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In re: : Chapter 11
:
Old School, Inc.,¹ : Case No. 25-11016 (CTG)
:
Debtor. :
:
----- X Re: Docket Nos. 297 & 298

**FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND ORDER
(I) APPROVING THE THIRD AMENDED DISCLOSURE
STATEMENT ON A FINAL BASIS, AND (II) CONFIRMING
THE THIRD AMENDED COMBINED DISCLOSURE STATEMENT
AND CHAPTER 11 PLAN OF LIQUIDATION OF OLD SCHOOL, INC.**

The above-captioned debtor and debtor in possession (the “Debtor”) having, in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules:

- a. caused, on or about October 14, 2025 (the “Solicitation Date”), the distribution of the following solicitation materials (the “Solicitation Package”) to the Holders of Claims in the Voting Class (as defined herein): (i) the *Second Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Old School, Inc.* [Docket No. 267], (as may be modified, supplemented, and/or amended² from time to time, and collectively, the “Combined Disclosure Statement and Plan”), (ii) the *Order (I) Granting Interim Approval of the Disclosures in the Combined Disclosure Statement and Plan; (II) Scheduling a Combined Confirmation Hearing and Setting Deadlines Related Thereto; (III) Approving Solicitation Packages and Procedures; (IV) Approving the Form of Ballot; and (V) Granting Related Relief* [Docket No. 266] (the “Solicitation Procedures Order”), (iii) the *Notice of (I) Interim Approval of Combined Disclosure Statement and Plan; and (II) Hearing to Consider (A) Final Approval of the Combined Disclosure Statement and Plan as Containing Adequate Information and (B) Confirmation of the Combined*

¹ The Debtor’s (f/k/a Charter School Capital, Inc.) mailing address is Verdolino & Lowey, P.C., 124 Washington Street, Suite 101, Foxboro, MA 02035, and the last four digits of the Debtor’s federal tax identification number are 4278.

² Capitalized terms used but not defined herein are defined in the Combined Disclosure Statement and Plan. On November 20, 2025 the Debtor filed the *Third Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Old School, Inc.* [Docket No. 298].

Disclosure Statement and Plan [Docket No. 268] (the “Confirmation Hearing Notice”), and (iv) a *Ballot for Voting to Accept or Reject Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Old School, Inc. - Class 3* (the “Ballot”) in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, as evidenced by the Claims Agent’s affidavit and *Certificate of Service of Solicitation Documents* [Docket No. 279] (the “Certificate of Service”);

- b. caused, on or about October 14, 2025, the distribution of the Notice of Non-Voting Status to Holders of Claims or Interests in the Non-Voting Classes (as defined herein), as evidenced by the Certificate of Service;
- c. caused, on or about October 14, 2025, the distribution by first class mail of the Confirmation Hearing Notice on (i) all parties that filed a notice of appearance and request for service pursuant to Bankruptcy Rule 2002 in the Chapter 11 Case, (ii) state and local taxing authorities in which the Debtor did business, (iii) the Internal Revenue Service, (iv) Holders of Claims or Interests in the Non-Voting Classes, (v) the Debtor’s list of creditors holding the twenty (20) largest unsecured claims, (vi) the U.S. Trustee, (vii) all other persons or entities listed on the Debtor’s creditor mailing matrix, (viii) all persons or entities listed on the Debtor’s Schedules, (ix) all persons or entities that have filed or are deemed to have filed a proof of claim or request for allowance of claim as of the Voting Record Date; (x) the United States Attorney’s Office for the District of Delaware; (xi) any regulatory agencies with oversight authority of the Debtor; and (xii) all holders of Claims or Interests (to the extent not otherwise included in the foregoing), in accordance with the Solicitation Order as evidenced by the Certificate of Service;
- d. filed, on November 10, 2025, the *Notice of Filing of Plan Supplement to the Second Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Old School, Inc.* [Docket No. 293] (as may be amended, modified, or supplemented from time to time, the “Plan Supplement”);
- e. filed, on November 20, 2025 the *Declaration of Brian Ayers in Support of Confirmation of the Third Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation and Confirming Debtor’s Chapter 11 Plan of Liquidation* [Docket No. 301] (the “Ayers Declaration”);
- f. filed, on November 20, 2025, the *Declaration of Emily Young, on Behalf of Epiq Corporate Restructuring, LLC, Regarding (A) Solicitation and Tabulation of Ballots Cast on the Third Amended Combined Chapter 11 Plan and Disclosure Statement for Old School, Inc.* [Docket No. 300] (the “Voting Declaration,” and together with the Ayers Declaration, the “Confirmation Declarations”); and
- g. filed on November 20, 2025, the *Memorandum of Law in Support of an Order (I) Approving the Third Amended Disclosure Statement on a Final Basis, and (II) Confirming the Third Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Old School, Inc.* [Docket No. 302] (the “Confirmation Brief”).

The Court having:

- i. set November 24, 2025 at 10:00 a.m. (ET) as the date and time for the commencement of the Confirmation Hearing;
- ii. reviewed the solicitation procedures regarding votes to accept or reject the Combined Disclosure Statement and Plan (the “Solicitation Procedures”) as set forth in the Combined Disclosure Statement and Plan and the Solicitation Procedures Motion, which Solicitation Procedures were approved by the Solicitation Procedures Order;
- iii. reviewed the Confirmation Hearing Notice, Combined Disclosure Statement and Plan, Plan Supplement, Confirmation Declarations, Confirmation Brief, and all other pleadings regarding confirmation of the Combined Disclosure Statement and Plan (“Confirmation”), including any objections, statements, or reservations of rights made with respect thereto;
- iv. reviewed the releases, exculpations, and injunctions set forth in Article XIV of the Combined Disclosure Statement and Plan;
- v. held the Confirmation Hearing and heard the statements, arguments, and objections made by counsel, and considered the evidence presented, proffered, and adduced, in respect of Confirmation; and
- vi. overruled any and all objections to the Combined Disclosure Statement and Plan and Confirmation thereof and any and all statements and reservations of rights not consensually resolved or withdrawn unless otherwise indicated.

NOW, THEREFORE, it appearing to the Court that notice of the Confirmation Hearing and the opportunity for any party in interest to object to approval of the Combined Disclosure Statement and Plan have been adequate and appropriate as to all parties in interest affected or to be affected by the Combined Disclosure Statement and Plan and the transactions contemplated thereby, and that the legal and factual bases set forth in the documents filed in support of approval of the Combined Disclosure Statement and Plan and the arguments and evidence presented at the Confirmation Hearing establish just cause for the relief granted herein, and after due deliberation thereon and good cause appearing therefor, the Court hereby makes and issues the following findings of fact and conclusions of law:

A. Findings of Fact and Conclusions of Law. The findings and conclusions set forth herein and in the record of the Confirmation Hearing constitute the Court’s findings of fact and conclusions of law under rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Bankruptcy Rules 7052 and 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. Jurisdiction, Venue, Core Proceeding. This Court has jurisdiction over this Chapter 11 Case pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012. Venue of this proceeding and the Chapter 11 Case in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and this Court may enter a final order hereon under Article III of the United States Constitution.

C. Burden of Proof. The Debtor, as the proponent of the Combined Disclosure Statement and Plan, has met its burden of proving the elements of the applicable sections 1129(a) and 1129(b) of the Bankruptcy Code by a preponderance of the evidence.

D. Adequacy of Disclosure Statement. The Combined Disclosure Statement and Plan contains “adequate information” (as such term is defined in section 1125(a)(1) and used in section 1126(b) of the Bankruptcy Code) with respect to the Debtor, the Combined Disclosure Statement and Plan, and the transactions set forth therein and is approved in all respects.

E. Voting. As of the Solicitation Date, only Holders of Claims in Class 3 (General Unsecured Claims) were entitled to vote to accept or reject the Combined Disclosure Statement and Plan (the “Voting Class”). As evidenced by the Voting Declaration, Epiq Corporate Restructuring, LLC (the “Claims Agent”) adhered to the Solicitation Procedures and distributed

the Solicitation Package to the Holders of Claims in the Voting Class. As further evidenced by the Voting Declaration, the Voting Class has voted to accept the Combined Disclosure Statement and Plan in accordance with the requirements of section 1124, 1126, and 1129 of the Bankruptcy Code.

F. Solicitation. The form of Ballot adequately addressed the particular needs of this Chapter 11 Case and was appropriate for the Holders of Claims in the Voting Class. Pursuant to the Solicitation Procedures Order, the Debtor was not required to solicit votes from the Holders of Claims or Interests in Class 1 (Other Secured Claims), Class 2 (Priority Non-Tax Claims), Class 4 (Preferred Equity Interests), Class 5 (510(b) Claims), or Class 6 (Other Equity Interests) as each such Class is either Unimpaired under the Combined Disclosure Statement and Plan (and therefore conclusively presumed to accept the Combined Disclosure Statement and Plan) or Impaired (and therefore deemed to have rejected the Combined Disclosure Statement and Plan) (the foregoing classes, collectively, the “Non-Voting Classes”). As evidenced by the Certificate of Service and the Voting Declaration, the transmittal and service of the Solicitation Package, and the Notice of Non-Voting Status were timely, adequate, and in compliance with the Solicitation Procedures Order. The solicitation of votes on the Combined Disclosure Statement and Plan complied with the Solicitation Procedures in the Solicitation Procedures Order, was appropriate and satisfactory based upon the circumstances of the Chapter 11 Case and was in compliance with all applicable provisions of the Bankruptcy Code and the Bankruptcy Rules.

G. Notice. As evidenced by the Certificate of Service and the Voting Declaration, all parties required to be given notice of the Confirmation Hearing (including the deadline for filing and serving objections to final approval of the Combined Disclosure Statement and Plan), have been provided due, proper, timely, and adequate notice in compliance with the Bankruptcy Code,

the Bankruptcy Rules, and the Local Rules, and such parties have had an opportunity to appear and be heard with respect thereto. No other or further notice is required.

H. Combined Hearing on Approval of Disclosure Statement and Confirmation of Plan.

It was appropriate to hold the combined Confirmation Hearing on the Debtor's request for approval of the Combined Disclosure Statement and Plan under sections 105(d)(2)(B)(vi) and 1125(g) of the Bankruptcy Code, and Bankruptcy Rule 3018(a).

I. Plan Supplement. All documents included in the Plan Supplement are integral to, part of, and incorporated by reference into the Combined Disclosure Statement and Plan. The Debtor reserves the right to alter, amend, update, or modify the Plan Supplement and any schedules, exhibits, or amendments thereto, prior to the Effective Date in accordance with the terms of the Combined Disclosure Statement and Plan and subject to the terms of this Confirmation Order. The filing and notice of the Plan Supplement, and any modifications or supplements thereto, were proper and in accordance with the Combined Disclosure Statement and Plan, the Bankruptcy Code, and the Bankruptcy Rules, and no other or further notice is or shall be required.

J. Modifications. Subsequent to the filing of the solicitation version of the Combined Disclosure Statement and Plan, the Debtor agreed to make certain modifications thereto. The modifications were made, among other things, to address potential objections and informal comments received from various parties-in-interest. The modifications do not materially adversely affect the treatment of any Claim against, or Interest in, the Debtor under the Combined Disclosure Statement and Plan. The filing with the Court of the Combined Disclosure Statement and Plan and the modifications thereto constitutes due and sufficient notice thereof. Accordingly, pursuant to section 1127(a) of the Bankruptcy Code and Bankruptcy Rule 3019, none of these modifications require additional disclosure under section 1125 of the Bankruptcy Code or re-solicitation of votes

under section 1126 of the Bankruptcy Code. In accordance with section 1127 of the Bankruptcy Code and Bankruptcy Rule 3019, the Holders of Claims that voted to accept the Combined Disclosure Statement and Plan or that are conclusively presumed to have accepted the Combined Disclosure Statement and Plan are presumed to have accepted the modifications to the Combined Disclosure Statement and Plan. No Holder of a Claim that has voted to accept the Combined Disclosure Statement and Plan shall be permitted to change its vote as a consequence of the modifications. The Combined Disclosure Statement and Plan shall constitute the Plan submitted for confirmation by the Court.

K. Bankruptcy Rule 3016. The Combined Disclosure Statement and Plan is dated and identifies the Debtor as the Combined Disclosure Statement and Plan proponent, thereby satisfying Bankruptcy Rule 3016(a). The injunction, release, and exculpation provisions in the Combined Disclosure Statement and Plan describe, in bold font and with specific and conspicuous language, all acts to be enjoined, released, and exculpated and identify the entities that will be subject to the injunction, releases, and exculpations, thereby satisfying Bankruptcy Rule 3016(c).

L. Compliance with the Bankruptcy Code (11 U.S.C. § 1129(a)(1)). As set forth below, the Combined Disclosure Statement and Plan complies with the applicable provisions of the Bankruptcy Code, thereby satisfying section 1129(a)(1) of the Bankruptcy Code.

i. Substantially Similar Classes (11 U.S.C. § 1122). The classification of Claims and Interests under the Combined Disclosure Statement and Plan is proper under the Bankruptcy Code. The Combined Disclosure Statement and Plan provides for the following classification of Claims and Interests: (i) Class 1 - Other Secured Claims; (ii) Class 2 - Priority Non-Tax Claims; (iii) Class 3 - General Unsecured Claims; (iv) Class 4 – Preferred Equity Interests; (v) Class 5 – 510(b) Claims; and (vi) Class 6 –

Other Equity Interests. Each Class consists of substantially similar Claims or Interests. Valid business, legal, and factual reasons justify the separate classification of the particular Claims or Interests into the Classes created under the Combined Disclosure Statement and Plan, and no unfair discrimination exists between or among Holders of Claims and Interests. The Combined Disclosure Statement and Plan therefore satisfies sections 1122 of the Bankruptcy Code.

ii. Treatment of Unclassified Claims (11 U.S.C. § 1123(a)(1)). Article II of the Combined Disclosure Statement and Plan designates classes of Claims and Interests and does not classify Administrative Claims or Priority Tax Claims, which are further described in Article VI of the Combined Disclosure Statement and Plan. The Plan satisfies section 1123(a)(1) of the Bankruptcy Code.

iii. Specified Unimpaired Classes (11 U.S.C. § 1123(a)(2)). Article VII of the Combined Disclosure Statement and Plan specifies that Class 1 (Other Secured Claims) and Class 2 (Priority Non-Tax Claims) are unimpaired within the meaning of section 1124 of the Bankruptcy Code, thereby satisfying section 1123(a)(2) of the Bankruptcy Code.

iv. Specified Treatment of Impaired Classes (11 U.S.C. § 1123(a)(3)). As of the Solicitation Date, Article VII of the Combined Disclosure Statement and Plan designates Class 3 (General Unsecured Claims) as impaired within the meaning of section 1124 of the Bankruptcy Code and specifies the treatment of the Claims in that Class, thereby satisfying section 1123(a)(3) of the Bankruptcy Code. Article VII of the Combined Disclosure Statement and Plan designates Class 4 (Preferred Equity Interests), Class 5 (510(b) Claims), and Class 6 (Other Equity Interests) as impaired and deemed not entitled to vote within the meaning of section 1124 of the Bankruptcy Code and specifies the

treatment of the Claims and Interests in each Class, thereby satisfying section 1123(a)(3) of the Bankruptcy Code.

v. No Discrimination (11 U.S.C. § 1123(a)(4)). As set forth in Article VII, all of the Holders of Claims or Interests within each of the Classes are treated equally under the Combined Disclosure Statement and Plan as required by section 1123(a)(4) of the Bankruptcy Code, unless the Holder of a Claim or Interest agreed to less favorable treatment.

vi. Implementation of the Plan (11 U.S.C. § 1123(a)(5)). The Combined Disclosure Statement and Plan, including the various documents and agreements set forth in the Plan Supplement, provide adequate means for the implementation of the Combined Disclosure Statement and Plan, including, among other provisions, Article IX (Implementation of the Combined Disclosure Statement and Plan), Article X (Provisions Governing Distributions), Article XI (Provisions for Claims Objections and Estimation of Claims), and Article XII (Executory Contracts). The Combined Disclosure Statement and Plan, therefore, satisfies the requirements of section 1123(a)(5) of the Bankruptcy Code.

vii. Non-Voting Equity Securities/Allocation of Voting Power (11 U.S.C. § 1123(a)(6)). The Combined Disclosure Statement and Plan is a liquidating plan that provides for the dissolution of the Debtor. Accordingly, section 1123(a)(6) of the Bankruptcy Code is not applicable.

viii. Designation of Directors and Officers (11 U.S.C. § 1123(a)(7)). The Combined Disclosure Statement and Plan satisfies the requirements of section 1123(a)(7) of the Bankruptcy Code. On the Effective Date, all directors and officers of the Debtor will be terminated and deemed to have resigned pursuant to Section 9.6 of the Combined

Disclosure Statement and Plan, and, in accordance with Section 9.7 of the Combined Disclosure Statement and Plan, the Plan Administrator will be appointed.

ix. Rejection (11 U.S.C. § 1123(b)(2)). Consistent with section 1123(b)(2) of the Bankruptcy Code, Article XII of the Combined Disclosure Statement and Plan provides for rejection of all of the executory contracts or unexpired leases of the Debtor that have not already been assumed, assumed and assigned, or rejected during the pendency of the Chapter 11 Case.

x. Compromise and Settlement (11 U.S.C. § 1123(b)(3)(A)). In accordance with section 1123(b)(3)(A) of the Bankruptcy Code, the Combined Disclosure Statement and Plan, through Article XIV thereof, provides for certain compromises and settlements of claims, interests, and controversies belonging to the Debtor.

xi. Releases, Exculpation, and Injunction Provisions (11 U.S.C. § 1123(b)(6)). Approval of the releases being granted by the Debtor pursuant to Section 14.1(b) of the Combined Disclosure Statement and Plan (the “Debtor Release”), the exculpation of the Exculpated Parties pursuant to Section 14.1(a) of the Combined Disclosure Statement and Plan (the “Exculpation Provision”), and the injunction of certain Claims and Causes of Action pursuant to Section 14.1(c) of the Combined Disclosure Statement and Plan (the “Injunction Provision”) (a) were given in exchange for good, valuable, and adequate consideration after due notice and opportunity for hearing, (b) are appropriately tailored under the facts and circumstances of the Chapter 11 Case, (c) were integral to the formulation and implementation of the Combined Disclosure Statement and Plan, as provided in section 1123 of the Bankruptcy Code, (d) are fair, equitable, and reasonable, (e) are in the best interests of the Debtor, the Estate, and parties in interest, and (f) are

consistent with sections 105, 1123, and 1129 and any other applicable provisions of the Bankruptcy Code.

xii. The Debtor Release represents a valid exercise of the Debtor's business judgment. The Released Parties provided good and valuable consideration in exchange for the releases, including, among other things, services during the Chapter 11 Case.

xiii. The Exculpation Provision appropriately affords protection to those parties who constructively participated in and contributed to the Debtor's chapter 11 process consistent with their duties under the Bankruptcy Code, and it is appropriately tailored to protect the Exculpated Parties from inappropriate litigation. The Exculpation Provision granted under the Combined Disclosure Statement and Plan is reasonable in scope as it does not relieve any party of liability for an act or omission to the extent such act or omission is determined by a Final Order to constitute fraud, gross negligence, or willful misconduct.

xiv. The Injunction Provision is essential to the Combined Disclosure Statement and Plan and is necessary to implement the Combined Disclosure Statement and Plan and to preserve and enforce the Debtor Release and the Exculpation Provision. The Injunction Provision is appropriately tailored to achieve those purposes.

xv. The record of the Confirmation Hearing is sufficient to support the Debtor Release, Exculpation Provision, and Injunction Provision. Accordingly, based upon the representations of the parties and the evidence proffered, adduced or presented at the Confirmation Hearing, the Debtor Release, Exculpation Provision and Injunction Provision are consistent with the Bankruptcy Code and applicable law.

M. The Debtor's Compliance with the Bankruptcy Code (11 U.S.C. § 1129(a)(2)). The Debtor has complied with the applicable provisions of the Bankruptcy Code, as required by section 1129(a)(2) of the Bankruptcy Code. Specifically: (i) the Debtor is an eligible debtor under section 109 of the Bankruptcy Code; and (ii) the Debtor has complied with all other applicable provisions of the Bankruptcy Code, except as otherwise provided or permitted by orders of the Court, and in transmitting the Combined Disclosure Statement and Plan, the Plan Supplement, the Ballot, and related documents and notices, and in soliciting and tabulating the votes on the Combined Disclosure Statement and Plan, the Debtor has complied with the applicable provisions of the Bankruptcy Code (including sections 1125 and 1126(b)), the Bankruptcy Rules, the Local Rules, applicable non-bankruptcy law, and the Solicitation Procedures Order.

N. Plan Proposed in Good Faith (11 U.S.C. § 1129(a)(3)). The Debtor has proposed the Combined Disclosure Statement and Plan in good faith and not by any means forbidden by law, thereby satisfying section 1129(a)(3) of the Bankruptcy Code. The Debtor's good faith is evident from the facts and record of this Chapter 11 Case, the Combined Disclosure Statement and Plan, and the record of the Confirmation Hearing and other proceedings held in this Chapter 11 Case. The Combined Disclosure Statement and Plan was proposed with the legitimate and honest purpose of maximizing the value of the Debtor's Estate and to effectuate a successful liquidation of the Debtor's Estate. The Combined Disclosure Statement and Plan was negotiated at arm's length and in good faith. Further, the Combined Disclosure Statement and Plan's classification, indemnification, exculpation, release, and injunction provisions have been negotiated in good faith and at arm's length, are consistent with the Bankruptcy Code.

O. Payment for Services or Costs and Expenses (11 U.S.C. § 1129(a)(4)). Any payment made or to be made by the Debtor for services or for costs and expenses of the Debtor's

professionals in connection with this Chapter 11 Case, or in connection with the Combined Disclosure Statement and Plan and incident to the Chapter 11 Case has been approved by, or is subject to the approval of, the Court are reasonable, thereby satisfying section 1129(a)(4) of the Bankruptcy Code.

P. Plan Administrator (11 U.S.C. § 1129(a)(5)). The identity, affiliations, and compensation of the Plan Administrator have been fully disclosed in the Plan Supplement, and the appointment of the Plan Administrator is consistent with the interests of creditors and equity security holders and with public policy. The Debtor thus has complied with section 1129(a)(5) of the Bankruptcy Code.

Q. No Rate Changes (11 U.S.C. § 1129(a)(6)). After confirmation of the Combined Disclosure Statement and Plan, there will be no business of the Debtor involving rates established or approved by, or otherwise subject to, any governmental regulatory commission. Thus, the Combined Disclosure Statement and Plan does not provide changes to such rates, and section 1129(a)(6) of the Bankruptcy Code is not applicable.

R. Best Interest of Creditors (11 U.S.C. § 1129(a)(7)). The Combined Disclosure Statement and Plan satisfies section 1129(a)(7) of the Bankruptcy Code. The Liquidation Analysis, as revised (annexed as Exhibit A to the Combined Disclosure Statement and Plan), establishes that each Holder of an Allowed Claim or Interest in each Class will recover as much or more value under the Combined Disclosure Statement and Plan on account of such Claim or Interest, as of the Effective Date, than the amount such Holder would receive if the Debtor was liquidated on the Effective Date under chapter 7 of the Bankruptcy Code. The Liquidation Analysis and the other evidence related thereto are persuasive and credible. The Liquidation Analysis demonstrates that recoveries under the Combined Disclosure Statement and Plan are not

less than they would be in a hypothetical liquidation. The methodology used and assumptions made in the Liquidation Analysis are reasonable.

S. Acceptance by Certain Classes (11 U.S.C. § 1129(a)(8)). Class 1 (Other Secured Claims) and Class 2 (Priority Non-Tax Claims) are Classes of Unimpaired Claims that are conclusively presumed to have accepted the Combined Disclosure Statement and Plan in accordance with section 1126(f) of the Bankruptcy Code. As of the Solicitation Date, Class 3 (General Unsecured Claims) is an Impaired Class that has voted to accept the Combined Disclosure Statement and Plan in accordance with sections 1126(b) and (c) of the Bankruptcy Code, without regard to the votes of insiders of the Debtor. Class 4 (Preferred Equity Interests), Class 5 (510(b) Claims), and Class 6 (Other Equity Interests) are Classes of Claims or Interests that are conclusively deemed to have rejected the Combined Disclosure Statement and Plan in accordance with section 1126(g) of the Bankruptcy Code. Notwithstanding the foregoing, the Combined Disclosure Statement and Plan is confirmable because it satisfies sections 1129(a)(10) and 1129(b) of the Bankruptcy Code.

T. Treatment of Unclassified Claims (11 U.S.C. § 1129(a)(9)). The treatment of Administrative Claims, Priority Tax Claims, and Professional Fee Claims pursuant to Article VI of the Combined Disclosure Statement and Plan satisfies the requirements of sections 1129(a)(9) of the Bankruptcy Code.

U. Acceptance by Impaired Class (11 U.S.C. § 1129(a)(10)). As evidenced by the Voting Declaration, as of the Solicitation Date, Class 3 (General Unsecured Claims) is a Class of Impaired Claims that has voted to accept the Combined Disclosure Statement and Plan, determined without including any acceptance of the Combined Disclosure Statement and Plan by any insider, thereby satisfying the requirements of section 1129(a)(10) of the Bankruptcy Code.

V. Feasibility (11 U.S.C. § 1129(a)(11)). Confirmation of the Combined Disclosure Statement and Plan is not likely to be followed by liquidation of the Debtor other than as set forth in the Combined Disclosure Statement and Plan, thereby satisfying section 1129(a)(11) of the Bankruptcy Code.

W. Payment of Fees (11 U.S.C. § 1129(a)(12)). All fees currently payable under 28 U.S.C. § 1930, as determined by the Bankruptcy Code, have been or will be paid on or before the Effective Date pursuant to Sections 6.1(d) and 16.6 of the Combined Disclosure Statement and Plan, thereby satisfying the requirements of section 1129(a)(12) of the Bankruptcy Code.

X. Non-applicability of Certain Sections (11 U.S.C. §§ 1129(a)(13), (14), (15), and (16)). The Debtor does not owe any retiree benefits, domestic support obligations, is not an individual, and is not a nonprofit corporation. Therefore, sections 1129(a)(13), 1129(a)(14), 1129(a)(15), and 1129(a)(16) of the Bankruptcy Code do not apply to this Chapter 11 Case.

Y. No Unfair Discrimination; Fair and Equitable (11 U.S.C. § 1129(b)). The Combined Disclosure Statement and Plan satisfies the requirements of section 1129(b) of the Bankruptcy Code. Notwithstanding the fact that Classes 4, 5, and 6 are deemed to reject the Combined Disclosure Statement and Plan (collectively, the “Rejecting Classes”), the Combined Disclosure Statement and Plan may be confirmed pursuant to section 1129(b)(1) of the Bankruptcy Code given that Class 3 voted to accept the Combined Disclosure Statement and Plan. *First*, all of the requirements of section 1129(a) of the Bankruptcy Code applicable to a corporation have been met. *Second*, the Combined Disclosure Statement and Plan is fair and equitable with respect to the Rejecting Classes. The Combined Disclosure Statement and Plan has been proposed in good faith, is reasonable and meets the requirements that no Holder of any Claim or Interest that is junior to each such Class will receive any property under the Combined Disclosure Statement and Plan

on account of such junior Claim or Interest (as applicable) (unless the Class immediately senior to such junior Class of Claims is paid in full with postpetition interest on such Allowed Claims at the applicable rate), and no Holder of a Claim or Interest in a Class equal to such Classes is receiving more favorable treatment than the Rejecting Classes. Accordingly, the Combined Disclosure Statement and Plan is fair and equitable towards all Holders of Claims or Interests (as applicable) in the Rejecting Classes. *Third*, the Combined Disclosure Statement and Plan does not discriminate unfairly with respect to the Rejecting Classes because similarly situated Creditors or Interest Holders (as applicable) will receive substantially similar treatment on account of their Claims or Interests irrespective of Class. The Combined Disclosure Statement and Plan may therefore be confirmed despite the fact that not all Impaired Classes have voted to accept the Combined Disclosure Statement and Plan because the Combined Disclosure Statement and Plan does not unfairly discriminate and is fair and equitable with respect to the Rejecting Classes.

Z. Only One Plan (11 U.S.C. § 1129(c)). The Combined Disclosure Statement and Plan is the only plan filed in this Chapter 11 Case, and accordingly, section 1129(c) of the Bankruptcy Code is satisfied.

AA. Principal Purpose of the Plan (11 U.S.C. § 1129(d)). The principal purpose of the Combined Disclosure Statement and Plan is not the avoidance of taxes or the avoidance of the application of section 5 of the Securities Act of 1933, as amended (the “Securities Act”), and no governmental unit (as defined in section 101(27) of the Bankruptcy Code) has objected to the confirmation of the Combined Disclosure Statement and Plan on any such grounds. The Combined Disclosure Statement and Plan, therefore, satisfies the requirements of section 1129(d) of the Bankruptcy Code.

BB. Small Business Case (11 U.S.C. § 1129(e)). Section 1129(e) is inapplicable because this Chapter 11 Case does not qualify as a small business case thereunder.

CC. Good Faith Solicitation (11 U.S.C. § 1125(e)). The Exculpated Parties have acted in “good faith” within the meaning of section 1125(e) of the Bankruptcy Code in compliance with the applicable provisions of the Bankruptcy Code and Bankruptcy Rules in connection with all their respective activities relating to soliciting the Combined Disclosure Statement and Plan, including, but not limited to, any action or inaction in connection with their participation in the activities described in section 1125 of the Bankruptcy Code, and are entitled to the protections afforded by section 1125(e) of the Bankruptcy Code and the Exculpation Provision set forth in Article XIV of the Combined Disclosure Statement and Plan.

DD. Likelihood of Satisfaction of Conditions Precedent to the Effective Date. Each of the conditions precedent to the Effective Date, as set forth in the Combined Disclosure Statement and Plan, has been or is reasonably likely to be satisfied or waived in accordance with the Combined Disclosure Statement and Plan.

EE. Implementation. All documents necessary to implement the Combined Disclosure Statement and Plan are essential elements of the Combined Disclosure Statement and Plan, have been negotiated in good faith and at arms’ length and shall, upon completion of documentation and execution, by valid, binding, and enforceable agreements.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Confirmation of the Combined Disclosure Statement and Plan. The Combined Disclosure Statement and Plan, attached hereto as **Exhibit A**, and each of its provisions, is hereby confirmed under section 1129 of the Bankruptcy Code. The terms of the Combined Disclosure Statement and Plan, the Plan Supplement and each of the documents comprising the Plan

Supplement, any amendments, modifications, or supplements thereto, and all documents and agreements thereto are incorporated by reference into and are an integral part of the Combined Disclosure Statement and Plan, and such terms and their implementation are hereby approved and authorized. The Debtor and Plan Administrator, as applicable, are authorized to take all actions necessary or appropriate to enter into, implement, and consummate the contracts, instruments, releases, Plan Administration Agreement and other agreements or documents created in connection with the Combined Disclosure Statement and Plan. The terms of the Combined Disclosure Statement and Plan, all exhibits thereto, and all other relevant and necessary documents shall be effective and binding as of the Effective Date.

2. Approval of the Combined Disclosure Statement and Plan. The Combined Disclosure Statement and Plan contains “adequate information” (as such term is defined in section 1125(a)(1) and used in section 1126(b)(2) of the Bankruptcy Code).

3. Objections. All objections, responses to, and statements and comments, if any, in opposition to the Combined Disclosure Statement and Plan, other than those resolved or withdrawn with prejudice in their entirety prior to, or on the record at, the Confirmation Hearing, shall be, and hereby are, overruled in their entirety. All objections to confirmation of the Combined Disclosure Statement and Plan not filed and served prior to the applicable objection deadline, if any, are deemed waived and shall not be considered by this Court. All parties have had a full and fair opportunity to litigate all issues raised or that might have been raised in the objections to approval of the Combined Disclosure Statement and Plan, and the objections have been fully and fairly litigated or resolved, including by agreed-upon provisions as set forth in this Confirmation Order. All withdrawn objections are deemed withdrawn with prejudice.

4. Deemed Acceptance of the Combined Disclosure Statement and Plan as Modified.

In accordance with section 1127 of the Bankruptcy Code and Bankruptcy Rule 3019, all Holders of Claims who voted to accept the Combined Disclosure Statement and Plan or who are conclusively presumed to have accepted the Combined Disclosure Statement and Plan are deemed to accept the Combined Disclosure Statement and Plan, including any modifications made pursuant to the terms of the Combined Disclosure Statement and Plan after solicitation and prior to entry of this Confirmation Order.

5. Omission of Reference to Particular Provisions. The failure specifically to include or to refer to any particular article, section, or provision of the Combined Disclosure Statement and Plan, or the Plan Supplement in this Confirmation Order shall not diminish or impair the effectiveness of such article, section, or provisions, it being the intent of the Court that the Combined Disclosure Statement and Plan and any related documents be confirmed and approved in their entirety.

6. Orthogon Stipulation. Pursuant to sections 1123 and 363 of the Bankruptcy Code and Bankruptcy Rule 9019, this Confirmation Order shall, and shall be deemed to approve, the *Stipulation by and among the Debtor and Orthogon Regarding Debtor's First Omnibus (Substantive) Claims Objection* [Docket No. 297] (the "Orthogon Stipulation") and authorize all actions as may be necessary or appropriate to effect any transaction described in, approved or contemplated by, or necessary to effectuate the terms of the Orthogon Stipulation.

7. Directors and Officers. On the Effective Date, each of the Debtor's directors, officers, members, and managers shall be terminated automatically and deemed to have resigned without the need for any corporate action or approval and without the need for any corporate filings, and shall have no continuing obligations to the Debtor following the occurrence of the

Effective Date in their capacity as directors, officers, members, and managers, and, on the Effective Date, the Plan Administrator shall be appointed as the sole officer and director of the Post-Effective Date Debtor.

8. Vesting of Assets. As of the Effective Date, pursuant to the provisions of section 1141(b) and (c) of the Bankruptcy Code and Article IX of the Combined Disclosure Statement and Plan, the Plan Administration Assets shall immediately vest in the Post-Effective Date Debtor for the benefit of Holders of Allowed Claims and Interests.

9. Distributions. All distributions pursuant to the Combined Disclosure Statement and Plan shall be made in accordance with Article X of the Combined Disclosure Statement and Plan, and such methods of distribution are hereby approved.

10. Rejection of Executory Contracts and Unexpired Leases. On the Effective Date, except as otherwise provided in the Combined Disclosure Statement and Plan, each Executory Contract or Unexpired Lease not previously assumed, assumed and assigned, or rejected shall be automatically rejected, pursuant to sections 365 and 1123 of the Bankruptcy Code. This Order shall constitute an order of the Court approving such rejection, pursuant to section 365 of the Bankruptcy Code, as of the Effective Date.

11. Claims Based on Rejection of Executory Contracts or Unexpired Leases. All Proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases must be filed and served on the Plan Administrator no later than thirty (30) days after service of notice of the Effective Date, provided that the foregoing deadline shall apply only to Executory Contracts that are rejected automatically by operation of Article XII of the Combined Disclosure Statement and Plan. Absent further order of the Court, any Claims arising from the rejection of an Executory Contract or Unexpired Lease not filed with the Court within such time

may be forever barred from receiving or being entitled to receive any payment or Distribution from the Debtor or Plan Administrator, as applicable, with respect to such Claim, without further order of the Court.

12. Final Administrative Claim Bar Date. All requests for payment of Administrative Claims arising after the Closing Date through the Effective Date must be filed with the Claims Agent and served on the Plan Administrator no later than the Final Administrative Claim Bar Date. Holders of Administrative Claims arising after the Closing Date through the Effective Date that do not file requests for the allowance and payment thereof on or before the Final Administrative Claim Bar Date shall be forever barred, estopped, and enjoined from asserting such Administrative Claims against the Debtor or its property.

13. Conditions Precedent to Effective Date. The provisions governing the conditions precedent to the Effective Date set forth in Article XIII of the Combined Disclosure Statement and Plan shall be, and hereby are, approved in their entirety. The Debtor is authorized to consummate the Combined Disclosure Statement and Plan at any time after the entry of this Confirmation Order, subject to satisfaction or waiver of such provisions pursuant to their terms.

14. Binding Release, Injunction, and Exculpation Provisions. Section 14.1(a) (*Exculpation and Limitation of Liability*), Section 14.1(b) (*Releases by the Debtor*), and Section 14.1(c) (*Non-Discharge of the Debtor; Injunction*) of the Combined Disclosure Statement and Plan and related provisions therein are hereby approved and authorized in their entirety.

15. Notice of Confirmation Order and Effective Date. The Debtor shall serve a notice of entry of Confirmation Order and notice of the Effective Date, substantially in the form attached hereto as Exhibit B (the “Notice of Effective Date”), in accordance with Bankruptcy Rules 2002 and 3020(c) on (a) known Holders of Claims and Interests; (b) parties that requested notice in

accordance with Bankruptcy Rule 2002; and (c) other parties on whom the Confirmation Hearing Notice was served as soon as practicable after the occurrence of the Effective Date. Notwithstanding the above, no Notice of Effective Date or service of any kind shall be required to be mailed or made upon any party to whom the Debtor mailed the Confirmation Hearing Notice, but received such notice returned marked “undeliverable as addressed,” “moved, left no forwarding address” or “forwarding order expired,” or similar reason, unless the Debtor has been informed in writing by such Entity, or are otherwise aware, of that Entity’s new address. The above-referenced notices are adequate under the particular circumstances of the Chapter 11 Case and no other or further notice is necessary.

16. Professional Fee Claims. All final requests for payment of Professional Fee Claims for services rendered and reimbursement of expenses incurred from the Petition Date through and including the Effective Date must be filed no later than forty-five (45) days after the filing of the Effective Date Notice. All such applications for final allowance of compensation and reimbursement of expenses will be subject to the authorization and approval of the Court.

17. Governmental Approvals Not Required. This Confirmation Order shall constitute all approvals and consents required, if any, by the laws, rules, or regulations of any state or other governmental authority with respect to the implementation or consummation of the Combined Disclosure Statement and Plan, the Plan Supplement, any documents, instruments, or agreements, and any amendments or modifications thereto, and any other acts referred to in, or contemplated by, the Combined Disclosure Statement and Plan and the Plan Supplement.

18. Retention of Jurisdiction. Notwithstanding the entry of the Confirmation Order and the occurrence of the Effective Date, the Court shall retain jurisdiction over all matters arising out of or related to this Chapter 11 Case and the Combined Disclosure Statement and Plan pursuant to

sections 105(a) and 1142 of the Bankruptcy Code, including, among other things, jurisdiction to take the actions specified in Article XV of the Combined Disclosure Statement and Plan.

19. Immediate Binding Effect. Notwithstanding Bankruptcy Rules 3020(e), 6004(g), or 7062 or otherwise, upon the occurrence of the Effective Date, the terms of the Combined Disclosure Statement and Plan shall be immediately effective and enforceable and deemed binding upon the Debtor and any and all Holders of Claims and Interests (irrespective of whether Holders of such Claims or Interests are deemed to have accepted the Combined Disclosure Statement and Plan), all Entities that are parties to or are subject to the releases and injunctions described in the Combined Disclosure Statement and Plan, each Entity acquiring property under the Combined Disclosure Statement and Plan and any and all non-Debtor parties to Executory Contracts and Unexpired Leases with the Debtor.

20. Payment of Statutory Fees. The Debtor, the Post-Effective Date Debtor, and the Plan Administrator, as applicable, shall pay all statutory fees in accordance with Section 6.1(d) and Section 16.6 of the Combined Disclosure Statement and Plan.

21. Controlling Document. In the event of an inconsistency between the Combined Disclosure Statement and Plan and the Plan Supplement, the terms of the relevant document in the Plan Supplement shall control (unless stated otherwise in such Plan Supplement document or in this Confirmation Order). In the event of an inconsistency between this Confirmation Order and the Combined Disclosure Statement and Plan or the Plan Supplement, this Confirmation Order shall control.

Dated: November 26th, 2025
Wilmington, Delaware



CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

Liquidation Analysis

		Chap. 11 Plan		Chap. 7 - Liquidation	
I. Assets:		Amount		Amount	
		Low	High	Low	High
Cash-on-hand ^[1]		\$ 9,620,769	\$ 9,620,769	\$ 9,620,769	\$ 9,620,769
Accounts Receivable		953,100	953,100	810,135	905,445
Causes of Actions/Avoidance Actions		TBD	TBD	TBD	TBD
Total Estimated Proceeds		\$ 10,573,869	\$ 10,573,869	\$ 10,430,904	\$ 10,526,214
II. Secured, Administrative & Priority Claims:					
Secured Debt Obligations					
Senior Secured Debtor-in-Possession Financing ^[1]					
AVAILABLE TO ADMIN/PRIORITY CLAIMS:		\$ 10,573,869 \$ 10,573,869		\$ 10,430,904 \$ 10,526,214	
<u>Administrative Debt Obligations</u>					
Professional Fees		\$ 2,540,544	\$ 2,194,106	\$ 2,540,544	\$ 2,309,585
US Trustee Fees		77,745	77,745	77,745	77,745
Chapter 7 Trustee & Professionals				600,000	500,000
Wind-down Costs / Plan Administrator		973,900	831,510	891,345	848,900
Priority Tax Claims		43,823	43,823	43,823	43,823
Admin Total		\$ 3,636,012	\$ 3,147,184	\$ 4,153,457	\$ 3,780,053
<u>Secured & Priority Claims</u>					
Class 1 - Other Secured Claims		\$ 4,375	\$ 4,375	\$ 4,375	\$ 4,375
Class 2 - Priority Non-Tax Claims					
Secured & Priority Total		\$ 4,375	\$ 4,375	\$ 4,375	\$ 4,375
AVAILABLE TO GENERAL UNSECURED CLAIMS ("GUC"):		\$ 6,933,482 \$ 7,422,310		\$ 6,273,072 \$ 6,741,785	
III. Unsecured Claims					
Class 3 - General Unsecured Claims		\$ 5,737,946	\$ 5,424,700	\$ 5,737,946	\$ 5,424,700
Est. GUC Distribution Percentage		100.0%	100.0%	100.0%	100.0%
AVAILABLE TO PREFERRED EQUITY:		\$ 1,195,536 \$ 1,997,610		\$ 535,126 \$ 1,317,086	
Class 4 - Preferred Equity		\$ 54,000,000	\$ 54,000,000	\$ 54,000,000	\$ 54,000,000
Est. Class 4 - Preferred Equity Distribution Percentage		2.2%	3.7%	1.0%	2.4%
Class 5 - 510b Claims ^[2]		\$ 23,200,000	\$ -	\$ 23,200,000	\$ -
Class 6 - Other Equity Interests		\$ -	\$ -	\$ -	\$ -

^[1] Secured DIP debt paid directly from sale proceeds and cash-on-hand reflects a balance net of DIP repayment.
^[2] Presumes these claims have been subordinated, expunged and/or withdrawn.

EXHIBIT B

Notice of Effective Date

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

-----	X	
	:	
In re:	:	Chapter 11
	:	
Old School, Inc., ¹	:	Case No. 25-11016 (CTG)
	:	
Debtor.	:	
	:	
-----	X	Re: Docket No. [●]

**NOTICE OF EFFECTIVE DATE AND ENTRY OF ORDER CONFIRMING
DEBTOR’S COMBINED DISCLOSURE STATEMENT AND PLAN OF LIQUIDATION**

PLEASE TAKE NOTICE that, on [●], 2025, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Third Amended Disclosure Statement on a Final Basis, and (II) Confirming the Third Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Old School, Inc.* [Docket No. [●]] (the “Confirmation Order”), which confirmed the *Third Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Old School, Inc.*, attached thereto as Exhibit A (as amended, modified, or supplemented, the “Combined Disclosure Statement and Plan”).²

PLEASE TAKE FURTHER NOTICE that the Effective Date of the Combined Disclosure Statement and Plan occurred on [●], 2025.³

¹ The Debtor’s (f/k/a Charter School Capital, Inc.) mailing address is Verdolino & Lowey, P.C., 124 Washington Street, Suite 101, Foxboro, MA 02035, and the last four digits of the Debtor’s federal tax identification number are 4278.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Combined Disclosure Statement and Plan.

³ The terms of the Combined Disclosure Statement and Plan are immediately enforceable and decreed binding on the Debtor, any and all Holders of Claims or Interests, all Entities that are party to or subject to the releases and injunctions described in the Combined Disclosure Statement and Plan, each Entity acquiring Property under the Combined Disclosure Statement and Plan, and all counterparties to Executory Contracts with the Debtor.

PLEASE TAKE FURTHER NOTICE that, all requests for payment of Administrative Claims arising on or after the Closing Date (i.e., July 29, 2025) through and including the Effective Date must be filed with Epiq Corporate Restructuring, LLC (the “Claims Agent”) and served on the Plan Administrator by no later than **10/1, 2026** (the “Final Administrative Claim Bar Date”). Holders of Administrative Claims arising in the time period between the Closing Date and the Effective Date that are required to file and serve a request for payment of such Administrative Claims but do not file and serve such a request by the Final Administrative Claim Bar Date shall be forever barred, estopped, and enjoined from asserting such Administrative Claims against the Debtor or its property, and such Administrative Claims shall be deemed released against the Debtor, its Estate, and the Plan Administrator as of the Effective Date.

PLEASE TAKE FURTHER NOTICE that, all final requests for payment of Professional Fee Claims for services rendered and reimbursement of expenses incurred from the Petition Date through and including the Effective Date must be filed by no later than the Professional Fee Claims Bar Date of **10/1, 2026** and served upon (i) the Plan Administrator, Verdolino & Lowey, P.C., 124 Washington Street, Foxboro, Massachusetts 02035 (Attn: Craig Jalbert (cjalbert@vlpc.com)); (ii) counsel to the Debtor, (a) Goodwin Procter LLP, The New York Times Building, 620 Eighth Avenue, New York, New York 10018-1405 (Attn: Stacy Dasaro (sdasaro@goodwinlaw.com) and James Lathrop (jlathrop@goodwinlaw.com)), and (b) Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: Aaron H. Stulman (astulman@potteranderson.com), and Brett M. Haywood (bhaywood@potteranderson.com)); and (iii) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Linda J. Casey (linda.casey@usdoj.gov)).

PLEASE TAKE FURTHER NOTICE that, in accordance with Article XII of the Combined Disclosure Statement and Plan, on the Effective Date, each Executory Contract that has not been assumed, assumed and assigned, or rejected prior to the Effective Date and that is not subject to a motion to assume, assume and assign, or reject as of the Effective Date shall be deemed rejected on the Effective Date. In accordance with Article XII of the Combined Disclosure Statement and Plan, all Proofs of Claim with respect to Claims arising from the rejection of Executory Contracts must be filed and served on the Plan Administrator and counsel to the Plan Administrator by no later than **[●], 2026**; provided that the foregoing deadline only applies to Executory Contracts that are rejected automatically by operation of Article XII of the Combined Disclosure Statement and Plan.

PLEASE TAKE FURTHER NOTICE that the Combined Disclosure Statement and Plan and Confirmation Order may be viewed for free at the Claims Agent's website at <https://dm.epiq11.com/case/oldschool>.

Dated: [●], 2025
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

/s/ DRAFT

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- and -

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