exhibit 1**;
- c. ***Disclosure Statement Hearing Notice.*** Approving the form and manner of notice of the hearing to consider approval of the Disclosure Statement (the

¹ The last four digits of the Debtor's taxpayer identification number are 7343. The Debtor's principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

² The "Disclosure Statement" shall mean that *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* [Docket No. 8]. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Disclosure Statement or the *Chapter 11 Plan of Reorganization of Medley LLC* [Docket No. 7] (as may be amended, supplemented, or modified from time to time, the "Plan"), as applicable.



“Disclosure Statement Hearing” and the notice thereof, the “Disclosure Statement Hearing Notice”), substantially in the form attached to the Order as **Exhibit 2**;

- d. ***Ballots***. Approving the ballots for Class 3 (Notes Claims), Class 4 (Strategic Claim), and Class 5 (General Unsecured Claims) (collectively, the “Ballots”), substantially in the forms attached to the Order as **Exhibit 3A**, **Exhibit 3B**, **Exhibit 3C**, and **Exhibit 3D**, respectively;
- e. ***Non-Voting Status Notices***. Approving the form of notice applicable to holders of Claims or Interests that are Unimpaired under the Plan and who are, pursuant to section 1126(f) of the Bankruptcy Code, conclusively presumed to accept the Plan (a “Non-Voting Status Notice”), substantially in the form attached to the Order as **Exhibit 4**;
- f. ***Solicitation Packages***. Finding that the solicitation materials and documents included in the solicitation packages (the “Solicitation Packages”) that will be sent to, among others, holders of Claims entitled to vote to accept or reject the Plan, comply with rules 3017(d) and 2002(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”);
- g. ***Confirmation Hearing Notice***. Approving the form and manner of notice of the hearing to consider Confirmation of the Plan (the “Confirmation Hearing,” and the notice thereof, the “Confirmation Hearing Notice”), substantially in the form attached to the Order as **Exhibit 5**;
- h. ***Plan Supplement Notice***. Approving the notice related to the filing of the Plan Supplement, substantially in the form attached to the Order as **Exhibit 6** (the “Plan Supplement Notice”);
- i. ***Assumption and Rejection Notices***. Approving the form of notices to counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan, (the “Assumption Notice” and the “Rejection Notice,” respectively) substantially in the forms attached to the Order as **Exhibit 7** and **Exhibit 8**, respectively; and
- j. ***Confirmation Timeline***. Establishing the following dates and deadlines, subject to modification as necessary:
 - i. ***Disclosure Statement Hearing Date***. **April 22, 2021, at 11:00 a.m. (prevailing Eastern Time)**, or such other date as the Court may direct, as the date and time for the hearing at which the Court will consider approval of the Disclosure Statement (the “Disclosure Statement Hearing Date”).
 - ii. ***Voting Record Date***. **April 22, 2021** as the date for determining (i) which holders of Claims in the Voting Classes (as defined herein), excluding Class 3 Notes Claims, are entitled to vote to accept or reject

the Plan and receive Solicitation Packages in connection therewith and (ii) whether Claims have been properly assigned or transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of the respective Claim (the “Voting Record Date”);

- iii. ***Solicitation Deadline.*** Five (5) business days after entry of the Order approving the Disclosure Statement, as the deadline for distributing Solicitation Packages, including Ballots, to holders of Claims or Interests entitled to vote to accept or reject the Plan (the “Solicitation Deadline”);
- iv. ***Publication Deadline.*** Five (5) business days after entry of the Order approving the Disclosure Statement, as the last date by which the Debtor will submit the Confirmation Hearing Notice for publication in a format modified for publication (the “Publication Notice”);
- v. ***3018 Motion Deadline.*** The date that is ten (10) days from the later of (a) the mailing of the Confirmation Hearing Notice and (b) the filing of a claim objection as the deadline by which creditors seeking to have a claim temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a) be required to file a motion (the “3018 Motion”), to the extent applicable;
- vi. ***3018 Motion Objection Deadline.*** The date that is three (3) days prior to the Voting Deadline as the deadline by which the Debtor or other parties in interest must file objections to any 3018 Motions, to the extent applicable;
- vii. ***Plan Supplement Filing Date.*** The date that is no later than seven (7) days prior to the Voting Deadline (the “Plan Supplement Filing Date”), which is the date the Plan Supplement shall be filed with the Court.
- viii. ***Voting Deadline.*** Twenty-eight days after the Solicitation Deadline at 4:00 p.m. (prevailing Eastern Time), as the deadline by which **all** Ballots must be properly executed, completed, and delivered so that they are **actually received** (the “Voting Deadline”) by Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”);
- ix. ***Plan Objection Deadline.*** Twenty-eight days after the Solicitation Deadline at 4:00 p.m. (prevailing Eastern Time), as the deadline by which objections to the Plan, if any, must be filed

with the Court and served so as to be **actually received** by the appropriate notice parties (the “Plan Objection Deadline”);

- x. ***Deadline to File Voting Report. Two business days before the Confirmation Hearing Date (as defined herein), at 4:00 p.m. (prevailing Eastern Time)***, as the deadline by which the report tabulating the voting on the Plan (the “Voting Report”) shall be filed with the Court;
- xi. ***Confirmation Brief and Plan Objection Reply Deadline. Two business days before the Confirmation Hearing Date, at 4:00 p.m. (prevailing Eastern Time)***, as: (a) the deadline by which the Debtor shall file its brief in support of Confirmation of the Plan (the “Confirmation Brief Deadline”); and (b) the deadline by which replies to objections to the Plan must be filed with the Court (the “Plan Objection Reply Deadline”); and
- xii. ***Confirmation Hearing Date. June 8, 2021, at 10:00 a.m. (prevailing Eastern Time)***, or such other date as the Court may direct, as the date and time for the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing Date”).

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012 (the “Amended Standing Order”). The Debtor confirms their consent, pursuant to Bankruptcy Rule 7008 and Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105, 363, 1125, 1126, and

1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, 3020, and 9006, and Local Rules 2002-1, 3017-1, and 9006-1.

5. On March 7, 2021 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description surrounding the facts and circumstances of this Chapter 11 Case is set forth in the *Declaration of Richard T. Allorto, Jr., in Support of Chapter 11 Petition and First Day Pleadings* [Docket No. 5] (the “First Day Declaration”), filed concurrently therewith and incorporated by reference herein.

6. The Debtor is operating its business as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the filing of this Motion, no trustee, examiner, or committee has been requested or appointed in the Chapter 11 Case.

Plan Summary

7. The Debtor is proposing a Plan that it believes will preserve and capitalize on the value inherent in its business. Specifically, the Debtor is proposing a chapter 11 Plan that contemplates: (a) exchanging all Notes Claims for equity in the Debtor’s parent entity, Medley Management, Inc. (“Medley Management”); (b) provides for General Unsecured Creditors to share in the General Unsecured Claims Pool, which could potentially be a 100% recovery depending on the aggregate value of Allowed General Unsecured Claims; and (c) allows Interests to be retained by holders in exchange for new value in the form of a Promissory Note and the issuance of up to an estimated approximately 2.8 million shares of Medley Management Class A Common Stock. The Debtor strongly believes that the Plan is in the best interests of its estate and represents the best, and potentially only, available alternative for all stakeholders. Therefore, the Debtor submits that the solicitation procedures and related confirmation schedule set forth in this Motion should be approved.

8. Concurrently with the bankruptcy petition, the Debtor filed the Plan and Disclosure Statement. The Plan provides for the following distributions to be made to the Debtor's creditors:

| SUMMARY OF EXPECTED RECOVERIES | | | | |
|---------------------------------------|------------------------------|--|---|--|
| Class | Claim/Equity Interest | Treatment of Claim/Equity Interest | Projected Amount of Claims (in millions) | Projected Recovery Under the Plan |
| 1 | Secured Claims | Each holder of an Allowed Secured Claim shall receive, at the option of the Debtor and in its sole discretion: (i) payment in full in Cash of its Allowed Secured Claim; (ii) the collateral securing its Allowed Secured Claim; (iii) Reinstatement of its Allowed Secured Claim; or (iv) such other treatment rendering its Allowed Secured Claim Unimpaired in accordance with section 1124 of the Bankruptcy Code. | \$0 | 100% |
| 2 | Other Priority Claims | Each holder of an Allowed Other Priority Claim shall receive treatment in a manner consistent with section 1129(a)(9) of the Bankruptcy Code. | \$0 | 100% |
| 3 | Notes Claims | On the Effective Date, each holder of an Allowed Notes Claim shall receive: (i) If such holder votes to accept the Plan: 0.600 shares of newly issued MDLY Stock for each \$25 principal amount of 2024 Notes and/or 2026 Notes held by such holder; (ii) If such holder does not take any action and does not vote on the Plan: 0.450 shares of newly issued MDLY Stock for each \$25 principal amount of 2024 Notes and/or 2026 Notes held by such holder; or (iii) If such holder elects to Opt-Out of the Third Party Release contained in Article VIII of the Plan and/or votes to reject the Plan, the lesser of: (x) 0.134 shares of newly issued MDLY Stock for each \$25 principal amount of 2024 Notes and/or 2026 Notes held by such holder; or (y) a pro rata share of the Rejecting Noteholder Pool. | \$122.595 | 22.4% / 16.8% / 5% |
| 4 | Strategic Claim | The holder of the Allowed Strategic Claim shall receive: (i) 218,182 shares of newly issued MDLY Stock; (ii) \$350,000 in Cash on the Effective Date | \$7.7 | 60.3% |

| Class | Claim/Equity Interest | Treatment of Claim/Equity Interest | Projected Amount of Claims (in millions) | Projected Recovery Under the Plan |
|-------|--------------------------|--|--|-----------------------------------|
| | | or as soon as practicable thereafter; and (iii) a secured promissory note, the form of which will be negotiated between the parties prior to the Confirmation Hearing, which provides for 10 consecutive quarterly payments of \$225,000 in Cash, commencing on the last Business Day of the first full calendar quarter following the Effective Date. | | |
| 5 | General Unsecured Claims | Each holder of an Allowed General Unsecured Claim shall receive, at the option of the Debtor: (i) the lesser of: the amount of its Allowed General Unsecured Claim in Cash; or its pro rata share of the General Unsecured Claims Pool; or (ii) Reinstatement. | [•] | [•] / 100% |
| 6 | Intercompany Claims | Each Allowed Intercompany Claim shall be, at the option of the Debtor, either: (i) Reinstated; or (ii) canceled, released, and extinguished and without any distribution at the Debtor's election and in its sole discretion. | N/A | 0% / 100% |
| 7 | Interests | Each holder of an Interest shall retain such Interest. | N/A | 100% |

9. In accordance with the foregoing description of the treatment of holders of Claims and Interests, the Plan contemplates classifying holders of Claims or Interests into certain Classes of Claims or Interests for all purposes, including with respect to voting on the Plan, pursuant to section 1126 of the Bankruptcy Code. The following chart sets forth the Classes of Claims or Interests under the Plan as well as the ability of each Class to vote on the Plan:

| Class | Claims and Interests | Status | Voting Rights |
|----------------|-----------------------|------------|--|
| Class 1 | Secured Claims | Unimpaired | Not Entitled to Vote (Presumed to Accept) |
| Class 2 | Other Priority Claims | Unimpaired | Not Entitled to Vote (Presumed to Accept) |
| Class 3 | Notes Claims | Impaired | Entitled to Vote |
| Class 4 | Strategic Claim | Impaired | Entitled to Vote |

| | | | |
|----------------|--------------------------|-----------------------|--|
| Class 5 | General Unsecured Claims | Impaired | Entitled to Vote |
| Class 6 | Intercompany Claims | Unimpaired / Impaired | Not Entitled to Vote (Presumed to Accept or Deemed to Reject) |
| Class 7 | Interests | Unimpaired | Not Entitled to Vote (Presumed to Accept) |

10. Based on the foregoing (and as discussed in greater detail herein), the Debtor is only proposing to solicit votes to accept or reject the Plan from holders of Claims in Classes 3, 4, and 5 (collectively, the “Voting Classes”). The Debtor is **not** proposing to solicit votes from holders of Claims or Interests in Classes 1, 2, 6, and 7 (collectively, the “Non-Voting Classes”).

Basis for Relief

I. The Court Should Approve the Disclosure Statement.

A. The Standard for Approval of the Disclosure Statement.

11. Pursuant to section 1125 of the Bankruptcy Code, the proponent of a proposed chapter 11 plan must provide “adequate information” regarding that plan to holders of impaired claims and interests entitled to vote on the plan. 11 U.S.C. § 1125. Specifically, section 1125(a)(1) of the Bankruptcy Code states, in relevant part, as follows:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan[.]

11 U.S.C. § 1125(a)(1).

12. The primary purpose of a disclosure statement is to provide all material information that creditors and interest holders affected by a proposed plan need to make an informed decision

regarding whether or not to vote for the plan. *See, e.g., Century Glove, Inc. v. First Am. Bank of N.Y.*, 860 F.2d 94, 100 (3d Cir. 1988) (“[Section] 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.”); *In re Monnier Bros.*, 755 F.2d 1336, 1342 (8th Cir. 1985) (“The primary purpose of a disclosure statement is to give the creditors the information they need to decide whether to accept the plan.”); *In re Phoenix Petroleum, Co.*, 278 B.R. 385, 392 (Bankr. E.D. Pa. 2001) (“[T]he general purpose of the disclosure statement is to provide ‘adequate information’ to enable ‘impaired’ classes of creditors and interest holders to make an informed judgment about the proposed plan and determine whether to vote in favor of or against that plan.”); *In re Unichem Corp.*, 72 B.R. 95, 97 (Bankr. N.D. Ill. 1987) (“The primary purpose of a disclosure statement is to provide all material information which creditors and equity security holders affected by the plan need in order to make an intelligent decision whether to vote for or against the plan.”). Congress intended that such informed judgments would be needed to both negotiate the terms of, and vote on, a plan of reorganization. *Century Glove, Inc.*, 860 F.2d at 100.

13. “Adequate information” is a flexible standard, based on the facts and circumstances of each case. 11 U.S.C. § 1125(a)(1) (“‘[A]dequate information’ means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records”); *see also Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); *First Am. Bank of N.Y. v. Century Glove, Inc.*, 81 B.R. 274, 279 (D. Del. 1988) (noting that adequacy of disclosure for a particular debtor will be determined based on how much information is available from outside sources); S. Rep. No. 95-989, at 121 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 5907 (“The information required will necessarily be governed by the

circumstances of the case.”).

14. Courts in the Third Circuit and elsewhere acknowledge that determining what constitutes “adequate information” for the purpose of satisfying section 1125 of the Bankruptcy Code resides within the broad discretion of the court. *See, e.g., In re River Village Assoc.*, 181 B.R. 795, 804 (E.D. Pa. 1995) (“[T]he Bankruptcy Court is thus given substantial discretion in considering the adequacy of a disclosure statement.”); *Phoenix Petroleum Co.*, 278 B.R. at 393 (Bankr. E.D. Pa. 2001) (same); *Tex. Extrusion Corp. v. Lockheed Corp. (In re Tex. Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”); *In re PC Liquidation Corp.*, 383 B.R. 856, 865 (E.D.N.Y. 2008) (“The standard for disclosure is, thus, flexible and what constitutes ‘adequate disclosure’ in any particular situation is determined on a case-by-case basis, with the determination being largely within the discretion of the bankruptcy court.”); *In re Lisanti Foods, Inc.*, 329 B.R. 491, 507 (Bankr. D.N.J. 2005) (“The information required will necessarily be governed by the circumstances of the case.”).

15. In making a determination as to whether a disclosure statement contains adequate information as required by section 1125 of the Bankruptcy Code, courts typically look for disclosures related to topics such as:

- a. the events that led to the filing of a bankruptcy petition;
- b. the relationship of the debtor with its affiliates;
- c. a description of the available assets and their value;
- d. the company’s anticipated future;
- e. the source of information stated in the disclosure statement;
- f. the debtor’s condition while in chapter 11;

- g. claims asserted against the debtor;
- h. the estimated return to creditors under a chapter 7 liquidation;
- i. the future management of the debtor;
- j. the chapter 11 plan or a summary thereof;
- k. financial information, valuations, and projections relevant to a creditor's decision to accept or reject the chapter 11 plan;
- l. information relevant to the risks posed to creditors under the plan;
- m. the actual or projected realizable value from recovery of preferential or otherwise avoidable transfers;
- n. litigation likely to arise in a nonbankruptcy context; and
- o. tax attributes of the debtor.

See In re U.S. Brass Corp., 194 B.R. 420, 424–25 (Bankr. E.D. Tex. 1996) (listing factors courts have considered in determining the adequacy of information provided in a disclosure statement); *In re Scioto Valley Mortg. Co.*, 88 B.R. 168, 170–71 (Bankr. S.D. Ohio 1988) (same); *In re Metrocraft Pub. Serv., Inc.*, 39 B.R. 567, 568 (Bankr. N.D. Ga. 1984) (same). Disclosure regarding all topics is not necessary in every case. *See U.S. Brass Corp.*, 194 B.R. at 424; *see also Phoenix Petroleum Co.*, 278 B.R. at 393 (“[C]ertain categories of information which may be necessary in one case may be omitted in another; no one list of categories will apply in every case.”).

B. The Disclosure Statement Contains Adequate Information in Accordance with Section 1125 of the Bankruptcy Code.

16. The Disclosure Statement provides “adequate information” to allow holders of Claims in the Voting Classes to make informed decisions about whether to vote to accept or reject the Plan. Specifically, the Disclosure Statement contains a number of categories of information that courts consider “adequate information,” including:

- a. ***The Debtor's Corporate History, Structure, and Business Overview.*** An overview of the Debtor's corporate history, business operations, organizational structure, and capital structure, which are described in detail in Article V of the Disclosure Statement;
- b. ***Events Leading to the Chapter 11 Filings.*** An overview of the Debtor's out-of-court restructuring efforts and events leading to the filing of the Debtor's Chapter 11 Case in Article V.C of the Disclosure Statement;
- c. ***Liquidation Analysis.*** Prior to the Disclosure Statement Hearing, the Debtor will file a liquidation analysis which will be an exhibit to the Disclosure Statement;
- d. ***Valuation Analysis.*** Prior to the Disclosure Statement Hearing, the Debtor will file a valuation analysis which will be an exhibit to the Disclosure Statement;
- e. ***Risk Factors.*** Certain risks associated with the Debtor's business, as well as certain risks associated with forward-looking statements and an overall disclaimer as to the information provided by and set forth in the Disclosure Statement, which are described in Article VIII of the Disclosure Statement;
- f. ***Solicitation and Voting Procedures.*** A description of the procedures for soliciting votes to accept or reject the Plan and voting on the Plan, which are described in Article VIII of the Disclosure Statement;
- g. ***Confirmation of the Plan.*** Confirmation procedures and statutory requirements for Confirmation and Consummation of the Plan, which are described in Article IX of the Disclosure Statement;
- h. ***Important Securities Laws Disclosures.*** A description of important securities laws disclosures in connection with the Plan, which are described in Article X of the Disclosure Statement;
- i. ***Certain United States Federal Income Tax Consequences of the Plan.*** A description of certain U.S. federal income tax law consequences of the Plan, which are described in Article XI of the Disclosure Statement; and
- j. ***Recommendation.*** A recommendation by the Debtor that holders of Claims in the Voting Classes should vote to accept the Plan, stated in Article XII of the Disclosure Statement.

17. Based on the foregoing, the Debtor submits that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and more than sufficiently addresses the information set forth above in a manner that provides adequate information to holders of Claims

entitled to vote to accept or reject the Plan. Accordingly, the Debtor submits that the Disclosure Statement contains “adequate information” and therefore should be approved.

C. The Disclosure Statement Provides Sufficient Notice of Injunction, Exculpation, and Release Provisions in the Plan.

18. Bankruptcy Rule 3016(c) requires that, if a plan provides for an injunction against conduct not otherwise enjoined under the Bankruptcy Code, the plan and disclosure statement must describe, in specific and conspicuous language, the acts to be enjoined and the entities subject to the injunction. Fed. R. Bankr. P. 3016(c).

19. Article III.L of the Disclosure Statement describes in detail the entities subject to an injunction under the Plan and the acts that they are enjoined from taking. Further, the language in Article III.L of the Disclosure Statement, which includes Release of Liens, Releases by the Debtor, Releases by the Releasing Parties, and Exculpation and Injunction provisions, is in bold font, making it conspicuous to anyone who reads the Disclosure Statement. Accordingly, the Debtor respectfully submits that the Disclosure Statement complies with Bankruptcy Rule 3016(c) by conspicuously describing the conduct and parties enjoined by the Plan.

II. The Court Should Approve the Disclosure Statement Hearing Notice, Objection Deadline, and the Hearing Date.

A. The Court Should Approve the Disclosure Statement Hearing Notice.

20. Bankruptcy Rule 3017(a) requires that notice of the hearing to consider the proposed disclosure statement be provided to creditors and other parties in interest. *See* Fed. R. Bankr. P. 3017(a) (providing that after a disclosure statement is filed, the court shall hold a hearing on at least 28 days’ notice); *see also* Fed. R. Bankr. P. 2002(b) (requiring not less than 28 days’ notice by mail of the time for filing objections and the hearing to consider the approval of a disclosure statement). Additionally, Local Rule 3017-1(a) provides that, upon the filing of a disclosure statement, the proponent of the plan shall obtain hearing and objection dates from the

bankruptcy court and shall provide notice of those dates in accordance with Bankruptcy Rule 3017. Local Rule 3017-1(a) further requires that the disclosure statement hearing shall be at least 35 days following service of the disclosure statement and the objection deadline shall be at least 28 days from service of the disclosure statement. Del. Bankr. L.R. 3017-1(a).

21. The Debtor will serve all known creditors with a copy of the Disclosure Statement Hearing Notice. The Disclosure Statement Hearing Notice identifies the following: (a) the date, time, and place of the Disclosure Statement Hearing; (b) the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) can be obtained; and (c) the deadline and procedures for filing objections to the approval of the Disclosure Statement. Additionally, the Debtor will distribute copies of the Disclosure Statement, including exhibits, to the list of all parties required to be notified under Bankruptcy Rule 2002 and Local Rule 2002-1 (the “2002 List”). Accordingly, the Debtor submits that the Disclosure Statement Hearing Notice annexed as **Exhibit 2** to the Order complies with the requirements of the Bankruptcy Rules and Local Rules and should be approved.

B. The Court Should Approve the Disclosure Statement Objection Deadline and Disclosure Statement Hearing Date.

22. The Debtor respectfully requests that the Disclosure Statement Hearing Date be set for **April 22, 2021 at 11:00 a.m.** prevailing Eastern Time. As a result, the Debtor requests that the Court set the deadline for parties to provide any responses to the Disclosure Statement (the “Disclosure Statement Objection Deadline”) for **April 15, 2021, at 4:00 p.m.** prevailing Eastern Time, and the deadline for the Debtor to file any response(s) (the “Disclosure Statement Reply Deadline”) for **April 20, 2021, at 4:00 p.m.** prevailing Eastern Time. The Debtor submits that the above timeline provides adequate notice of the Disclosure Statement Hearing and requests that the Court approve such notice as appropriate and in compliance with the

requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

III. The Court Should Approve the Materials and Timeline for Soliciting Votes on the Plan.

A. The Court Should Approve the Voting Record Date, Class 3 Record Date, Solicitation Deadline, and Voting Deadline.

23. Bankruptcy Rule 3017(d) provides that, for purposes of soliciting votes in connection with confirmation of a plan, “creditors and equity security holders shall include holders of stocks, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. Fed. R. Bankr. P. 3018(a). Additionally, Local Rule 3017-1(b) provides that “[t]he plan proponent shall timely file a motion to be heard at a disclosure statement hearing for approval of the voting procedures, including the form of ballots, the voting agent and the manner and time of voting.” Del. Bankr. L.R. 3017-1(b). Similarly, Bankruptcy Rule 3017(c) provides that before approving the disclosure statement, the Court must fix a time within which the holders of claims and interests may accept or reject a plan and may fix a date for the hearing on confirmation of a plan. *See* Fed. R. Bankr. P. 3017(c). Additionally, Bankruptcy Rule 2002(b) requires 28 days’ notice for holders of claims of interests to vote on a plan or file objections to the plan. *See* Fed. R. Bankr. P. 2002(b)(2).

24. As the Debtor is requesting April 22, 2021 as the date of the Disclosure Statement Hearing, the Debtor accordingly requests that the Court exercise its authority under Bankruptcy Rules 9006(c), 3017(d) and 3018(a) and Local Rule 3017-1 to establish **April 22, 2021**, as the Voting Record Date. Further, the Debtor requests that the Court establish **twenty-eight days after the Solicitation Deadline at 4:00 p.m.** prevailing Eastern Time as the Voting Deadline. Notwithstanding, the record date for determining the holders of Notes Claims in Class

3 that may vote on the Plan (the “Class 3 Record Date”) will be the same date as the Voting Deadline.

25. Moreover, the Debtor proposes that, with respect to any transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the Holder of such Claim is entitled to vote on the Plan, cast a Ballot on account of such Claim **only if**: (a) all actions necessary to effectuate the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date or the Class 3 Record Date, as applicable; or (b) the transferee files by the Voting Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) 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 on the Plan made by the Holder of such Claim as of the Voting Record Date.

26. The Debtor requests that, after the Debtor distributes Solicitation Packages to holders of Claims or Interests entitled to vote on the Plan by the Solicitation Deadline, the Court require that all holders of Claims or Interests entitled to vote on the Plan complete, execute, and return their Ballots so that they are **actually received** by the Notice and Claims Agent on or before the Voting Deadline. Nonetheless, the Debtor requests authority to extend the Voting Deadline in its sole discretion and without further order of the Court.

27. The foregoing timing and materials will afford holders of Claims entitled to vote on the Plan at least 28 days within which to review and analyze such materials and subsequently make an informed decision as to whether to vote to accept or reject the Plan before the Voting Deadline consistent with the requirements of the applicable Bankruptcy Rules. *See* Fed. R. Bankr. P. 3017(d) (after approval of a disclosure statement, the debtor must transmit the plan, the

approved disclosure statement, a notice of the time within which acceptances and rejections of such plan may be filed, and any other information that the court may direct to certain holders of claims). Accordingly, the Debtor requests that the Court approve the form of, and the Debtor's proposed procedures for distributing, the Solicitation Packages to the holders of Claims in the Voting Classes.

B. The Court Should Approve the Forms of the Ballots.

28. In accordance with Bankruptcy Rule 3018(c), the Debtor has prepared and customized the Ballots. Although based on Official Form No. 14, the Ballots have been modified to (a) address the particular circumstances of this Chapter 11 Case and (b) include certain additional information that is relevant and appropriate for Claims in certain of the Voting Classes. The proposed Ballots for each Voting Class are annexed as Exhibit 3A, Exhibit 3B, Exhibit 3C, and Exhibit 3D to the Order. The Debtor respectfully submits that the forms of the Ballots comply with Bankruptcy Rule 3018(c) and, therefore, should be approved.

C. The Court Should Approve the Form and Distribution of Solicitation Packages to Parties Entitled to Vote on the Plan.

29. Bankruptcy Rule 3017(d) specifies the materials to be distributed to holders of allowed claims and/or equity interests upon approval of a disclosure statement, including the court-approved plan and disclosure statement and notice of the time within which acceptances and rejections of the plan may be filed. Fed. R. Bankr. P. 3017(d).

30. In accordance with this requirement, the Debtor proposes to send the Solicitation Packages to provide holders of Claims in the Voting Classes with the information they need to be able to make informed decisions with respect to voting on the Plan. Specifically, on or before the Solicitation Deadline, the Debtor will cause the Solicitation Packages to be distributed by first-class U.S. mail to those holders of Claims in the Voting Classes. Each Solicitation Package will

include the following materials, or a notice dictating how to access such materials:

- a. a copy of the Solicitation and Voting Procedures;
- b. the applicable form of Ballot, together with detailed voting instructions and a pre-addressed, postage pre-paid return envelope³;
- c. the Disclosure Statement (and exhibits thereto, including the Plan);
- d. the Order (without exhibits, except the Solicitation and Voting Procedures);
- e. the Confirmation Hearing Notice; and
- f. such other materials as the Court may direct.

31. The Debtor requests that it be authorized to distribute the Plan, the Disclosure Statement, and the Order (without exhibits except the Solicitation and Voting Procedures) to holders of Claims entitled to vote on the Plan by paper notice containing instructing to such holders on how to access such documents electronically, at no cost, through the Notice and Claims Agent's website. The Ballots and the Confirmation Hearing Notice will **only** be provided in paper format. Distribution in this manner will translate into significant monetary savings for the Debtor's estate (the Plan, the Disclosure Statement, and the proposed Order, collectively, total approximately 120 pages). Bankruptcy courts in this district, and other districts, have permitted debtors to transmit solicitation documents by way of notice detailing how to access such documents in other large chapter 11 cases in the interest of saving printing and mailing costs. *See, e.g., In re Vista Proppants and Logistics, LLC, et al.*, No. 20-42002 (ELM) (Bankr. N.D. Tex. August 19, 2020) (authorizing the debtors to transmit solicitation documents in electronic format); *In re Stage Stores, Inc., et al.*, No. 20-32564 (DRJ) (Bankr. S.D. Tex. July 1, 2020) (same); *In re Orexigen Therapeutics*, No. 18-10518 (KG) (Bankr. D. Del. Dec. 11, 2019) (same); *In re RMBR Liquidation, Inc.*, No. 19-10234 (KG) (Bankr. D. Del. May 7, 2019)(same);

³ Service of the Solicitation Package by electronic mail to holders for which email addresses are available, as well as to Beneficial Holders (as defined herein) of Class 3 Notes Claims, will not contain a pre-addressed, postage pre-paid return envelope.

In re Z Gallerie, LLC, No. 19-10488 (LSS) (Bankr. D. Del. May 2, 2019) (same); *In re ATD Corp.*, No. 18-12221 (KJC) (Bankr. D. Del. Nov. 14, 2018) (same); *In re VER Techs. Holdco LLC*, No. 18-10834 (KG) (Bankr. D. Del. June 4, 2018) (same); *In re Westinghouse Electric Company LLC, et al.*, No. 17-10751 (MEW) (Bankr. S.D.N.Y. Feb. 22, 2018) (same); *In re rue21, inc. et al.*, No. 17-22045 (GLT) (Bankr. W.D. Pa. July 14, 2017) (same); *In re Erickson Incorporated, et al.*, No. 16-34393 (HDH) (Bankr. N.D. Tex. Feb. 6, 2017) (same); *In re Frederick's of Hollywood, Inc., et al.*, No. 15-10836 (KG) (Bankr. D. Del. Sept. 25, 2015) (same).⁴

32. In certain instances, brokerage firms and banks, or their agents (collectively, the “Nominees”), hold Class 3 Claims rather than the individual holders themselves (collectively, the “Beneficial Holders”). To ensure proper tabulation of votes for all Claims in Class 3, the Notice and Claims Agent will deliver Solicitation Packages to holders of record as of the Voting Record Date,⁵ including Nominees in paper format or electronic transmission in accordance with customary requirements of each Nominee.⁶ Additionally, the Notice and Claims Agent will distribute master ballots (the “Master Ballots”) and beneficial holder ballots (the “Beneficial Holder Ballots”) to Nominees under separate cover from the Solicitation Packages delivered to all other holders of record. The Beneficial Holder Ballot will instruct each Beneficial Holder voting on the Plan through a Nominee to return the Beneficial Holder Ballot to the appropriate Nominee with sufficient time for such Nominee to timely cast votes to accept or reject the Plan on behalf of the Beneficial Holders or otherwise follow the directions of the Nominee. The Notice and Claims Agent will then tabulate each of the Master Ballots and Beneficial Holder

⁴ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtor’s proposed counsel.

⁵ To the extent a holder becomes a Beneficial Holder of a Class 3 Claim after the Voting Record Date, but before the Class 3 Record Date, such holder may request a Solicitation Package from its Nominee or the Notice and Claims Agent.

⁶ For the avoidance of doubt, if a Beneficial Holder of Notes Claims in Class 3 has previously provided consent to receive such materials through its Nominee by email, the Debtor proposes to honor that request and transmit (or cause to be transmitted) the Solicitation Package to that Beneficial Holder by email.

Ballots received.

33. Additionally, the Debtor will provide complete Solicitation Packages (excluding the Ballots) to the U.S. Trustee and all parties on the 2002 List as of the Voting Record Date. Any party that would prefer these materials in paper format may contact the Notice and Claims Agent and request paper copies of the corresponding materials for which a notice detailing how to access such materials electronically was provided (to be provided at the Debtor's expense). The Debtor will not mail Solicitation Packages or other solicitation materials to holders of Claims or Interests that have already been paid in full during this Chapter 11 Case or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court.

34. The Debtor respectfully requests that the Notice and Claims Agent be authorized (to the extent not authorized by another order of the Court) to assist the Debtor in (a) distributing the Solicitation Packages, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtor, (c) responding to inquiries from holders of Claims or Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan, and (e) if necessary, contacting creditors regarding the Plan.

35. In addition to accepting hard copy Ballots via first class mail, overnight courier, and hand delivery, the Debtor requests authorization to accept Ballots via electronic, online transmissions, solely through a customized online balloting portal on the Debtor's case website, <https://www.eballot.kccllc.net/Medley>. Parties entitled to vote may cast an electronic Ballot and

electronically sign and submit a Ballot instantly by utilizing the online balloting portal (which allows a holder to submit an electronic signature). Instructions for electronic, online transmission of Ballots are 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. For the avoidance of doubt, Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

36. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first-class mail, in the return prepaid envelope provided with each Ballot; (b) overnight delivery; or (c) personal delivery, so that the Ballots are **actually received** by the Notice and Claims Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot. Alternatively, Class 4 Ballots and Class 5 ballots may either be submitted via an electronic Ballot through the Notice and Claims Agent's online electronic Ballot submission portal at <https://www.eballot.kccllc.net/Medley> by no later than the Voting Deadline. Each Ballot contains detailed instructions that describe the appropriate means of electronic Ballot submission. Additionally, Class 3 Notes Claims Master Ballots submitted by Nominees to the Notice and Claims Agent via electronic mail will be accepted.

D. The Court Should Approve the Confirmation Hearing Notice.

37. The Debtor will serve the Confirmation Hearing Notice on all known holders of Claims or Interests and the 2002 List (regardless of whether such parties are entitled to vote on the Plan) by no later than the Solicitation Deadline (expected to be within five business days of entry of the Order approving the Disclosure Statement, or as soon as practicable thereafter). The Confirmation Hearing Notice will include the following: (a) instructions as to how to view or

obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order, and all other materials in the Solicitation Package (excluding Ballots) from the Notice and Claims Agent or the Court's website via PACER; (b) notice of the Voting Deadline; (c) notice of the date by which the Debtor will file the Plan Supplement; (d) notice of the Plan Objection Deadline; and (e) notice of the Confirmation Hearing Date and information related thereto.

38. Bankruptcy Rule 2002(l) permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." Fed. R. Bankr. P. 2002(l). Therefore, in addition to the foregoing distribution of the Confirmation Hearing Notice, the Debtor will publish the Publication Notice one time on or before the Publication Deadline in *The New York Times* (national edition). The Debtor believes that the Publication Notice will provide sufficient notice of, among other things, the entry of the Order, the Voting Deadline, the Plan Objection Deadline, and the Confirmation Hearing to parties who did not otherwise receive notice thereof by mail. Additionally, service and publication of the Confirmation Hearing Notice comports with the requirements of Bankruptcy Rule 2002 and should be approved.

E. The Court Should Approve the Plan Supplement Notice.

39. The Plan defines "Plan Supplement" to mean the compilation of documents and forms of documents, schedules, and exhibits to be filed on the Plan Supplement Filing Date. *See* Plan Art. I.A. The Plan Supplement will include, but will not be limited to, the following materials in connection with confirmation: (a) the Organizational Documents; (b) the identity of the Managing Member; (c) the Rejected Executory Contracts and Unexpired Leases Schedule; and (d) the Schedule of Retained Causes of Action.

40. To ensure that all holders of Claims or Interests receive notice of the Debtor's filing of the Plan Supplement, the Debtor proposes to serve the Plan Supplement Notice on the date the

Debtor files the Plan Supplement, or as soon as practicable thereafter. Accordingly, the Plan Supplement Notice should be approved.

F. The Court Should Approve the Form of Notices to Non-Voting Classes.

41. As discussed above, the Non-Voting Classes are **not** entitled to vote on the Plan. As a result, they will **not** receive Solicitation Packages and, instead, the Debtor proposes that such parties receive a Non-Voting Status Notice. Specifically, in lieu of solicitation materials, the Debtor proposes to provide the following to holders of Claims or Interests in certain Non-Voting Classes:

Unimpaired Claims—Conclusively Presumed to Accept. Holders of Claims in Class 1 (Secured Claims), Class 2 (Other Priority Claims), and Class 7 (Interests) are not Impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, holders of such Claims will receive a notice, substantially in the form attached to the Order as **Exhibit 4**, in lieu of a Solicitation Package.

42. The Debtor will not provide the holders of Claims in Class 6 (Intercompany Claims) with a Solicitation Package or any other type of notice in connection with solicitation. Intercompany Claims will, at the option of the Debtor, either be reinstated under the Plan or cancelled and released without any distribution made on account of the Intercompany Claims. Thus, holders of Intercompany Claims will not be entitled to vote to accept or reject the Plan. Nevertheless, in light of the fact that the Intercompany Claims are all held by the Debtor or non-Debtor affiliates of the Debtor, the Debtor is requesting a waiver from any requirement to serve such holders of Intercompany Claims.

43. Each of the Non-Voting Status Notices will include, among other things: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order, and all other materials in the Solicitation Package (excluding Ballots) from the Notice and Claims Agent or the Court's website via PACER; (b)

an emboldened disclosure regarding the release, exculpation, and injunction language set forth in Article VIII of the Plan; (c) notice of the Plan Objection Deadline; and (d) notice of the Confirmation Hearing Date and information related thereto.

44. The Debtor believes that the mailing of Non-Voting Status Notices in lieu of Solicitation Packages satisfies the requirements of Bankruptcy Rule 3017(d). Accordingly, unless the Court orders otherwise, the Debtor does not intend to distribute Solicitation Packages to holders of Claims or Interests in the Non-Voting Classes.

45. The Debtor further requests that it not be required to mail Solicitation Packages or other solicitation materials to (a) holders of Claims that have already been paid in full during this Chapter 11 Case or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

G. The Court Should Approve the Notices to Contract and Lease Counterparties.

46. Article V.A of the Plan provides that, as of the Effective Date, each Executory Contract and Unexpired Lease (including those set forth on the Schedule of Assumed Executory Contracts and Unexpired Leases) shall be assumed and assigned to the Reorganized Debtor in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code, other than those that are determined to be rejected by the Debtor, including (a) those that are identified on the Schedule of Rejected Executory Contracts and Unexpired Leases; (b) those that have been previously rejected by a Final Order; (c) those that are the subject of a motion to reject an Executory Contract or Unexpired Lease filed by the Debtor and pending on the Confirmation Date; (d) those that are subject to a motion to reject an Executory Contract or Unexpired Lease pursuant to which the requested effective date of such rejection is after the Effective Date; or (e) those that previously expired or terminated pursuant to their respective

terms.

IV. The Court Should Approve the Solicitation and Voting Procedures.

A. The Standard for Approval of Solicitation and Voting Procedures.

47. Section 1126(c) of the Bankruptcy Code provides that:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Additionally, Bankruptcy Rule 3018(c) provides, in part, that “[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent, and conform to the appropriate Official Form.” Fed. R. Bankr. P. 3018(c). Consistent with these requirements, the Debtor proposes to implement the Solicitation and Voting Procedures. The Solicitation and Voting Procedures, which include specific voting and tabulation requirements and procedures, as described below.

B. Completion of Ballots.

48. To ease and clarify the process of tabulating all votes received, the Debtor proposes that a Ballot be counted in determining the acceptance or rejection of the Plan only if it satisfies certain criteria. Specifically, the Solicitation and Voting Procedures provide that the Debtor not count a Ballot if it is, among other things, illegible, submitted by a Holder of a Claim or Interest that is not entitled to vote on the Plan, unsigned, or not clearly marked. The Debtor, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report.

C. General Ballot Tabulation and Voting Procedures.

49. The proposed Solicitation and Voting Procedures set forth specific criteria with respect to the general tabulation of Ballots, voting procedures applicable to holders of Claims, and tabulation of such votes. The Debtor believes that the proposed Solicitation and Voting Procedures will facilitate the Plan confirmation process. Specifically, the procedures will clarify any obligations of holders of Claims entitled to vote to accept or reject the Plan and will create a straightforward process by which the Debtor can determine whether it has satisfied the numerosity requirements of section 1126(c) of the Bankruptcy Code. Accordingly, the Debtor submits that the Solicitation and Voting Procedures are in the best interests of its estate, holders of Claims or Interests, and other parties in interest, and that good cause supports the relief requested herein.

V. The Court Should Approve the Procedures for Confirming the Plan.

A. The Court Should Approve the Confirmation Hearing Date.

50. Section 1128 of the Bankruptcy Code provides that a court shall hold a hearing on confirmation of a plan and provides that parties in interest can object to confirmation. 11 U.S.C. § 1128. Additionally, Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, a court shall fix a time for the hearing on confirmation of a plan. Fed. R. Bankr. P. 3017(c). In accordance with Bankruptcy Rule 3017(c) and section 1128 of the Bankruptcy Code, the Debtor requests that the Court establish **June 8, 2021 at 10:00 a.m.** prevailing Eastern Time, or such other time as determined by the Court, as the Confirmation Hearing Date. The Debtor further requests that the Confirmation Hearing may be continued from time to time by the Court or the Debtor without further notice to parties in interest other than such adjournment announced in open court or a notice of adjournment filed with the Court and served on the 2002 List.

B. The Court Should Approve the Procedures for Filing Objections to the Plan.

51. Bankruptcy Rules 2002(b) and (d) require no less than 28 days' notice to all holders of Claims of the time fixed for filing objections to the hearing on confirmation of a chapter 11 plan. The Debtor requests that the Court establish **twenty-eight days after the Solicitation Deadline, at 4:00 p.m. prevailing Eastern Time**, as the Plan Objection Deadline, which provides at least 28 days' notice to all holders of Claims or Interests.

52. The Debtor also requests that the Court direct the manner in which parties in interest may object to confirmation of the Plan. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served "within a time fixed by the court." Fed. R. Bankr. P. 3020(b)(1). The Confirmation Hearing Notice will require that objections to confirmation of the Plan or requests for modifications to the Plan, if any, must:

- a. be in writing;
- b. conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court;
- c. state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and
- d. be filed with the Court (contemporaneously with a proof of service) upon the notice parties so as to be **actually received** on or before the Plan Objection Deadline.

53. The Debtor believes that the Plan Objection Deadline for filing and service of objections (and proposed modifications, if any) will afford the Court, the Debtor, and other parties in interest reasonable time to consider any such objections or proposed modifications prior to the Confirmation Hearing.

Non-Substantive Modifications

54. The Debtor requests authorization to make non-substantive changes to the

Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, Publication Notice, Solicitation and Voting Procedures, Plan Supplement Notice, Assumption and Rejection Notices, Voting and Tabulation Procedures, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

Reservation of Rights

55. Nothing contained in this Motion or any actions taken by the Debtor pursuant to any order granting the relief requested by this Motion is intended or should be construed as: (a) an admission as to the validity, priority, or amount of any particular claim against the Debtor; (b) a waiver of the Debtor's right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtor's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtor or any other party-in-interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Motion are valid and the Debtor and all other parties-in-interest expressly reserve their rights to contest the extent, validity, or perfection, or to seek avoidance of all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Debtor's or any other party-in-interest's rights to subsequently dispute such claim.

Notice

56. Notice of the hearing on the relief requested in this Motion will be provided by the Debtor in accordance and compliance with Bankruptcy Rules 4001 and 9014, as well as the Local Rules, and is sufficient under the circumstances. Without limiting the foregoing, due notice will be afforded, whether by facsimile, electronic mail, overnight courier or hand delivery, to parties-in-interest, including: (a) the United States Trustee for the District of Delaware; (b) U.S. Bank National Association as indenture trustee for the Debtor's 7.25% Senior Notes (due 2024) and 6.875% Senior Notes (due 2026); (c) the Nominees (via email); (d) the U.S. Securities and Exchange Commission; (e) the New York Stock Exchange; (f) all individuals or entities that have requested notice in this Chapter 11 Case pursuant to Bankruptcy Rule 2002; (g) the District Director of Internal Revenue for the District of Delaware and all other taxing authorities for the jurisdictions in which the Debtor conducts business; (h) all relevant state attorneys general; (i) the plan sponsor, Medley Management Inc.; (j) Strategic Capital Advisory Services; (k) MOF II GP; (l) Vornado Realty Trust; and (m) pursuant to Local Rule 2002-1(e), counsel to any of the foregoing, if known. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

57. No prior motion for the relief requested herein has been made to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtor respectfully requests that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: March 10, 2021

MORRIS JAMES LLP

/s/ Eric J. Monzo

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*Proposed Counsel to the Debtor
and Debtor-in-Possession*

Exhibit A

Disclosure Statement Order

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

Re Docket No. ____

ORDER (I) APPROVING THE ADEQUACY OF THE DISCLOSURE STATEMENT, (II) APPROVING THE SOLICITATION AND NOTICE PROCEDURES, (III) APPROVING THE FORMS OF BALLOTS AND NOTICES IN CONNECTION THEREWITH, (IV) SCHEDULING CERTAIN DATES WITH RESPECT THERETO, AND (V) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)² of the above-captioned debtor and debtor-in-possession (the “Debtor”) for entry of an order (this “Order”) approving (a) the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* [Docket No. 7] (the “Disclosure Statement”); (b) the Disclosure Statement Hearing Date and Disclosure Statement Hearing Notice; (c) the Disclosure Statement Objection Deadline and Disclosure Statement Objection Response Deadline; (d) the Voting Record Date, Class 3 Record Date, Solicitation Deadline, and Voting Deadline; (e) the manner and form of the Solicitation Packages and the materials contained therein; (f) the Plan Supplement Notice; (g) the Ballots and Non-Voting Status Notices; (h) the form of notices to counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan; (i) the Solicitation and Voting Procedures; (j) the Plan Objection Deadline, Confirmation Brief Deadline, Confirmation Hearing Date, and Confirmation Hearing Notice; and (k) the dates and deadlines related thereto, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

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

pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and this Court having found that the Debtor's notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

I. Approval of the Disclosure Statement.

2. The Disclosure Statement is hereby approved as providing holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.

3. The Disclosure Statement (including all applicable exhibits thereto) provides holders of Claims, holders of Interests, and all other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

II. Approval of the Disclosure Statement Hearing Notice.

4. The Disclosure Statement Hearing Notice, the form of which is attached hereto as

Exhibit 2, filed by the Debtor and served upon parties in interest in this Chapter 11 Case via email no later than before 35 days of April 22, 2021 constitutes adequate and sufficient notice of the hearing to consider approval of the Disclosure Statement, the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

III. Approval of the Materials and Timeline for Soliciting Votes.

A. Approval of Key Dates and Deadlines with Respect to the Plan and Disclosure Statement.

5. The following dates and deadlines are hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept, and voting on, the Plan:

- a. **April 22, 2021** as the date for determining (i) which holders of Claims in the Voting Classes, with the exception of Class 3 Notes Claims, are entitled to vote to accept or reject the Plan and receive Solicitation Packages in connection therewith and (ii) whether Claims have been properly assigned or transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of the respective Claim (the "Voting Record Date");
- b. the Debtor shall distribute Solicitation Packages to holders of Claims entitled to vote on the Plan within **five (5) business days after entry of this Order**, (the "Solicitation Deadline");
- c. the Debtor shall submit the Confirmation Hearing Notice for publication in a format modified for publication (the "Publication Notice") within **five (5) business days after entry of this Order**; and
- d. all holders of Claims entitled to vote on the Plan must complete, execute, and return their Ballots so that they are **actually received** by the Notice and Claims Agent pursuant to the Solicitation and Voting Procedures, no later than **May 24, 2021 at 4:00 p.m.** prevailing Eastern Time (the "Voting Deadline").

B. Approval of the Form of, and Distribution of, Solicitation Packages to Parties Entitled to Vote on the Plan.

6. In addition to the Disclosure Statement and exhibits thereto, including the Plan and this Order (without exhibits, except the Solicitation and Voting Procedures), the Solicitation Packages to be transmitted on or before the Solicitation Deadline to those holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

- a. this Order (excluding the exhibits hereto, except as set forth below);
- b. the Disclosure Statement;
- c. the Solicitation and Voting Procedures attached hereto as **Exhibit 1**;
- d. an appropriate form of Ballot attached hereto as **Exhibit 3A**, **Exhibit 3B**, **Exhibit 3C**, and **Exhibit 3D**, respectively;³
- e. the Confirmation Hearing Notice attached hereto as **Exhibit 5**; and
- f. any additional documents that the Court has ordered to be made available.

7. The Solicitation Packages provide the holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules. The Solicitation Deadline provides sufficient time for holders of Claims entitled to vote on the Plan to make informed decisions with respect to voting on the Plan.

8. The forms of Ballot attached hereto as **Exhibit 3A**, **Exhibit 3B**, **Exhibit 3C**, and **Exhibit 3D**, respectively, are consistent with Official Form No. 14, adequately address the particular needs of the Chapter 11 Case, are appropriate for each Class of Claims entitled under the Plan to vote to accept or reject the Plan and comply with Bankruptcy Rule 3017(d).

³ The Debtor will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicate Claims against the Debtor 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.

9. The Debtor shall distribute Solicitation Packages to all holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

10. The Debtor is authorized, but not directed or required, to distribute the Plan, the Disclosure Statement, and this Order to holders of Claims entitled to vote on the Plan by detailed notice directing how holders of Claims may access such materials through the Notice and Claim Agent's website. The Ballots, as well as the Confirmation Hearing Notice will **only** be provided in paper form. On or before the Solicitation Deadline, the Debtor shall provide complete Solicitation Packages to the U.S. Trustee and to all parties on the 2002 List as of the Voting Record Date.

11. Any party that receives a detailed notice on how to access the materials electronically, but would prefer to receive materials in paper format, may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously received by notice (to be provided at the Debtor's expense).

12. The Notice and Claims Agent is authorized to assist the Debtor in (a) distributing the Solicitation Package, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtor, (c) responding to inquiries from holders of Claims or Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan, and (e) if necessary, contacting creditors regarding the Plan as soon as practicable thereafter.

13. The Notice and Claims Agent is also authorized to accept Ballots via electronic

online transmission solely through a customized online balloting portal on the Debtor's case website. 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. Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

14. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by (a) first-class mail, in the return prepaid envelope provided with each Ballot; (b) overnight delivery; or (c) personal delivery, so that the Ballots are **actually received** by the Notice and Claims Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot. Alternatively, Ballots may be submitted via an electronic Ballot through the Notice and Claims Agent's on-line electronic Ballot submission portal at <https://kccllc.net/medley> by no later than the Voting Deadline. The Debtor is authorized to extend the Voting Deadline in its discretion and without further order of the Court. Beneficial Holders must properly execute, complete, and deliver Beneficial Holder Ballots to their respective Nominee in sufficient time so that the Nominees may verify, tabulate, and include such Beneficial Holder Ballots in a Master Ballot and return the Master Ballots, so that they are ***actually received*** by the Notice and Claims Agent no later than the Voting Deadline. For the avoidance of doubt, all Master Ballots submitted by Nominees to the Notice and Claims Agent via electronic mail will be accepted.

C. Approval of the Confirmation Hearing Notice.

15. The Confirmation Hearing Notice, in the form attached hereto as **Exhibit 5**, filed by the Debtor and served upon parties in interest in this Chapter 11 Case on or before the Solicitation Deadline, constitutes adequate and sufficient notice of the hearing to consider approval

of the Plan, the manner in which a copy of the Plan may be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. The Debtor shall publish the Confirmation Hearing Notice (in a format modified for publication) one time on or before the Publication Deadline, which shall be **five (5) business days after entry of this Order**, in *The New York Times* (national edition).

D. Approval of Notice of Filing of the Plan Supplement.

16. The Debtor is authorized to send a notice of the filing of the Plan Supplement to holders of Claims in Voting Classes, which will be filed and served no later than **May 17, 2021**, substantially in the form attached hereto as **Exhibit 6**, on the date the Plan Supplement is filed pursuant to the terms of the Plan.

E. Approval of the Form of Notices to Non-Voting Classes.

17. Except to the extent the Debtor determines otherwise, the Debtor is not required to provide Solicitation Packages to holders of Claims or Interests in Non-Voting Classes, as such holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Notice and Claims Agent shall mail (first-class postage pre-paid) a Non-Voting Status Notice in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties, outlined below, who are not entitled to vote on the Plan:

Unimpaired Claims—Conclusively Presumed to Accept. Holders of Claims in Class 1 (Secured Claims), Class 2 (Other Priority Claims), and Class 7 (Interests) are not Impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, holders of such Claims and Interests will receive a notice, substantially in the form attached to this Order as **Exhibit 4**, in lieu of a Solicitation Package.

18. The Debtor will not provide the holders of Claims in Class 6 (Intercompany Claims) with a Solicitation Package or any other type of notice in connection with this

solicitation.

19. The Debtor is not required to mail Solicitation Packages or other solicitation materials to (a) holders of Claims or Interests that have already been paid in full during this Chapter 11 Case or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

F. Approval of Notice to Contract and Lease Counterparties.

20. The Debtor is authorized to mail a notice of assumption or rejection of any Executory Contracts or Unexpired Leases (and any corresponding cure claims), in the form attached hereto as **Exhibit 7** and **Exhibit 8** to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan (as the case may be), within the time periods specified in the Plan.

21. The failure of any non-Debtor party to an Executory Contract or Unexpired Lease to file and serve an objection to the cure amount listed on the applicable notice, or an objection to the assumption of the Executory Contract or Unexpired Lease, including, but not limited to, adequate assurance of future performance, by the objection deadline set forth in the notice of assumption, shall be deemed to consent to the assumption of the Executory Contract or Unexpired Lease and to such cure amount.

IV. Approval of the Solicitation and Voting Procedures.

22. The Debtor is authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures attached hereto as **Exhibit 1**, which are hereby approved in their entirety.

23. Any party wishing to file a motion under Bankruptcy Rule 3018(a) to temporarily allow a Claim or Interest for purposes of voting to accept or reject the Plan shall have until ten (10)

days from the later of (a) the mailing of the Confirmation Hearing Notice and (b) the filing of a claim objection, to file such a motion. The Debtor and other parties in interest shall have until the date that is three (3) days prior to the Voting Deadline as the deadline by which the Debtor or other parties in interest must file objections to any motion filed pursuant to Bankruptcy Rule 3018(a).

V. Approval of Procedures for Confirming the Plan.

A. Approval of the Timeline for Filing Objections to the Plan and Confirming the Plan.

24. The following dates are hereby established with respect to filing objections to the Plan and confirming the Plan:

- a. **May 24, 2021 at 4:00 p.m.** prevailing Eastern Time shall be the date and time by which objections to the Plan must be filed with the Court and served so as to be **actually received** by the appropriate notice parties (as identified in the Confirmation Hearing Notice) (the “Plan Objection Deadline”);
- b. **June 4, 2021, at 4:00 p.m.** prevailing Eastern Time shall be the date and time by which responses to objections to the Plan must be filed with the Court (the “Plan Objection Reply Deadline”), and the Debtor (and any other parties in interest that support confirmation of the Plan) shall file their brief or other pleadings in support of Confirmation of the Plan (the “Confirmation Brief Deadline”);
- c. **June 4, 2021, at 4:00 p.m.** prevailing Eastern Time shall be the date and time by which the report tabulating the voting on the Plan must be filed with the Court; and
- d. the Court shall consider Confirmation of the Plan at the hearing to be held on **June 8, 2021, at 10:00 a.m.** prevailing Eastern Time, or such other time as determined by the Court (the “Confirmation Hearing Date”).

B. Approval of the Procedures for Filing Objections to the Plan.

25. Objections to the Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order. Specifically, all objections to confirmation of the Plan or requests for modifications to the Plan, if any, **must**: (a) be in writing;

(b) conform to the Bankruptcy Rules and the Local Rules; (c) state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the notice parties so as to **be actually received** on or before the Plan Objection Deadline by each of the notice parties identified in the Confirmation Hearing Notice.

VI. Miscellaneous

26. The Debtor is authorized to make non-substantive or immaterial changes to the Disclosure Statement, the Plan, the Solicitation Packages, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, and related documents (including the appendices thereto) where, in the Debtor's reasonable discretion, doing so would better facilitate the solicitation process. Subject to the foregoing, the Debtor is authorized to solicit, receive, and tabulate votes to accept or reject the Plan in accordance with this Order, without further order of the Court.

27. The Debtor's rights are reserved to modify the Plan without further order of the Court in accordance with Article X of the Plan, including the right to withdraw the Plan at any time before the Confirmation Hearing Date.

28. Nothing in this Order shall be construed as a waiver of the right of the Debtor or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date or Class 3 Record Date.

29. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

30. Notice of the Motion as provided therein shall be deemed good and sufficient notice

of such Motion and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

31. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

32. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

33. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit 1

Solicitation and Voting Procedures

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

SOLICITATION AND VOTING PROCEDURES

PLEASE TAKE NOTICE THAT on [●], 2021, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Disclosure Statement Order”) (a) authorizing Medley LLC, as debtor and debtor-in-possession (the “Debtor”), to solicit acceptances for the *Chapter 11 Plan of Reorganization of Medley LLC* [Docket No. 7] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement for the Chapter 11 Plan of Reorganization of the Medley LLC* [Docket No. 8] (the “Disclosure Statement”) 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 soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

A. The Voting Record Date

The Court has approved **April 22, 2021** as the record date for purposes of determining which Class 4 (Strategic Claim) and Class 5 (General Unsecured Claims) are entitled to vote on the Plan (the “Voting Record Date”). The record date for determining the holders of Claims in Class 3 (Notes Claims) that may vote on the Plan is the same date as the Voting Deadline (see below) (the “Class 3 Record Date”).

B. The Voting Deadline.

The Court has approved **May 24, 2021, at 4:00 p.m. prevailing Eastern Time**, as the voting deadline (the “Voting Deadline”) for the Plan. The Debtor may extend the Voting Deadline, in its discretion, without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots (the “Ballots”) must be properly executed, completed, and delivered by: (1) first class mail (using the reply envelope provided in the Solicitation Package or otherwise); (2) overnight courier; or (3) personal delivery so that they are **actually received** by Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”), in any case, no later than the Voting Deadline. The Ballots will clearly indicate the appropriate return address. Alternatively, Ballots may be submitted via an electronic Ballot through the Notice and Claims Agent’s on-line

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

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

electronic Ballot submission portal at www.kccllc.net/medley by no later than the Voting Deadline.

C. Form, Content, and Manner of Notices.

1. The Solicitation Package.

The following materials shall constitute the Solicitation Package:

- a. a copy of these Solicitation and Voting Procedures;
- b. the applicable form of Ballot, in substantially the form of Ballots annexed as **Exhibit 3A**, **Exhibit 3B**, **Exhibit 3C**, and **Exhibit 3D**, to the Disclosure Statement Order, as applicable, including a prepaid, pre-addressed return envelope;³
- c. the approved Disclosure Statement (and exhibits thereto, including the Plan);
- d. the Disclosure Statement Order (without exhibits);
- e. the *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan Filed By the Debtor and Related Voting and Objection Deadlines*, in substantially the form annexed as **Exhibit 5** to the Disclosure Statement Order (the "**Confirmation Hearing Notice**"); and
- f. any additional documents that the Court has ordered to be made available.

2. Distribution of the Solicitation Package.

The Solicitation Package shall include a detailed notice instructing parties on how to access the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits, except these Solicitation and Voting Procedures), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that would prefer to receive such documents in paper format may contact the Notice and Claims Agent by (a) calling the Notice and Claims Agent at (877) 634-7181 (U.S./Canada) or (424) 236-7226 (International) or (b) writing to the Notice and Claims Agent at the following address Medley Ballots Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245.

The Debtor shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding the Ballots) on the U.S. Trustee and all parties who have requested service of papers in this Chapter 11 Case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In addition, the Debtor shall mail, or cause to be mailed, the Solicitation Package to all holders of Claims in the Voting Classes on or before April 26, 2021 who are entitled to vote, as described in section D below.

³ Service of the Solicitation Package by electronic mail to holders for which email addresses are available, as well as to Beneficial Holders of Class 3 Notes Claims, will not contain a pre-addressed, postage pre-paid return envelope.

To avoid duplication and reduce expenses, the Debtor will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against the Debtor 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.

3. Non-Voting Status Notices for Unimpaired Classes.

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 the *Notice of Non-Voting Status to Holders of Unimpaired Claims and Interests Conclusively Presumed to Accept the Plan*, substantially in the form annexed as **Exhibit 4** 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).

4. Notices in Respect of Executory Contracts and Unexpired Leases.

Counterparties to Executory Contracts and Unexpired Leases that receive a *Notice of Assumption of Executory Contracts and Unexpired Leases* or *Notice of Rejection of Executory Contracts and Unexpired Leases* substantially in the forms attached as **Exhibit 7** and **Exhibit 8** to the Disclosure Statement Order, respectively, may file an objection to the Debtor's proposed assumption, rejection, cure amount, or adequate assurance of future performance as applicable. Such objections must be in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **May 24, 2021, at 4:00 p.m. prevailing Eastern Time**, and shall be served on: (i) the Debtor, Medley LLC, 280 Park Avenue, 6th Floor East, New York, New York 10017, Attn: Nathan Bryce; (ii) counsel to the Debtor, Lowenstein Sandler LLP, 1251 Avenue of the Americas, 17th Floor, New York, New York 10020, Attn: Robert Hirsh (rhirsh@lowenstein.com), Eric Chafetz (echafetz@lowenstein.com), and Phillip Khezri (pkhezri@lowenstein.com); and (iii) co-counsel to the Debtor, Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801, Attn: Eric Monzo (emonzo@morrisjames.com).

D. 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:

- a. holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim that has been Allowed as timely by the Court under applicable law on or before the Voting Record Date) that has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date;
- b. holders of Notes Claims;

- c. holders of Claims that are listed in the Schedules, *provided* that Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amounts set forth in section D(2) of these Solicitation and Voting Procedures;
- d. holders whose Claims arise (i) pursuant to an agreement or settlement with the Debtor, as reflected in a document filed with the Court; (ii) from an order entered by the Court; or (iii) from a document executed by the Debtor pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed or the Claim was scheduled as contingent, unliquidated, or disputed;
- e. holders of any Disputed Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018; and
- f. with respect to any Entity described in subparagraphs (a) through (e) above, who, on or before the Voting Record Date, has transferred such Entity's Claim to another Entity, the assignee of such Claim; *provided* that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

2. Establishing Claim Amounts for Voting Purposes.

Class 3 Notes Claims. The Claim amount for Class 3 Claims for voting purposes only will be established based on the amount of the applicable positions held by Nominees of such Beneficial Holders⁴ of Class 3 Claims, as of the Class 3 Record Date, as evidenced by the applicable security position reports provided by The Depository Trust Company ("DTC") as of the Class 3 Record Date.

Class 4 Strategic Claim and Class 5 General Unsecured Claims. Each Holder of a Class 4 and 5 Claim shall be entitled to vote the amount of its Claim Allowed in accordance with the procedures set forth below.

Filed and Scheduled Claims. 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 Debtor through the Notice and Claims Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the amount of the Claim associated with each claimant's vote shall be determined as follows:

- a. the Claim amount (i) settled and/or agreed upon by the Debtor, as reflected in a document filed with the Court; (ii) set forth in an order of the

⁴ A "Beneficial Holder" means a beneficial owner of publicly-traded securities whose claims have not been satisfied pursuant to Court order or otherwise, as reflected in the records maintained by the Nominees holding through a transfer agent or as evidenced by the securities position report from DTC.

Court; or (iii) set forth in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court;

- b. the Claim amount contained in a Proof of Claim that has been timely filed (or deemed timely filed by the Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; *provided, however*, that Ballots cast by holders of Claims who timely file a Proof of Claim in respect of a contingent Claim (for example, a claim based on litigation) or in a wholly-unliquidated or unknown amount that is not the subject of a pending objection, based on a reasonable review of the Proof of Claim and supporting documentation by the Debtor or its advisors, will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count 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, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided, further, however*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim;
- c. 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; if a Claim is listed in the Debtor's Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for filing Proofs of Claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Record Date, such Claim shall be disallowed for voting purposes; *provided, however*, if the applicable bar date has not yet passed, such Claim shall be entitled to vote at \$1.00;
- d. holders of Proofs of Claim filed for \$0.00 are not entitled to vote;
- e. Claims that have been paid, scheduled to be paid in the ordinary course, or otherwise satisfied are disallowed for voting purposes;
- f. notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall, to the extent possible, be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtor has objected to such duplicate Claims; and
- g. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

If a Proof of Claim is amended, the last filed Claim shall be subject to these rules and will supersede any earlier filed Claim, and any earlier filed Claim will be disallowed for voting purposes.

3. Voting and Ballot Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtor's 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 Local Rules:

- a. except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted and actually received by the Notice and Claims Agent on or prior to the Voting Deadline (as the same may be extended by the Debtor), the Debtor shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan;
- b. the Notice and Claims Agent will date-stamp all Ballots when received. The Notice and Claims Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Court;
- c. the Debtor will file with the Court by June 4, 2021, at 4:00 p.m. prevailing Eastern Time, a voting report (the "Voting Report"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the Solicitation and Voting Procedures 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 other necessary information; received via email, facsimile, or other unauthorized electronic means; or damaged (collectively, in each case, the "Irregular Ballots"). The Voting Report shall indicate the Debtor's decision, with regard to each Irregular Ballot;
- d. the method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the executed Ballot;
- e. an executed Ballot is required to be submitted by the Entity submitting such Ballot (except with respect to Master Ballots submitted by the Nominees). Delivery of a Ballot to the Notice and Claims Agent by facsimile, email, or any electronic means other than expressly provided in these Solicitation and Voting Procedures will not be valid;
- f. no Ballot should be sent to the Debtor, the Debtor's agents (other than the Notice and Claims Agent), or the Debtor's financial or legal advisors, and, if so sent, will not be counted;

- g. if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;
- h. holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, 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 Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;
- i. 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 or Interests must indicate such capacity when signing;
- j. the Debtor, 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;
- k. neither the Debtor 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. any Class that contains Claims entitled to vote but for which no votes are returned shall be deemed to have accepted the Plan;
- n. 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 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;
- o. subject to any order of the Court, the Debtor reserves the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtor, 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;
- p. if a Claim has been estimated or otherwise 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 Court for voting purposes only, and not for purposes of allowance or distribution;

- 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 General Unsecured Claim scheduled as 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 submitted via the Notice and Claims Agent online balloting portal shall be deemed 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 Debtor;
- s. the Debtor is authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes; and
- 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 (a) 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 (b) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (a) a Ballot, (b) a group of Ballots within a Voting Class received from a single creditor, or (c) a group of Ballots received from the various holders of multiple portions of a single Claim or Interest partially reject and partially accept the Plan, such Ballots shall not be counted.

4. Master Ballot Voting and Tabulation Procedures.

In addition to the foregoing generally applicable voting and tabulation procedures, the following procedures shall apply to holders of Class 3 Notes Claims who hold their position through a broker, bank, or other nominee or an agent of a broker, bank, or other nominee (each of the foregoing, a "Nominee"):

- a. the Notice and Claims Agent shall distribute or cause to be distributed the appropriate number of copies of beneficial holder ballots (a "Beneficial Holder Ballot") to each Beneficial Holder of a Class 3 Notes Claim as of the Voting Record Date;

- b. Nominees identified by the Notice and Claims Agent as Entities through which Beneficial Holders hold their Claims or Interests will be provided with (i) Solicitation Packages for each Beneficial Holder represented by the Nominee, which will contain a Beneficial Holder Ballot for each Beneficial Holder, and (ii) a master ballot (the “Master Ballot”);
- c. any Nominee that is a holder of record with respect to Class 3 Notes Claims shall vote on behalf of Beneficial Holders of such Claims by (i) immediately, and in any event within five (5) Business Days after its receipt of the Solicitation Packages, distributing the Solicitation Packages, including Beneficial Holder Ballots, it receives from the Notice and Claims Agent to all such Beneficial Holders; (ii) providing such Beneficial Holders with a return address to send the completed Beneficial Holder Ballot or access to an online portal to submit instructions; (iii) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (iv) transmitting the Master Ballot to the Notice and Claims Agent on or before the Voting Deadline;
- d. Nominees are authorized to send the Solicitation Packages to Beneficial Holders of Class 3 Notes Claims in paper format or via electronic transmission in accordance with the customary requirements of each Nominee. For the avoidance of doubt, if a Beneficial Holder of Class 3 Notes Claims has previously provided consent to receive such materials through its Nominee by email, the Debtor proposes to honor that request and transmit (or cause to be transmitted) the Solicitation Package to that Beneficial Holder by email;
- e. any Beneficial Holder Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Notice and Claims Agent a Master Ballot that reflects the vote of such Beneficial Holders on or before the Voting Deadline or otherwise validates the Beneficial Holder Ballot in a manner acceptable to the Notice and Claims Agent. Nominees shall retain all Beneficial Holder Ballots returned by Beneficial Holders for a period of one (1) year after the Effective Date of the Plan;
- f. if a Beneficial Holder holds Class 3 Notes Claims through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Beneficial Holder Ballot and each such Beneficial Holder should execute a separate Beneficial Holder Ballot for each block of Class 3 Notes Claims that it holds through any Nominee and must return each such Beneficial Holder Ballot to the appropriate Nominee;
- g. votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Class 3 as of the Class 3 Record Date, as evidenced by the applicable securities position report(s) obtained from the DTC. Votes submitted by a Nominee pursuant to a

Master Ballot will not be counted in excess of the amount of such Claims held by such Nominee as of the Class 3 Record Date;

- h. Beneficial Holders may not submit any ballots directly to the Notice and Claims Agent, and any such ballots will be not be counted;
- i. if conflicting votes or “over-votes” are submitted by a Nominee pursuant to a Master Ballot, the Notice and Claims Agent will use reasonable efforts to reconcile discrepancies with the Nominees. If over-votes on a Master Ballot are not reconciled prior to the preparation of the Voting Report, the Notice and Claims Agent shall apply the votes to accept and to reject the Plan in the same proportion, by the voting Class, as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the Nominee’s position in Class 3;
- j. for purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the principal amount of its Claims in Class 3, although any principal amounts may be adjusted by the Notice and Claims Agent to reflect the amount of the Claim actually voted, including prepetition interest;
- k. a single Nominee may complete and deliver to the Notice and Claims Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest received valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior received Master Ballot. Likewise, if a Beneficial Holder submits more than one Beneficial Holder Ballot to its Nominee, (i) the latest received Beneficial Holder Ballot received before the submission deadline imposed by the Nominee shall be deemed to supersede any prior Beneficial Holder Ballot submitted by the Beneficial Holder, and (ii) the Nominee shall complete the Master Ballot accordingly; and
- l. no fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting Beneficial Holder Ballots with respect to the Plan.

E. Amendments to the Plan and Solicitation and Voting Procedures.

The Debtor reserves the right to make non-substantive or immaterial changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notice, Ballots, Publication Notice, Solicitation and Voting Procedures, Plan Supplement Notice, Assumption and Rejection Notices, Voting and Tabulation Procedures, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes

to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

* * * * *

Exhibit 2

Notice of Disclosure Statement Hearing

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

Objection Deadline: April 15, 2021 at 4:00 p.m.

Hearing Date: April 22, 2021 at 11:00 a.m.

Re: Docket Nos. _____

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT
FOR THE CHAPTER 11 PLAN OF REORGANIZATION OF MEDLEY LLC**

TO ALL PARTIES IN INTEREST:

PLEASE TAKE NOTICE THAT on March 7, 2021, the above-captioned debtor and debtor-in-possession (the “Debtor”), filed the *Chapter 11 Plan of Reorganization of Medley LLC* [Docket No. 7] (as may be amended, modified, or supplemented in accordance with the terms therein, the “Plan”) and the proposed *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* [Docket No. 8] (as may be amended, modified, or supplemented, the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE THAT:

1. A hearing (the “Hearing”) will be held before the Honorable Karen B. Owens, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801, on **April 22, 2021 at 11:00 a.m.** (prevailing Eastern Time) , to consider entry of an order determining, among other things, that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

2. Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan should contact Kurtzman Carson Consultants, the Debtor’s solicitation agent, in writing at Medley LLC Claims Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245, or by email at MedleyInfo@kccllc.com with a reference to “Medley” in the subject line. Interested parties may also review the Disclosure Statement and the Plan free of charge at <https://www.kccllc.net/medley>. In addition, the Disclosure Statement and Plan are on file with the Bankruptcy Court and may be reviewed by accessing the Bankruptcy

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

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.

3. Objections, if any, to approval of the Disclosure Statement must (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objector and the nature and amount of any claim or interest asserted by the objector against or in the Debtor, (d) state with particularity the legal and factual bases for the objection, and (e) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served on the following parties by no later than **April 15, 2021 at 4:00 p.m.** (prevailing Eastern Time):

| Proposed Counsel to the Debtor | Proposed Co-Counsel to the Debtor |
|---|--|
| <p>Lowenstein Sandler LLP 1251 Avenue of the Americas, 17th Floor New York, New York 10020 Attn.: Robert Hirsh (rhirsh@lowenstein.com), Eric Chafetz (echafetz@lowenstein.com), and Phillip Khezri (pkhezri@lowenstein.com)</p> | <p>Morris James LLP 500 Delaware Ave #1500 Wilmington, Delaware 19801 A Attn.: Eric Monzo (emonzo@morrisjames.com)</p> |

| The United States Trustee |
|--|
| <p>The United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19801 Attn: Jane Leamy</p> |

4 IF AN OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE DISCLOSURE STATEMENT OR THE ADEQUACY THEREOF AND MAY NOT BE HEARD AT THE HEARING.

5. The Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtor with the Bankruptcy Court. The Debtor may modify the Disclosure Statement, if necessary, prior to, during, or as a result of the Hearing without further notice.

Dated: March __, 2021
Wilmington, Delaware

MORRIS JAMES LLP

/s/

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Telephone: (302) 888-6800
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E-mail: emonzo@morrisjames.com
E-mail: bkeilson@morrisjames.com

-and-

Robert M. Hirsh, Esq. (*admitted pro hac vice*)
Eric Chafetz, Esq. (*admitted pro hac vice*)
Phillip Khezri, Esq. (*admitted pro hac vice*)
LOWENSTEIN SANDLER LLP
1251 Avenue of the Americas
New York, NY 10020
Telephone: (973) 597-2500
Facsimile: (973) 597-2400
E-mail: rhirsh@lowenstein.com
E-mail: echafetz@lowenstein.com
E-mail: pkhezri@lowenstein.com

*Proposed Counsel to the Debtor
and Debtor-in-Possession*

Exhibit 3A

Form of Class 3 Notes Claims Beneficial Holder Ballot

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

| | | |
|--------------------------|---|-------------------------|
| In re: |) | Chapter 11 |
| |) | |
| Medley LLC, ¹ |) | Case No. 21-10526 (KBO) |
| |) | |
| Debtor. |) | |
| |) | |

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE
CHAPTER 11 PLAN OF REORGANIZATION OF MEDLEY LLC**

CLASS 3 BALLOT FOR BENEFICIAL HOLDERS OF NOTES CLAIMS

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

**IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BENEFICIAL HOLDER BALLOT MUST
BE COMPLETED, EXECUTED, AND RETURNED IN ACCORDANCE WITH THE INSTRUCTIONS
PROVIDED BY YOUR NOMINEE (AS DEFINED BELOW). IF YOU RECEIVED A RETURN
ENVELOPE ADDRESSED TO YOUR NOMINEE OR YOUR NOMINEE’S AGENT, YOU MUST
FOLLOW THE DIRECTIONS OF YOUR NOMINEE TO CAST YOUR VOTE AND ALLOW
SUFFICIENT TIME FOR YOUR NOMINEE TO RECEIVE YOUR VOTE AND TRANSMIT SUCH
VOTE ON A MASTER BALLOT, WHICH MASTER BALLOT MUST BE RETURNED TO THE
NOTICE AND CLAIMS AGENT BY THE VOTING DEADLINE IN ORDER FOR YOUR VOTE TO BE
COUNTED.**

The Debtor is soliciting votes with respect to the *Chapter 11 Plan of Reorganization of Medley LLC* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* (as may be amended from time to time, the “Disclosure Statement”). The Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●] (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

You are receiving this Class 3 Beneficial Holder ballot (this “Beneficial Holder Ballot”) because your Nominee² has identified you as a Beneficial Holder³ of a Class 3 Notes Claim as of the date hereof. Accordingly, you have a right to vote to accept or reject the Plan.

The rights and treatment for each Class are described in the Disclosure Statement, which was included, through a detailed notice on how to access such documents, in the package (the “Solicitation Package”) you are receiving with this Beneficial Holder Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) at no charge by: (i) calling the Notice and Claims Agent at (877) 634-7181, (U.S. and Canada) or (424) 236-7226, (International); (ii) visiting the Debtor’s restructuring website at: <https://www.kccllc.net/medley>; (iii) writing to the Notice and Claims Agent at Medley Ballots Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; and/or (iv) emailing MedleyInfo@kccllc.com and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the Chapter 11 Case for a fee via PACER at: <https://ecf.deb.uscourts.gov>.

This Beneficial Holder Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Beneficial Holder Ballot in error, please contact the Notice and Claims Agent *immediately* at the address, telephone number, or email address set forth above.

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

Please return your completed Beneficial Holder Ballot in accordance with your Nominee’s instructions. Nominees are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with their customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) this Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means.

² “Nominee” means the broker, dealer, commercial bank, trust company, savings and loan, financial institution, or other such party in whose name your beneficial ownership in Class 3 Notes Claims is registered or held of record on your behalf as of the date hereof.

³ A “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied pursuant to Court order or otherwise, as reflected in the records maintained by the Nominees holding through an transfer agent or as evidenced by the securities position report from The Depository Trust Company.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the date hereof, the undersigned was the Holder of a Class 3 Notes Claim in the following amount:

| |
|-------|
| _____ |
|-------|

Item 2. Vote on Plan.

The Holder of the Class 3 Notes Claim against the Debtor set forth in Item 1 votes to (please check one):

| | |
|--|--|
| <input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan ⁴ | <input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan ⁵ |
|--|--|

Item 3. Important information regarding the Discharge of Claims, Releases by the Debtor, Releases by the Releasing Parties (including the Third-Party Release), Exculpation, and Injunction.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS. EXCERPTS OF SUCH PROVISIONS ARE SET FORTH BELOW BUT PARTIES SHOULD RELY ONLY ON THE TERMS OF THE PLAN. PARTIES RECEIVING THIS BALLOT MAY OPT OUT OF THE THIRD PARTY RELEASE PROVISIONS BY CHECKING THE BOX BELOW SPECIFICALLY PROVIDING FOR OPTING OUT OF THE THIRD-PARTY RELEASE PROVISIONS.

IF YOU VOTE TO ACCEPT THE PLAN, YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE PLAN’S THIRD PARTY RELEASE CONTAINED IN ARTICLE VIII OF THE PLAN, AS DESCRIBED IN THIS ITEM 3.

IF YOU VOTE TO REJECT THE PLAN AND YOU DO NOT WISH TO RELEASE CLAIMS YOU MAY HAVE AGAINST THE RELEASED PARTIES, YOU MAY CHECK THE BOX BELOW TO OPT OUT OF THE RELEASES. HOWEVER, YOU ARE NOT REQUIRED TO DO SO.

⁴ The Nominee holding your Notes Claims must tender your notes into the Voting to Accept account established at The Depository Trust Company (“**DTC**”). Notes Claims may not be withdrawn from the Voting to Accept account after your Nominee has tendered them at DTC. Once Notes Claims have been tendered to the Voting to Accept account, no further trading will be permitted in your Notes Claims held in the Voting to Accept account. If the Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Notes Claims held in the Voting to Accept account to the applicable Nominee for credit to the account of the applicable Beneficial Holder.

⁵ The Nominee holding your Notes Claims must tender your notes into the Voting to Reject/Non-Releasing Party account established at DTC. Notes Claims may not be withdrawn from the Voting to Reject/Non-Releasing Party account after your Nominee has tendered them at DTC. Once Notes Claims have been tendered to the Voting to Reject/Non-Releasing Party account, no further trading will be permitted in your Notes Claims held in the Voting to Reject/Non-Releasing Party account. If the Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Notes Claims held in the Voting to Reject/Non-Releasing Party account to the applicable Nominee for credit to the account of the applicable Beneficial Holder.

IF YOU ELECT TO OPT OUT OF THE PLAN'S THIRD PARTY RELEASE PROVISIONS, YOUR RECOVERY UNDER THE PLAN WILL BE AFFECTED.

The undersigned Holder of the Class 3 Notes Claims against the Debtor set forth in Item 1 elects to:

- Opt Out of the Third-Party Release in Article VIII of the Plan⁵

Article VIII of the Plan contains the following Third-Party Releases: As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, 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 Debtor, the Reorganized Debtor, or the Estate, 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 Debtor, the Debtor's in- or out-of-court restructuring efforts, any Avoidance Actions, intercompany transactions, the Disclosure Statement, the Plan, the Plan Supplement, or any Restructuring Transaction, the Chapter 11 Case, the filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, the operation of the Debtor's business prior to the Petition Date, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post-Effective Date obligations (including any obligations Reinstated pursuant to the Plan) of any Person or Entity under the Plan, any post-Effective Date transaction contemplated by the Restructuring Transactions, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or the Restructuring Transactions, or (b) any individual from any claim or Cause of Action related to an act or omission that is determined in a Final Order by a court competent jurisdiction to have constituted actual fraud or willful misconduct.

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: (a) consensual, (b) essential to the confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the Claims released by the Third-Party Release; (e) in the best interests of the Debtor and its Estate; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for a hearing; and (h) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to the Third-Party Release.

* * *

Under the Plan, "Releasing Parties" means, collectively, (a) the Notes Trustee; (b) all holders of Claims or Interests that vote to accept or are deemed to accept the Plan; (c) all holders of Claims or Interests that abstain from voting on the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable ballot indicating that they opt not to grant the releases provided in the Plan; (d) all holders of Claims or Interests that vote to reject the Plan or are deemed to reject the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable ballot indicating that they opt not to grant the releases provided in the Plan; (e) each current and former Affiliate of each Entity in clause (a) through (d); and (f) with respect to the Debtor, the Reorganized Debtor, and each of the foregoing Entities in clauses (a) through (e), such Entity and its current and former Affiliates and subsidiaries, and such Entities' and their current and former Affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such collectively.

Under The Plan, “Released Parties” means, collectively, and in each case in its capacity as such: the Debtor, the Reorganized Debtor, and the Notes Trustee, and each such Entity’s current and former Affiliates and subsidiaries, and such Entities’ and their current and former Affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

IF YOU VOTE TO ACCEPT THE PLAN YOU WILL BE DEEMED A RELEASING PARTY PROVIDING THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII OF THE PLAN.

Item 4. Certifications as to Class 3 –Notes Claims Held in Additional Accounts.

By completing and returning this Beneficial Holder Ballot, the undersigned Beneficial Holder certifies that either (1) it has not submitted any other Ballots for other Notes Claims in Class 3 held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Notes Claims in Class 3 for which it has submitted additional Beneficial Holder Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED NOTES CLAIMS IN CLASS 3 ON A BENEFICIAL HOLDER BALLOT OTHER THAN THIS BENEFICIAL HOLDER BALLOT.

| | Name of Beneficial Holder | Account Number | Nominee | Principal Amount of Other Notes Claims in Class 3 Voted | CUSIP |
|----|---------------------------|----------------|---------|---|-------|
| A. | | | | \$ | |
| B. | | | | \$ | |
| C. | | | | \$ | |

Item 5. Certifications.

By signing this Beneficial Holder Ballot, the undersigned certifies:

- (a) that, as of the date hereof, either: (i) the Entity is the Beneficial Holder of the Notes Claims being voted; or (ii) the Entity is an authorized signatory for an Entity that is the Beneficial Holder of the Notes Claims being voted;
- (b) that the Entity (or in the case of an authorized signatory, the Beneficial Holder) has received a copy of the Disclosure Statement and the Solicitation Package, or detailed notice as to access such documents, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has cast the same vote with respect to all Notes Claims in a single Class; and
- (d) that no other Beneficial Holder Ballots with respect to the amount of the Notes Claims identified in Item 1 have been cast or, if any other Beneficial Holder Ballots have been cast with respect to such Notes Claims, then any such earlier Beneficial Holder Ballots are hereby revoked.

| | |
|--------------------|-----------------------------------|
| Name of Holder: | _____ |
| | (Print or Type) |
| Signature: | _____ |
| Name of Signatory: | _____ |
| | (If other than Beneficial Holder) |
| Title: | _____ |
| Address: | _____ |
| | _____ |
| | _____ |
| Telephone Number: | _____ |
| Email: | _____ |
| Date Completed: | _____ |

PLEASE COMPLETE THIS BENEFICIAL HOLDER BALLOT AND SUBMIT IT
(IN ACCORDANCE WITH THE INSTRUCTIONS SET FORTH HEREIN)
PROMPTLY VIA YOUR NOMINEE'S INSTRUCTIONS.

IF THE NOTICE AND CLAIMS AGENT DOES NOT **ACTUALLY RECEIVE**
THE MASTER BALLOT CONTAINING YOUR VOTE **ON OR BEFORE MAY 24, AT 4:00 P.M.,**
PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE
TRANSMITTED BY THIS BENEFICIAL HOLDER BALLOT MAY BE COUNTED
TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTOR.

Beneficial Holders of Class 3 Notes Claims

INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER BALLOT

1. The Debtor is 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 Beneficial Holder Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, for which detailed instructions on how to access the Plan also accompanies the Notes Claims Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BENEFICIAL HOLDER BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. Unless otherwise instructed by your Nominee, to ensure that your vote is counted, you must submit your Beneficial Holder Ballot (or otherwise convey your vote) to your Nominee in sufficient time to allow your Nominee to process your vote and submit a Master Ballot so that the Master Ballot is actually received by the Notice and Claims Agent by the Voting Deadline. You may instruct your Nominee to vote on your behalf in the Master Ballot as follows: (a) complete the Beneficial Holder Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Holder Ballot; and (c) sign and return the Beneficial Holder Ballot to your Nominee in accordance with the instructions provided by your Nominee. The Voting Deadline for the receipt of Master Ballots by the Notice and Claims Agent is **May 24, 2021 at 4:00 p.m., prevailing Eastern Time**. Your completed Beneficial Holder Ballot must be received by your Nominee in sufficient time to permit your Nominee to deliver your votes to the Notice and Claims Agent on or before the Voting Deadline.
4. **Please follow your Nominee’s Instructions.** Nominees are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with their customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) this Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means, including email. Any Ballot received by the Notice and Claims Agent (including via a Nominee on a Master Ballot) after the Voting Deadline will not be counted with respect to acceptance or rejection of the Plan, as applicable, unless the Debtor, in its sole discretion, otherwise determines. Delivery of a Ballot or Master Ballot reflecting your vote to the Notice and Claims Agent will be deemed to have occurred only when the Notice and Claims Agent **actually receives** the executed Master Ballot. In all cases, you should allow sufficient time to assure timely delivery.
5. **The following Beneficial Holder Ballots will not be counted:**
 - (a) any Beneficial Holder Ballot that partially rejects and partially accepts the Plan;
 - (b) any Beneficial Holder Ballot that neither accepts nor rejects the Plan;
 - (c) any Beneficial Holder Ballot sent to the Debtor, the Debtor’s agents, or the Debtor’s financial or legal advisors;
 - (d) any Beneficial Holder Ballot returned to a Nominee not in accordance with the Nominee’s instructions;
 - (e) any Beneficial Holder Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (f) any Beneficial Holder Ballot submitted by a holder not entitled to vote pursuant to the Plan;
 - (g) any unsigned Beneficial Holder Ballot (except in accordance with the Nominee’s instructions);
 - (h) any non-original Beneficial Holder Ballot (except in accordance with the Nominee’s instructions); and/or
 - (i) any Beneficial Holder Ballot not marked to accept or reject the Plan or any Beneficial Holder Ballot marked both to accept and reject the Plan.
6. The Beneficial Holder 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.

7. **Please be sure to sign and date the Beneficial Holder Ballot.** You should indicate that you are signing a Beneficial Holder 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 and, if required or requested by the Notice and Claims Agent, the Debtor, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Beneficial Holder Ballot.
8. Each ballot votes *only* your Claims indicated on that ballot, so please complete and return each ballot that you received. If your Beneficial Holder Ballot is not received by your Nominee in sufficient time to be included on a timely submitted Master Ballot, it will not be counted unless the Debtor, in its sole discretion, determines otherwise. In all cases, Beneficial Holders should allow sufficient time to assure timely delivery of your Beneficial Holder Ballot to your Nominee.
9. If you deliver multiple Beneficial Holder Ballots to the Nominee with respect to the same Notes Claim prior to the Voting Deadline, the last received valid Beneficial Holder Ballot timely received will supersede and revoke any earlier received Beneficial Holder Ballots.
10. You must vote all of your Notes Claims within Class 3 either to accept or reject the Plan and may **not** split your vote.

PLEASE RETURN YOUR BENEFICIAL HOLDER BALLOT PROMPTLY

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BENEFICIAL HOLDER BALLOT,
THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (877) 634-7181 (U.S. AND CANADA) OR
(424) 236-7226 (INTERNATIONAL) OR EMAIL MEDLEYINFO@KCCLLC.COM.**

IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE THE MASTER BALLOT FROM YOUR NOMINEE REFLECTING THE VOTE CAST ON THIS BENEFICIAL HOLDER BALLOT ON OR BEFORE MAY 24, 2021 AT 4:00 P.M., PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL HOLDER BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE SOLE AND ABSOLUTE DISCRETION OF THE DEBTOR.

Exhibit A

Your Nominee may have checked a box below to indicate the Plan Class and CUSIP/ISIN to which this Class 3 Ballot pertains, or otherwise provided that information to you on a label or schedule attached to the Ballot:

| Class 3 (Notes Claims) | | |
|--------------------------|---------------------------|-------------|
| <input type="checkbox"/> | 7.250% Sr Unsecured Notes | 58503Y 20 4 |
| <input type="checkbox"/> | 6.875% Sr Unsecured Notes | 58503Y 10 5 |

Exhibit 3B

Form of Class 3 Notes Claims Holder Ballot

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

| | | |
|--------------------------|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| Medley LLC, ¹ |) | |
| |) | Case No. 21-10526 (KBO) |
| Debtor. |) | |
| |) | |

**MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT
THE CHAPTER 11 PLAN OF REORGANIZATION OF MEDLEY LLC**

CLASS 3 MASTER BALLOT FOR HOLDERS OF NOTES CLAIMS

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

**IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS MASTER BALLOT MUST
BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE ACTUALLY
RECEIVED BY THE NOTICE AND CLAIMS AGENT BY MAY 24, 2021 AT 4:00
P.M., PREVAILING EASTERN TIME (THE "VOTING DEADLINE")**

The Debtor is soliciting votes with respect to the *Chapter 11 Plan of Reorganization of Medley LLC* (as may be amended from time to time, the "Plan") as set forth in the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* (as may be amended from time to time, the "Disclosure Statement"). The Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●] (the "Disclosure Statement Order"). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this master ballot (the "Master Ballot") because you are the Nominee (as defined below) of a Beneficial Holder² of Class 3 Notes Claims as of the date hereof.

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a "Nominee"); or as the proxy holder of a Nominee for certain Beneficial Holders' of Class 3 Notes Claims (the "Class 3 Claims"), to transmit to the Notice and Claims Agent (as defined below) the votes of such Beneficial Holders in respect of their Class 3 Claims to accept or reject the Plan. The CUSIP numbers (the "CUSIP") for the Class 3 Claims entitled to vote and for which you are the

¹ The last four digits of the Debtor's taxpayer identification number are 7343. The Debtor's principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

² A "Beneficial Holder" means a beneficial owner of publicly-traded securities whose claims have not been satisfied pursuant to Court order or otherwise, as reflected in the records maintained by the nominees holding through the Depository Trust Company.

Nominee are listed on Exhibit A attached hereto. This Master Ballot may not be used for any purpose other than for submitting votes with respect to the Plan.

The rights and treatment for each Class are described in the Disclosure Statement, though a detailed notice of how to access such documents, which was included in the package (the "Solicitation Package") you are receiving with this Beneficial Holder Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from Kurtzman Carson Consultants LLC (the "Notice and Claims Agent") at no charge by: (i) calling the Notice and Claims Agent at (877) 634-7181, (U.S. and Canada) or (424) 236-7226, (International); (ii) visiting the Debtor's restructuring website at: <https://www.kccllc.net/medley>; (iii) writing to the Notice and Claims Agent at Medley Ballots Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; and/or (iv) emailing MedleyInfo@kccllc.com and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the Chapter 11 Case for a fee via PACER at: <https://ecf.deb.uscourts.gov>.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Master Ballot in error, please contact the Notice and Claims Agent **immediately** at the address, telephone number, or email address set forth above.

You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a "voting instruction form" in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means, including email.

The Court may confirm the Plan and thereby bind all holders of Claims and Interests. To have the votes of your Beneficial Holders count as either an acceptance or rejection of the Plan, you must complete and return this Master Ballot so that the Notice and Claims Agent **actually receives** it on or before the Voting Deadline.

The Voting Deadline is on May 24, 2021, at 4:00 p.m., Prevailing Eastern Time.

Item 1. Certification of Authority to Vote.

The undersigned certifies that, as of the date hereof, the undersigned (please check the applicable box):

- Is a broker, bank, or other nominee for the Beneficial Holders of the aggregate principal amount of the Class 3 Claims listed in Item 3 below, and is the record holder of such notes, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of Class 3 Claims listed in Item 3 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee or a beneficial owner that is the registered holder of the aggregate principal amount of Class 3 Claims listed in Item 3 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Beneficial Holders of the Class 3 Claims described in Item 3.

Item 2. Important information regarding the Debtor Release, Third Party Release, Exculpation and Injunction Discharge.

Article VIII of the Plan provides for a Debtor Release (the “Debtor Release”):³

Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtor, the Reorganized Debtor, and its Estate from any and all claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtor, that the Debtor, the Reorganized Debtor, or its Estate 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, the Debtor or other Entity, or that any holder of any Claim against, or Interest in, the Debtor or other Entity could have asserted on behalf of the Debtor, based on or relating to or in any manner arising from in whole or in part, the Debtor, the Debtor’s in- or out-of-court restructuring efforts, any Avoidance Actions, intercompany transactions, the Disclosure Statement, the Plan, the Plan Supplement, or any Restructuring Transaction, the Chapter 11 Case, the filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post-Effective Date obligations of any Person or Entity under the Plan, any post-Effective Date transaction contemplated by the Restructuring Transactions, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or the Restructuring Transactions or (b) any individual from any Claim or Cause of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud or willful misconduct.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the Debtor 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 Debtor Release is: (a) in exchange for the good and valuable consideration provided by the Releasing Parties, including, without limitation, the Releasing Parties’ contribution to facilitating the Restructuring Transactions and implementing the Plan; (b) a good faith settlement and compromise of the Claims released by the Debtor Release; (c) in the best interests of the Debtor and all holders of Claims and Interests; (d) fair, equitable, and reasonable; (e) given and made after due notice and opportunity for a hearing; and (f) a bar to any of the Debtor, the Reorganized Debtor, or the Debtor’s Estate asserting any Claim or Cause of Action released pursuant to the Debtor Release.

Article VIII of the Plan provides for Releases by the Releasing Parties, including the Third-Party Release (the “Third Party Release”):⁴

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, each Releasing Party is deemed to have released and discharged each Released Party from any and

³ “Released Party” means, collectively, and in each case in its capacity as such: the Debtor, the Reorganized Debtor, and the Notes Trustee, and each such Entity’s current and former Affiliates and subsidiaries, and such Entities’ and their current and former Affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

⁴ “Releasing Parties” means, collectively, (a) the Notes Trustee; (b) all holders of Claims or Interests that vote to accept or are deemed to accept the Plan; (c) all holders of Claims or Interests that abstain from voting on the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable ballot indicating that they opt not to grant the releases provided in the Plan; (d) all holders of Claims or Interests that vote to reject the Plan or are deemed to reject the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable ballot indicating that they opt not to grant the releases provided in the Plan; (e) each current and former Affiliate of each Entity in clause (a) through (d); and (f) with

all claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtor, the Reorganized Debtor, or the Estate, 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 Debtor, the Debtor's in- or out-of-court restructuring efforts, any Avoidance Actions, intercompany transactions, the Disclosure Statement, the Plan, the Plan Supplement, or any Restructuring Transaction, the Chapter 11 Case, the filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, the operation of the Debtor's business prior to the Petition Date, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post-Effective Date obligations (including any obligations Reinstated pursuant to the Plan) of any Person or Entity under the Plan, any post-Effective Date transaction contemplated by the Restructuring Transactions, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or the Restructuring Transactions, or (b) any individual from any claim or Cause of Action related to an act or omission that is determined in a Final Order by a court competent jurisdiction to have constituted actual fraud or willful misconduct.

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: (a) consensual, (b) essential to the confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the Claims released by the Third-Party Release; (e) in the best interests of the Debtor and its Estate; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for a hearing; and (h) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to the Third-Party Release.

Article VII of the Plan provides for an exculpation (the "Exculpation"):

Except as otherwise specifically provided in the 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 in connection with, relating to, or arising out of, the Chapter 11 Case, related prepetition transactions, the Disclosure Statement, the Plan, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of Securities pursuant to the Plan, or the distribution of property under the 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 willful misconduct or actual fraud. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan. Notwithstanding anything to the contrary in the foregoing, the exculpation set forth above do not exculpate any post-Effective Date obligations of any party or entity under the Plan, any post-Effective Date transaction contemplated by the Restructuring Transactions, or

respect to the Debtor, the Reorganized Debtor, and each of the foregoing Entities in clauses (a) through (e), such Entity and its current and former Affiliates and subsidiaries, and such Entities' and their current and former Affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such collectively..

any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.

Article VIII of the Plan provides for an injunction (the “Injunction”):

Except as otherwise expressly provided in the Plan, or for obligations issued or required to be paid pursuant to the Plan or the Confirmation Order, all Entities who have held, hold, or may hold claims or interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtor, the Reorganized Debtor, the Exculpated Parties, or the Released 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 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; (d) 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 holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with, or with respect to, any such claims or interests released or settled pursuant to the Plan. Notwithstanding anything to the contrary in the foregoing, the injunction set forth above does not enjoin the enforcement of any post-Effective Date obligations of any party or entity under the Plan, any post-Effective Date transaction contemplated by the Restructuring Transactions, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.

[Remainder of page intentionally left blank.]

Item 3. Class 3 Claims Vote on Plan:

The undersigned transmits the following votes and opt-outs of Beneficial Holders of Class 3 Claims and certifies that the following Beneficial Holders of Class 3 Claims, as identified by their respective customer account numbers set forth below, are the Beneficial Holders of such Claims as of the date hereof and have delivered to the undersigned, as Nominee, ballots (the “Ballots”) casting such votes.

Indicate in the appropriate column below the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each holder must vote all such Beneficial Holder’s Class 3 Claims to accept or reject the Plan and may not split such vote. Any Beneficial Holder Ballot executed by the Beneficial Holder that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.

| Your Customer Account Number for Each Beneficial Holder of Class 3 Claims | Principal Amount Held as of the Date Hereof | Indicate the vote cast from Item 2 of the Beneficial Holder Ballot by checking the appropriate box below. | | | VOI Number from DTC for each Account ⁵ | Indicate Opt Out of Giving the Third Party Release from Item 3 of the Beneficial Holder Ballot by checking the box below. |
|---|---|---|----|--------------------------|---|---|
| | | Accept the Plan | or | Reject the Plan | | |
| 1 | \$ | <input type="checkbox"/> | | <input type="checkbox"/> | | <input type="checkbox"/> |
| 2 | \$ | <input type="checkbox"/> | | <input type="checkbox"/> | | <input type="checkbox"/> |
| 3 | \$ | <input type="checkbox"/> | | <input type="checkbox"/> | | <input type="checkbox"/> |
| 4 | \$ | <input type="checkbox"/> | | <input type="checkbox"/> | | <input type="checkbox"/> |
| 5 | \$ | <input type="checkbox"/> | | <input type="checkbox"/> | | <input type="checkbox"/> |
| 6 | \$ | <input type="checkbox"/> | | <input type="checkbox"/> | | <input type="checkbox"/> |
| TOTALS | \$ | | | | | |

⁵ The underlying principal amount of Notes Claims held by those Beneficial Holders (i) voting to accept the Plan or (ii) voting to reject the Plan or has indicated to Opt Out of giving Third Party Releases are to be tendered into the respective accounts established at The Depository Trust Company (“**DTC**”) for such purposes. Input the corresponding VOI number received from DTC in the appropriate column in the table above. Notes Claims may not be withdrawn from the account once tendered. No further trading will be permitted in the Notes Claims held in the account at DTC. If the Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Notes Claims held in the account to the applicable Nominee for credit to the account of the applicable Beneficial Holder.

Item 4. Other Class 3 Ballots Submitted by Beneficial Holders.

The undersigned certifies that it has transcribed in the following table the information, if any, provided by the Beneficial Holders in Item 4 of the Beneficial Holder Ballot:

| YOUR customer account number and/or Customer Name for each Beneficial Holder who completed Item 4 of the Beneficial Holder Ballot. | Transcribe from Item 4 of the Beneficial Holder Ballot | | | |
|--|--|--------------------------------------|--|-------------------------------------|
| | Account Number | Name of Registered Holder or Nominee | Principal Amount of other Class 3 Claims | CUSIP of other Class 3 Claims Votes |
| 1. | | | \$ | |
| 2. | | | \$ | |
| 3. | | | \$ | |
| 4. | | | \$ | |
| 5. | | | \$ | |

Item 5. Certifications.

By signing this Master Ballot, the undersigned certifies to the Court and the Debtor that:

- (a) it has received access to a copy of the Disclosure Statement, the Plan, the Master Ballots, the Beneficial Holder Ballots, and the remainder of the Solicitation Package, or notice with respect to access such documents, and has delivered the same to the Beneficial Holders of the Class 3 Claims listed in Item 3 above;
- (b) it has received a completed and signed Beneficial Holder Ballot (or vote submission in accordance with its customary procedures) from each Beneficial Holder listed in Item 3 of this Master Ballot;
- (c) it is the registered holder of all Class 3 Claims listed in Item 3 above being voted, or it has been authorized by each Beneficial Holder of Class 3 Claims listed in Item 3 above to vote on the Plan;
- (d) no other Master Ballots with respect to the same Class 3 Claims identified in Item 3 have been cast or, if any other Master Ballots have been cast with respect to such Claims, then any such earlier received Master Ballots are hereby revoked;
- (e) it has properly disclosed: (i) the number of Beneficial Holders of Class 3 Claims who completed the Beneficial Holder Ballots or otherwise conveyed their respective vote; (ii) the respective amounts of the Class 3 Claims owned, as the case may be, by each Beneficial Holder of Class 3 Claims who completed a Beneficial Holder Ballot; (iii) each such Beneficial Holder of Class 3 Claims' respective vote concerning the Plan; (iv) each such Beneficial Holder of Class 3 Claims' certification as to other Class 3 Claims voted; and (v) the customer account or other identification number for each such Beneficial Holder of Class 3 Claims; and
- (f) it will maintain Ballots and evidence of separate transactions returned by Beneficial Holders of Class 3 Claims (whether properly completed or defective) for at least one (1) year after the Effective Date of the Plan and disclose all such information to the Court or the Debtor, if so ordered.

Plan Class and CUSIP indicated on **Exhibit A** hereto

| | |
|--|-----------------|
| Name of DTC Participant: | _____ |
| | (Print or Type) |
| Participant Number: | _____ |
| Name of Proxy Holder or Agent for DTC Participant (if applicable): | _____ |
| | (Print or Type) |
| Signature: | _____ |
| Name of Signatory: | _____ |
| | _____ |
| Title: | _____ |
| Address: | _____ |
| | _____ |
| Date Completed: | _____ |
| Email Address: | _____ |
| | _____ |

**Medley Ballots Processing
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, California 90245**

**Nominees are also permitted to return this Master Ballot to the
Notice and Claims Agent via email to MedleyInfo@kccllc.com.**

If the Notice and Claims Agent does not actually receive this Master Ballot on or before May 24, 2021, at 4:00 p.m., Prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted by this Master Ballot may be counted toward Confirmation of the Plan only in the sole and absolute discretion of the Debtor.

Class 3 —Notes Claims

INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT

1. The Debtor is 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 Master Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, Disclosure Statement, or Disclosure Statement Order, as applicable, detailed instructions on how to access copies of which accompany the Ballot. **Please read the Plan and Disclosure Statement carefully before completing this Ballot.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. You should immediately distribute the Solicitation Package and the Beneficial Holder Ballots (or other customary material used to collect votes in lieu of the Beneficial Holder Ballot) to all Beneficial Holders of Class 3 Claims and take any action required to enable each such Beneficial Holder to vote timely the Claims that it holds. You may distribute the Solicitation Packages to Beneficial Holders, as appropriate, in accordance with your customary practices. You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means, including email. Any Beneficial Holder Ballot returned to you by a Beneficial Holder of Class 3 Claims shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Notice and Claims Agent, a Master Ballot that reflects the vote of such Beneficial Holders by **May 24, at 4:00 p.m., prevailing Eastern Time** or otherwise validate the Master Ballot in a manner acceptable to the Notice and Claims Agent.
4. If you are transmitting the votes of any Beneficial Holder of Claims other than yourself, you may either:
 - (a) “Pre-validate” the individual Class 3 Notes Claims Beneficial Holder Ballot contained in the Solicitation Package and then forward the Solicitation Package to the Beneficial Holder of Class 3 Claim for voting within five (5) Business Days after the receipt by such Nominee of the Solicitation Package, with the Beneficial Holder then returning the individual Beneficial Holder Ballot directly to the Notice and Claims Agent in the return envelope to be provided in the Solicitation Package. A Nominee “pre-validates” a Beneficial Holder’s Ballot by signing the Beneficial Holder Ballot and including their DTC participant number; indicating the account number of the Beneficial Holder and the principal amount of Class 3 Claims held by the Nominee for such Beneficial Holder; and then forwarding the Beneficial Holder Ballot together with the Solicitation Package to the Beneficial Holder. The Beneficial Holder then completes the remaining information requested on the Beneficial Holder Ballot and returns the Beneficial Holder Ballot directly to the Notice and Claims Agent. A list of the Beneficial Holders to whom “pre-validated” Beneficial Holder Ballots were delivered should be maintained by Nominees for inspection for at least one year from the Effective Date; or
 - (b) Within five (5) Business Days after receipt by such Nominee of the Solicitation Package, forward the Solicitation Package to the Beneficial Holder of the Class 3 Claim for voting along with a return envelope provided by and addressed to the Nominee, with the Beneficial Holder then returning the individual Beneficial Holder Ballot to the Nominee. In such case, the Nominee will tabulate the votes of its respective owners on a Master Ballot that will be provided to the Nominee separately by the Notice and Claims Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Notice and Claims Agent. The Nominee should advise the Beneficial Holder to return their individual Beneficial Holder Ballots (or otherwise transmit their vote) to the Nominee by a date calculated by the Nominee to allow it to prepare and return the Master Ballot to the

Notice and Claims Agent so that the Master Ballot is actually received by the Notice and Claims Agent on or before the Voting Deadline.

5. With regard to any Beneficial Holder Ballots returned to you by a Beneficial Holder, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Holder on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Ballot; (c) transmit such Master Ballot to the Notice and Claims Agent by the Voting Deadline; and (d) retain such Beneficial Holder Ballots from Beneficial Holders, whether in hard copy or by electronic direction, in your files for a period of one (1) year after the Effective Date of the Plan. You may be ordered to produce the Beneficial Holder Ballots (or evidence of the vote transmitted to you) to the Debtor or the Court.
 - (i) The Master Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is May 24, 2021, at 4:00 p.m., prevailing Eastern Time.**
 - (ii) If a Master Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the sole discretion of the Debtor. Additionally, **the following votes will not be counted:**
 - (a) any Master Ballot to the extent it is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (b) any Master Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (c) any Master Ballot sent by facsimile or any electronic means other than electronic mail;
 - (d) any unsigned Master Ballot;
 - (e) any Master Ballot that does not contain an original signature, provided, however, that any Master Ballot submitted via electronic mail shall be deemed to contain an original signature;
 - (f) votes contained on a Master Ballot not marked to accept or reject the Plan or marked both to accept and reject; and
 - (g) any Master Ballot submitted by any party not entitled to cast a vote with respect to the Plan.
8. The method of delivery of Master Ballots to the Notice and Claims Agent is at the election and risk of each Nominee of any Class 3 Claims. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the executed Master Ballot. In all cases, Beneficial Holders and Nominees should allow sufficient time to assure timely delivery.
9. If multiple Master Ballots are received from the same Nominee with respect to the same Claims voted on a Beneficial Holder Ballot prior to the Voting Deadline, the latest, timely received, and properly completed Master Ballot will supersede and revoke any earlier received Master Ballots.
10. The Master 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.
11. **Please be sure to sign and date the Master Ballot.** You should indicate that you are signing the Master 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 and, if required or requested by the Notice and Claims Agent, the Debtor, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder.
12. If you are both the Nominee and the Beneficial Holder of any of the Class 3 Claims and you wish to vote such Claims, you may return a Beneficial Holder Ballot or Master Ballot for such Class 3 Claims and you must vote

Plan Class and CUSIP indicated on **Exhibit A** hereto

all of your Claims in the same Class to either to accept or reject the Plan and may not split your vote. Accordingly, a Beneficial Holder Ballot, other than a Master Ballot with the votes of multiple Beneficial Holders that partially rejects and partially accepts the Plan, will not be counted.

13. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, the Debtor and the Notice and Claims Agent shall use reasonable efforts to aggregate separate Claims held by a single creditor in a particular Class and treat such creditor 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, however, 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 may be counted separately as a vote to accept or reject the Plan.
14. The following additional rules shall apply to Master Ballots:
- (a) Votes cast by Beneficial Holders through a Nominee will be applied against the positions held by such entities of Class 3 Claims, as evidenced by the record and depository listings.
 - (b) Votes submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, will not be counted in excess of the record amount of the Class 3 Claims held by such Nominee;
 - (c) To the extent that conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, the Notice and Claims Agent will attempt to reconcile discrepancies with the Nominee;
 - (d) To the extent that over-votes on a Master Ballot or pre-validated Beneficial Holder Ballots are not reconcilable prior to the preparation of the vote certification, the Notice and Claims Agent will apply the votes to accept and reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Beneficial Holder Ballots that contained the over-vote, but only to the extent of the Nominee’s position in Class 3 Claims; and
 - (e) For purposes of tabulating votes, each holder holding through a particular account will be deemed to have voted the principal amount relating its holding in that particular account, although the Notice and Claims Agent may be asked to adjust such principal amount to reflect the claim amount.

Please return your Master Ballot promptly

If you have any questions regarding this Master Ballot, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at: (877) 499-4509 (U.S./Canada) or (917) 281-4800 (International) or email MedleyInfo@kccllc.com.

If the Notice and Claims Agent does not actually receive this Master Ballot on or before the Voting Deadline, which is on May 24, 2021, at 4:00 p.m., Prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute discretion of the Debtor.

Plan Class and CUSIP indicated on **Exhibit A** hereto

Exhibit A

Please check one (1) box below to indicate the Plan Class and CUSIP/ISIN to which this Master Ballot pertains (or clearly indicate such information directly on the Master Ballot or on a schedule thereto):

| Class 3 (Notes Claims) | | |
|--------------------------|---------------------------|-------------|
| <input type="checkbox"/> | 7.250% Sr Unsecured Notes | 58503Y 20 4 |
| <input type="checkbox"/> | 6.875% Sr Unsecured Notes | 58503Y 10 5 |

Exhibit 3C

Form of Class 4 Strategic Claim Holder Ballot

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

| | | |
|--------------------------|---|-------------------------|
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| Medley LLC, ¹ |) | Case No. 21-10526 (KBO) |
| |) | |
| Debtor. |) | |
| |) | |

**BALLOT FOR VOTING TO ACCEPT OR REJECT
THE DEBTOR’S CHAPTER 11 PLAN OF REORGANIZATION**

CLASS 4 HOLDER OF THE STRATEGIC CLAIM

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS CAREFULLY *BEFORE* COMPLETING THIS BALLOT.

IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS *ACTUALLY RECEIVED* BY THE NOTICE AND CLAIMS AGENT BY **MAY 24, 2021 AT 5:00 P.M. PREVAILING EASTERN TIME (THE “VOTING DEADLINE”). YOU MUST FOLLOW THE DIRECTIONS **HEREIN TO CAST YOUR VOTE.****

Medley LLC, (the “Debtor”) is soliciting votes with respect to the *Chapter 11 Plan of Reorganization of Medley LLC* (the “Plan”) as described in the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* (the “Disclosure Statement”). Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement and Plan.

You are receiving this Class 4 Ballot because you are a Holder of the Strategic Claim in Class 4 under the Plan as of April 22, 2021 (the “Voting Record Date”). Accordingly, you have the right to vote to accept or reject the Plan.

Your rights are described in the Disclosure Statement and Plan, for which a detailed notice as to how to access such documents is included in the package (the “Solicitation Package”) you are receiving with this Class 4 Ballot. If you desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from Kurtzman Carson Consultants, LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtor’s restructuring website at <https://www.kccllc.net/medley>; (ii) calling the Notice and Claims Agent at (877) 634-7181, or if calling from outside the United States or Canada, at (424) 236-7226; or (iii) emailing

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

MedleyInfo@kccllc.com. Please note that the Notice and Claims Agent cannot give you legal advice or advise you on how the Disclosure Statement and Plan affects you or what actions you should take with respect to the Disclosure Statement and Plan. Any questions regarding those matters should be referred to your own counsel.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the Holders of at least two-thirds of the aggregate principal amount and more than one-half the number of the claims voted in Class 4, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) under the Bankruptcy Code. To have your vote counted, you must complete, sign, and return this Ballot to the Notice and Claims Agent by the Voting Deadline.

PLEASE COMPLETE, SIGN, AND DATE THIS CLASS 4 BALLOT AND RETURN IT IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED HEREIN. IN ORDER FOR YOUR VOTE TO COUNT, YOU MUST COMPLETE THIS CLASS 4 BALLOT AND ENSURE THAT IT IS RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE THE VOTING DEADLINE, WHICH IS MAY 24, 2021 AT 5:00 P.M., PREVAILING EASTERN TIME. IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT UNLESS THE VOTING DEADLINE IS EXTENDED IN THE SOLE DISCRETION OF THE DEBTOR.

This Class 4 Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe that you have received this Class 4 Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent *immediately* at the telephone number or email address set forth above.

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Disclosure Statement and Plan and its classification and treatment of your Claim. Your claim has been placed in Class 4 (Strategic Claim) under the Plan.

PLEASE READ THE DISCLOSURE STATEMENT AND PLAN FOR MORE DETAILS.

Item 1. Amount of Claim.

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was the Holder (or authorized signatory of such Holder) of the Class 4 Strategic Claim in the following aggregate unpaid principal amount, without regard to any accrued but unpaid interest:

\$ _____

Item 2. Vote on The Plan.

The Holder of the Class 4 Strategic Claim against the Debtor set forth in Item 1 votes to (please check one):

ACCEPT (vote FOR Plan) **REJECT** (vote AGAINST the Plan)

Any Ballot not marked either to accept or reject the Plan, or marked both to accept and to reject the Plan, shall not be counted in determining acceptance or rejection of the Plan.

Item 3. Important information regarding the Third Party Release.

If you voted not to accept the Plan in Item 2 above or did not vote either to accept or reject the Plan, check the following box if you elect not to grant the Third Party Release contained in Article VIII of the Plan. Election to withhold consent is at your option. If you voted to accept the Plan in Item 2 above or did not vote either to accept or reject the Plan and submit your Class 4 Ballot without the following box checked, you will be deemed to consent to the Third Party Release contained in Article VIII of the Plan to the fullest extent permitted by applicable law. The text of the Third Party Release is set forth below.

OPT OUT The undersigned elects to opt out of the Third Party Release described in Article VIII of the Plan and set forth below.

Article VIII of the Plan contains the following Releases by the Releasing Parties, including the Third Party Release:

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, 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 Debtor, the Reorganized Debtor, or the Estate, 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 Debtor, the Debtor's in- or out-of-court restructuring efforts, any Avoidance Actions, intercompany transactions, the Disclosure Statement, the Plan, the Plan Supplement, or any Restructuring Transaction, the Chapter 11 Case, the filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, the operation of the Debtor's business prior to the Petition Date, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post-Effective Date obligations (including any obligations Reinstated pursuant to the Plan) of any Person or Entity under the Plan, any post-Effective Date transaction contemplated by the Restructuring Transactions, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or the Restructuring Transactions, or (b) any individual from any claim or Cause of Action related to an act or omission that is determined in a Final Order by a court competent jurisdiction to have constituted actual fraud or willful misconduct.

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: (a) consensual, (b) essential to the confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the Claims released by the Third-Party Release; (e) in the best interests of the Debtor and its Estate; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for a hearing; and (h) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to the Third-Party Release.

Under the Plan, "Releasing Parties" means, collectively, (a) the Notes Trustee; (b) all holders of Claims or Interests that vote to accept or are deemed to accept the Plan; (c) all holders of Claims or Interests that abstain from voting on the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable ballot indicating that they opt not to grant the releases provided in the Plan; (d) all holders of Claims or Interests that vote to reject the Plan or are deemed to reject the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable ballot indicating that they opt not to grant the releases provided in the Plan; (e) each current and former Affiliate of each Entity in clause (a) through (d); and (f) with respect to the Debtor, the Reorganized Debtor, and each of the foregoing Entities in clauses (a) through (e), such Entity and its current and former Affiliates and subsidiaries, and such Entities' and their current and former Affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such collectively.

Under the Plan, “**Released Parties**” means, collectively, and in each case in its capacity as such: the Debtor, the Reorganized Debtor, and the Notes Trustee, and each such Entity’s current and former Affiliates and subsidiaries, and such Entities’ and their current and former Affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

Item 4. Certifications.

By signing this Class 4 Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the Holder of the Class 4 Strategic Claim being voted; or (ii) the Entity is an authorized signatory for an Entity that is the Holder of a Class 4 Strategic Claim being voted;
- (b) that the Entity (or in the case of an authorized signatory, the Holder) has received a copy of the Disclosure Statement and Plan, or notice as to how to access such documents, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has the power and authority to vote to accept or reject the Plan;
- (d) that the Entity understands that an otherwise properly completed, executed, and timely returned Class 4 Ballot failing to indicate either acceptance or rejection of the Plan or indicating both acceptance and rejection of the Plan will not be counted; and
- (e) that the Entity understands that if it previously has submitted a Class 4 Ballot, then this Class 4 Ballot shall supersede all such previously submitted Class 4 Ballots and all such previously submitted Class 4 Ballots will not be counted.

| | |
|-------------------|------------------------|
| Name of Holder: | _____ |
| Signature: | _____ |
| Name of Signatory | _____ |
| | (if other than Holder) |
| Address: | _____ |
| | _____ |
| | _____ |
| Telephone: | _____ |
| Email: | _____ |
| Date Completed: | _____ |

AS DESCRIBED BELOW, YOU MAY SUBMIT YOUR BALLOT ONLINE VIA THE NOTICE AND CLAIMS AGENT'S E-BALLOT PLATFORM.

IF YOU WOULD LIKE TO RETURN A PAPER COPY OF THIS BALLOT (INSTEAD OF SUBMITTING YOUR BALLOT ONLINE) PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) PROMPTLY BY FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

**Medley Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

Telephone: (877) 634-7181 or from outside the United States or Canada, at (424) 236-7226
Email: MedleyInfo@kccllc.com

THE NOTICE AND CLAIMS AGENT MUST **ACTUALLY RECEIVE** THIS CLASS 4 BALLOT ON OR BEFORE **MAY 24, 2021 AT 4:00 P.M. PREVAILING EASTERN TIME** (IF THE VOTING DEADLINE IS NOT EXTENDED).

YOU MAY ALSO SUBMIT YOUR BALLOT ONLINE VIA THE NOTICE AND CLAIMS AGENT'S E-BALLOT PLATFORM IN ACCORDANCE WITH THE INSTRUCTIONS BELOW.

To submit your Ballot via the Notice and Claims Agent's online portal, please visit <https://www.kccllc.net/medley>, click on "Submit Electronic Ballot (eBallot)" 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 eBallot ID#: _____ PIN#: _____

The Notice and Claims Agent's online 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 eBallot 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 eBallot ID# you receive, as applicable.

Creditors who cast a Ballot using the Notice and Claims Agent's online portal should **NOT** also submit a paper Ballot.

If you have any questions, please contact the Notice and Claims Agent by:
Calling (877) 634-7181 or, if calling from outside the United States or Canada, at (424) 236-7226; or (ii) emailing MedleyInfo@kccllc.com

**BALLOTS SENT BY FACSIMILE, TELECOPY, OR E-MAIL
WILL NOT BE ACCEPTED.**

INSTRUCTIONS FOR COMPLETING THIS CLASS 4 BALLOT

1. The Debtor is soliciting the vote of the Holder of the Claim in Class 4 with respect to the Plan. Capitalized terms used in the Class 4 Ballot or in these instructions (the “Ballot Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan. **PLEASE READ THE DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement and Plan for more information.
3. You must timely submit your Class 4 Ballot so that it *is actually received* by the Notice and Claims Agent by the Voting Deadline. The Voting Deadline is **May 24, 2021 at 4:00 p.m., prevailing Eastern Time.**
4. **The following Class 4 Ballots will *not* be counted:**
 - (a) any Class 4 Ballot that partially rejects and partially accepts the Plan;
 - (b) any Class 4 Ballot sent to the Debtor, the Debtor’s agents, the Debtor’s financial or legal advisors, or any other party other than the Notice and Claims Agent;
 - (c) any Class 4 Ballot sent by facsimile or any electronic means, including email (except for Class 4 Ballots submitted through the Notice and Claims Agent’s eBallot platform);
 - (d) any Class 4 Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
 - (e) any Class 4 Ballot cast by an Entity that does not hold a Claim in Class 4;
 - (f) any unsigned Class 4 Ballot;
 - (g) any Class 4 Ballot submitted by a Holder not entitled to vote pursuant to the Plan; and/or
 - (h) any Class 4 Ballot not marked to accept or reject the Plan or any Class 4 Ballot marked both to accept and reject the Plan.
5. If you deliver multiple Class 4 Ballots to the Notice and Claims Agent with respect to the same claim prior to the Voting Deadline, the last timely received valid Class 4 Ballot will supersede and revoke any earlier received Class 4 Ballot.
6. You must vote all of your claims within Class 4 either to accept or reject the Plan and may *not* split your vote.
7. This Class 4 Ballot does *not* constitute, and shall not be deemed to be, (a) a proof of claim or (b) an assertion or admission of a claim.
8. **Please be sure to sign and date your Class 4 Ballot.** If you are signing a Class 4 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 must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtor, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Class 4 Ballot.

9. The Class 4 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.
10. In the event that (i) the Debtor revokes or withdraws the Plan, or (ii) the Confirmation Order is not entered or the consummation of the Plan does not occur, this Class 4 Ballot shall automatically be null and void and deemed withdrawn without any requirement of affirmative action by or notice to you.
11. There may be changes made to the Disclosure Statement and Plan that do not cause material adverse effects on an accepting Class. If such non-material changes are made to the Disclosure Statement and Plan, the Debtor will not resolicit votes for acceptance or rejection of the Plan.
12. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED OR NOTICED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

PLEASE RETURN YOUR CLASS 4 BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 4 BALLOT, THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (877) 634-7181 OR, IF CALLING FROM OUTSIDE THE UNITED STATES OR CANADA, AT (424) 236-7226, OR EMAIL MedleyInfo@kccllc.com.

IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS CLASS 4 BALLOT ON OR BEFORE MAY 24, 2021 AT 4:00 P.M. PREVAILING EASTERN TIME, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE TRANSMITTED BY THIS CLASS 4 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTOR.

EXHIBIT 3D

Form of Class 5 General Unsecured Claim Holder Ballot

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

| | | |
|--------------------------|---|-------------------------|
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| Medley LLC, ¹ |) | Case No. 21-10526 (KBO) |
| |) | |
| Debtor. |) | |
| |) | |

**BALLOT FOR VOTING TO ACCEPT OR REJECT
THE DEBTOR’S CHAPTER 11 PLAN OF REORGANIZATION**

CLASS 5 HOLDERS OF GENERAL UNSECURED CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS CAREFULLY *BEFORE* COMPLETING THIS BALLOT.

IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS *ACTUALLY RECEIVED* BY THE NOTICE AND CLAIMS AGENT BY **MAY 24, 2021 AT 5:00 P.M. PREVAILING EASTERN TIME (THE “VOTING DEADLINE”). YOU MUST FOLLOW THE DIRECTIONS **HEREIN TO CAST YOUR VOTE.****

Medley LLC, (the “Debtor”) is soliciting votes with respect to the *Chapter 11 Plan of Reorganization of Medley LLC* (the “Plan”) as described in the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* (the “Disclosure Statement”). Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement and Plan.

You are receiving this Class 5 Ballot because you are a Holder of General Unsecured Claim(s) in Class 5 under the Plan as of April 22, 2021 (the “Voting Record Date”). Accordingly, you have the right to vote to accept or reject the Plan.

Your rights are described in the Disclosure Statement and Plan, for which a detailed notice as to how to access such documents is included in the package (the “Solicitation Package”) you are receiving with this Class 5 Ballot. If you desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from Kurtzman Carson Consultants, LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtor’s restructuring website at <https://www.kccllc.net/medley>; (ii) calling the Notice and Claims Agent at (877) 634-7181, or if calling from outside the United States or Canada, at (424) 236-7226; or (iii) emailing

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

MedleyInfo@kccllc.com. Please note that the Notice and Claims Agent cannot give you legal advice or advise you on how the Disclosure Statement and Plan affects you or what actions you should take with respect to the Disclosure Statement and Plan. Any questions regarding those matters should be referred to your own counsel.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the Holders of at least two-thirds of the aggregate principal amount and more than one-half the number of the claims voted in Class 5, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) under the Bankruptcy Code. To have your vote counted, you must complete, sign, and return this Ballot to the Notice and Claims Agent by the Voting Deadline.

PLEASE COMPLETE, SIGN, AND DATE THIS CLASS 5 BALLOT AND RETURN IT IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED HEREIN. IN ORDER FOR YOUR VOTE TO COUNT, YOU MUST COMPLETE THIS CLASS 5 BALLOT AND ENSURE THAT IT IS RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE THE VOTING DEADLINE, WHICH IS MAY 24, 2021 AT 5:00 P.M., PREVAILING EASTERN TIME. IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT UNLESS THE VOTING DEADLINE IS EXTENDED IN THE DISCRETION OF THE DEBTOR.

This Class 5 Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe that you have received this Class 5 Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent *immediately* at the telephone number or email address set forth above.

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Disclosure Statement and Plan and its classification and treatment of your Claim. Your claim has been placed in Class 5 (General Unsecured Claims) under the Plan.

PLEASE READ THE DISCLOSURE STATEMENT AND PLAN FOR MORE DETAILS.

Item 1. Amount of Claim.

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was the Holder (or authorized signatory of such Holder) of Class 5 General Unsecured Claim(s) in the following aggregate unpaid principal amount, without regard to any accrued but unpaid interest:

| |
|----------|
| \$ _____ |
|----------|

Item 2. Vote on The Plan.

The Holder of the Class 5 General Unsecured Claim(s) against the Debtor set forth in Item 1 votes to (please check one):

| | |
|---|---|
| <input type="checkbox"/> <u>ACCEPT</u> (vote FOR Plan) | <input type="checkbox"/> <u>REJECT</u> (vote AGAINST the Plan) |
|---|---|

Any Ballot not marked either to accept or reject the Plan, or marked both to accept and to reject the Plan, shall not be counted in determining acceptance or rejection of the plan.

Item 3. Important information regarding the Third Party Release.

If you voted not to accept the Plan in Item 2 above or did not vote either to accept or reject the Plan, check the following box if you elect not to grant the Third Party Release contained in Article VIII of the Plan. Election to withhold consent is at your option. If you voted to accept the Plan in Item 2 above or did not vote either to accept or reject the Plan and submit your Class 5 Ballot without the following box checked, you will be deemed to consent to the Third Party Release contained in Article VIII of the Plan to the fullest extent permitted by applicable law. The text of the Third Party Release is set forth below.

OPT OUT The undersigned elects to opt out of the Third Party Release described in Article VIII of the Plan and set forth below.

Article VIII of the Plan contains the following Releases by the Releasing Parties, including the Third Party Release:

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, 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 Debtor, the Reorganized Debtor, or the Estate, 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 Debtor, the Debtor's in- or out-of-court restructuring efforts, any Avoidance Actions, intercompany transactions, the Disclosure Statement, the Plan, the Plan Supplement, or any Restructuring Transaction, the Chapter 11 Case, the filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, the operation of the Debtor's business prior to the Petition Date, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post-Effective Date obligations (including any obligations Reinstated pursuant to the Plan) of any Person or Entity under the Plan, any post-Effective Date transaction contemplated by the Restructuring Transactions, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or the Restructuring Transactions, or (b) any individual from any claim or Cause of Action related to an act or omission that is determined in a Final Order by a court competent jurisdiction to have constituted actual fraud or willful misconduct.

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: (a) consensual, (b) essential to the confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the Claims released by the Third-Party Release; (e) in the best interests of the Debtor and its Estate; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for a hearing; and (h) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to the Third-Party Release.

Under the Plan, "**Releasing Parties**" means, collectively, (a) the Notes Trustee; (b) all holders of Claims or Interests that vote to accept or are deemed to accept the Plan; (c) all holders of Claims or Interests that abstain from voting on the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable ballot indicating that they opt not to grant the releases provided in the Plan; (d) all holders of Claims or Interests that vote to reject the Plan or are deemed to reject the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable ballot indicating that they opt not to grant the releases provided in the Plan; (e) each current and former Affiliate of each Entity in clause (a) through (d); and (f) with respect to the Debtor, the Reorganized Debtor, and each of the foregoing Entities in clauses (a) through (e), such Entity and its current and former Affiliates and subsidiaries, and such Entities' and their current and former Affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such collectively.

Under the Plan, “**Released Parties**” means, collectively, and in each case in its capacity as such: the Debtor, the Reorganized Debtor, and the Notes Trustee, and each such Entity’s current and former Affiliates and subsidiaries, and such Entities’ and their current and former Affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

Item 4. Certifications.

By signing this Class 5 Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the Holder of a Class 5 General Unsecured Claim being voted; or (ii) the Entity is an authorized signatory for an Entity that is a Holder of a Class 5 General Unsecured Claim being voted;
- (b) that the Entity (or in the case of an authorized signatory, the Holder) has received a copy of the Disclosure Statement and Plan, or notice as to how to access such documents, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has the power and authority to vote to accept or reject the Plan;
- (d) that the Entity understands that an otherwise properly completed, executed, and timely returned Class 5 Ballot failing to indicate either acceptance or rejection of the Plan or indicating both acceptance and rejection of the Plan will not be counted; and
- (e) that the Entity understands that if it previously has submitted Class 5 Ballots for the same Class 5 General Unsecured Claim, whether held in other accounts or other record names, then this Class 5 Ballot shall supersede all such previously submitted Class 5 Ballots for such Claim and all such previously submitted Class 5 Ballots for such Claim will not be counted.

| | |
|-------------------|------------------------|
| Name of Holder: | _____ |
| Signature: | _____ |
| Name of Signatory | _____ |
| | (if other than Holder) |
| Address: | _____ |
| | _____ |
| | _____ |
| Telephone: | _____ |
| Email: | _____ |
| Date Completed: | _____ |

AS DESCRIBED BELOW, YOU MAY SUBMIT YOUR BALLOT ONLINE VIA THE NOTICE AND CLAIMS AGENT'S E-BALLOT PLATFORM.

IF YOU WOULD LIKE TO RETURN A PAPER COPY OF THIS BALLOT (INSTEAD OF SUBMITTING YOUR BALLOT ONLINE) PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) PROMPTLY BY FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

**Medley Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

Telephone: (877) 634-7181 or from outside the United States or Canada, at (424) 236-7226
Email: MedleyInfo@kccllc.com

THE NOTICE AND CLAIMS AGENT MUST **ACTUALLY RECEIVE** THIS CLASS 5 BALLOT ON OR BEFORE **MAY 24, 2021 AT 4:00 P.M. PREVAILING EASTERN TIME** (IF THE VOTING DEADLINE IS NOT EXTENDED).

YOU MAY ALSO SUBMIT YOUR BALLOT ONLINE VIA THE NOTICE AND CLAIMS AGENT'S E-BALLOT PLATFORM IN ACCORDANCE WITH THE INSTRUCTIONS BELOW.

To submit your Ballot via the Notice and Claims Agent's online portal, please visit <https://www.kccllc.net/medley>, click on "Submit Electronic Ballot (eBallot)" 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 eBallot ID#: _____ PIN#: _____

The Notice and Claims Agent's online 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 eBallot 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 eBallot ID# you receive, as applicable.

Creditors who cast a Ballot using the Notice and Claims Agent's online portal should **NOT** also submit a paper Ballot.

If you have any questions, please contact the Notice and Claims Agent by:
Calling (877) 634-7181 or, if calling from outside the United States or Canada, at (424) 236-7226; or (ii) emailing MedleyInfo@kccllc.com

**BALLOTS SENT BY FACSIMILE, TELECOPY, OR E-MAIL
WILL NOT BE ACCEPTED.**

INSTRUCTIONS FOR COMPLETING THIS CLASS 5 BALLOT

1. The Debtor is soliciting the votes of Holders of Claims in Class 5 with respect to the Plan. Capitalized terms used in the Class 5 Ballot or in these instructions (the “Ballot Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan. **PLEASE READ THE DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement and Plan for more information.
3. You must timely submit your Class 5 Ballot so that it *is actually received* by the Notice and Claims Agent by the Voting Deadline. The Voting Deadline is **May 24, 2021 at 4:00 p.m., prevailing Eastern Time.**
4. **The following Class 5 Ballots will *not* be counted:**
 - (a) any Class 5 Ballot that partially rejects and partially accepts the Plan;
 - (b) any Class 5 Ballot sent to the Debtor, the Debtor’s agents, the Debtor’s financial or legal advisors, or any other party other than the Notice and Claims Agent;
 - (c) any Class 5 Ballot sent by facsimile or any electronic means, including email (except for Class 5 Ballots submitted through the Notice and Claims Agent’s eBallot platform);
 - (d) any Class 5 Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
 - (e) any Class 5 Ballot cast by an Entity that does not hold a Claim in Class 5;
 - (f) any unsigned Class 5 Ballot;
 - (g) any Class 5 Ballot submitted by a Holder not entitled to vote pursuant to the Plan; and/or
 - (h) any Class 5 Ballot not marked to accept or reject the Plan or any Class 5 Ballot marked both to accept and reject the Plan.
5. If you deliver multiple Class 5 Ballots to the Notice and Claims Agent with respect to the same claim prior to the Voting Deadline, the last timely received valid Class 5 Ballot timely will supersede and revoke any earlier received Class 5 Ballot.
6. You must vote all of your claims within Class 5 General Unsecured Claims either to accept or reject the Disclosure Statement and Plan and may *not* split your vote. Further, if a Holder has multiple claims within Class 5, the Debtor may, in their discretion, aggregate the claims of any particular Holder with multiple claims within Class 5 for the purpose of counting votes.

7. This Class 5 Ballot does *not* constitute, and shall not be deemed to be, (a) a proof of claim or (b) an assertion or admission of a claim.
8. **Please be sure to sign and date your Class 5 Ballot.** If you are signing a Class 5 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 must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtor, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Class 5 Ballot.
9. The Class 5 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.
10. In the event that (i) the Debtor revokes or withdraw the Plan, or (ii) the Confirmation Order is not entered or the consummation of the Plan does not occur, this Class 5 Ballot shall automatically be null and void and deemed withdrawn without any requirement of affirmative action by or notice to you.
11. There may be changes made to the Disclosure Statement and Plan that do not cause material adverse effects on an accepting Class. If such non-material changes are made to the Disclosure Statement and Plan, the Debtor will not resolicit votes for acceptance or rejection of the Plan.
12. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED OR NOTICED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

PLEASE RETURN YOUR CLASS 5 BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 5 BALLOT, THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (877) 634-7181 OR, IF CALLING FROM OUTSIDE THE UNITED STATES OR CANADA, AT (424) 236-7226, OR EMAIL MedlevInfo@kccllc.com.

IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS CLASS 5 BALLOT ON OR BEFORE MAY 24, 2021 AT 4:00 P.M. PREVAILING EASTERN TIME, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE TRANSMITTED BY THIS CLASS 5 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTOR.

Exhibit 4

Notice of Unimpaired Non-Voting Status

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

**NOTICE OF NON-VOTING STATUS TO HOLDER OF
UNIMPAIRED CLAIMS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

PLEASE TAKE NOTICE THAT on [●], 2021, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Disclosure Statement Order”) (a) authorizing Medley LLC (the “Debtor”) to solicit acceptances for the *Chapter 11 Plan of Reorganization of Medley LLC* (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* (the “Disclosure Statement”) 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 soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim under the Plan, **you are not entitled to vote on the Plan**. Specifically, under the terms of the Plan, as a Holder of a Claim (as currently asserted against the Debtor) that is not Impaired and conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, you are **not** entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 8, 2021 at 10:00 a.m.** prevailing Eastern Time, or such other time as the Court determines, before the Honorable Karen B. Owens, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **May 24, 2021, at 4:00 p.m.** prevailing Eastern Time (the “Plan Objection Deadline”). Any objection to the Plan **must** (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

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

such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **May 24, 2021, at 4:00 p.m.** prevailing Eastern Time:

| Proposed Counsel to the Debtor | Proposed Co-Counsel to the Debtor |
|---|---|
| Lowenstein Sandler LLP 1251 Avenue of the Americas, 17 th Floor New York, New York 10020 Attn.: Robert Hirsh (rhirsh@lowenstein.com), Eric Chafetz (echafetz@lowenstein.com), and Phillip Khezri (pkhezri@lowenstein.com) | Morris James LLP 500 Delaware Ave #1500 Wilmington, Delaware 19801 A Attn.: Eric Monzo (emonzo@morrisjames.com) |

| The United States Trustee |
|---|
| The United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19801 Attn: Jane Leamy |

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the notice and claims agent retained by the Debtor in this chapter 11 case (the “Notice and Claims Agent”), by (a) calling the Notice and Claims Agent at (877) 634-7181(U.S./Canada) or (424) 236-7226 (International) or (b) writing to the Notice and Claims Agent at Medley LLC Ballots Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtor’s restructuring website, <https://kccllc.net/medley>, or for a fee via PACER at <https://www.pacer.gov/>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIIL D CONTAINS A THIRD PARTY RELEASE. PURSUANT TO THE TERMS OF THE PLAN YOU ARE DEEMED TO ACCEPT THE PLAN AND THEREFORE ARE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE VIII. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.

Please note that the Notice and Claims Agent cannot give you legal advice or advise you on how the Disclosure Statement and Plan affects you or what actions you should take with respect to the Disclosure Statement and Plan. Any questions regarding those matters should be referred to your own counsel.

Exhibit 5

Notice of Confirmation Hearing

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

**NOTICE OF HEARING TO CONSIDER CONFIRMATION OF THE DEBTOR'S
CHAPTER 11 PLAN AND RELATED VOTING AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT on [●], 2021, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Disclosure Statement Order”) (a) authorizing Medley LLC (the “Debtor”), to solicit acceptances for the *Chapter 11 Plan of Reorganization of Medley LLC* (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* (the “Disclosure Statement”) 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 soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 8, 2021 at 10:00 a.m.** prevailing Eastern Time, or such other time that the Court determines, before the Honorable Karen B. Owens, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801.

PLEASE BE ADVISED: THE CONFIRMATION 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 ALL PARTIES ENTITLED TO NOTICE.

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

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

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **April 22, 2021** (the “Voting Record Date”), which is the date for determining which holders of Claims in Class 4 and 5 are entitled to vote on the Plan. The Class 3 Record Date, which is the same as the Voting Deadline, shall apply to holders of Claims in Class 3.

Voting Deadline. The deadline for voting on the Plan is on **May 24, 2021, at 4:00 p.m.** prevailing Eastern Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must** (a) follow the instructions carefully; (b) complete **all** 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 **actually received** by the Debtor’s notice and claims agent, Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND **ARTICLE VIII.D CONTAINS A THIRD-PARTY RELEASE**. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

YOU MAY ELECT NOT TO GRANT THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN ONLY IF YOU (A) DO NOT VOTE TO ACCEPT THE PLAN AND (B) RETURN A BALLOT CHECKING THE BOX TO “OPT OUT” FROM THE THIRD PARTY RELEASES. SUBJECT TO ANY FINAL ORDER OF THE BANKRUPTCY COURT TO THE CONTRARY, REGARDLESS OF WHETHER THE COURT DETERMINES THAT YOU HAVE A RIGHT TO OPT-OUT OF THE RELEASES, IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, OR (C) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR VOTE TO REJECT THE PLAN AND, IN EITHER CASE, FAIL TO CHECK THE BOX TO “OPT OUT” FROM THE THIRD PARTY RELEASES, IN EACH CASE YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN.

Plan Objection Deadline. The deadline for filing objections to the Plan is **May 24, 2021, at 4:00 p.m.** prevailing Eastern Time (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing **must** (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; **and** (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **May 24, 2021, at 4:00 p.m.** prevailing Eastern Time:

| Proposed Counsel to the Debtor | Proposed Co-Counsel to the Debtor |
|---|--|
| <p>Lowenstein Sandler LLP 1251 Avenue of the Americas, 17th Floor New York, New York 10020 Attn.: Robert Hirsh (rhirsh@lowenstein.com), Eric Chafetz (echafetz@lowenstein.com), and Phillip Khezri (pkhezri@lowenstein.com)</p> | <p>Morris James LLP 500 Delaware Ave #1500 Wilmington, Delaware 19801 A Attn.: Eric Monzo (emonzo@morrisjames.com)</p> |

| The United States Trustee |
|--|
| <p>The United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19801 Attn: Jane Leamy</p> |

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials), please feel free to contact the Debtor's Notice and Claims Agent, by (a) calling the Notice and Claims Agent at (877) 634-7181 (U.S./Canada) or (424) 236-7226 (International) or (b) writing to the Notice and Claims Agent at Medley LLC Ballots Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtor's restructuring website, <https://kccllc.net/medley>, or for a fee via PACER at <https://www.pacer.gov/>. Please be advised that the Notice and Claims is authorized to answer questions about, and provide additional copies of, solicitation materials, but may not advise you as to whether you should vote to accept or reject the Plan. **Any questions regarding those matters should be referred to your own counsel.**

Filing the Plan Supplement. The Debtor will file the Plan Supplement (as defined in the Plan) on or before May 17, 2021 and will serve notice on all holders of Claims entitled to vote on the Plan, which will (a) inform parties that the Debtor filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

BINDING NATURE OF THE PLAN:

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THIS CHAPTER 11 CASE, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

Dated: April __, 2021
Wilmington, Delaware

MORRIS JAMES LLP

/s/
Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Telephone: (302) 888-6800
Facsimile: (302) 571-1750
E-mail: emonzo@morrisjames.com
E-mail: bkeilson@morrisjames.com

-and-

Robert M. Hirsh, Esq. (*admitted pro hac vice*)
Eric Chafetz, Esq. (*admitted pro hac vice*)
Phillip Khezri, Esq. (*admitted pro hac vice*)
LOWENSTEIN SANDLER LLP
1251 Avenue of the Americas
New York, NY 10020
Telephone: (973) 597-2500
Facsimile: (973) 597-2400
E-mail: rhirsh@lowenstein.com
E-mail: echafetz@lowenstein.com
E-mail: pkhezri@lowenstein.com

*Proposed Counsel to the Debtor
and Debtor-in-Possession*

Exhibit 6

Plan Supplement Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT on [●], 2021, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Disclosure Statement Order”) (a) authorizing Medley LLC (the “Debtor”), to solicit acceptances for the *Chapter 11 Plan of Reorganization of Medley LLC* (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* (the “Disclosure Statement”) 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 soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT as contemplated by the Plan and the Disclosure Statement Order approving the Disclosure Statement, the Debtor filed the Plan Supplement with the Court on May 17, 2021 [Docket No. [●]]. The Plan Supplement contains, but is not limited to, the following documents (each as defined in the Plan): (a) the Organizational Documents; (b) the identity of the Managing Member; (c) the Rejected Executory Contracts and Unexpired Leases Schedule; and (d) the Schedule of Retained Causes of Action.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 8, 2021 at 10:00 a.m.** prevailing Eastern Time, or such other time the Court determines, before the Honorable Karen B. Owens, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **May 24, 2021 at 4:00 p.m.** prevailing Eastern Time (the “Plan Objection Deadline”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

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

such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **May 24, 2021 at 4:00 p.m.** prevailing Eastern Time:

| Proposed Counsel to the Debtor | Proposed Co-Counsel to the Debtor |
|---|---|
| Lowenstein Sandler LLP 1251 Avenue of the Americas, 17 th Floor New York, New York 10020 Attn.: Robert Hirsh (rhirsh@lowenstein.com), Eric Chafetz (echafetz@lowenstein.com), and Phillip Khezri (pkhezri@lowenstein.com) | Morris James LLP 500 Delaware Ave #1500 Wilmington, Delaware 19801 A Attn.: Eric Monzo (emonzo@morrisjames.com) |

| The United States Trustee |
|---|
| The United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19801 Attn: Jane Leamy |

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the notice and claims agent retained by the Debtor in this chapter 11 case (the “Notice and Claims Agent”), by (a) calling the Notice and Claims Agent at (877) 634-7181 (U.S./Canada) or (424) 236-7226 (International). or (b) writing to the Notice and Claims Agent at Medley LLC Ballots Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtor’s restructuring website, <https://kccllc.net/medley>, or for a fee via PACER at <https://www.pacer.gov/>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIILD CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN, OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT. ANY QUESTIONS REGARDING THOSE MATTERS SHOULD BE REFERRED TO YOUR OWN COUNSEL.

Dated: April __, 2021
Wilmington, Delaware

MORRIS JAMES LLP

/s/

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Telephone: (302) 888-6800
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E-mail: emonzo@morrisjames.com
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-and-

Robert M. Hirsh, Esq. (*admitted pro hac vice*)
Eric Chafetz, Esq. (*admitted pro hac vice*)
Phillip Khezri, Esq. (*admitted pro hac vice*)
LOWENSTEIN SANDLER LLP
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*Proposed Counsel to the Debtor
and Debtor-in-Possession*

Exhibit 7

Contract Assumption Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

**NOTICE OF (A) EXECUTORY CONTRACTS AND
UNEXPIRED LEASES TO BE ASSUMED BY THE DEBTOR
PURSUANT TO THE PLAN, (B) CURE AMOUNTS, IF ANY,
AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH**

PLEASE TAKE NOTICE THAT on [●], 2021, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Disclosure Statement Order”) (a) authorizing Medley LLC (the “Debtor”), to solicit acceptances for the *Chapter 11 Plan of Reorganization of Medley LLC* (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* (the “Disclosure Statement”) 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 soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT, on May 17, 2021, the Debtor filed the *Schedule of Assumed Executory Contracts and Unexpired Leases* (the “Assumption Schedule”) with the Court as part of the *Plan Supplement for the Chapter 11 Plan of Reorganization of Medley LLC* [Docket No. [●]] (the “Plan Supplement”), as contemplated under the Plan. The determination to assume the agreements identified on the Assumption Schedule was made as of [●], 2021 and is subject to revision.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because the Debtor’s records reflect that you are a party to a contract that is listed on the Assumption Schedule. Therefore, you are advised to review carefully the information contained in this notice and the related provisions of the Plan, including the Assumption Schedule.

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

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

PLEASE TAKE FURTHER NOTICE that the Debtor is proposing to assume the Executory Contract(s) and Unexpired Lease(s) listed on **Exhibit A**, attached hereto, to which you are a party.³

PLEASE TAKE FURTHER NOTICE THAT section 365(b)(1) of the Bankruptcy Code requires a chapter 11 debtor to cure, or provide adequate assurance that it will promptly cure, any defaults under executory contracts and unexpired leases at the time of assumption. Accordingly, the Debtor has conducted a thorough review of its books and records and has determined the amounts required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), which amounts are listed on **Exhibit A**. Please note that if no amount is stated for a particular Executory Contract or Unexpired Lease, the Debtor believes that there is no cure amount outstanding for such contract or lease.

PLEASE TAKE FURTHER NOTICE THAT absent any pending dispute, the monetary amounts required to cure any existing defaults arising under the Executory Contract(s) and Unexpired Lease(s) identified above will be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by the Debtor in Cash on the Effective Date. In the event of a dispute, however, payment of the cure amount would be made following the entry of a final order(s) resolving the dispute and approving the assumption. Any objection by a contract or lease counterparty to a proposed assumption or related Cure Claim must be filed, served, and actually received by the Debtor by the date on which objections to confirmation are due (or such other date as may be provided in the applicable assumption notice). Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or Cure Claim will be deemed to have assented to such assumption or Cure Claim. The Debtor reserves the right at any time to move to reject any Executory Contract or Unexpired Lease based upon the existence of any such unresolved dispute.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the assumption of the Executory Contract or Unexpired Lease to which you are a party as contemplated in the Plan is **May 24, 2021 at 4:00 p.m.**, prevailing Eastern Time (the "**Objection Deadline**"). Any objection to the assumption of an Executory Contract or Unexpired Lease **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to such assumption and, if practicable, a proposed modification that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before the date that is **May 24, 2021 at 4:00 p.m.**, prevailing Eastern Time.

³ Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or the Debtor's schedules of assets and liabilities, shall constitute an admission by the Debtor that any such contract or lease is in fact an Executory Contract or Unexpired Lease, or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, the Debtor expressly reserves the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date or (b) contest any Claim (or cure amount) asserted in connection with the assumption of any Executory Contract or Unexpired Lease.

| Proposed Counsel to the Debtor | Proposed Co-Counsel to the Debtor |
|---|---|
| Lowenstein Sandler LLP 1251 Avenue of the Americas, 17 th Floor New York, New York 10020 Attn.: Robert Hirsh (rhirsh@lowenstein.com), Eric Chafetz (echafetz@lowenstein.com), and Phillip Khezri (pkhezri@lowenstein.com) | Morris James LLP 500 Delaware Ave #1500 Wilmington, Delaware 19801 A Attn.: Eric Monzo (emonzo@morrisjames.com) |

| The United States Trustee |
|---|
| The United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19801 Attn: Jane Leamy |

PLEASE TAKE FURTHER NOTICE THAT any objections to Plan in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

PLEASE TAKE FURTHER NOTICE THAT any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or Cure amount will be deemed to have assented to such assumption and cure amount.

PLEASE TAKE FURTHER NOTICE THAT ASSUMPTION OF ANY EXECUTORY CONTRACT OR UNEXPIRED LEASE PURSUANT TO THE PLAN OR OTHERWISE SHALL RESULT IN THE FULL RELEASE AND SATISFACTION OF ANY AND ALL CLAIMS OR DEFAULTS, WHETHER MONETARY OR NONMONETARY, INCLUDING DEFAULTS OF PROVISIONS RESTRICTING THE CHANGE IN CONTROL OR OWNERSHIP INTEREST COMPOSITION OR OTHER BANKRUPTCY-RELATED DEFAULTS, ARISING UNDER ANY ASSUMED EXECUTORY CONTRACT OR UNEXPIRED LEASE AT ANY TIME BEFORE THE DATE THE DEBTOR ASSUMES SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE. ANY PROOFS OF CLAIM FILED WITH RESPECT TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT HAS BEEN ASSUMED SHALL BE DEEMED DISALLOWED AND EXPUNGED, WITHOUT FURTHER NOTICE TO OR ACTION, ORDER, OR APPROVAL OF THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the notice and claims agent retained by the Debtor in this chapter 11 case (the “Notice and Claims Agent”), by (a) calling the Notice and Claims Agent at (877) 634-7181 (U.S./Canada) or (424) 236-7226 (International). or (b) writing to the Notice and Claims Agent at Medley LLC Ballots Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings

filed with the Bankruptcy Court for free by visiting the Debtor's restructuring website, <https://kccllc.net/medley>, or for a fee via PACER at <https://www.pacer.gov/>.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.

Please note that the Notice and Claims Agent cannot give you legal advice or advise you on how the Disclosure Statement and Plan affects you or what actions you should take with respect to the Disclosure Statement and Plan. Any questions regarding those matters should be referred to your own counsel.

Dated: April __, 2021
Wilmington, Delaware

MORRIS JAMES LLP

/s/
Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
500 Delaware Avenue, Suite 1500
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-and-

Robert M. Hirsh, Esq. (*admitted pro hac vice*)
Eric Chafetz, Esq. (*admitted pro hac vice*)
Phillip Khezri, Esq. (*admitted pro hac vice*)
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E-mail: echafetz@lowenstein.com
E-mail: pkhezri@lowenstein.com

*Proposed Counsel to the Debtor
and Debtor-in-Possession*

Exhibit A

Exhibit 8

Notice of Rejection of Executory Contracts and Unexpired Leases

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

**NOTICE REGARDING EXECUTORY CONTRACTS
AND UNEXPIRED LEASES TO BE REJECTED PURSUANT TO THE PLAN**

PLEASE TAKE NOTICE THAT on [●], 2021, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Disclosure Statement Order”) (a) authorizing Medley LLC (the “Debtor”), to solicit acceptances for the *Chapter 11 Plan of Reorganization of Medley LLC* (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement for the Chapter 11 Plan of Reorganization of Medley LLC* (the “Disclosure Statement”) 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 soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT, on May 17, 2021, the Debtor filed the *Schedule of Rejected Executory Contracts and Unexpired Leases* (the “Rejection Schedule”) with the Court as part of the Plan Supplement for the *Chapter 11 Plan of Reorganization of Medley LLC* [Docket No. [●]] (the “Plan Supplement”), as contemplated under the Plan. The determination to reject the agreements identified on the Rejection Schedule was made as of [●], 2021 and is subject to revision.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because the Debtor’s records reflect that you are a party to a contract that is listed on the Rejection Schedule. Therefore, you are advised to review carefully the information contained in this notice and the related provisions of the Plan, including the Rejection Schedule.

PLEASE TAKE FURTHER NOTICE THAT the Plan provides that except as otherwise provided in the Plan or otherwise agreed to by the Debtor and the counterparty to an Executory Contract or Unexpired Lease, all Executory Contracts or Unexpired Leases not previously assumed, assumed and assigned, or rejected in the Chapter 11 Case, shall be deemed assumed by the Reorganized Debtor, effective as of the Effective Date, in accordance with the

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

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

provisions and requirements of sections 365 and 1123 of the Bankruptcy Code, and regardless of whether such Executory Contract or Unexpired Lease is set forth on the Schedule of Assumed Executory Contracts and Unexpired Leases, other than: (1) identified on the Rejected Executory Contracts and Unexpired Leases Schedule; (2) previously expired or terminated pursuant to their own terms; (3) have been previously assumed or rejected by the Debtor pursuant to a Final Order; (4) are the subject of a motion to reject that is pending on the Effective Date; or (5) have an ordered or requested effective date of rejection that is after the Effective Date.

PLEASE TAKE FURTHER NOTICE THAT YOU ARE RECEIVING THIS NOTICE BECAUSE THE DEBTOR'S RECORDS REFLECT THAT YOU ARE A PARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT WILL BE REJECTED PURSUANT TO THE PLAN. THEREFORE, YOU ARE ADVISED TO REVIEW CAREFULLY THE INFORMATION CONTAINED IN THIS NOTICE AND THE RELATED PROVISIONS OF THE PLAN.³

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the "Confirmation Hearing") will commence on **June 8, 2021 at 10:00 a.m.** prevailing Eastern Time, or at such other time the Court determines, before the Honorable Karen B. Owens, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT all proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Bankruptcy Court within **30 days** after the date of entry of the order of the Bankruptcy Court (including the Confirmation Order) approving such rejection. Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not filed within such time will be automatically disallowed, forever barred from assertion, and shall not be enforceable against the Debtor or the Reorganized Debtor, the Estate, or its property without the need for any objection by the Reorganized Debtor or further notice to, or action, order, or approval of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **May 24, 2021 at 4:00 p.m.** prevailing Eastern Time (the "Plan Objection Deadline"). Any objection to the Plan **must:** (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **May 24, 2021 at 4:00 p.m.** prevailing Eastern Time:

³ Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejection Schedule, nor anything contained in the Plan, shall constitute an admission by the Debtor that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that the Reorganized Debtor has any liability thereunder. Further, the Debtor expressly reserves the right to (a) remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with the rejection of any Executory Contract or Unexpired Lease.

| Proposed Counsel to the Debtor | Proposed Co-Counsel to the Debtor |
|---|--|
| <p>Lowenstein Sandler LLP 1251 Avenue of the Americas, 17th Floor New York, New York 10020 Attn.: Robert Hirsh (rhirsh@lowenstein.com), Eric Chafetz (echafetz@lowenstein.com), and Phillip Khezri (pkhezri@lowenstein.com)</p> | <p>Morris James LLP 500 Delaware Ave #1500 Wilmington, Delaware 19801 A Attn.: Eric Monzo (emonzo@morrisjames.com)</p> |

| The United States Trustee |
|--|
| <p>The United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19801 Attn: Jane Leamy</p> |

PLEASE TAKE FURTHER NOTICE THAT any objections to Plan in connection with the rejection of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related rejection damages proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the notice and claims agent retained by the Debtor in this chapter 11 case (the “Notice and Claims Agent”), by (a) calling the Notice and Claims Agent at (877) 634-7181 (U.S./Canada) or (424) 236-7226 (International). or (b) writing to the Notice and Claims Agent at Medley LLC Ballots Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtor’s restructuring website, <https://kccllc.net/medley>, or for a fee via PACER at <https://www.pacer.gov/>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.

Please note that the Notice and Claims Agent cannot give you legal advice or advise you on how the Disclosure Statement and Plan affects you or what actions you should take with respect to the Disclosure Statement and Plan. Any questions regarding those matters should be referred to your own counsel.

Dated: April __, 2021
Wilmington, Delaware

MORRIS JAMES LLP

/s/
Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
500 Delaware Avenue, Suite 1500
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-and-

Robert M. Hirsh, Esq. (*admitted pro hac vice*)
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E-mail: pkhezri@lowenstein.com

*Proposed Counsel to the Debtor
and Debtor-in-Possession*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

Obj. Deadline: April 15, 2021 at 4:00 p.m. (ET)
Hearing Date: April 22, 2021 at 11:00 a.m. (ET)

**NOTICE OF DEBTOR'S MOTION FOR ENTRY OF AN ORDER
(I) APPROVING THE ADEQUACY OF INFORMATION IN THE
DISCLOSURE STATEMENT, (II) APPROVING THE SOLICITATION
AND NOTICE PROCEDURES, (III) APPROVING THE FORMS OF BALLOTS
AND NOTICES IN CONNECTION THEREWITH, (IV) SCHEDULING CERTAIN
DATES WITH RESPECT THERETO, AND (V) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that, on March 10, 2021, the above-captioned debtor and debtor in possession (collectively, the "Debtor") filed the *Debtor's Motion for Entry of an Order (I) Approving the Adequacy of Information in the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures, (III) Approving the Forms of Ballots and Notices in Connection therewith, (IV) Scheduling Certain Dates with Respect thereto, and (V) Granting Related Relief* (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that responses, if any, to the Motion must be in writing, in conformity with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the District of Delaware, filed with the Bankruptcy Court and served upon the undersigned counsel so as to be received on or before **April 15, 2021 at 4:00 p.m. (ET) (the "Objection Deadline")**. At the same time, you must also serve a copy of the response upon the Debtor's proposed counsel:

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
MORRIS JAMES LLP
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
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Facsimile: (302) 571-1750
E-mail: emonzo@morrisjames.com
E-mail: bkeilson@morrisjames.com

Robert M. Hirsh, Esq. (*admitted pro hac vice*)
Eric Chafetz, Esq. (*admitted pro hac vice*)
Phillip Khezri, Esq. (*admitted pro hac vice*)
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E-mail: pkhezri@lowenstein.com

¹ The last four digits of the Debtor's taxpayer identification number are 7343. The Debtor's principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

PLEASE TAKE FURTHER NOTICE THAT a hearing on the Motion is scheduled for **April 22, 2021 at 11:00 a.m. prevailing Eastern Time** before the Honorable Karen B. Owens, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom #3, Wilmington, Delaware 19801. **Please note that due to COVID-19, and in accordance with this Court's Fifth Amended Order Governing The Conduct Of Hearings Due to Coronavirus Disease 2019 (COVID-19) And Reconstituting Operations, the hearing shall be conducted electronically.**

IF NO OBJECTIONS ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN CONNECTION WITH SUCH PLEADINGS WITHOUT FURTHER NOTICE OR HEARING.

Dated: March 10, 2021

MORRIS JAMES LLP

/s/ Eric J. Monzo

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
500 Delaware Avenue, Suite 1500
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*Proposed Counsel to the Debtor
and Debtor-in-Possession*