

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota Case No. 20-60337
religious corporation,

Debtor.

**NOTICE OF HEARING AND JOINT MOTION FOR AN ORDER (I) APPROVING
DISCLOSURE STATEMENT; (II) APPROVING SOLICITATION PACKAGES AND
VOTING PROCEDURES; (III) APPROVING BALLOT FORMS; (IV) FIXING THE
VOTING DEADLINE; AND (V) APPROVING PROCEDURES FOR BALLOT
TABULATION**

TO: The United States Bankruptcy Judge, the United States Trustee, and other parties in interest as specified in Local Rule 9013-3(a)(2).

The Diocese of St. Cloud, the debtor and debtor in possession in this case, and the Official Committee of Unsecured Creditors (together, the “**Plan Proponents**”) jointly move the court for the relief requested below and give notice of hearing:

NOTICE OF HEARING AND MOTION

1. The court will hold a hearing on this motion **at 10:30 a.m. (CDT) on October 22, 2020**. Parties interested in attending the hearing should contact Judge Kressel’s calendar clerk at (612) 664-5250 for the call-in information.
2. Any response to this motion must be filed and served not later than **October 17, 2020**, which is five days before the time set for the hearing (including Saturdays, Sundays, and holidays). UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.

3. The court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334, Fed. R. Bankr. P. 5005, and Local Rule 1070-1. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The Plan Proponents file this motion under 11 U.S.C. §§ 105(a), 1125, 1126, and 1128, as well as Bankruptcy Rules 3017 and 3018 and Local Rules 9013-1 through 9013-3. The Plan Proponents give notice of the hearing on this motion pursuant to Bankruptcy Rule 2002(a) and Local Rules 2002-1(b), 2002-4(a), and 9013-3.

RELIEF REQUESTED

I. BACKGROUND.

On June 15, 2020, the debtor commenced this case by filing a voluntary Chapter 11 petition. The debtor is a debtor in possession under 11 U.S.C. §§ 1107 and 1108. Additional background information about the debtor is set forth in the Disclosure Statement (defined below), which is incorporated herein by this reference. Joseph Spaniol, Finance Officer, also verified the additional facts set forth below, as evidenced by the attached verification.

II. PROCEDURES FOR SOLICITATION.

On September 23, 2020, the Plan Proponents filed the *Joint Plan of Reorganization* [Dkt. No. 81] (the “**Plan**”) and the *Disclosure Statement to Accompany Joint Plan of Reorganization* [Dkt. No. 82] (the “**Disclosure Statement**”).

In accordance with Bankruptcy Rule 3017(a), the court will hold a hearing to consider approval of the Disclosure Statement at 10:30 a.m. on October 22, 2020.

Solicitation Materials for Parties Classified Under the Plan. Pursuant to Bankruptcy Rules 2002(b) and 3017(d), if the court determines that a disclosure statement satisfies the requirements of 11 U.S.C. § 1125, the court typically issues a combined order approving the

disclosure statement and providing notice for hearing on confirmation of the plan. Here, the Plan Proponents propose that the court enter an order approving the Disclosure Statement and approve a separate notice of the Plan confirmation hearing. Accordingly, once the court approves the Disclosure Statement as containing adequate information under 11 U.S.C. § 1125, except as may be provided herein, the Plan Proponents propose to mail solicitation packages to parties entitled to vote on the Plan, which will contain copies of (i) the order approving the Disclosure Statement, substantially in the form attached hereto as **Exhibit A**; (ii) the notice of approval of the Disclosure Statement and setting the Plan confirmation hearing, substantially in the form attached hereto as **Exhibit B** (the “**Notice of Disclosure Statement Approval**”); (iii) the approved form of the Disclosure Statement; (iv) the proposed Plan; and (v) the Ballot (as defined below) with a postage prepaid return envelope.

Parties Receiving Solicitation Packages. The solicitation packages will be mailed no later than fourteen (14) days after the entry of the order approving the Disclosure Statement (the “**Solicitation Date**”) to: (i) the attorneys for the committee and the office of the U.S. Trustee; (ii) all persons or entities that filed proofs of claim on or before the date of the notice of Disclosure Statement approval, except to the extent that a claim was paid pursuant to or expunged by a prior court order; (iii) all persons or entities listed in the debtor’s schedules of assets and liabilities, or any amendments thereof, as holding liquidated, non-contingent, and undisputed claims in an amount greater than zero dollars (\$0.00);¹ (iv) all parties to executory contracts listed in the schedules; (v) the Internal Revenue Service; (vi) any entity that has filed with the court a notice of transfer of a claim under Bankruptcy Rule 3001(e) prior to the date of

¹ Bankruptcy Rule 3003(c)(2) provides in relevant part that “any creditor . . . whose claim or interest is not scheduled or scheduled as disputed, contingent, or unliquidated . . . who fails to [timely file a proof of claim] shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.” Fed. R. Bankr. P. 3003(c)(2).

the Notice of Disclosure Statement Approval; (vii) any other known holders of claims against the debtor; (viii) anyone against whom the debtor might hold a claim; (ix) state and local taxing authorities; and (x) Medicare and Medicaid authorities.

The Plan Proponents propose that the debtor be excused from mailing solicitation packages to entities from which the solicitation packages are returned as undeliverable by the United States Postal Service, unless the debtor is provided with accurate addresses for such entities on or before a date that is fifteen (15) days from the date of service. In addition, the Plan Proponents request relief from Bankruptcy Rule 3017(a) (which requires notice of the Disclosure Statement hearing to the Securities Exchange Commission), because the debtor has not issued publicly traded securities.

In the case of Class 10 claims, the Plan Proponents propose that one (1) solicitation package be sent to each law firm that is counsel of record for Class 10 claimants, regardless of how many Class 10 claimants such law firm represents; *provided, however,* that each such law firm will receive a separate Ballot (as defined below) for each client that is a Class 10 claimant. On request, the Plan Proponents will provide counsel for any Class 10 claimant with additional solicitation packages. Notwithstanding the foregoing, each holder of a Class 10 claim must sign his or her own Ballot (as defined below), or the Ballot (as defined below) may be signed by power of attorney or court-appointed representative, with the power of attorney or court order attached to the Ballot.

Noticing Materials for Others. All persons on the master mailing matrix and confidential master mailing matrix who (i) are in a class deemed either to accept or reject the plan consistent with 11 U.S.C. §§ 1126(f) and (g) and Bankruptcy Rule 3017(d), (ii) are not listed in the debtor's schedules and statements and have not filed a proof of claim on or before the date of the Notice

of Disclosure Statement Approval, or (iii) are not listed as a party receiving a solicitation package, will receive a noticing package containing copies of (a) the order approving the Disclosure Statement; (b) the Notice of Disclosure Statement Approval; and (c) a notice substantially in the form attached hereto as **Exhibit C** (the “**Summary Notice**”), directing them to a website for the retrieval of the approved form of the Disclosure Statement and proposed Plan and the supporting letters from the debtor and committee.

Form of Ballots. The Plan Proponents propose that they distribute to certain creditors, as described below, one or more ballots (the “**Ballots**”), substantially in the forms attached hereto collectively as **Exhibit D**. The appropriate Ballot forms, as applicable, will be distributed to holders of claims in Classes 2, 3, 4, 5, 6, 7, 8, 10, 11, and 13 under the Plan, which classes are entitled to vote to accept or reject the Plan. The forms for the Ballots include the information required by Official Form No. B 314, but the Ballots for Classes 3, 10, and 11 will include specific provisions relating to those classes only. The Ballot of Class 3 is modified to include an opportunity to elect a lump sum payment on the effective date in full satisfaction of the Class 3 claims. The Ballot for Class 10 claims is modified to include releases consistent with the Plan. The Ballot for Class 11 claims, which will be mailed to the unknown claims representative, is modified to include releases consistent with the Plan.

The Plan Proponents propose that in order to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed, completed, and delivered to clerk of the bankruptcy court, (i) by first-class mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by personal delivery, so that it is received by the clerk no later than twenty-eight (28) days after the Solicitation Date (the “**Voting Deadline**”).

Voting Procedures. The Plan Proponents propose that the following general procedure will apply to creditors voting on the Plan:

- a. If a claim is deemed allowed in accordance with the Plan, such claim is allowed for voting purposes in the amount deemed allowed under the Plan;
- b. If a claim has been estimated or otherwise allowed for voting purposes by order of the court, such claim is temporarily allowed in the amount so estimated or allowed by the court for voting purposes only, and not for purposes of allowance or distribution;
- c. If a claim is listed in the schedules in the amount of zero dollars (\$0.00) or as being contingent, unliquidated, or disputed, or if a proof of claim was not (i) filed by the proof of claim deadline or (ii) deemed timely filed by an order of the court prior to the Voting Deadline (unless the Plan Proponents have consented otherwise in writing), the Plan Proponents propose that such claim be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c); and
- d. Each Class 10 claim will be temporarily allowed, for voting purposes only, in the amount of one dollar (\$1.00). Class 10 Ballots will be pre-printed with the temporary allowance amount and the claimant's name.

This temporary allowance of the Class 10 claims is solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, such claims, and is without prejudice to the rights of the parties in any other context.

If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, the Plan Proponents request that the court direct such creditor to file with the court and serve on the Plan Proponents a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan so as to be received on or before a date to be set by the court. The Plan Proponents further propose that, in accordance with Bankruptcy Rule 3018, the Ballot of any creditor filing such a motion will not be counted unless temporarily allowed by the court for voting purposes, after notice and a hearing.

In tabulating the Ballots, the debtor will utilize the following additional procedures:

(a) any Ballot that is properly completed, executed, and timely returned to the clerk but does not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and rejection of the Plan, shall not be counted; (b) if no votes to accept or reject the Plan are received with respect to a particular class that is entitled to vote, such class shall be deemed to have voted to accept the Plan; (c) if a creditor, or any person acting on behalf of a creditor under applicable law, casts more than one Ballot voting the same claim or interest before the Voting Deadline, the latest dated Ballot received before the Voting Deadline will be deemed to reflect the voter's intent and thus supersede any prior Ballots; (d) creditors must vote all of their claims within a particular class, either to accept or reject the Plan and may not split their votes within a particular class; (e) the person signing the creditor's proof of claim may complete and sign the creditor's Ballot, except with respect to a Class 10 or Class 11 Ballot, the following persons may sign such Ballot: (1) a creditor holding a Class 10 claim, or (2) a power of attorney or court-appointed representative, with the power of attorney or court order attached to the Ballot; and (f) any Class 10 Ballot that indicates either acceptance or rejection of the Plan will be counted as a vote to accept or reject the Plan regardless of whether the releases and certifications portions of the Ballot are completed; *provided, however,* that such claimant is not entitled to any distribution without complying with the terms of the Plan, the confirmation order, and the trust.

A Ballot received after the Voting Deadline will be effective as to the releases, certifications, and elections contained in the Ballot. For purposes of determining whether the numerosity and claim amount requirements of Bankruptcy Code §§ 1126(c) and 1126(d) are satisfied, the debtor will tabulate only those Ballots received by the Voting Deadline.

The Plan Proponents propose that the following Ballots not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline, unless the Plan Proponents granted in writing an extension of the Voting Deadline with respect to such Ballot; (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the creditor; (iii) any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan; (iv) any Ballot cast for a claim scheduled in the amount of zero dollars (\$0.00), or as unliquidated, contingent, or disputed, for which no proof of claim was timely filed; (v) any unsigned Ballot; (vi) any Ballot that does not indicate an acceptance or rejection or indicates both; and (vii) any Ballot transmitted to the debtor by facsimile, email, or other electronic means unless the court has previously authorized such means in writing. The Plan Proponents may contact creditors in an attempt to cure the deficiencies specified herein.

The Plan Proponents further propose that, to the extent necessary, the Plan Proponents and the clerk will confer to establish an appropriate procedure to protect the confidentiality of the Class 10 and Class 11 Ballots submitted to the clerk.

Pursuant to Local Rule 9013-2, this motion is verified and accompanied by a memorandum of law, proposed order, and proof of service.

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WHEREFORE, the Plan Proponents request entry of an order substantially in the form annexed hereto as Exhibit A granting the relief sought herein, along with such other and further relief that the court deems just and proper.

Dated: September 25, 2020.

QUARLES & BRADY LLP

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re: Chapter 11

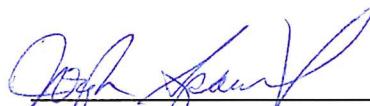
THE DIOCESE OF ST. CLOUD, a Minnesota Case No. 20-60337
religious corporation,

Debtor.

VERIFICATION OF JOSEPH SPANIOL

I, Joseph Spaniol, Finance Officer for The Diocese of St. Cloud, declare under penalty of perjury that the facts in the motion and the memorandum are true and correct to the best of my knowledge, information, and belief.

Executed on: September 25, 2020


Joseph Spaniol

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota religious corporation, Case No. 20-60337

Debtor.

**MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT OF JOINT MOTION
FOR AN ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING
SOLICITATION PACKAGES AND VOTING PROCEDURES; (III) APPROVING
BALLOT FORMS; (IV) FIXING THE VOTING DEADLINE; AND (V) APPROVING
PROCEDURES FOR BALLOT TABULATION**

The Plan Proponents respectfully submit this memorandum in support of their joint motion seeking an order (i) approving disclosure statement, (ii) approving solicitation packages and voting procedures; (iii) approving ballot forms; (iv) fixing the voting deadline, and (v) approving procedures for ballot tabulation. The circumstances of this case warrant the relief requested in the motion.

I. FACTS.

The factual basis for this memorandum is set forth in the motion and is incorporated as though fully set forth herein.

II. LEGAL ARGUMENT.

A. The solicitation package should be approved.

Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims and equity interests for the purpose of soliciting their votes and providing adequate notice of the hearing on confirmation of a plan of reorganization. It provides, in pertinent part:

Upon approval of a disclosure statement,—except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders—the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

Fed. R. Bankr. P. 3017(d).

The solicitation packages that the Plan Proponents propose will include (i) the order approving the Disclosure Statement; (ii) the Notice of Disclosure Statement Approval; (iii) the approved form of the Disclosure Statement; (iv) the proposed Plan; and (v) the Ballot with a postage prepaid return envelope. Accordingly, the solicitation packages satisfy the requirements of Bankruptcy Rule 3017 and should be approved.

B. The form of Ballots and master Ballots should be approved.

Bankruptcy Rule 3017(d) requires a plan proponent to mail a form of ballot that substantially conforms to Official Form No. B 314 only to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). The forms of Ballots that the Plan Proponents propose are based on Official Form No. B 314, except that they contain release provisions, and the Ballots for Classes 3, 10, and 11 will include provisions specific to those classes only, as specified in the motion. The release provisions are included pursuant to the Plan,

are highly significant for implementing the Plan, and are similar to ballot release provisions approved in other religious entity cases. *See, e.g., Crosier Fathers and Brothers Province, Inc.*, Case No. 17-41681 (Bankr. D. Minn.); *The Diocese of New Ulm*, Case NO. 17-30601 (Bankr. D. Minn.); *Diocese of Duluth*, 15-50792 (Bankr. D. Minn.). Based on all of the foregoing, the court should approve the form of Ballots.

C. The notice to be sent to all persons not receiving a solicitation package is appropriate.

Bankruptcy Rule 3017(d) provides, in relevant part, as follows:

If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent's expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.

Fed. R. Bank. P. 3017(d).

Holders of Claims in Classes 1, 9, 12 and 14 as well as numerous persons on the master mailing list and confidential master mailing list are not entitled to vote on the Plan because they are either unimpaired, will not have filed a timely Proof of Claim and were not scheduled, or will receive no distribution under the Plan.² Accordingly, a notice package, including (i) the order approving the Disclosure Statement; (ii) the Notice of Disclosure Statement Approval; and (iii) the Summary Notice directing such persons to a website where they may access the approved form of the Disclosure Statement and proposed Plan satisfies the requirements of Bankruptcy Rule 3017(d) and should be approved.

² See 11 U.S.C. § 1126(f) and (g); see also *In re A.P.I., Inc.*, 331 B.R. 828, 862 (Bankr. D. Minn. 2005), aff'd sub nom. *OneBeacon Am. Ins. Co. v. A.P.I., Inc.*, No. CIV. 06-167 (JNE), 2006 WL 1473004 (D. Minn. May 25, 2006) ("Holders of unimpaired claims lack standing to vote and to object to confirmation." (citing 11 U.S.C. § 1126(f))); *In re 11,111, Inc.*, 117 B.R. 471, 477 (Bankr. D. Minn. 1990) ("Bankruptcy Code § 1126(g) provides that classes which receive nothing under the plan are deemed to reject the plan.").

D. The court should establish the Voting Deadline.

Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court shall fix a time within which the holders of claims or interests may accept or reject a plan. The Plan Proponents propose that, among other things, each Ballot must be properly executed, completed, and delivered to the court by no later than the Voting Deadline (28 days after the Solicitation Date) to be counted as a vote to accept or reject the Plan. This proposed solicitation period provides creditors sufficient time to make an informed decision to accept or reject the Plan. Therefore, the court should approve the Voting Deadline as proposed in the motion.

E. The procedures for ballot tabulation are appropriate.

Bankruptcy Code § 1126(c) provides:

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). Further, Bankruptcy Rule 3018(a) provides that the “court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a).

The Plan Proponents believe that the procedures proposed in the motion provide for a fair and equitable voting process. Establishing such clear procedures at this time will reduce uncertainty and confusion with respect to ballot tabulation. For these reasons, the Plan Proponents assert that the ballot tabulation procedures should be approved.

III. CONCLUSION.

For the foregoing reasons, the Plan Proponents respectfully request that the court grant the motion, along with such other and further relief that the court deems just and proper.

Dated: September 25, 2020.

QUARLES & BRADY LLP

/s/ Jason D. Curry

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EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota Case No. 20-60337
religious corporation,

Debtor.

**ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING
SOLICITATION PACKAGES AND VOTING PROCEDURES; (III) APPROVING
BALLOT FORMS; (IV) FIXING THE VOTING DEADLINE; AND (V) APPROVING
PROCEDURES FOR BALLOT TABULATION**

This case came before the court on the plan proponents' motion for an order approving their disclosure statement, approving solicitation packages and voting procedures, approving ballot forms, fixing the voting deadline, and approving procedures for ballot tabulation. Based on the motion and the file,

IT IS ORDERED:

1. The motion is granted.
2. The plan proponents' disclosure statement dated and filed on September 23, 2020 is approved.
3. Pursuant to Bankruptcy Rule 3017(c), the ballots are approved in the form attached to the motion and will be distributed to the known holders of claims in those classes that are entitled to accept or reject the plan.
4. The debtor will mail solicitation packages containing copies of (i) the order approving the disclosure statement; (ii) the notice of disclosure statement approval; (iii) the approved form of the disclosure statement; (iv) the proposed joint plan of reorganization; and (v)

the ballot with a postage prepaid return envelope. The solicitation packages will be mailed no later than fourteen (14) days after the entry of this order (the “**Solicitation Date**”) to: (i) the attorneys for the committee and the office of the U.S. Trustee; (ii) all persons or entities that filed proofs of claim on or before the date of the notice of disclosure statement approval, except to the extent that a claim was paid pursuant to, or expunged by, prior order of the court; (iii) all persons or entities listed in the debtor’s schedules, or any amendments thereof, as holding liquidated, non-contingent, and undisputed claims, in an amount greater than zero dollars (\$0.00); (iv) all parties to executory contracts listed in the schedules; (v) the Internal Revenue Service; (vi) any entity that has filed with the court a notice of transfer of a claim under Bankruptcy Rule 3001(e) prior to the date of the notice of disclosure statement approval; (vii) any other known holders of claims against the debtor; (viii) anyone against whom the debtor might hold a claim; (ix) state and local taxing authorities; and (x) Medicare and Medicaid authorities; *provided, however,* that the debtor is excused from mailing to entities from which notices of the disclosure statement hearing were returned as undeliverable by the United States Postal Service, unless the debtor is provided with accurate addresses for such entities on or before a date that is fifteen (15) days from the date of service.

5. The debtor will mail to all other persons on the master mailing list and confidential master mailing list: (i) the order approving the disclosure statement; (ii) the notice of disclosure statement approval; and (iii) the summary notice directing them to a website for the retrieval of the joint plan of reorganization and approved form of the disclosure statement.

6. Notwithstanding paragraphs 4 and 5 hereof, in the case of Class 10 claims, the debtor may serve one (1) solicitation package to each law firm that is counsel of record for Class 10 claimants, regardless of how many Class 10 claimants such law firm represents, *provided,*

however, that each such law firm will receive a separate ballot for each client that is a Class 10 claimant. On request, the debtor will provide counsel for any Class 10 claimant with additional solicitation packages. The provisions of this paragraph will constitute proper service for the applicable Class 10 claimant.

7. In order to be counted as a vote to accept or reject the plan, a ballot must be properly executed, completed, and delivered to the clerk of the court (i) by mail in a return envelope provided with each ballot, (ii) by overnight courier, or (iii) by personal delivery so that they are actually received by no later than 5:00 p.m. (Prevailing Central Time) on _____, 2020 (the “**Voting Deadline**”). The debtor must file a ballot report with the court in accordance with the Local Rules.

8. Solely for the purpose of voting to accept or reject the plan and not for the purpose of allowance of or distribution on account of a claim, and without prejudice to the rights of the plan proponents in any other context, each claim within a class of claims entitled to vote to accept or reject the plan is temporarily allowed in an amount equal to the amount of such claim as set forth in a timely filed proof of claim or, if no proof of claim was filed, the amount of such claim as set forth in the schedules; *provided, however*, that:

- i. If a claim is deemed allowed in accordance with the plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the plan;
- ii. If a claim has been estimated or otherwise allowed for voting purposes by order of the court, such claim is temporarily allowed in the amount so estimated or allowed by the court for voting purposes only, and not for purposes of allowance or distribution;

- iii. If a claim is listed in the schedules in the amount of zero dollars (\$0.00) or as contingent, unliquidated, or disputed, or if a proof of claim was not (i) filed by the proof of claim deadline or (ii) deemed timely filed by an order of the court prior to the Voting Deadline (unless the Plan Proponents have consented otherwise in writing), such claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c); and
- iv. As to Class 10 claims, each claim will be temporarily allowed, for voting purposes only, in the amount of one dollar (\$1.00). Class 10 ballots will be pre-printed with the temporary allowance amount and the claimant's name.

9. This temporary allowance of Class 10 claims is solely for purposes of voting to accept or reject the plan and not for the purpose of the allowance of, or distribution on account of, such claims, and without prejudice to the rights of the parties in any other context. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, such creditor must file with the court and serve on the plan proponents a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the plan so as to be received on or before _____, 2020. The ballot of any creditor filing such a motion will not be counted unless temporarily allowed by the court for voting purposes, after notice and a hearing.

10. The plan proponents are not required to provide ballots to the holders of claims in Classes 1, 9, 12 and 14.

11. In tabulating the ballots, the debtor will utilize the following additional procedures: (a) any ballot that is properly completed, executed, and timely returned to the clerk but does not indicate an acceptance or rejection of the plan, or that indicates both an acceptance and rejection of the plan, shall not be counted; (b) if no votes to accept or reject the plan are received with respect to a particular class, such class shall be deemed to have voted to accept the plan; (c) if a creditor, or any person acting on behalf of a creditor under applicable law, casts more than one ballot voting the same claim or interest before the Voting Deadline, the latest

dated ballot received before the Voting Deadline will be deemed to reflect the voter's intent and thus supersede any prior ballots; (d) creditors must vote all of their claims within a particular class either to accept or reject the plan and may not split their votes within a particular class; (e) the person signing the creditor's proof of claim may complete and sign the creditor's ballot, except with respect to a Class 10 or Class 11 ballot, the following persons may sign such ballot: (1) a creditor holding a Class 10 claim, or (2) a power of attorney or court-appointed representative, with the power of attorney or court order attached to the ballot; and (f) any Class 10 ballot that indicates either acceptance or rejection of the plan will be counted as a vote to accept or reject the plan regardless of whether the releases and certifications portions of the ballot are completed; *provided, however,* that such claimant is not entitled to any distribution without complying with the terms of the plan, the confirmation order, and the trust.

12. The following ballots will not be counted or considered for any purpose in determining whether the plan has been accepted or rejected:

- i. Any ballot received after the Voting Deadline, unless the plan proponents have granted in writing an extension of the Voting Deadline with respect to such ballot;
- ii. Any ballot that is illegible or contains insufficient information to permit the identification of the creditor;
- iii. Any ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the plan;
- iv. Any ballot cast for a claim scheduled in the amount of zero dollars (\$0.00), or as unliquidated, contingent, or disputed, for which no proof of claim was timely filed;
- v. Any unsigned ballot;
- vi. Any ballot that does not indicate an acceptance or rejection or indicates both; and

vii. Any ballot transmitted to the clerk or the debtor by facsimile, email, or other electronic means unless the court has previously authorized such means in writing.

13. In addition to the plan proponents' right to solicit acceptance of the plan, the plan proponents will be permitted to contact creditors in an attempt to cure the deficiencies specified herein.

14. A signed ballot received after the Voting Deadline in which the releases, certifications, and elections are made will be effective as to such releases, certifications, and elections.

15. For purposes of determining whether the numerosity and claim or interest amount requirements of Bankruptcy Code §§ 1126(c) and 1126(d) have been satisfied, the debtor shall tabulate only those ballots cast by the Voting Deadline that comply with the terms of this order.

16. Mailing the solicitation and notice packages in accordance with this order constitutes adequate notice of the confirmation hearing and the Voting Deadline under Bankruptcy Rule 3017(d).

17. The form and notice of the approval of the disclosure statement and the form of summary notice providing instructions for accessing the plan and disclosure statement referenced in Paragraphs 4 and 5 of this order are hereby approved as constituting reasonable and adequate notice.

18. The plan proponents are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate this order.

19. To the extent necessary, the plan proponents and the clerk will confer to establish an appropriate procedure to protect the confidentiality of the Class 10 and Class 11 ballots submitted to the clerk.

DATED:

ROBERT J. KRESSEL
UNITED BANKRUPTCY COURT JUDGE

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota Case No. 20-60337
religious corporation,

Debtor.

**NOTICE OF (I) APPROVAL OF THE DISCLOSURE STATEMENT; (II)
ESTABLISHMENT OF PROCEDURES FOR SOLICITATION AND TABULATION OF
VOTES TO ACCEPT OR REJECT JOINT PLAN OF REORGANIZATION;
(III) APPROVAL OF FORM OF BALLOTS; (IV) OBJECTION DEADLINE FOR JOINT
PLAN OF REORGANIZATION; AND (V) CONFIRMATION HEARING**

PLEASE TAKE NOTICE THAT:

1. On September 23, 2020, The Diocese of St. Cloud (“**Debtor**”), the Debtor and debtor in possession in the above-captioned Chapter 11 case (the “**Reorganization Case**”), filed the *Joint Plan of Reorganization* [Dkt. No. 81] (the “**Plan**”) and a *Disclosure Statement to Accompany Joint Plan of Reorganization* [Dkt. No. 82] (as such disclosure statement may be amended, the “**Disclosure Statement**”), pursuant to Section 1125 of Title 11 of the United States Code (the “**Bankruptcy Code**”).

2. After a hearing (the “**Disclosure Statement Hearing**”) held on October 22, 2020, the Court entered an order approving the Disclosure Statement and the Debtor’s solicitation procedures (the “**Disclosure Statement Order**”), in accordance with which you are receiving a copy of the Disclosure Statement and the Plan and certain other materials relating to the solicitation of votes to accept or reject the Plan.

3. A hearing (the “**Confirmation Hearing**”) to consider confirmation of the Plan and related matters will be held at ____:_____.m. on _____, 2020 before the Honorable Robert J. Kressel, United States Bankruptcy Judge, _____. The Confirmation Hearing may be adjourned from time to time without further notice other than announcement made at the Confirmation Hearing or any adjourned hearing, and the Plan may be modified, if necessary, pursuant to Bankruptcy Code § 1127 prior to, during or as a result of the Confirmation Hearing, without further notice to interested parties.

4. If you hold a Claim¹ against the Debtor and are entitled to vote to accept or reject the Plan, you have received with this Notice a Ballot and voting instructions appropriate for your Claim. For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot as noted in the Ballot, and return the completed Ballot to the Clerk of Court so that it is received no later than 5:00 p.m. (Prevailing Central Time) on _____, 2020. Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote. The Debtor must file a Ballot Report with the Court no later than _____, 2020.

5. Holders of (i) unimpaired Claims and (ii) Claims and Interests who will receive no distribution from the Debtor under the Plan are not entitled to vote on the Plan. In addition, unless otherwise set forth in an objection to a Claim, Claims that are the subject of an objection are not entitled to vote on the Plan and, therefore, did not receive a Ballot. If you disagree with the classification of, or objection to, your Claim and believe that you should be entitled to vote on the Plan, then you must (i) have timely filed a proof of claim by the applicable deadline and (ii) serve on the Debtor and file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a “**Rule 3018(a) Motion**”) temporarily allowing such Claim in a different amount or in a different Class for purposes of voting to accept or reject the Plan. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing. Creditors may contact the Debtor to receive a Ballot for any Claim for which a Proof of Claim and a Rule 3018(a) Motion have been timely filed. Rule 3018(a) Motions that are not timely filed and served will not be considered.

6. The funds contributed by the Debtor will be paid to the Trust under the Plan. The Plan also provides that all Tort Claims against the Debtor and the Protected Parties will be channeled to the Trust, meaning that the Trust will be the sole and exclusive source of payment for any such Claims against the Debtor and Protected Parties. As part of the Plan, the Debtor will seek a finding that **the Debtor and Protected Parties are entitled to the benefit of entry of an Order permanently enjoining and barring all Claims by any Person or Entity against them, and releasing the Debtor and Protected Parties from any further liability relating to Tort Claims (as specifically defined in the Plan, which includes Claims related to sexual abuse) as part of the Plan. The Class 10 Ballots contain a consent to such releases and injunctions. The Class 10 Ballots also contain a consent to have Claims determined pursuant to the Tort Claims Allocation Protocol by the Abuse Claims Reviewer.**

7. Objections, if any, to confirmation of the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the nature of the Claim or Interest of such party, (iii) state with particularity the basis and nature of each objection to confirmation of the Plan, and (iv) be filed, together with proof of service, with the Court and served so that they are received no later than **5:00 p.m. (Prevailing Central Time) on _____, 2020 (_____ , 2020, if served via U.S. Mail)**, by (a) attorneys for the Debtor, Quarles & Brady LLP, Renaissance One, Two North Central Avenue, Phoenix, Arizona 85004, Attn: Michael

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Plan.

Galen, telephone: (602) 229-5255, e-mail: Michael.Galen@quarles.com; (b) attorneys for the Committee, Stinson LLP, 50 South Sixth Street, Suite 2600, Minneapolis, Minnesota 55402, Attn: Robert T. Kugler; and (c) the U.S. Trustee's Office, 1015 U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota 55415. Objections not timely filed and served in the manner set forth above will not be considered and will be overruled.

8. Any holder of a Claim that (i) is scheduled in the Debtor's Schedules at zero dollars (\$0.00) or in an unknown amount or as disputed, contingent, or unliquidated, and is not the subject of a timely filed Proof of Claim or a Proof of Claim deemed timely filed with the Court pursuant to either the Bankruptcy Code or any order of the Court or otherwise deemed timely filed under applicable law or (ii) is not scheduled and is not the subject of a timely filed Proof of Claim or a Proof of Claim deemed timely filed with the Court pursuant to either the Bankruptcy Code or any order of the Court or otherwise deemed timely filed under applicable law, will not be treated as a creditor with respect to such Claim for purposes of (a) receiving notices regarding, or distributions under, the Plan or (b) voting on the Plan.

9. Any party in interest wishing to obtain (i) information about the solicitation procedures or (ii) copies of the Disclosure Statement or the Plan should contact counsel for the debtor or the Committee, or access the Debtor's website at <http://stcdio.org/documents/>.

Dated: _____, 2020.

QUARLES & BRADY LLP

/s/

Susan G. Boswell (AZ Bar No. 004791)

Jason D. Curry (AZ Bar No. 026511)

Michael Galen (AZ Bar No. 035044)

Admitted Pro Hac Vice

150 South Fifth Street

Suite 1800

Minneapolis, Minnesota 55402

susan.boswell@quarles.com

jason.curry@quarles.com

michael.galen@quarles.com

Counsel for the Debtor

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota Case No. 20-60337
religious corporation,

Debtor.

NOTICE REGARDING ACCESS TO DISCLOSURE STATEMENT AND PLAN

PLEASE TAKE NOTICE THAT on _____, 2020, the United States Bankruptcy Court for the District of Minnesota (the “**Court**”) entered an order approving the *Disclosure Statement to Accompany Joint Plan of Reorganization* [Dkt. No. 82] (as such disclosure statement may be amended, the “**Disclosure Statement**”) for the *Joint Plan of Reorganization* [Dkt. No. 81] (the “**Plan**”), filed by The Diocese of St. Cloud (the “**Debtor**”), for use in soliciting acceptances or rejections of the Plan.

If you are receiving this notice, it is because you are on the Debtor’s mailing list but currently are not entitled to vote on, or receive any distribution under, the terms of the Plan. Accordingly, this is provided for informational purposes only, and the Debtor will not be mailing to you a copy of the Plan and Disclosure Statement. If you wish to receive any or all materials associated with the Plan and Disclosure Statement, you may retrieve them at <http://stcdio.org/documents/>. If you have any questions about the status of your interests, you may contact counsel for the Debtor at: Quarles & Brady LLP, Renaissance One, Two North Central Avenue, Phoenix, Arizona 85004, Attn: Michael Galen, telephone: (602) 229-5255, e-mail: Michael.Galen@quarles.com.

EXHIBIT D

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota Case No. 20-60337
religious corporation,

Debtor.

**CONFIDENTIAL BALLOT FOR VOTING TO ACCEPT OR REJECT
THE JOINT PLAN OF REORGANIZATION
(CLASS 10 BALLOT)**

The Diocese of St. Cloud (the “**Debtor**”) and the Official Committee of Unsecured Creditors (the “**Committee**” and, together with the Debtor, the “**Plan Proponents**”) are soliciting votes with respect to their *Joint Plan of Reorganization* (the “**Plan**”) as set forth in the *Disclosure Statement to Accompany Joint Plan of Reorganization* (the “**Disclosure Statement**”). The Bankruptcy Court has approved the Disclosure Statement. Capitalized terms used but not otherwise defined in this Ballot will have the meanings ascribed to them in the Plan and Disclosure Statement.

You are receiving this Class 10 Ballot because you are a holder of a Claim in Class 10. Your rights are described in the Disclosure Statement and the Plan enclosed with this Class 10 Ballot. 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 Class 10 Claim.

THE PLAN CONTAINS CERTAIN INJUNCTIONS IN FAVOR OF THE PROTECTED PARTIES (THE “CHANNELING INJUNCTION”). CONFIRMATION OF THE PLAN WILL GRANT THIS CHANNELING INJUNCTION, WHICH WILL BAR ANY TORT CLAIMS AGAINST THE PROTECTED PARTIES. IF THE PLAN IS APPROVED, THE ONLY SOURCE OF POTENTIAL RECOVERY FOR TORT CLAIMS AGAINST THE PROTECTED PARTIES WILL BE THE TRUST FORMED TO DISBURSE PLAN ASSETS TO TORT CLAIMANTS.

THIS CLASS 10 BALLOT HAS TWO PARTS:

PART I IS A BALLOT FOR VOTING TO EITHER ACCEPT OR REJECT THE PLAN.

PART II IS A GENERAL RELEASE AND RELATED CONSENTS AND CERTIFICATION.

ALTHOUGH THE PLAN PROPONENTS ENCOURAGE YOU TO VOTE TO ACCEPT OR REJECT THE PLAN BY COMPLETING AND RETURNING PART I OF THIS BALLOT TO THE BANKRUPTCY COURT YOU DO NOT NEED TO VOTE TO RECEIVE A DISTRIBUTION PURSUANT TO THE TERMS OF THE PLAN. HOWEVER, YOU MUST COMPLETE, SIGN, AND RETURN PART II OF THIS BALLOT TO RECEIVE A DISTRIBUTION PURSUANT TO THE TERMS OF PLAN.

PLEASE NOTE THAT ALL INFORMATION YOU PROVIDE IN THIS BALLOT WILL BE TREATED AS CONFIDENTIAL PURSUANT TO THE BANKRUPTCY COURT'S ORDER. ONLY PARTIES AUTHORIZED BY THE BANKRUPTCY COURT'S ORDER WILL BE PERMITTED TO REVIEW THE INFORMATION PROVIDED IN THIS BALLOT.

PART I

I. Vote on Plan. The holder of the Class 10 Claim votes to (please check one):

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

II. Certifications. By signing this Class 10 Ballot, the undersigned certifies to the Bankruptcy Court and to the Plan Proponents:

- (a) that either: (i) the undersigned is the holder of the Class 10 Claim, which has not been previously assigned; (ii) the undersigned is an individual competent to act with a specific, written power of attorney directing such individual to vote to accept or reject the Plan as directed by such individual claimant provided that a copy of the power of attorney is attached to this Class 10 Ballot; or (iii) the undersigned is a court-appointed representative of the holder of the Class 10 Claim, with a copy of the court order appointing such representative attached to this Class 10 Ballot;
- (b) that the holder of the Class 10 Claim has received a copy of the Confirmation Hearing notice, the order approving the Disclosure Statement, the approved Disclosure Statement, and the Plan and acknowledges that this solicitation is being made pursuant to the terms and conditions set forth in the Plan and Disclosure Statement; and
- (c) that no other Class 10 Ballots with respect to the Class 10 Claim identified in this Ballot have been cast or, if any other Class 10 Ballots have been cast with respect to such Class 10 Claim, then any such earlier Class 10 Ballots are hereby revoked.

For this Class 10 Ballot to be valid, the following information must be provided:

Name of Holder: _____

Proof of Claim No. (if known): _____

John/Jane Doe No. (if known): _____

Signature: _____

Address: _____

Telephone No. (optional): _____

E-mail (optional): _____

Date Completed: _____

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) PROMPTLY VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

**CLERK OF COURT
U.S. BANKRUPTCY COURT DISTRICT OF MINNESOTA
301 DIANA E. MURPHY UNITED STATES COURTHOUSE
300 SOUTH FOURTH STREET
MINNEAPOLIS, MINNESOTA 55415
ATTN: HEIDI**

**IF THE CLERK OF THE BANKRUPTCY COURT DOES NOT ACTUALLY RECEIVE
THIS CLASS 10 BALLOT ON OR BEFORE _____, 2020, AT 5:00 P.M.
(PREVAILING CENTRAL TIME), YOUR VOTE WILL NOT BE COUNTED.**

PART II

**TO BE ENTITLED TO RECEIVE ANY COMPENSATION UNDER THE PLAN, YOU
MUST EXECUTE AND DELIVER THIS RELEASE.**

1. All capitalized terms in this Release are defined in the Plan and have the meanings stated in the Plan.

2. In consideration of the treatment under the Plan and the Tort Claims Allocation Protocol, and other valuable consideration, I, for myself and my heirs, successors, assigns, agents, and representatives:

a. Hereby fully, finally, and completely release, remise, acquit, and forever discharge the Protected Parties with respect to their portion or share of liability for my damages or Claims, from any and all past, present, and future Claims that, directly or indirectly, arise out of, relate to, or are connected with the Tort Claims and all Claims that, directly or indirectly, arise from, relate to, or are connected with the Reorganization Case.

b. Hereby covenant (i) not to sue or seek recovery or relief of any kind from the Protected Parties in connection with any and all past, present, and future Claims that, directly or indirectly, arise out of, relate to, or are connected with the Tort Claims or the Reorganization Case; (ii) to forever and irrevocably discharge that fraction, portion or percentage of damages I claim to have suffered in connection with any Abuse which is by trial or other disposition determined to be the causal fault or responsibility, if any, of any Protected Party; (iii) to voluntarily reduce any judgment that I may ever obtain against any Person relating to the same Abuse at issue in the Tort Claims or other claims of Abuse or neglect in an amount reflecting that fraction, portion or percentage of damage or injury that I suffered due to the causal fault or responsibility, if any, of any Protected Party; (iv) that filing of this Release with any court by any Protected Party will satisfy that fraction, portion or percentage of any judgment that may be rendered in my favor attributable to any Protected Party's causal fault or responsibility relating to the Abuse at issue in the Tort Claims; (v) that I will not seek a reallocation of the causal fault or causal responsibility of any Protected Party to any other Person, whether assessed by reason of judgment or settlement relating to the Abuse at issue in the Tort Claims; and (vi) this Release extinguishes any potential liability of any Protected Party for contribution or indemnity to any Person who has been or may be held liable to me for any Tort Claim.

3. I have been provided with copies of the Disclosure Statement, the Plan, and the exhibits thereto and have been given an opportunity to review such documents and to consult with counsel of my choice regarding those documents and this Release. The undersigned has read and understands and the undersigned's lawyer has read and explained to the undersigned, the Disclosure Statement, the Plan, and the exhibits thereto, and this Release.

4. I expressly reserve and retain my rights to recover from any Person for liability for any Abuse, except a Protected Party as provided in this Release, and I do not intend that payment by the Trust constitutes full compensation for the damage alleged in my Tort Claim(s).

5. I intend the foregoing undertakings to comply with the principles set forth in *Pierringer v. Hoger*, 124 N.W.2d 106 (Wis. 1963) and *Frey v. Snelgrove*, 269 N.W.2d 918 (Minn. 1978).

6. I understand and agree that any payment by the Trust to me does not constitute an admission of liability of any kind or nature by the Trust or any Protected Party.

7. I consent to having my Tort Claim determined solely by the Abuse Claims Reviewer whose decision is final and that there is no review of the decision by a court or any other party.

8. I consent to, and agree to be bound by, the injunctions set forth in the Plan, including those injunctions contained in Article 26 for the benefit of the Protected Parties.

9. I understand that payment from the Trust constitutes damages on account of personal physical injuries or sickness arising from an occurrence within the meaning of Section 104(a)(2) of the Internal Revenue Code of 1986, as amended.

10. I represent and warrant that I have not assigned or otherwise transferred any interest in my Tort Claim(s).

11. I hereby authorize the Center for Medicare & Medicaid Services (“CMS”), its agents and/or contractors to release, upon request, information related to my injury/illness and/or settlement since my date of birth to the Trust and/or its agents. I understand that I may revoke this “consent to release information” at any time, in writing. I consent to the release of information relating to my lifetime Medicare entitlement from the Social Security Administration and CMS to the Trustee and all other professionals retained by the Trust, and further authorize the Trustee and other Trust professionals to execute on my behalf any requests, including consents for release of information, for information relating to my Medicare entitlement and any obligations owing or potentially owing under the Medicare Secondary Payer Statute relating to my Tort Claim(s), from the Social Security Administration and CMS. I affirm that I am the individual to whom the requested information or record applies or the authorized representative of the individual’s estate. I declare under penalty of perjury (28 CFR § 16.41(d)(2004)) that I have examined all the information on this form and it is true and correct to the best of my knowledge. I understand that anyone who knowingly or willfully seeks or obtains access to records about another person under false pretenses is punishable by a fine of up to \$5,000.00.

12. This Release will bind my successors, heirs, assigns, agents, and representatives.

TO BE COMPLETED BY TORT CLAIMANT OR AUTHORIZED REPRESENTATIVE OF TORT CLAIMANT'S ESTATE:

DATED: _____

Name of Holder: _____

Proof of Claim No. (if known): _____

John/Jane Doe No. (if known): _____

Signature: _____

Address: _____

Telephone No. (optional): _____

E-mail (optional): _____

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota religious corporation, Case No. 20-60337

Debtor.

**CONFIDENTIAL BALLOT FOR VOTING TO ACCEPT OR REJECT
THE JOINT PLAN OF REORGANIZATION
(CLASS 11 BALLOT)**

The Diocese of St. Cloud (the “**Debtor**”) and the Official Committee of Unsecured Creditors (the “**Committee**” and, together with the Debtor, the “**Plan Proponents**”) are soliciting votes with respect to their *Joint Plan of Reorganization* (the “**Plan**”) as set forth in the *Disclosure Statement to Accompany Joint Plan of Reorganization* (the “**Disclosure Statement**”). The Bankruptcy Court has approved the Disclosure Statement. Capitalized terms used but not otherwise defined in this Ballot will have the meanings ascribed to them in the Plan and Disclosure Statement.

You are receiving this Class 11 Ballot because you are a holder of a Claim in Class 11. Your rights are described in the Disclosure Statement and the Plan enclosed with this Class 11 Ballot. 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 Class 11 Claim.

THE PLAN CONTAINS CERTAIN INJUNCTIONS IN FAVOR OF THE PROTECTED PARTIES (THE “CHANNELING INJUNCTION”). CONFIRMATION OF THE PLAN WILL GRANT THIS CHANNELING INJUNCTION, WHICH WILL BAR ANY TORT CLAIMS AGAINST THE PROTECTED PARTIES. IF THE PLAN IS APPROVED, THE ONLY SOURCE OF POTENTIAL RECOVERY FOR TORT CLAIMS AGAINST THE PROTECTED PARTIES WILL BE THE TRUST FORMED TO DISBURSE PLAN ASSETS TO TORT CLAIMANTS.

THIS CLASS 11 BALLOT HAS TWO PARTS:

PART I IS A BALLOT FOR VOTING TO EITHER ACCEPT OR REJECT THE PLAN.

PART II IS A GENERAL RELEASE AND RELATED CONSENTS AND CERTIFICATION.

ALTHOUGH THE PLAN PROPONENTS ENCOURAGE YOU TO VOTE TO ACCEPT OR REJECT THE PLAN BY COMPLETING AND RETURNING PART I OF THIS BALLOT TO THE BANKRUPTCY COURT, YOU DO NOT NEED TO VOTE TO RECEIVE A DISTRIBUTION PURSUANT TO THE TERMS OF THE PLAN. HOWEVER, YOU MUST COMPLETE, SIGN, AND RETURN PART II OF THIS BALLOT TO RECEIVE A DISTRIBUTION PURSUANT TO THE TERMS OF PLAN.

PLEASE NOTE THAT ALL INFORMATION YOU PROVIDE IN THIS BALLOT WILL BE TREATED AS CONFIDENTIAL PURSUANT TO THE BANKRUPTCY COURT'S ORDER. ONLY PARTIES AUTHORIZED BY THE BANKRUPTCY COURT'S ORDER WILL BE PERMITTED TO REVIEW THE INFORMATION PROVIDED IN THIS BALLOT.

PART I

I. Vote on Plan. The holder of the Class 11 Claim votes to (please check one):

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

II. Certifications. By signing this Class 11 Ballot, the undersigned certifies to the Bankruptcy Court and to the Plan Proponents:

- (a) that either: (i) the undersigned is the holder of the Class 10 Claim, which has not been previously assigned; (ii) the undersigned is an individual competent to act with a specific, written power of attorney directing such individual to vote to accept or reject the Plan as directed by such individual claimant provided that a copy of the power of attorney is attached to this Class 11 Ballot; or (iii) the undersigned is a court-appointed representative of the holder of the Class 11 Claim, with a copy of the court order appointing such representative attached to this Class 11 Ballot;
- (b) that the holder of the Class 11 Claim has received a copy of the Confirmation Hearing notice, the order approving the Disclosure Statement, the approved Disclosure Statement, and the Plan and acknowledges that this solicitation is being made pursuant to the terms and conditions set forth in the Plan and Disclosure Statement; and
- (c) that no other Class 11 Ballots with respect to the Class 11 Claim identified in this Ballot have been cast or, if any other Class 11 Ballots have been cast with respect to such Class 11 Claim, then any such earlier Class 11 Ballots are hereby revoked.

For this Class 11 Ballot to be valid, the following information must be provided:

Name of Holder: _____

Proof of Claim No. (if known): _____

John/Jane Doe No. (if known): _____

Signature: _____

Address: _____

Telephone No. (optional): _____

E-mail (optional): _____

Date Completed: _____

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) PROMPTLY VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

**CLERK OF COURT
U.S. BANKRUPTCY COURT DISTRICT OF MINNESOTA
301 DIANA E. MURPHY UNITED STATES COURTHOUSE
300 SOUTH FOURTH STREET
MINNEAPOLIS, MINNESOTA 55415
ATTN: HEIDI**

**IF THE CLERK OF THE BANKRUPTCY COURT DOES NOT ACTUALLY RECEIVE
THIS CLASS 11 BALLOT ON OR BEFORE _____, 2020, AT 5:00 P.M.
(PREVAILING CENTRAL TIME), YOUR VOTE WILL NOT BE COUNTED.**

PART II

**TO BE ENTITLED TO RECEIVE ANY COMPENSATION UNDER THE PLAN, YOU
MUST EXECUTE AND DELIVER THIS RELEASE.**

1. All capitalized terms in this Release are defined in the Plan and have the meanings stated in the Plan.

2. In consideration of the treatment under the Plan and the Unknown Tort Claims Allocation Protocol, and other valuable consideration, I, for myself and my heirs, successors, assigns, agents, and representatives:

a. Hereby fully, finally, and completely release, remise, acquit, and forever discharge the Protected Parties with respect to their portion or share of liability for my damages or Claims, from any and all past, present, and future Claims that, directly or indirectly, arise out of, relate to, or are connected with the Tort Claims and all Claims that, directly or indirectly, arise from, relate to, or are connected with the Reorganization Case.

b. Hereby covenant (i) not to sue or seek recovery or relief of any kind from the Protected Parties in connection with any and all past, present, and future Claims that, directly or indirectly, arise out of, relate to, or are connected with the Tort Claims or the Reorganization Case; (ii) to forever and irrevocably discharge that fraction, portion or percentage of damages I claim to have suffered in connection with any Abuse which is by trial or other disposition determined to be the causal fault or responsibility, if any, of any Protected Party; (iii) to voluntarily reduce any judgment that I may ever obtain against any Person relating to the same Abuse at issue in the Tort Claims or other claims of Abuse or neglect in an amount reflecting that fraction, portion or percentage of damage or injury that I suffered due to the causal fault or responsibility, if any, of any Protected Party; (iv) that filing of this Release with any court by any Protected Party will satisfy that fraction, portion or percentage of any judgment that may be rendered in my favor attributable to any Protected Party's causal fault or responsibility relating to the Abuse at issue in the Tort Claims; (v) that I will not seek a reallocation of the causal fault or causal responsibility of any Protected Party to any other Person, whether assessed by reason of judgment or settlement relating to the Abuse at issue in the Tort Claims; and (vi) this Release extinguishes any potential liability of any Protected Party for contribution or indemnity to any Person who has been or may be held liable to me for any Tort Claim.

3. I have been provided with copies of the Disclosure Statement, the Plan, and the exhibits thereto and have been given an opportunity to review such documents and to consult with counsel of my choice regarding those documents and this Release. The undersigned has read and understands and the undersigned's lawyer has read and explained to the undersigned, the Disclosure Statement, the Plan, and the exhibits thereto, and this Release.

4. I expressly reserve and retain my rights to recover from any Person for liability for any Abuse, except a Protected Party as provided in this Release, and I do not intend that payment by the Trust constitutes full compensation for the damage alleged in my Tort Claim(s).

5. I intend the foregoing undertakings to comply with the principles set forth in *Pierringer v. Hoger*, 124 N.W.2d 106 (Wis. 1963) and *Frey v. Snelgrove*, 269 N.W.2d 918 (Minn. 1978).

6. I understand and agree that any payment by the Trust to me does not constitute an admission of liability of any kind or nature by the Trust or any Protected Party.

7. I consent to having my Tort Claim determined solely by the Abuse Claims Reviewer whose decision is final and that there is no review of the decision by a court or any other party.

8. I consent to, and agree to be bound by, the injunctions set forth in the Plan, including those injunctions contained in Article 26 for the benefit of the Protected Parties.

9. I understand that payment from the Trust constitutes damages on account of personal physical injuries or sickness arising from an occurrence within the meaning of Section 104(a)(2) of the Internal Revenue Code of 1986, as amended.

10. I represent and warrant that I have not assigned or otherwise transferred any interest in my Tort Claim(s).

11. I hereby authorize the Center for Medicare & Medicaid Services (“CMS”), its agents and/or contractors to release, upon request, information related to my injury/illness and/or settlement since my date of birth to the Trust and/or its agents. I understand that I may revoke this “consent to release information” at any time, in writing. I consent to the release of information relating to my lifetime Medicare entitlement from the Social Security Administration and CMS to the Trustee and all other professionals retained by the Trust, and further authorize the Trustee and other Trust professionals to execute on my behalf any requests, including consents for release of information, for information relating to my Medicare entitlement and any obligations owing or potentially owing under the Medicare Secondary Payer Statute relating to my Tort Claim(s), from the Social Security Administration and CMS. I affirm that I am the individual to whom the requested information or record applies or the authorized representative of the individual’s estate. I declare under penalty of perjury (28 CFR § 16.41(d)(2004)) that I have examined all the information on this form and it is true and correct to the best of my knowledge. I understand that anyone who knowingly or willfully seeks or obtains access to records about another person under false pretenses is punishable by a fine of up to \$5,000.00.

12. This Release will bind my successors, heirs, assigns, agents, and representatives.

TO BE COMPLETED BY TORT CLAIMANT OR AUTHORIZED REPRESENTATIVE OF TORT CLAIMANT'S ESTATE:

DATED: _____

Name of Holder: _____

Proof of Claim No. (if known): _____

John/Jane Doe No. (if known): _____

Signature: _____

Address: _____

Telephone No. (optional): _____

E-mail (optional): _____

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota Case No. 20-60337
religious corporation,

Debtor.

**BALLOT FOR ACCEPTING OR REJECTING THE
JOINT PLAN OF REORGANIZATION
(CLASS 3 BALLOT)**

NOTE:

This Ballot is for creditors holding Claims in Class 3 ONLY.

The Bankruptcy Court has approved a separate form of Ballot for creditors whose claims against the Debtor are based on sexual abuse (Class 10 Tort Claims). **This is not a Ballot for a Class 10 Tort Claim.** The Ballot for Class 10 requires claimants to make an election that is not applicable to other Classes of claimants. If your Claim is classified as a Class 10 Tort Claim, you have received this Ballot in error. Please call the Debtor's counsel at the number provided below to obtain a Class 10 Tort Claim Ballot.

THIS DOCUMENT HAS TWO PARTS:

(1) A BALLOT FOR ACCEPTING OR REJECTING THE *JOINT PLAN OF REORGANIZATION* [Dkt. No. 81] ("Plan");¹ AND

(2) AN OPTIONAL ELECTION FOR CLASS 3 CLAIMANTS.

The Bankruptcy Court has approved the *Disclosure Statement to Accompany Joint Plan of Reorganization* [Dkt. No. 82] with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

¹ Capitalized terms are defined in the Plan.

You should review the Disclosure Statement and the Plan before you vote. If you are not represented by an attorney, you may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

Pursuant to the Disclosure Statement and the Plan, only those parties holding Class 3 Claims (the “**Faricy Claim**”) may cast this Ballot to accept or reject the Plan:

This Ballot is not a proof of claim, nor is it an admission of the validity or amount of your Claim. Your Claim may later become disallowed through the procedures and processes set forth in the Plan.

To have your vote count, you must complete and return this Ballot.

PART I: ACCEPTANCE OR REJECTION OF THE PLAN

I, the undersigned, am the holder or legal representative of a Class 3 Claim against the Debtor in the unpaid amount of \$_____.

I, or I on behalf of the Class 3 Claim holder (check one box only):

ACCEPT the Plan

REJECT the Plan

Dated: _____

Print or type name: _____

Signature: _____

Address: _____

Phone: _____

Name of Claim holder (if not an individual/different from above): _____

Title or description of legal authority of Person Executing Ballot: _____

**SEE NEXT PAGES FOR ADDITIONAL INSTRUCTIONS REGARDING THIS
BALLOT**

PART II: OPTIONAL ELECTION FOR ALTERNATIVE TREATMENT

If you are the holder of a Class 3 Claim against the Debtor, you may elect to receive treatment under Section 8.2 of the Plan. Pursuant to Section 8.2 of the Plan, your Class 3 Claim will be deemed an Allowed Claim as of the Effective Date. On the Effective Date, the Class 3 Claims will receive a single, aggregate, lump sum payment of \$300,000.00 in *full satisfaction* of all Class 3 Claims. If less than all holders of all Class 3 Claims elect to be treated under Section 8.2 of the Plan on each Class 3 Ballot, then all Class 3 Claims will be treated exclusively in accordance with Section 8.1 of the Plan.

Check the box below if you wish to elect to receive treatment under Section 8.2 of the Plan:

YES, I voluntarily choose to elect treatment under Section 8.2 of the Plan.

Dated: _____

Print or type name: _____

Signature: _____

Address: _____

Phone: _____

Name of Claim holder (if not an individual): _____

Title or description of legal authority of person executing Ballot: _____

**TO HAVE YOUR VOTE AND YOUR ELECTIONS, IF ANY, COUNT, YOU
MUST COMPLETE AND RETURN THIS BALLOT BY 5:00 P.M.
PREVAILING CENTRAL TIME ON _____, 2020.**

RETURN THIS BALLOT TO:

**CLERK OF COURT
U.S. BANKRUPTCY COURT DISTRICT OF MINNESOTA
301 DIANA E. MURPHY UNITED STATES COURTHOUSE
300 SOUTH FOURTH STREET
MINNEAPOLIS, MINNESOTA 55415
ATTN: HEIDI**

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota Case No. 20-60337
religious corporation,

Debtor.

**BALLOT FOR ACCEPTING OR REJECTING THE
JOINT PLAN OF REORGANIZATION
(CLASS 2, 4, 5, 6, 7, 8, AND 13 BALLOT)**

NOTE:

This Ballot is for creditors holding Claims in Classes 2, 4, 5, 6, 7, 8, and 13 ONLY.

The Bankruptcy Court has approved a separate form of Ballot for creditors whose Claims against the Debtor are based on sexual abuse (Class 10 Tort Claims). **This is not a Ballot for a Class 10 Tort Claim.** The Ballot for Class 10 requires claimants to make an election that is not applicable to other classes of claimants. If your Claim is classified as a Class 10 Tort Claim, you have received this Ballot in error. Please call the Debtor's counsel at the number provided below to obtain a Class 10 Tort Claim Ballot.

THIS DOCUMENT HAS TWO PARTS:

(1) A BALLOT FOR ACCEPTING OR REJECTING THE *JOINT PLAN OF REORGANIZATION* [Dkt. No. 81] ("Plan");¹ AND

(2) AN OPTIONAL ELECTION FOR CLASS 7 CLAIMANTS ONLY.

The Bankruptcy Court has approved the *Disclosure Statement to Accompany Joint Plan of Reorganization* [Dkt. No. 82] with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

¹ Capitalized terms are defined in the Plan.

You should review the Disclosure Statement and the Plan before you vote. If you are not represented by an attorney, you may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

Pursuant to the Disclosure Statement and the Plan, only those parties holding Claims in the following Classes (the “**Impaired, Non-Tort Classes**”) may cast this Ballot to accept or reject the Plan:

<u>Class</u>	<u>Description</u>
2	Prepetition Date Secured Tax Claims
4	US Bank PPP Loan Claim
5	Catholic Charities Claims
6	General Unsecured Convenience Claims
7	General Unsecured Claims
8	Other Tort and Employee Claims
13	Insurance and Benefit Claims

This Ballot is not a proof of claim, nor is it an admission of the validity or amount of your Claim. Your Claim may later become disallowed through the procedures and processes set forth in the Plan.

To have your vote count, you must complete and return this Ballot.

PART I: ACCEPTANCE OR REJECTION OF THE PLAN

I, the undersigned, am the holder or legal representative of a Class ____ Claim against the Debtor in the unpaid amount of \$_____.

I, or I on behalf of the Class ____ Claim holder (check one box only):

ACCEPT the Plan

REJECT the Plan

Dated: _____

Print or type name: _____

Signature: _____

Address: _____

Phone: _____

Name of Claim holder (if not an individual/different from above): _____

Title or description of legal authority of Person Executing Ballot: _____

**SEE NEXT PAGES FOR ADDITIONAL INSTRUCTIONS REGARDING THIS
BALLOT**

PART II: OPTIONAL ELECTION FOR CLASS 7 CLAIMS ONLY: CONVENIENCE CLASS PARTICIPATION

If you are the holder of a Class 7 General Unsecured Claim against the Debtor, and if the amount of your Class 7 General Unsecured Claim is greater than \$2,000.00, you may elect to waive your Class 7 Claim and instead receive a Class 6 General Unsecured Convenience Claim.

Subject to the terms of the Plan and Disclosure Statement, which control in all respects, the difference between a Class 7 and Class 6 Claim can be summarized as follows:

A Class 7 Claim will be paid the amount of its Claim in two (2) equal annual installments, without interest, with the first installment to be paid on the first Business Day that is six (6) months after the later of the Effective Date or applicable Claim Payment Date and the next installment to be paid on the first Business Day that is twelve (12) months after the previous payment.

A Class 6 Claim will be paid \$2,000.00 in full and final satisfaction of the entire amount of the Claim, on the first Business Day that is six (6) months after the later of the Effective Date or the Claim Payment Date.

Please consult the Plan and Disclosure Statement for additional information regarding the difference between a Class 6 Claim and a Class 7 Claim.

Check the box below if you wish to waive your Class 7 Claim in its entirety and instead receive a Class 6 Claim:

YES, I voluntarily choose to waive my Class 7 Claim in its entirety, and receive a Class 6 Claim instead.

Dated: _____

Print or type name: _____

Signature: _____

Address: _____

Phone: _____

Name of Claim holder (if not an individual): _____

Title or description of legal authority of person executing Ballot: _____

**TO HAVE YOUR VOTE AND YOUR ELECTIONS, IF ANY, COUNT, YOU
MUST COMPLETE AND RETURN THIS BALLOT BY 5:00 P.M.
PREVAILING CENTRAL TIME ON _____, 2020.**

RETURN THIS BALLOT TO:

**CLERK OF COURT
U.S. BANKRUPTCY COURT DISTRICT OF MINNESOTA
301 DIANA E. MURPHY UNITED STATES COURTHOUSE
300 SOUTH FOURTH STREET
MINNEAPOLIS, MINNESOTA 55415
ATTN: HEIDI**

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Chapter 11

THE DIOCESE OF ST. CLOUD, a Minnesota Case No. 20-60337
religious corporation,

Debtor.

CERTIFICATE OF SERVICE

I, Jason D. Curry, declare under penalty of perjury that on September 25, 2020, I caused to be served the foregoing *Notice of Hearing and Joint Motion for an Order (I) Approving Disclosure Statement; (II) Approving Solicitation Packages and Voting Procedures; (III) Approving Ballot Forms; (IV) Fixing the Voting Deadline; and (V) Approving Procedures for Ballot Tabulation* to each party named below at the e-mail address or mailing address stated for each party:

Sarah J. Wencil
U.S. Trustee's Office
1015 U.S. Courthouse
300 South Fourth Street
Minneapolis, MN 55415
sarah.j.wencil@usdoj.gov
ustpregion12.mn.ecf@usdoj.gov

Thomas B. Wieser
John C. Gunderson
Meier, Kennedy & Quinn
Town Square Tower
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twieser@mkqlaw.com
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Counsel for The Catholic Mutual Relief Society of America

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Counsel for Faricy Law Firm, P.A.

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Counsel for Catholic Charities for the Diocese of St. Cloud

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Suite 100
Minneapolis, MN 55402
kene@sapientialaw.com
Counsel for Certain Tort Claimants

Office of the U.S. Attorney
600 U.S. Courthouse
300 S. Fourth Street
Minneapolis, MN 55415

City of St. Cloud
400 2nd St. S
St. Cloud, MN 56302

Minnesota Department of Revenue
Collection Enforcement
551 Bankruptcy Section
600 N. Robert Street
St. Paul, MN 55101

District Counsel
Internal Revenue Service
430 North Wabasha St.
St. Paul, MN 55101

Internal Revenue Service
Wells Fargo Place
30 E. 7th Street
Mail Stop 5700
St. Paul, MN 55101

Internal Revenue Service
Centralized Insolvency
Operations Unit
P.O. Box 7346
Philadelphia, PA 19101

Office of the Attorney General
445 Minnesota Street, Suite 1400
St. Paul, MN 55101

Secretary of State
60 Empire Drive, Suite 100
St. Paul, MN 55103

Dated: September 25, 2020.

QUARLES & BRADY LLP

/s/ Jason D. Curry

Susan G. Boswell (AZ Bar No. 004791)
Jason D. Curry (AZ Bar No. 026511)
Michael Galen (AZ Bar No. 035044)
Admitted Pro Hac Vice
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Minneapolis, Minnesota 55402
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Counsel for the Debtor