

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

In re:

PUMPKIN PATCH LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 09-12200 (BLS)

**Objection Deadline: April 13, 2010 at 12:00 p.m. EDT  
Hearing Date: April 19, 2010 at 11:00 a.m. EDT**

**MOTION FOR ORDER (A) APPROVING DISCLOSURE STATEMENT;  
(B) FIXING VOTING RECORD DATE; (C) APPROVING SOLICITATION  
AND VOTING PROCEDURES WITH RESPECT TO DEBTOR'S  
CHAPTER 11 PLAN OF REORGANIZATION; (D) APPROVING FORM OF  
SOLICITATION PACKAGE AND NOTICES; AND (E) SCHEDULING  
CERTAIN DATES IN CONNECTION THEREWITH**

Pumpkin Patch, LLC (the "Debtor"), by this motion (the "Motion"), seeks the entry of an order in substantially the form of Exhibit A hereto (the "Disclosure Statement Order")

(a) approving the proposed *Disclosure Statement Regarding Debtor's Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the "Disclosure Statement") in connection with the *Debtor's Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the "Plan")<sup>2</sup>, (b) fixing a voting record date pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for determining, among other things, those creditors entitled to receive ballots and materials necessary for voting on the Plan, as specified in Bankruptcy Rule 3017(d), (c) approving solicitation and voting procedures with

---

<sup>1</sup> The last four digits of Pumpkin Patch LLC's federal tax identification number are 4007. The mailing address for Pumpkin Patch LLC is 837 15th Street, #D, Santa Monica, CA 90403.

<sup>2</sup> Terms not defined herein shall have the meanings ascribed to them in the Plan.

respect to the Plan, (d) approving the form of the solicitation package and the notices to be distributed with respect thereto and (e) approving certain deadlines in connection with the hearing on the adequacy of the Disclosure Statement (“Disclosure Statement Hearing”) scheduled for April 19, 2010 at 11:00 a.m. (ET), and the hearing on confirmation of the Plan (“Confirmation Hearing”) scheduled for May 27, 2010 at 10:00 a.m. (ET). In support of this Motion, the Debtor respectfully states as follows:

### **PRELIMINARY STATEMENT**

1. As the Debtor stated in the Declaration of Maurice Prendergrast in Support of Chapter 11 Petition and Various First Day Applications and Motions (the “Prendergrast Declaration”), filed on June 29, 2009, the goal through Chapter 11 is to permit the Debtor to continue to do business as a going concern by closing underperforming stores, stabilizing remaining stores, and maximizing value through reorganization for estate creditors. To this end, the Debtor has acted quickly and efficiently in determining which of their various chapter 11 options to pursue, and by doing so, to preserved the value of their assets and maximized the available recovery to creditors. While navigating the chapter 11 process, the Debtor maintained employee, vendor, customer, and other relationships to ensure that they maximized the value of the estates.

2. In this Chapter 11 case, the Debtor sought and was granted authority to reject seventeen (17) leases that they determined are underperforming, unprofitable, or otherwise provide no benefit to its estate, and immediately ceased operations in those locations. Additionally, the Debtor has successfully renegotiated its remaining twenty (20) leases in order to improve the viability of its business operations at such remaining store locations. The Debtor has moved for Court approval of the negotiated lease amendments with respect to nineteen (19) stores and expect to seek approval of the amendment with respect to the one other store shortly

after the date hereof. The Debtor believes that these changes will allow the U.S. business to continue, rent to be paid, and employment to continue, with continuing but sustainable losses, until the retail sale and margin environment returns to normal conditions.

3. The Debtor has now prepared a Plan of reorganization in an effort to maximize recovery to all creditors and other parties-in-interest.

4. This Motion seeks approval of the Disclosure Statement and certain solicitation and voting procedures and deadlines in order to enable the Debtor to achieve these goals and consummate its Plan.

### **JURISDICTION AND VENUE**

5. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

7. The predicates for the relief requested herein are sections 105(a), 1125, 1126 and 1128 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) and Bankruptcy Rules 2002, 3003, 3017, 3018 and 3020.

### **BACKGROUND**

8. On June 29, 2009 (the “Petition Date”), the Debtor filed a voluntary petition for relief under the Bankruptcy Code.

9. The Debtor continues to manage and operate its business as a debtor in possession under Bankruptcy Code sections 1107 and 1108.

10. No trustee or examiner has been appointed in the Debtor’s chapter 11 case. No official committee of unsecured creditors has been appointed.

11. Reference is made to the Prendergast Declaration for a description of the Debtor’s business, the capital structure, and the circumstances leading to the chapter 11 filing.

**RELIEF REQUESTED**

12. By this Motion, the Debtor requests, among other things, that the Court enter the Disclosure Statement Order, in substantially the form of **Exhibit A** hereto, (a) approving the Disclosure Statement, (b) fixing a voting record date (“**Voting Record Date**”) pursuant to Bankruptcy Rule 3018(a) for determining, among other things, those creditors entitled to receive ballots and materials necessary for voting on the Plan, as specified in Bankruptcy Rule 3017(d), (c) approving solicitation and voting procedures with respect to the Plan, (d) approving the form of the Solicitation Package (as defined herein) and the notices to be distributed with respect thereto, and (e) establishing the following deadlines related to confirmation of the Plan:

• May 20, 2010	Voting Record Date
• April 22, 2010	Distribution of Solicitation Packages
• May 20, 2010 at 5:00 p.m.	Voting Deadline & Plan Objection Deadline
• May 24, 2010	Deadline for Debtor’s Reply in Support of Confirmation

**BASIS FOR RELIEF**

**A. Approval of the Form and Manner of Notice of the Disclosure Statement Hearing and Deadline for Filing Objections Thereto**

13. Bankruptcy Rule 3017(a) provides, in relevant part:

[A]fter a disclosure statement is filed in accordance with [Bankruptcy] Rule 3016(b), the court shall hold a hearing on at least 25 days’ notice to the debtor, creditors, equity security holders and other parties-in-interest as provided in [Bankruptcy] Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission, and any party-in-interest who

requests in writing a copy of the statement or plan.

Fed. R. Bankr. P. 3017(a). Bankruptcy Rules 2002(b) and (d) require notice to all creditors, indenture trustees, and equity security holders of the time set for filing objections to, and the hearing to consider the approval of, a disclosure statement.

14. The Debtor requests that the Court establish **April 13, 2010 at 12:00 pm** (prevailing Eastern time) as the deadline to object to the Disclosure Statement. In accordance with Bankruptcy Rules 2002(b) and (d) and 3017(a), the Debtor, with the assistance of their Voting Agent (as defined below), will have served at least 28 days (or such shorter period as the Court may approve on motion of the Debtor) in advance of the deadline to object to the Disclosure Statement:

- a. A copy of the notice of the Disclosure Statement Hearing in the form attached to the proposed Disclosure Statement Order as **Exhibit 1** (the “Disclosure Statement Notice”) and a copy of the Disclosure Statement (including the Plan attached as **Exhibit A** thereto) by first-class mail upon (i) the United States Trustee for this District (the “US Trustee”), (ii) the Securities and Exchange Commission (the “SEC”), and (iii) any party-in-interest who specifically requests the Disclosure Statement in the manner specified in the Disclosure Statement Notice and/or Bankruptcy Rule 3017(a); and
- b. A copy of the Disclosure Statement Notice by first class mail to the Debtor’s creditor matrix, including: (i) the Office of the United States Attorney for the District of Delaware, (ii) the Internal Revenue Service, (iii) all known holders of claims against and equity interests in the Debtor, and (iv) all parties that have filed and not withdrawn requests for notices pursuant to Bankruptcy Rule 2002 (the “2002 List”).

The Debtor submits that the objection deadline, hearing date and service of the Disclosure Statement Notice with respect to the Disclosure Statement comply with the notice requirements of the Bankruptcy Rules and the Bankruptcy Code.

**B. Approval of Disclosure Statement**

15. Section 1125(b) of the Bankruptcy Code prohibits the postpetition solicitation of a chapter 11 plan unless the plan (or summary thereof) and a written disclosure statement, approved by the bankruptcy court as containing adequate information, are transmitted to those persons whose votes are being solicited. The Debtor requests that the Court approve the Disclosure Statement as providing “adequate information” within the meaning of section 1125(a)(1) of the Bankruptcy Code:

‘[A]dequate information’ means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, that would enable a hypothetical reasonable investor typical of holders of claims or interests of the relevant class to make an informed judgment about the plan.

11 U.S.C. § 1125(a)(1).

16. The primary purpose of a disclosure statement is to provide information that is “reasonably practicable” to permit an “informed judgment” by those entitled to vote on the plan. *See Century Glove, Inc. v. First Am. Bank of New York*, 860 F.2d 94, 100 (3d Cir. 1988) (“... § 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.”); *see also In re Phoenix Petroleum, Co.*, 278 B.R. 385, 392 (Bankr. E.D. Pa. 2001).

17. The Court has broad discretion to determine whether the information contained in a disclosure statement is “adequate.” *See Kirk v. Texaco, Inc.*, 82 B.R. 678, 682 (S.D.N.Y. 1988) (“The legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a) . . .”); *see also Oneida Motor Freight, Inc. v. United Jersey Bank et al.*, 848 F.2d 414, 417 (3d Cir. 1988); *Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within

the discretion of the bankruptcy court.”).

18. The Court’s determination should take account of the expertise and resources, including outside advisors and relevant information already possessed or publicly available, of the hypothetical investor of each class of claims or interests in a debtor’s chapter 11 cases from which classes the post-petition acceptance or rejection of the plan is solicited. *See In re Zenith Elecs. Corp.*, 241 B.R. 92, 99-100 (Bankr. D. Del. 1999).

19. The Disclosure Statement contains, or will contain prior to solicitation, the pertinent information necessary for those creditors entitled to vote to make an informed decision whether to accept or reject the Plan. The Debtor respectfully submits that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and should be approved.

**C. Fixing A Voting Record Date**

20. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a Chapter 11 plan, “creditors and equity security holders shall include holders of stocks, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes.

21. The Debtor requests that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) to establish May 20, 2010, as the record date (the “Voting Record Date”) for determining: (a) those creditors entitled to receive the Solicitation Package pursuant to the Solicitation Procedures (as defined below); (b) those creditors entitled to vote to accept or reject the Plan; and (c) whether claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of the assigned claim.

**D. Approval of Solicitation Procedures and Forms of Solicitation Documents and Notices**

22. To conduct an effective solicitation of acceptances or rejections of the Plan, consistent with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and due process, the Debtor requests that the Court approve the below-described solicitation, transmittal, balloting, tabulation and related activities to be undertaken by them and the Garden City Group, Inc. (“GCG”), the Debtor’s claims agent, in connection with the Chapter 11 Case (collectively, the “Solicitation Procedures”). The Debtor believes the Solicitation Procedures are well-designed and specifically tailored to effectively solicit acceptances or rejections of the Plan.

23. To the extent that circumstances requiring a further modification or amendment of the Solicitation Procedures arise, the Debtor hereby reserves the right to supplement or amend the Solicitation Procedures as appropriate to better facilitate the solicitation process.

**Duties of Voting Agent**

24. GCG shall act as voting agent (the “Voting Agent”) pursuant to this Court’s *Order Authorizing the Debtor (A) to Employ and Retain the Garden City Group Inc. as Claims, Noticing Solicitation, Balloting and Tabulation Agent for the Debtor and (B) Appointing the Garden City Group Inc. as Agent of the Bankruptcy Court on June 30, 2009* (the “GCG Retention Order”) (D.I. 35). Pursuant to the provisions of the GCG Retention Order, GCG is authorized and directed to assist the Debtor in (i) distributing the Solicitation Packages, (ii) receiving, tabulating and reporting on Ballots (defined below) cast for or against the Plan by holders of claims against the Debtor, (iii) responding to inquiries from creditors, equity holders, and other parties-in-interest relating to the Plan, the Disclosure Statement, the Ballots, the

Solicitation Procedures, and all other Solicitation Package (defined and described below) materials and matters related thereto, including, without limitation, the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (iv) soliciting votes on the Plan, and (v) if necessary, contacting creditors and equity holders regarding the Plan.

**Determination of Treatment of Certain Claims for Notice and Voting Purposes**

25. As set forth in the Disclosure Statement and Plan, the Debtor proposes to file a plan of reorganization for the resolution of the outstanding creditor claims against, and equity interests in the Debtor through distribution under the Plan.

26. Pursuant to the Plan, the Debtor shall satisfy in full all Administrative Claims and Other Priority Claims including Priority Tax Claims and such claims shall not be classified and the holders of such claims are not entitled to vote on the Plan. The following summary chart sets forth the rights of each class of claims and equity interests to vote, or not vote, on the Plan:

Summary of Status and Voting Rights			
Class	Designation	Impairment	Entitled to Vote
1	General Unsecured Claims	Impaired	Entitled to Vote on the Plan
2	Pumpkin Patch NZ Equity Interests	Unimpaired	Deemed to Have Accepted the Plan

**Approval of Form of Non-Voting Status Notice**

27. Consistent with section 1126 of the Bankruptcy Code and Bankruptcy Rule 3017(d), and in an effort to conserve the resources of the Debtor’s estate, unless specifically requested, the Debtor proposes that it not be required to send Solicitation Packages to those creditors and equity interest holders who are not entitled to vote on the Plan. A copy of the Plan and Disclosure Statement will also be posted on the Voting Agent’s website for this case and will

be available for viewing without charge at [www.pumpkinpatchreorg.com](http://www.pumpkinpatchreorg.com).

28. As reflected above and in the Plan, Class 2 holders of equity interests are not entitled to vote to accept or reject the Plan because such classes are unimpaired under the Plan and therefore are conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code.<sup>3</sup>

29. In lieu of Solicitation Packages, the Debtor will send these equity holders, and any creditors with unclassified claims in accordance with section 1123(a)(1) of the Bankruptcy Code, both a Confirmation Hearing Notice (defined below) and a *Notice of Non-Voting Status With Respect To Unimpaired Classes Deemed to Accept the Plan and Unclassified Classes*, substantially in the form attached to the proposed Disclosure Statement Order as **Exhibit 3** (the “Non-Voting Status Notice”). Additionally, in lieu of Solicitation Packages, the Debtor will send the Confirmation Hearing Notice and the Non-Voting Status Notice to those parties on the creditor matrix not referenced in this paragraph and not receiving the Solicitation Package pursuant to paragraphs 35 and 36.

30. The Non-Voting Status Notice provides: (i) notice of the approval of the Disclosure Statement, (ii) notice of the filing of the Plan and (iii) directions for obtaining copies of the Plan and Disclosure Statement. The Debtor submits that such notice satisfies the requirements of the Bankruptcy Code and the Bankruptcy Rules.

---

<sup>3</sup> Section 1126(f) of the Bankruptcy Code provides:

Notwithstanding any other provision of this section, a class that is not impaired under a plan, and each holder of a claim or interest of such class, are conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class from the holders of claims or interests of such class is not required.

11 U.S.C. § 1126(f).

### **Establishing the Voting Deadline**

31. Pursuant to Bankruptcy Rule 3017(c), at the time of the approval of the Disclosure Statement, or earlier, “the court shall fix a time within which the holders of claims and interests may accept or reject the Plan.” Fed. R. Bankr. P. 3017(c). The Debtor requests that the Court establish May 20, 2010 at 5:00 pm (prevailing Eastern time), a date that is 7 days before the proposed Confirmation Hearing, as the voting deadline (“Voting Deadline”).<sup>4</sup> The proposed Voting Deadline is 30 days after the date Solicitation Packages are expected to be distributed. The Debtor proposes that the Plan Objection Deadline (as defined below) be set for the same date.

### **Approval of the Form of Ballots**

32. Bankruptcy Rule 3018(c) provides, in relevant part, as follows:

An acceptance or rejection shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent, and conform to the appropriate Official Form.

Fed. R. Bankr. P. 3018(c). All votes must be cast by using the appropriate ballot (singularly, the “Ballot”, collectively, the “Ballots”).<sup>5</sup> The Debtor, in accordance with Bankruptcy Rule 3018(c), will prepare the Ballots for Classes 1 which is the only class entitled to vote to accept or reject the Plan.

33. By this Motion, the Debtor seeks approval of, and authority to use, the Ballot, in substantially the form attached as **Exhibit 4** to the Disclosure Statement Order. The form of

---

<sup>4</sup> The Debtor is reserving the right to amend from time to time the Plan (subject to compliance with the requirements of section 1127 of the Bankruptcy Code and the terms of the Plan regarding modifications). The Bankruptcy Code requires the Debtor to disseminate additional solicitation materials if the Debtor makes material changes to the Plan or if the Debtor waives a material condition to Plan confirmation. In that event, the Voting Deadline will be extended or re-opened to the extent directed by the Court.

<sup>5</sup> The defined term “Ballot” shall include all ancillary and related information and any amendments or supplements thereto necessary for completing the Ballot.

Ballot complies with Bankruptcy Rule 3018(c) and is based on Official Form No. 14, as modified to address the particular needs of the Debtor's chapter 11 case.

34. The Ballot may not be used for any purpose other than to vote to accept or reject the Plan. The Ballot does not constitute, and shall not be deemed to be, a proof of Claim or an assertion or admission of a Claim. At the time the Ballot is transmitted, claimants should not surrender certificates, instruments, or other documents representing or evidencing their Claims.

**Approval of Solicitation Packages and Procedures for Distribution Thereof**

35. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims and equity interests for purposes of soliciting their votes and providing adequate notice of a plan confirmation hearing. Upon approval of the Disclosure Statement, the Debtor proposes that within three (3) business days after entry of the Disclosure Statement Order, it, or the Voting Agent, will serve the holders of Class 1 claims (as of the Voting Record Date) the following:

- the Confirmation Hearing Notice;
- a Ballot and a pre-addressed, postage pre-paid return envelope, together with voting instructions;
- the Disclosure Statement and the Plan; and
- the Disclosure Statement Order (without Exhibits).

(collectively, the "Solicitation Package").

36. The Debtor also intends to serve all of the documents in the Solicitation Package (except for the Ballot), on (i) the US Trustee and (ii) the 2002 List.

37. The Debtor submits that the Solicitation Procedures satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules and should be approved.

### Approval of Voting and Tabulation Procedures

38. Section 1126(c) of the Bankruptcy Code 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 the plan.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that “the court after notice and hearing may temporarily allow [an objected to] 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).

So as to avoid uncertainty, to provide guidance to the Debtor and the Voting Agent, and to avoid the potential for inconsistent results, the Debtor respectfully requests that the Court approve the following voting and tabulation procedures, in accordance with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a).

39. Voting Class. The Plan contemplates that one impaired class will be entitled to vote on the Plan. The Debtor respectfully requests that the Court order that only those holders of claims in Class 1 be entitled to vote to accept or reject the Plan.

40. Votes Counted. The Debtor proposes that any Ballot timely received, properly executed, and containing sufficient information to permit the identification of the claimant and cast as either an acceptance or rejection of the Plan be counted as an acceptance or rejection, as the case may be, of the Plan. The Debtor proposes the following voting procedures:

- a. Any timely filed proof of claim for which the Debtor has not filed an objection prior to the Voting Record Date shall be deemed temporarily allowed for voting purposes in the unsecured nonpriority amount stated on the face of the proof of claim. Any proof of claim that includes both a liquidated, non-contingent amount and an unliquidated or contingent amount shall be temporarily allowed for voting purposes in only the liquidated, non-contingent amount, and the unliquidated or contingent amount

shall be deemed temporarily disallowed for voting purposes.

- b. Any timely filed proof of claim (i) marked as contingent or unliquidated on the face of the proof of claim and/or (ii) not otherwise specifying a fixed or liquidated amount on the face of the proof of claim, shall be temporarily allowed for voting purposes in the amount of \$1.00.
- c. If a holder of a claim identifies on the Ballot a claim amount that is less than the scheduled or filed amount of its claim, then the claim will be temporarily allowed for voting purposes in the lesser amount identified on the Ballot.
- d. If a claim has been estimated by an order of the Court, then such claim shall be temporarily allowed for voting purposes only in the estimated amount.
- e. Unless temporarily allowed for voting purposes by the Court, a claim listed in the Debtor's schedules as contingent, unliquidated, or disputed, and for which a proof of claim was not (i) filed by the bar date for filing proofs of claim as established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, shall be temporarily disallowed for voting purposes.
- f. Notwithstanding anything else provided herein, if (i) the Debtor or another party-in-interest has objected to a claim by serving an objection, motion, adversary proceeding or otherwise to a claim or a portion of a claim on or before the Voting Record Date and (ii) such claim or portion of a claim has not been temporarily allowed by an order of the Court for voting purposes, then the claim shall be deemed disallowed for voting purposes or shall be allowed only in the undisputed amount set forth in the objection.
- g. Unless temporarily allowed for voting purposes by the Court, if a proof of claim asserts a claim that is not in U.S. dollars, such claim shall be treated as unliquidated and allowed for voting purposes only in the amount of \$1.00.

41. Votes Not Counted. The Debtor proposes that the following Ballots not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- a. Any Ballot received after the Voting Deadline, even if postmarked prior to the Voting Deadline;
- b. Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;

- c. Any Ballot that indicates neither acceptance nor rejection or that indicates both acceptance and rejection of the Plan;
- d. 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;
- e. Any unsigned Ballot;
- f. Any form of Ballot other than the official form sent by the Voting Agent or a copy thereof;
- g. Any copy of a Ballot without an original signature; and
- h. Any Ballot that is sent by facsimile transmission or via electronic mail.

42. Changing Votes. Notwithstanding Bankruptcy Rule 3018(a), the Debtor proposes that whenever two or more Ballots are cast voting the same Claim prior to the Voting Deadline, the Ballot dated latest, but received prior to the Voting Deadline, will be deemed to reflect the voter's intent, and, thus, to supersede any prior Ballots, without prejudice to the Debtor's right to object to the validity of the latest Ballot, including under Bankruptcy Rule 3018(a) and, if the objection is sustained, to count the first Ballot for all purposes. This procedure of counting the last Ballot received is consistent with practice under various state and federal corporate and securities laws. Moreover, it will spare the Court and the Debtor the time and expense associated with responding to motions under Bankruptcy Rule 3018(a) attempting to show cause for changing votes.

43. No Division of Claims or Votes. The Debtor proposes that the Court clarify that creditors may not divide their claims within a particular class, or the votes associated therewith, and order that creditors must vote all of their claims within such class either to accept or reject the Plan. The Debtor further proposes that a Ballot partially accepting and partially rejecting the Plan or otherwise voted inconsistently shall not be counted for any purposes.

44. Voting Report. The Debtor will file with the Court a voting report (the "Voting Report") prior to the commencement of the Confirmation Hearing. The Voting Report shall,

among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity (each an “Irregular Ballot”) including, but not limited to, those Ballots that are late or illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or electronic mail or damaged. Unless otherwise directed by the Court, delivery of a defective or Irregular Ballot will not be deemed to have been made unless such defect or irregularity has been cured or waived by the Debtor. Any waiver by the Debtor of a defect or irregularity in any Ballot will be detailed in the Voting Report filed with the Court by the Voting Agent. Neither the Debtor nor any other person or entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification. The Voting Report also shall indicate the Debtor’s intentions with regard to such Irregular Ballots.

#### **Returned Solicitation Packages or Notices**

45. The Debtor seeks the Court’s approval for a departure from the Bankruptcy Rules as follows: (a) the Debtor shall be excused from giving notice or providing service of any kind upon any person or entity to whom the Debtor mailed a notice regarding the Disclosure Statement Hearing and received any of such notice returned by the United States Postal Service marked “undeliverable as addressed”, “moved – left no forwarding address”, or “forwarding order expired”, or similar reason, unless the Debtor has been informed in writing or by electronic mail by such person or entity of that person’s or entity’s new address; and (b) the Debtor shall be excused from re-mailing such Solicitation Package, or other notices, as the case may be, to those entities whose addresses differ from the addresses in the claims register or the Debtor’s records as of the Voting Record Date, except to the extent that a Solicitation Package is returned with a forwarding address listed. If a creditor has changed its mailing address after entry of the

Disclosure Statement Order, the burden shall be on the creditor or party-in-interest to advise the Voting Agent and the Debtor of the new address.

46. The Debtor believes that the requested procedures and other relief requested herein are cost-effective, provide adequate notice and an opportunity to be heard, and are in the best interests of the Debtor's estate, its creditors, and other parties-in-interest. Accordingly, the Debtor submits that it has shown good cause for the relief requested herein.

**E. Establishing Notice and Objection Procedures in Respect of Confirmation of the Plan**

**Confirmation Hearing**

47. Bankruptcy Rule 3017(c) provides:

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.

Fed. R. Bankr. Proc. 3017(c). In accordance with Bankruptcy Rule 3017(c), the Court has scheduled the Confirmation Hearing for May 27, 2010 at 10:00 a.m. (ET), which is approximately 36 days after the Solicitation Package is distributed to voting creditors. The date of the Confirmation Hearing may be continued from time to time by the Court or the Debtor without further notice other than adjournments announced in open court. The proposed timing for the Confirmation Hearing is in compliance with the Bankruptcy Code and the Bankruptcy Rules and will enable the Debtor to pursue confirmation of the Plan in a timely fashion in order to ensure confirmation and consummation of the Plan within the timeframe contemplated by the Debtor.

**Approval of Confirmation Hearing Notice**

48. The Solicitation Package includes the notice required by Bankruptcy Rules 2002(b) and 2002(d) to all creditors and equity interest holders of the time set for filing

objections to confirmation of a chapter 11 plan and the hearing to consider confirmation of such plan (the “Confirmation Hearing Notice”), substantially in the form attached as **Exhibit 2** to the proposed Disclosure Statement Order. The Debtor requests approval of the Confirmation Hearing Notice which contains, among other things: (a) the Plan Objection Deadline; (b) the Confirmation Hearing date and time; (c) the Voting Deadline; and (d) the Voting Record Date. The Confirmation Hearing Notice will also instruct creditors and interested parties on how they may obtain copies of the Disclosure Statement, Plan, Disclosure Statement Order, and all other Solicitation Package materials (except Ballots). The Debtor respectfully requests that the Court find that the Confirmation Hearing Notice complies with the requirements of Bankruptcy Rules 2002(b), 2002(c) (3), and 2002(d).

**Establishing Procedures for Filing Objections to Confirmation of the Plan**

49. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court”. Fed. R. Bankr. P. 3020(b)(1). Unless otherwise ordered by the Court, Bankruptcy Rule 2002(b) requires at least twenty-eight (28) days’ notice by mail to all creditors of the plan objection deadline.

50. The Confirmation Hearing Notice provides, and the Debtor requests that the Court direct, that objections to confirmation of the Plan must:

- a. be made in writing;
- b. comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware;
- c. state the name and address of the objecting party and the amount and nature of the claim or interest of such party against or in the Debtor, its estate, or their property;
- d. state with particularity the legal and factual bases and nature of any objection to the Plan, including specific reference to the text of the Plan to which the objection is made and, if practicable, proposed

modification to the Plan that would resolve such objection; and

- e. be filed, together with proof of service, with the Court and served by personal service, overnight delivery, first class mail or facsimile, so that they are RECEIVED by the parties identified in the Confirmation Hearing Notice, no later than 5:00 p.m. (prevailing Eastern Time), on May 20, 2010 (the “Plan Objection Deadline”).

51. The proposed timing for filing and service of any objections to confirmation of the Plan will afford the Court, the Debtor, and other parties-in-interest, sufficient time to consider the objections prior to the Confirmation Hearing. The Debtor requests that the Court consider only timely filed and served written objections to confirmation of the Plan, and that objections not timely filed and served in accordance with the above provisions be overruled.

52. The Debtor requests that its be allowed to file its reply to any objections filed by the Plan Objection Deadline by no later than 5:00 p.m. (prevailing Eastern Time) on May 24, 2010.

#### **NOTICE AND PRIOR MOTIONS**

53. Notice of this Motion has been given to: (i) the US Trustee and (ii) all parties that have filed and not withdrawn requests for notices pursuant to Bankruptcy Rule 2002. Under the circumstances, the Debtor submits that no other or further notice is required.

54. No previous request for the relief sought has been made by to this or any other court.

WHEREFORE, the Debtor respectfully requests that this Court enter the Disclosure Statement Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other and further relief as is just and proper under the circumstances.

Dated: March 19, 2010  
Wilmington, Delaware

**WOMBLE CARLYLE SANDRIDGE  
& RICE, PLLC**

/S/ THOMAS M. HORAN

Thomas M. Horan (DE Bar No. 4641)  
222 Delaware Avenue, Suite 1501  
Wilmington, DE 19801  
Telephone: (302) 252-4339  
Facsimile: (302) 661-7707  
E-mail: thoran@wcsr.com

-and-

**NIXON PEABODY LLP**

Dennis J. Drebsky  
Lee Harrington (DE No. 4046)  
437 Madison Avenue  
New York, New York 10022  
Telephone: (212) 940-3000  
Facsimile: (212) 940-3111  
E-mail: ddrebsky@nixonpeabody.com  
E-mail: lharrington@nixonpeabody.com

*Counsel for the Debtor  
and Debtor in Possession*

**EXHIBIT A**

**Disclosure Statement Order**

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

In re:

PUMPKIN PATCH LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 09-12200 (BLS)

**Re: Docket No. \_\_\_\_**

**ORDER (A) APPROVING DISCLOSURE STATEMENT; (B) FIXING  
THE VOTING RECORD DATE; (C) APPROVING SOLICITATION AND  
VOTING PROCEDURES WITH RESPECT TO DEBTOR'S CHAPTER 11 PLAN;  
(D) APPROVING FORM OF SOLICITATION PACKAGE AND NOTICES; AND  
(E) SCHEDULING CERTAIN DATES IN CONNECTION THEREWITH**

Upon the motion (“Motion”)<sup>2</sup> of the above-captioned Debtor and Debtor-in-Possession (the “Debtor”) seeking entry of an order (a) approving the proposed *Disclosure Statement Regarding Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (as may be amended or supplemented and including all exhibits and supplements thereto, the “Disclosure Statement”) in connection with the proposed *Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (as may be amended or supplemented and including all exhibits and supplements thereto, the “Plan”), (b) fixing a voting record date pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for determining, among other things, the creditors and interest holders entitled to receive ballots and materials necessary for voting on the Plan, as specified in Bankruptcy Rule 3017(d), (c) approving solicitation and voting procedures with respect to the Plan, (d) approving the form of the solicitation package and the notices to be distributed with respect thereto, and (e) scheduling certain dates, including the following: (i) establishing deadlines for filing objections, if any, to the Plan and respective replies thereto; and (ii) establishing the voting deadline to accept or reject the Plan; and the Court having conducted the Disclosure Statement Hearing on April 19, 2010; and the Court having scheduled the Confirmation Hearing for May 27, 2010, at 10:00 a.m.

(prevailing Eastern Time); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due, adequate, and sufficient notice of the Motion, the time fixed for filing objections and the Disclosure Statement Hearing having been given in accordance with Bankruptcy Rules 2002 and 3017; and it appearing that no other notice need be given; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtor, its creditors, and all parties-in-interest; and after due deliberation thereon; and, for the reasons stated in the Motion and based on the record in these cases and at the Disclosure Statement Hearing, and good, adequate and sufficient cause being shown to justify the immediate entry of this Order; and good and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED in all respects.
2. The Debtor is authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order.
3. The Disclosure Statement complies with section 1125 of the Bankruptcy Code and is hereby approved as containing adequate information, as defined by section 1125(a) of the Bankruptcy Code.
4. Any objections to approval of the Disclosure Statement that were not withdrawn at or prior to the Disclosure Statement Hearing are hereby overruled.
5. The Voting Record Date shall be May 20, 2010, for determining: (a) the creditors and interest holders (including “holders of stocks, bonds, debentures, notes and other securities”) entitled to receive the Solicitation Package pursuant to the Solicitation Procedures; (b) the

creditors and interest holders entitled to vote to accept or reject the Plan; and (c) whether claims or interests have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of the claim or equity interest.

6. Any objections to the Plan (the “Plan Objections”) must be filed by the Plan Objection Deadline, May 20, 2010 at 5:00 p.m. (prevailing Eastern Time), and must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware; (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party against or in the Debtor, its estate, or its property; (d) state with particularity the legal and factual bases and nature of any objection to the Plan, including specific reference to the text of the Plan to which the objection is made and, if practicable, proposed modification to the Plan that would resolve such objection; and (e) be filed, together with proof of service, with the Court and served by personal service, overnight delivery, first class mail or facsimile, so that they are RECEIVED by the following Notice Parties:

<p><u>Counsel to the Debtor</u> Thomas M. Horan WOMBLE CARLYLE SANDRIDGE &amp; RICE, PLLC 222 Delaware Avenue, Suite 1501 Wilmington, DE 19801 Telephone: (302) 252-4339 Facsimile: (302) 661-7707</p> <p>-and-</p> <p>Dennis J. Drebsky Lee Harrington Nixon Peabody 437 Madison Avenue New York, NY 10022 Telephone: (212) 940-3000 Facsimile: (212) 940-3111</p>	<p><u>US Trustee</u> David L. Buchbinder, Esq. United States Department of Justice Office of the United States Trustee J. Caleb Boggs Federal Building 844 King Street, Suite 2207, Lockbox 35 Wilmington, DE 19801 Telephone: (302) 573-6491 Facsimile: (302) 573-6497</p>
---	---

7. The Confirmation Hearing will take place before the Honorable Brendan Linehan Shannon at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, on May 27, 2010 at 10:00 a.m. (prevailing Eastern Time). The Confirmation Hearing may be adjourned from time to time without notice other than announcement made at the Confirmation Hearing or any adjourned hearing or in the agenda for any such hearing.

8. The Debtor shall file its reply to any timely filed Plan Objections no later than 5:00 pm (prevailing Eastern time) on May 24, 2010.

9. The Voting Deadline shall be May 20, 2010 at 5:00 p.m. (prevailing Eastern time).

10. The Solicitation Procedures outlined in the Motion are hereby approved; *provided however*, that the Debtor has reserved, subject to Court approval, the right to further amend or supplement the Solicitation Procedures to better facilitate the solicitation process.

11. The Debtor, or the Voting Agent, shall serve the Solicitation Package on the holders of Class 1 claims (as of the Voting Record Date) within four (4) business days of entry of this Order.

12. The procedures for distribution of the Solicitation Package set forth in the Motion satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules.

13. The form of the Disclosure Statement Notice, substantially in the form attached hereto as Exhibit 1 is hereby approved.

14. The form of the Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit 2, complies with the requirements of Bankruptcy Rules 2002(b), 2002(c)(3), and 2002(d), and is hereby approved.

15. The forms of the Non-Voting Status Notices, substantially in the forms attached hereto as Exhibit 3 and Exhibit 4, respectively, are hereby approved.

16. The form of Ballot and voting instructions, substantially in the form attached hereto as Exhibit 5, is hereby approved.

17. All votes to accept or reject the Plan must be cast by using the appropriate Ballot.

18. All Ballots must be properly executed, completed and delivered by (a) first class mail, in the return envelope provided with each Ballot; (b) overnight courier; or (c) personal delivery, so that the Ballots are actually received, in any case, by the Voting Agent, no later than the Voting Deadline at the following addresses:

**If by U.S. Mail:**

The Garden City Group, Inc.  
Voting Agent for Pumpkin Patch LLC  
P.O. Box 9502  
Dublin, Ohio 43017-4802

**If by Hand Delivery or Overnight Courier:**

The Garden City Group, Inc.  
Voting Agent for Pumpkin Patch LLC  
5151 Blazer Parkway, Suite A  
Dublin, OH 43017

19. The Debtor shall be excused from giving notice or providing service of any kind upon any person or entity to whom the Debtor mailed a notice regarding the Disclosure Statement Hearing and received any of such notice returned by the United States Postal Service 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 person or entity of that person’s or entity’s new address; and the Debtor shall be excused from re-mailing such Solicitation Package, or other notices, as the case may be, to those entities whose addresses differ from the addresses in the claims register or the Debtor’s records as of the Voting Record Date, except to the extent that a Solicitation Package is returned with a forwarding address listed. If a creditor has changed its mailing address after entry of this Disclosure Statement Order, the burden shall be on the creditor or party-in-interest to advise the Voting

Agent and the Debtor of the new address.

20. The terms of this Order shall be binding upon the Debtor, all creditors of the Debtor, and any trustees appointed in these proceedings or any trustees appointed in any subsequent proceedings under chapter 7 or chapter 11 of the Bankruptcy Code relating to the Debtor, and all other parties-in-interest.

21. All time periods set forth in this Order shall be calculated in accordance with Fed. R. Bankr. P. 9006(a).

22. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

23. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

Dated: \_\_\_\_\_, 2010  
Wilmington, Delaware

---

HONORABLE BRENDAN LINEHAN SHANNON  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1 TO ORDER**

**Disclosure Statement Notice**

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

In re:

PUMPKIN PATCH LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 09-12200 (BLS)

**NOTICE OF (I) FILING OF DISCLOSURE STATEMENT AND SOLICITATION  
PROCEDURES MOTION AND DEADLINE AND PROCEDURES FOR FILING  
OBJECTIONS THERETO AND (II) HEARING ON DISCLOSURE STATEMENT**

TO: ALL CREDITORS, EQUITY SECURITY HOLDERS, AND OTHER PARTIES-IN-INTEREST:

PLEASE TAKE NOTICE that on March 19, 2010 the above-captioned debtor as debtor-in-possession (the “Debtor”) filed the accompanying *Disclosure Statement Regarding Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (the “Disclosure Statement”) and the proposed *Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* attached thereto as Exhibit A (as amended, modified or supplemented from time to time, the “Plan”). On March 19 2010, the Debtor filed a motion seeking to establish deadlines and procedures with respect to the solicitation of votes on the Plan (the “Solicitation Procedures Motion”).

PLEASE TAKE FURTHER NOTICE that the United States Bankruptcy Court for the District of Delaware (the “Court”) established deadlines and procedures with respect to the Solicitation Procedures Motion and the solicitation of votes on the Plan as follows:

1. **Disclosure Statement Hearing Date.** The Court has fixed **April 19, 2010 at 11:00 a.m. (prevailing Eastern time)**, or as soon thereafter as counsel can be heard, as the date and time for the hearing of the Solicitation Procedures Motion and on the adequacy of the Disclosure Statement (the “Disclosure Statement Hearing”) before the Honorable Brendan Linehan Shannon, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Sixth Floor, Wilmington, Delaware 19801. The Disclosure Statement Hearing may be continued from time to time without further notice other than the advisement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

2. **Objections to Disclosure Statement and Solicitation Procedures**

**Motion.** The deadline for filing and serving objections to the Disclosure Statement and the Solicitation Procedures Motion is **April 13, 2010 at 12:00 p.m. (prevailing Eastern time)**. To be considered, objections, if any, to the Disclosure Statement or Solicitation Procedures Motion must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware; (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party against or in the Debtor, its estates, or its property; (d) state with particularity the legal and factual bases and nature of any objection to the Disclosure Statement, including specific reference to the text of the Disclosure Statement to which the objection is made and, if practicable, proposed modification to the Disclosure Statement that would resolve such objection; and (e) be filed, together with proof of service, with the Court and served by personal service, overnight delivery, first class mail or facsimile, so that they are **RECEIVED** no later than **April 13, 2010 at 12:00 p.m. (prevailing Eastern time)** by the following parties (the “**Notice Parties**”): (i) counsel to the Debtor, Womble, Carlyle Sandridge & Rice, PLLC, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801, (Attn: Thomas M. Horan) and Nixon Peabody, LLP, 437 Madison Avenue, New York, NY 10022 (Attn: Dennis Drebsky and Lee Harrington); and (ii) the Office of the US Trustee, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: David L. Buchbinder, Esq.). **Objections not timely filed and served in the manner set forth above shall not be considered and shall be overruled.**

3. **Information and Documents.** Any party-in-interest wishing to obtain a copy of the Disclosure Statement, the Plan, the Solicitation Procedures Motion, the order approving the Disclosure Statement (when available), or any exhibits or appendices to such pleadings, may request such copies at the Debtor’s expense by contacting the Voting Agent at (i) The Garden City Group, Inc., Voting Agent for Pumpkin Patch LLC, P.O. Box 9502, Dublin, Ohio 43017-4802 or (ii) visiting the Voting Agent’s website at [www.pumpkinpatchreorg.com](http://www.pumpkinpatchreorg.com).

4. This notice is not a solicitation of votes to accept or reject the Plan. Votes may not be solicited until the Disclosure Statement is approved by an order of the Court.

Dated: [\_\_\_\_], 2010  
Wilmington, Delaware

**WOMBLE CARLYLE SANDRIDGE  
& RICE, PLLC**

---

Thomas M. Horan (DE Bar No. 4641)  
222 Delaware Avenue, Suite 1501  
Wilmington, DE 19801  
Telephone: (302) 252-4339  
Facsimile: (302) 661-7707  
E-mail: thoran@wcsr.com

-and-

**NIXON PEABODY LLP**

Dennis J. Drebsky  
Lee Harrington (DE No. 4046)  
437 Madison Avenue  
New York, New York 10022  
Telephone: (212) 940-3000  
Facsimile: (212) 940-3111  
E-mail: ddrebsky@nixonpeabody.com  
E-mail: lharrington@nixonpeabody.com  
*Counsel for the Debtor  
and Debtor in Possession*

**EXHIBIT 2 TO ORDER**

**Confirmation Hearing Notice**

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

In re:	Chapter 11
PUMPKIN PATCH, LLC, <sup>1</sup>	09-12200 (BLS)
Debtor.	

**NOTICE OF (A) HEARING TO CONFIRM PLAN OF REORGANIZATION,  
(B) OBJECTION AND VOTING DEADLINES, (C) SOLICITATION AND  
VOTING PROCEDURES, AND (D) CERTAIN OTHER INFORMATION**

**DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES APPROVED.**

On \_\_\_\_\_, 2010, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered that certain *Order (A) Approving Disclosure Statement, (B) Fixing the Voting Record Date, (C) Approving Solicitation and Voting Procedures With Respect to Debtor’s Chapter 11 Plan, (D) Approving Form of Solicitation Package and Notices, and (E) Scheduling Certain Dates in Connection Therewith* (the “Disclosure Statement Order”). In the Disclosure Statement Order, among other things, the Court approved the above-captioned Debtor’s *Disclosure Statement Regarding Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (the “Disclosure Statement”) for the proposed *Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* thereto as Exhibit A (as amended, modified or supplemented from time to time, the “Plan”), as containing adequate information, as required under section 1125(a) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), and authorized the Debtor to solicit acceptances of the Plan.<sup>2</sup>

**HEARING TO CONFIRM THE PLAN.**

The Court has fixed **May 27, 2010 at 10:00 a.m. (prevailing Eastern Time)** (the “Confirmation Hearing Date”), or as soon thereafter as counsel may be heard, as the date and time for the hearing to consider confirmation of the Plan (the “Confirmation Hearing”). The Confirmation Hearing will be before the Honorable Brendan Linehan Shannon, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Sixth Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court or in the agenda for such hearing, and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to parties-in-interest.

**PLAN OBJECTION DEADLINE.**

The Court has fixed **May 20, 2010 at 5:00 pm (prevailing Eastern Time)** (the “Plan Objection Deadline”) as the deadline for filing and serving objections to confirmation of the Plan. To be considered, objections, if any, to the Plan must: (a) be made in writing; (b) comply with the

Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware; (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party against or in the Debtor, its estate, or its property; (d) state with particularity the legal and factual bases and nature of any objection to the Plan, including specific reference to the text of the Plan to which the objection is made and, if practicable, proposed modification to the Plan that would resolve such objection; and (e) be filed, together with proof of service, with the Court and served by personal service, overnight delivery, first class mail or facsimile, so that they are RECEIVED no later than the Plan Objection Deadline by the following parties (the “Notice Parties”):

<p><u>Counsel to the Debtor</u>  Thomas M. Horan  WOMBLE CARLYLE SANDRIDGE  &amp; RICE, PLLC  222 Delaware Avenue, Suite 1501  Wilmington, DE 19801  Telephone: (302) 252-4339  Facsimile: (302) 661-7707  E-mail: thoran@wcsr.com</p> <p>-and-</p> <p>Dennis J. Drebsky  Lee Harrington  Nixon Peabody  437 Madison Avenue  New York, NY 10022  Telephone: (212) 940-3000  Facsimile: (212) 940-3111  Email: ddrebsky@nixonpeabody.com  Email: lharrington@nixonpeabody.com</p>	<p><u>US Trustee</u>  David L. Buchbinder, Esq.  United States Department of Justice  Office of the United States Trustee  J. Caleb Boggs Federal Building  844 King Street, Suite 2207, Lockbox 35  Wilmington, DE 19801  Telephone: (302) 573-6491  Fascimile: (302) 573-6497</p>
--	---

**VOTING RECORD DATE.**

\_\_\_\_\_, 2010 is the record date (the “Voting Record Date”) for purposes of determining which parties are entitled to vote on the Plan.

**VOTING DEADLINE.**

**May 20, 2010 at 5:00 p.m. (prevailing Eastern time)** is the voting deadline (the “Voting Deadline”). All Ballots must be received by the Voting Agent by the Voting Deadline. Voting instructions will be sent with the ballots.

## **EXCULPATORY, INJUNCTIVE AND RELEASE PROVISIONS.**

The following are summaries of the exculpatory, injunctive and release provisions that the Debtor will be seeking under **Article XI** the Plan:

### **F. Permanent Injunction**

**Except as otherwise expressly provided in the Plan or the Confirmation Order, all entities who have held, hold or may hold Claims against, or Interests in, the Debtor are permanently enjoined, on and after the Effective Date, from (i) commencing or continuing in any manner any action or other proceeding of any kind with respect to any such Claim or Interest against the property or interests in property of the Debtor on account of any such Claim or Interest, (ii) the enforcement, attachment, collection, or recovery by any manner or means of judgment, award, decree or order against the property or interests in property of the Debtor; (iii) creating, perfecting, or enforcing any encumbrance of any kind against any property or interests in property of the Debtor; and (iv) asserting any right of setoff or subrogation of any kind against any obligation due from the Debtor or against the property or interests in property of the Debtor on account of any such Claim or Interest.**

### **G. Debtor's Releases**

**As of the Effective Date, the Debtor, any successors and each of their directors, officers, members, managers, employees, agents, financial advisors, representatives, affiliates, attorneys and professionals (solely in their capacities as such) shall be deemed, to the maximum extent permitted by applicable law, to forever release, waive and discharge all claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action and liabilities whatsoever in connection with or related to the Debtor, the Chapter 11 Case or the Plan (other than the rights of the Debtor and any successors to enforce the Plan and the contracts, instruments, releases, indentures, and other agreements or documents assumed, passed through or delivered in connection with such Plan) and whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise that are based in whole or part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date and in any way relating to the Debtor or any successors or their property, the Chapter 11 Case, the Plan and each of its directors, officers, members, managers, employees, agents, financial advisors, representatives, affiliates, attorneys and professionals (solely in their capacities as such) as of the Effective Date; *provided, however*, that such releases shall not operate as a waiver or release of any causes of action arising out of (x) any express contractual obligation owing by any such director, officer, or employee, agent, financial advisor, representative, affiliate, attorney or professional, or (y) the willful misconduct, gross negligence, intentional fraud or criminal conduct of such director, officer, or employee, agent, financial advisor, representative, affiliate or professional.**

## **H. Releases by Holders of Claims and Interests**

**As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby acknowledged and confirmed, each Holder of a Claim or Interest, shall be deemed to unconditionally and forever release, waive and discharge all Claims, Interests, suits, judgments, damages, demands, debts, rights, causes of action and liabilities whatsoever such Holder may have against the Debtor in connection with, or in any way related to, any reorganization, recapitalization, restructuring and/or liquidation efforts undertaken by or on behalf of the Debtor (other than the right to enforce the Plan and the contracts, instruments, releases, indentures, and other agreements or documents assumed, passed through or delivered in connection with such Plan) whether such Claims, Interests, suits, judgments, damages, demands, debts, rights, causes of action and liabilities are liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, are then existing or hereafter arising, and whether in law, equity or otherwise that are based in whole or in part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtor and any successors, the Chapter 11 Case, or the Plan, except for their gross negligence or willful misconduct.**

### **PLAN TREATMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES.**

On the Effective Date, and unless previously rejected pursuant to a Final Order, to the extent permitted by applicable law, all of the Debtor's remaining executory contracts and unexpired leases are rejected by the Debtor as of the Confirmation Date, unless such executory contract or unexpired lease:

1) is expressly identified in the Plan Supplement as a contract or lease that is being assumed pursuant to the Plan;

2) is the subject of a motion to assume filed on or before the Confirmation Date;  
or

3) is the subject of an agreement, entered into on or before the Confirmation Date, between the Debtor and the counterparty to such executory contract to extend the time to assume or reject such executory contract to a date subsequent to the Confirmation Date.

If the rejection of any of the Debtor's executory contracts or unexpired leases gives rise to a Claim, a proof of Claim must be served upon the Debtor, Debtor's counsel and the Claims Agent within thirty (30) days after the earlier of (a) service of notice of entry of the Confirmation Order; or (b) service of such other notice that the executory contract or unexpired lease has been rejected, or (c) such other order of the Bankruptcy Court establishing an earlier date for the filing of such proof of claim. Any claim not served within such time period will be forever barred.

**COPIES OF SOLICITATION PACKAGE MATERIALS, INCLUDING DISCLOSURE STATEMENT AND PLAN.**

The Plan, Disclosure Statement, Disclosure Statement Order, and all other materials in the Debtor's Solicitation Package (other than Ballots) may be obtained by contacting the Debtor's Voting Agent in writing at (i) The Garden City Group, Inc., Voting Agent for Pumpkin Patch LLC, P.O. Box 9502, Dublin, Ohio 43017-4802 or (ii) visiting the Voting Agent's website at [www.pumpkinpatchreorg.com](http://www.pumpkinpatchreorg.com).

Dated: [\_\_\_\_\_] , 2010  
Wilmington, Delaware

**WOMBLE CARLYLE SANDRIDGE  
& RICE, PLLC**

---

Thomas M. Horan (DE Bar No. 4641)  
222 Delaware Avenue, Suite 1501  
Wilmington, DE 19801  
Telephone: (302) 252-4339  
Facsimile: (302) 661-7707  
E-mail: [thoran@wcsr.com](mailto:thoran@wcsr.com)

-and-

**NIXON PEABODY LLP**

Dennis J. Drebsky  
Lee Harrington (DE No. 4046)  
437 Madison Avenue  
New York, New York 10022  
Telephone: (212) 940-3000  
Facsimile: (212) 940-3111  
E-mail: [ddrebsky@nixonpeabody.com](mailto:ddrebsky@nixonpeabody.com)  
E-mail: [lharrington@nixonpeabody.com](mailto:lharrington@nixonpeabody.com)

*Counsel for the Debtor  
and Debtor in Possession*

**EXHIBIT 3 TO ORDER**

**Non-Voting Notice**

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

In re:  PUMPKIN PATCH, LLC, <sup>1</sup>  Debtor.	Chapter 11  09-12200 (BLS)
---	----------------------------------

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO UNIMPAIRED CLASSES  
DEEMED TO ACCEPT THE PLAN AND UNCLASSIFIED CLAIMS**

**PLEASE TAKE NOTICE** that on \_\_\_\_\_, 2010, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered that certain *Order (A) Approving Disclosure Statement, (B) Fixing the Voting Record Date, (C) Approving Solicitation and Voting Procedures With Respect to Debtor’s Chapter 11 Plan, (D) Approving Form of Solicitation Package and Notices, and (E) Scheduling Certain Dates in Connection Therewith* (the “Disclosure Statement Order”). In the Disclosure Statement Order, among other things, the Court approved the *Disclosure Statement Regarding Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (the “Disclosure Statement”) for the proposed *Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* thereto as Exhibit A (as amended, modified or supplemented from time to time, the “Plan”), as containing adequate information, as required under section 1125(a) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), and authorized the Debtor to solicit acceptances of the Plan.<sup>2</sup>

**THE PLAN, DISCLOSURE STATEMENT, DISCLOSURE STATEMENT ORDER, AND ALL OTHER MATERIALS IN THE DEBTOR’S SOLICITATION PACKAGE (OTHER THAN BALLOTS) MAY BE OBTAINED BY CONTACTING THE DEBTOR’S VOTING AGENT IN WRITING AT THE GARDEN CITY GROUP, INC., VOTING AGENT FOR PUMPKIN PATCH LLC, P.O. BOX 9502, DUBLIN, OHIO 43017-4802 OR MAY BE VIEWED WITHOUT CHARGE AT [www.pumpkinpatchreorg.com](http://www.pumpkinpatchreorg.com).**

YOU ARE RECEIVING THIS NOTICE BECAUSE UNDER THE TERMS OF THE PLAN, EITHER: (A) YOUR CLAIM(S) AGAINST THE DEBTOR ARE UNIMPAIRED AND, THEREFORE, IN ACCORDANCE WITH SECTION 1126(f) OF THE UNITED STATES BANKRUPTCY CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN; OR (B) YOUR CLAIMS ARE UNCLASSIFIED PURSUANT TO SECTION 1123(a)(1) OF THE BANKRUPTCY CODE AND THEREFORE YOU ARE NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE AND THE “NOTICE OF (A) HEARING TO CONFIRM THE PLAN OF REORGANIZATION, (B) OBJECTION AND VOTING DEADLINES, (C) SOLICITATION AND VOTING PROCEDURES, AND (D) CERTAIN OTHER INFORMATION” ARE BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY.

ALTHOUGH YOU ARE NOT ENTITLED TO VOTE ON THE PLAN WITH RESPECT TO YOUR UNIMPAIRED CLAIM(S), YOU ARE A PARTY-IN-INTEREST IN THE DEBTOR’S

CHAPTER 11 CASE.

**IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), YOU SHOULD CONTACT THE DEBTOR'S VOTING AGENT AT THE ADDRESS SET FORTH ABOVE.**

Dated: [\_\_\_\_\_, 2010  
Wilmington, Delaware

**WOMBLE CARLYLE SANDRIDGE  
& RICE, PLLC**

---

Thomas M. Horan (DE Bar No. 4641)  
222 Delaware Avenue, Suite 1501  
Wilmington, DE 19801  
Telephone: (302) 252-4339  
Facsimile: (302) 661-7707  
E-mail: thoran@wcsr.com

-and-

**NIXON PEABODY LLP**

Dennis J. Drebsky  
Lee Harrington (DE No. 4046)  
437 Madison Avenue  
New York, New York 10022  
Telephone: (212) 940-3000  
Facsimile: (212) 940-3111  
E-mail: ddrebsky@nixonpeabody.com  
E-mail: lharrington@nixonpeabody.com

*Counsel for the Debtor  
and Debtor in Possession*

**EXHIBIT 4 TO ORDER**

**Class 1 Ballot**

**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.**

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

In re:

PUMPKIN PATCH, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 09-12200 (BLS)

**BALLOT FOR ACCEPTING OR REJECTING THE  
DEBTOR'S PLAN OF REORGANIZATION**

**CLASS 1- GENERAL UNSECURED CLAIMS**

**RECORD DATE FOR VOTING: MAY 20, 2010**

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

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

**THIS BALLOT IS ACCOMPANIED BY A POSTAGE PRE-PAID RETURN ENVELOPE THAT IS ADDRESSED TO THE DEBTOR'S VOTING AGENT, GARDEN CITY GROUP, INC. (THE "VOTING AGENT"). THIS BALLOT MUST BE RECEIVED BY THE VOTING AGENT BY 5:00 P.M. (PREVAILING EASTERN TIME), ON OR BEFORE MAY 20, 2010 (THE "VOTING DEADLINE"). IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, THE DEBTOR SHALL REJECT SUCH BALLOT AS INVALID. IF THE PLAN IS CONFIRMED BY THE COURT, IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.**

Pumpkin Patch, LLC (the “Debtor”), as debtor and debtor-in-possession herein, has filed the *Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (the “Plan”). The United States Bankruptcy Court for the District of Delaware (the “Court”) has approved the *Disclosure Statement Regarding Debtor’s Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (the “Disclosure Statement”), which provides information to assist you in whether to accept or reject the Plan.

All capitalized terms used in the Ballot or in these instructions but not otherwise defined herein shall have the meaning ascribed to such terms in the *Order (A) Approving Disclosure Statement; (B) Fixing a Voting Record Date; (C) Approving Solicitation and Voting Procedures with Respect to Debtor’s Plan of Reorganization; (D) Approving Form of Solicitation Package and Notices; and (E) Scheduling Certain Dates in Connection Therewith* (the “Disclosure Statement Order”), the Disclosure Statement, or the Plan, as the case may be.

This Ballot is being sent to you because our records indicate that you are a Holder of an Allowed Class 1 Claim as of \_\_\_\_\_, 2010 (the “Voting Record Date”), and, accordingly, you have a right to vote to accept or reject the Debtor’s Plan.

The Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. If you believe you have received this Ballot in error, please contact the Voting Agent in writing at The Garden City Group, Inc., Voting Agent for Pumpkin Patch LLC, P.O. Box 9502, Dublin, Ohio 43017-4802 or by calling toll-free 866-284-4081.

*You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice from your own counsel concerning the Plan and classification and treatment of your Claim under the Plan. Your Claim has been placed in Class 1, General Unsecured Claims under the Plan. All Persons receiving Ballots with respect to Class 1, General Unsecured Claims should return completed Ballots in accordance with the instructions set forth therein.*

## **PART I. WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT**

This Ballot is to be used by the Holders of *Class 1, General Unsecured Claims*. This Ballot may not be used for any purpose other than casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a claim.

**PLEASE READ AND FOLLOW THE INSTRUCTIONS ON THE BALLOT CAREFULLY. THIS BALLOT IS ACCOMPANIED BY A PRE-ADDRESSED, POSTAGE-PRE-PAID RETURN ENVELOPE. YOUR VOTE MUST BE RECEIVED BY THE VOTING AGENT BY 5:00 P.M. (PREVAILING EASTERN TIME), ON OR BEFORE THE VOTING DEADLINE, MAY 20, 2010.**

**PART II. ITEMS ON THE BALLOT**

**Item 1. Amount of Class 1, General Unsecured Claim under the Plan.**

The undersigned certifies that as of the Voting Record Date, May 20, 2010, the undersigned was the holder of a Class \_\_\_\_\_ Claim in the amount of \$\_\_\_\_\_.

**Item 2. Claim Vote.**

**THE DEBTOR RECOMMENDS THAT YOU VOTE TO ACCEPT THE PLAN.**

The undersigned, the holder of the Class 1, General Unsecured Claim set forth in Item 1, votes to (please check one):

- ACCEPT (votes FOR) the Plan.
- REJECT (votes AGAINST) the Plan.

**Item 3. Disclosures and Certifications.**

**DISCLOSURES**

(i) A Holder of Class 1, General Unsecured Claim is required to cast the same vote on every Ballot completed by such person or entity with respect to such Class 1, General Unsecured Claim;

(ii) Notwithstanding Bankruptcy Rule 3018(a), whenever two or more Ballots are cast voting the same claim prior to the Voting Deadline, the Ballot dated latest, but received prior to the Voting Deadline, will be deemed to reflect the voter's intent, and thus, to supersede any prior Ballots, without prejudice to the Debtor's right to object to the validity of the latest Ballot, if otherwise in compliance with the provisions set forth herein, on any basis permitted by law, including under Bankruptcy Rule 3018(a) and, if the objection is sustained, to count the first Ballot for all purposes;

(iii) (a) The Debtor has made available to all creditors entitled to vote on the Plan or their authorized agents all of the Solicitation Package materials, and (b) the Solicitation Package materials are the only materials that creditors are entitled to rely on with respect to the Plan; and

(iv) All authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

**CERTIFICATIONS**

Upon execution of this Ballot, the Holder of the Class 1, General Unsecured Claim identified in Item 1 above certifies that:

(i) As of the Voting Record Date, May 20, 2010, either (a) such person or entity is the Holder of the Class 1, General Unsecured Claim in the aggregate amount indicated in Item 1 or (b) such person or entity is an authorized signatory for the person or entity which is the Holder of the Class 1, General Unsecured Claim in the aggregate amount indicated in Item 1;

(ii) Such person or entity (or in the case of an authorized signatory, the Holder) is eligible to be treated as the Holder of such Class 1, General Unsecured Claim in Item 1 for the purposes of voting on the Plan; and

(iii) Such person or entity (or in the case of an authorized signatory, the Holder) has reviewed and understands the disclosures in the section titled "Disclosures" immediately above.

Name of Creditor: \_\_\_\_\_  
(Print or Type)

Signature: \_\_\_\_\_

By (If Other Than Creditor): \_\_\_\_\_

Title (If Appropriate): \_\_\_\_\_

Social Security or Federal Tax I.D. No. (Optional): \_\_\_\_\_

Date Completed: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

*Please check here if the above address is a change of address that you would like reflected in the master mailing list for the Chapter 11 Cases.*

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT PROMPTLY, BUT NO LATER THAN THE VOTING DEADLINE.**

**THIS BALLOT MUST BE RECEIVED BY:**

**If by U.S. Mail:**

**The Garden City Group, Inc.  
Voting Agent for Pumpkin Patch, LLC  
P.O. Box 9502  
Dublin, Ohio 43017-4802**

**If by Hand Delivery or Overnight Courier:**

**The Garden City Group, Inc.  
Voting Agent for Pumpkin Patch LLC  
5151 Blazer Parkway, Suite A  
Dublin, OH 43017**

**5:00 P.M. (PREVAILING EASTERN TIME) ON OR BEFORE MAY 20, 2010,  
OR YOUR VOTE WILL *NOT* BE COUNTED.**

**PLEASE MAKE SURE YOU HAVE PROVIDED  
ALL INFORMATION REQUESTED BY THIS BALLOT.**

## VOTING INSTRUCTIONS

1. The Debtor is soliciting the votes of holders of Class 1, General Unsecured Claims described in the Disclosure Statement and Plan. **The Disclosure Statement, Plan, Disclosure Statement Order, and certain other materials contained in the Debtor's Solicitation Package are included in the packet you are receiving with this Ballot. These materials, and all other Solicitation Package materials, are also available by contacting the Debtor's Voting Agent in writing at The Garden City Group, Inc., Voting Agent for Pumpkin Patch LLC, P.O. Box 9502, Dublin, Ohio 43017-4802. or may be viewed without charge at the Voting Agent's website at [www.pumpkinpatchreorg.com](http://www.pumpkinpatchreorg.com).**
2. All capitalized terms used in this Ballot or in these instructions but not otherwise defined herein shall have the meaning ascribed to them in the Disclosure Statement, the Plan or the Disclosure Statement Order, as the case may be.
3. The Plan can be confirmed by the Court, and therefore made binding on all holders, if it is accepted by the holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of claims in each impaired class voting on the Plan.
4. To ensure that your vote is counted, you must complete and return this Ballot as follows: (a) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot, and (b) review the Disclosures and Certifications in Item 3 and sign and return the Ballot in the enclosed pre-addressed, postage pre-paid envelope so that it is **ACTUALLY RECEIVED** by the Voting Agent by the Voting Deadline, May 20, 2010 at 5:00 p.m. (prevailing Eastern Time).
5. If a Ballot is received after the Voting Deadline, it will not be counted. The method of delivery of a Ballot to the Voting Agent is at the election and risk of each entity. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is **ACTUALLY RECEIVED** by the Voting Agent. Sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile transmission, e-mail or any other electronic means will not be valid. **This Ballot should not be sent to the Debtor, any of their agents (other than the Voting Agent) or the Debtor's financial or legal advisors.**
6. You must vote all of your Claims within a particular Plan class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted.
7. Notwithstanding Bankruptcy Rule 3018(a), whenever two or more Ballots are cast voting the same claim prior to the Voting Deadline, the Ballot dated latest, but received prior to the Voting Deadline, will be deemed to reflect the voter's intent, and thus, to supersede any prior Ballots, without prejudice to the Debtor's right to object to the validity of the latest Ballot, if otherwise in compliance with the provisions set forth herein, on any basis permitted by law, including under Bankruptcy Rule 3018(a) and, if the objection is sustained, to count the first Ballot for all purposes.

8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.
9. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a claim or equity interest.
10. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the creditor; (ii) any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote on the Plan; (iii) any Ballot cast for a claim scheduled as unliquidated, contingent or disputed for which no proof of claim was timely filed; (iv) any Ballot sent to the Voting Agent by facsimile or other electronic means; and (v) any unsigned Ballot.
11. Any proof of claim for which the Debtor has not filed an objection prior to the Voting Record Date shall be deemed temporarily allowed for voting purposes in the amount stated on the face of the proof of claim. Any proof of claim that includes both a liquidated amount and an unliquidated or contingent amount shall be temporarily allowed for voting purposes in only the liquidated, non-contingent amount, and the unliquidated or contingent amount shall be deemed temporarily disallowed for voting purposes.
12. Any timely filed proof of claim (i) marked as contingent or unliquidated on the face of the proof of claim and/or (ii) not otherwise specifying a fixed or liquidated amount on the face of the proof of claim, shall be temporarily allowed for voting purposes in the amount of \$1.00.
13. If a holder of a claim identifies on the Ballot a claim amount that is less than the scheduled or filed amount of its claim, then the claim will be temporarily allowed for voting purposes in the lesser amount identified on the Ballot.
14. If a claim has been estimated by an order of the Court, then such claim shall be temporarily allowed for voting purposes only in the estimated amount.
15. Unless temporarily allowed for voting purposes by the Court, a claim listed in the Debtor's schedules as contingent, unliquidated, or disputed, and for which a proof of claim was not (i) filed by the bar date for filing proofs of claim as established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, shall be temporarily disallowed for voting purposes.
16. Notwithstanding anything else provided herein, if (i) the Debtor or another party-in-interest has objected to a claim by serving an objection, motion, adversary proceeding or otherwise to a claim or a portion of a claim on or before the Voting Record Date and (ii) such claim or portion of a claim has not been temporarily allowed by an order of the Court for voting purposes, then the claim shall be deemed disallowed for voting purposes or shall be allowed only in the undisputed amount set forth in the objection.

17. Unless temporarily allowed for voting purposes by the Court, if a proof of claim asserts a claim that is not in U.S. dollars, such claim shall be treated as unliquidated and allowed for voting purposes only in the amount of \$1.00.
18. Please be sure to sign and date your Ballot. If you are signing the Ballot as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtor, or the Court, must submit proper evidence satisfactory to the requesting party to so act on behalf of the Holder of the Claim. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached, to the Ballot.
19. Unless otherwise directed by the Court, delivery of a defective or irregular Ballot will not be deemed to have been made until such defect or irregularity has been cured or waived by the Debtor. Any waiver by the Debtor of defects or irregularities in any Ballot will be detailed in the Voting Report filed with the Court by the Voting Agent. Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor will any of them incur any liability for failure to provide such notification.
20. If you have any questions regarding the Ballot, please contact the Voting Agent immediately.
21. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting or rejecting the Plan.

**PLEASE DELIVER YOUR BALLOT PROMPTLY.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THESE VOTING INSTRUCTIONS, PLEASE CONTACT THE VOTING AGENT TOLL FREE AT**

**866-284-4081**