IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)
	:	**Re: D.I. 716 & 796**

NOTICE OF FILING OF FURTHER REVISED DISCLOSURE STATEMENT ORDER

PLEASE TAKE NOTICE that, on September 18, 2019, GUE Liquidation Companies, Inc. and certain of its direct and indirect domestic subsidiaries, as debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Approving Form and Manner of Service of Notice Thereof, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Chapter 11 Plan of Liquidation, (IV) Scheduling Hearing on Confirmation of Chapter 11 Plan of Liquidation, and (V) Granting Related Relief* [D.I. 716] (the "Disclosure Statement Motion")[2] with the United States Bankruptcy Court for the District of Delaware (the "Court") seeking, among other things, approval of the Debtors' Disclosure Statement.[3] A proposed form

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM, Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Disclosure Statement Motion.

[3] On October 20, 2019, the Debtors filed an amended form of the Plan and Disclosure Statement [*See* D.I. 793 and 794], and on the date hereof, the Debtors filed further amended forms of the Plan and Disclosure Statement [*See* D.I. 804 and 805].

of order (the "Proposed Disclosure Statement Order") that, among other things, approved the Debtors' Disclosure Statement, was attached to the Disclosure Statement Motion as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that, on October 20, 2019, after discussions with parties in interest, the Debtors filed a revised proposed form of order approving the Debtors' Disclosure Statement [D.I. 796] (the "Revised Disclosure Statement Order").

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file a further revised proposed form of order approving the Debtors' Disclosure Statement (the "Further Revised Disclosure Statement Order"), a copy of which is attached hereto as **Exhibit 1**.[4] For the convenience of the Court and all parties in interest, a blackline comparison of the changed pages only of the Further Revised Disclosure Statement Order against the Revised Disclosure Statement Order is attached hereto as **Exhibit 2**.[5]

PLEASE TAKE FURTHER NOTICE that the Debtors intend to present the Further Revised Disclosure Statement Order, at the hearing scheduled for **October 23, 2019 at 2:00 p.m. (Eastern Time)** before The Honorable Laurie Selber Silverstein, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 North Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801**.**

4 The Further Revised Disclosure Statement Order corrects an inadvertent error contained in exhibits attached to the Revised Disclosure Statement Order.

5 **Exhibits 1** and **2** to this Notice also contain clean and blackline versions, respectively, of Exhibits 1-A, 1-B, 2-A, 2-B, 3, and C of the Disclosure Statement Motion.

Dated: October 22, 2019
Wilmington, Delaware

Respectfully submitted,

/s/ Sarah E. Silveira

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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT 1

Further Revised Disclosure Statement Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

ORDER (I) APPROVING DISCLOSURE STATEMENT, (II) APPROVING FORM AND MANNER OF SERVICE OF NOTICE THEREOF, (III) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT CHAPTER 11 PLAN OF LIQUIDATION, (IV) SCHEDULING HEARING ON CONFIRMATION OF CHAPTER 11 PLAN OF LIQUIDATION, AND (V) GRANTING RELATED RELIEF

This matter coming before the Court on the *Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Approving Form and Manner of Service of Notice Thereof, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Chapter 11 Plan of Liquidation, (IV) Scheduling Hearing on Confirmation of Chapter 11 Plan of Liquidation, and (V) Granting Related Relief* (the "Motion"),[2] filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[2] Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

Standing Order of Reference from the United States District Court for the District of Delaware, dated as of February 29, 2012, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iii) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, (iv) the Disclosure Statement, as filed with the Court on September 18, 2019 and as it may have been amended thereafter, contains adequate information within the meaning of section 1125 of the Bankruptcy Code, (v) the Solicitation Procedures and Confirmation Procedures provide a fair and equitable process and are consistent with section 1126 of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules, including, without limitation, Bankruptcy Rules 2002, 3017, 3018 and 3020 and Local Rules 2002-1 and 3017-1, and (vi) notice of the Motion and the Hearing was sufficient under the circumstances; the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

A. Approval of the Disclosure Statement

2. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code. The Debtors (a) are authorized to make non-material revisions, updates, and corrections to the Disclosure Statement and the Plan; and (b) shall file a copy of the final Disclosure Statement and any amended Plan with the Court and on the Document Website.

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

B. Approval of the Disclosure Statement Notice

4. The Disclosure Statement Notice, attached to the Motion as Exhibit B and incorporated herein by reference, which was (a) filed by the Debtors and served upon parties in interest in these Cases and (b) published online at https://omnimgt.com/FTD, each no later than 28 days prior to the deadline by which parties in interest were required to file objections to the Disclosure Statement, constitutes adequate and sufficient notice of the hearing to consider approval of the Disclosure Statement, the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) could be obtained, and the time fixed for filing objections thereto, in satisfaction with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

C. Approval of the Solicitation Procedures, Ballots, Notice of Non-Voting Status, and the Tabulation Rules

5. The following are APPROVED: (a) the Solicitation Procedures, including the Solicitation Packages; (b) the form of Ballots attached hereto as Exhibit 1; (c) the form and manner of service of the Notices of Non-Voting Status, attached hereto as Exhibit 2-A and Exhibit 2-B; and (d) the Tabulation Rules, attached hereto as Exhibit 3.

6. The Debtors are authorized to make non-substantive modifications to the Solicitation Packages (including the Ballots), the Confirmation Hearing Notice, the Notice of Non-Voting Status, the Solicitation Procedures, and all related documents, without further order of the Court, including, without limitation, filling in any missing dates or other missing information, changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, any other materials in the Solicitation Package, the Confirmation Hearing Notice, the Notice of Non-Voting Status, and/or related documents prior to distribution of such materials.

7. The following table summarizes the dates and deadlines established herein:

Deadline	**Date**[3]
Voting Record Date	October 23, 2019
Solicitation Mailing Deadline	Four business days after entry of this Order
Date of Publication of Confirmation Hearing Notice	On or before the Solicitation Mailing Deadline
Deadline to File Bankruptcy Rule 3018(a) Motion	The later of (a) November 12, 2019 at 4:00 p.m. and (b) the tenth business day after the Debtors file an objection to such claimant's Claim, if applicable
Deadline to File Plan Supplement	November 12, 2019 at 4:00 p.m.
Plan Objection Deadline	November 26, 2019 at 4:00 p.m.
Voting Deadline	November 26, 2019 at 5:00 p.m.
Deadline to File Tabulation Declaration	December 13, 2019 at 4:00 p.m.
Deadline for Debtors to File Consolidated Brief and Reply in Support of Plan Confirmation	December 13, 2019 at 4:00 p.m.
Confirmation Hearing	December 18, 2019 at 10:00 a.m.

8. The Voting Record Date is established as October 23, 2019. With respect to any transferred Claims, the transferee will be entitled to receive a Solicitation Package and cast a Ballot on account of such transferred Claim only if all actions necessary to effectuate the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed prior to the Voting Record Date.

[3] All times in this table are prevailing Eastern time.

9. The Debtors shall begin serving the Solicitation Packages promptly upon entry of this Order and shall complete such service by no later than four business days after entry of this Order.

10. The Debtors are authorized to distribute the Plan, the Disclosure Statement, and the Disclosure Statement Order to Holders of Claims entitled to vote on the Plan in an electronic format (including a CD-ROM and/or flash drive). The Ballots, Confirmation Hearing Notice, and Notice of Non-Voting Status shall be provided in paper format. Any party that receives the Plan, the Disclosure Statement, and the Disclosure Statement Order in electronic format, but would prefer paper format may contact the Voting Agent and request paper copies of the materials previously received in electronic format (which shall be provided at the Debtors' expense).

11. The Debtors are required to serve only a Notice of Non-Voting Status to holders of Claims and Interests in Classes 1, 3, and 5.

12. For Claims that are identified in the Schedules in the amount of $0.00 or in an unknown amount, or that are scheduled as contingent, unliquidated, or disputed and with respect to which the Holder did not timely file a proof of claim (other than parties to executory contracts or unexpired leases), such Holders shall receive only the Confirmation Hearing Notice.

13. Solicitation Packages, Notices of Non-Voting Status, and Confirmation Hearing Notices, as applicable, will be mailed to known Holders of Claims and Interests at the following addresses: (a) for persons or entities that have filed proofs of claim, at the address provided for on the face of the filed proof of claim; (b) for persons or entities listed on the Schedules (and who have not filed a proof of claim), at the most current address contained in the Debtors' books and records; and (c) for a claim transferee, at the address set forth in a valid

notice of transfer or the address provided in the requests for notice filed in accordance with Bankruptcy Rule 2002.

14. The Debtors are excused from mailing Solicitation Packages, Notices of Non-Voting Status, or Confirmation Hearing Notices, as applicable, to those entities for which the Debtors have only undeliverable addresses, unless the Debtors are provided with accurate addresses for such entities, in writing, on or before seven days before the Voting Deadline. If a Solicitation Package, Notice of Non-Voting Status, or Confirmation Hearing Notice is returned as undeliverable at least seven business days before the Voting Deadline, the Voting Agent shall resend such mailing only once, *provided* that the United States Post Office has included a forwarding address. To the extent that any notices sent by the Debtors or their agents to date in connection with the Chapter 11 Cases have been returned as undeliverable, the Debtors and their agents are not required to send the Solicitation Package, the Notice of Non-Voting Status, or the Confirmation Hearing Notice, as applicable, to such parties.

15. All Ballots must be properly executed, completed, and delivered to the Voting Agent (either by first class mail, overnight delivery, hand courier, or electronic submission via the Voting Portal), so that, in each case, all Ballots are received by the Voting Agent by no later than **November 26, 2019 at 5:00 p.m. (prevailing Eastern time)** (the "Voting Deadline"). All encrypted ballot data and audit trail created by electronic submission shall become part of the record of any Ballot submitted through the Voting Portal and the creditor's electronic signature shall be deemed to be immediately legally valid and effective.

16. In tabulating the Ballots, in addition to the Tabulation Rules set forth in Exhibit 3 hereto, the following additional Tabulation Rules shall apply: (a) any Ballot that is properly completed, executed, and timely returned to the Voting Agent but does not indicate an

acceptance or rejection of the Plan or indicates both an acceptance or rejection of the Plan will not be counted as either a vote to accept or a vote to reject the Plan; (b) any Ballot that is unsigned will not be counted as either a vote to accept or a vote to reject the Plan, provided that a Ballot validly submitted through the Voting Portal will be deemed to include an original signature; (c) any Ballot cast by a party that is not entitled to vote will not be counted as either a vote to accept or a vote to reject the Plan; (d) if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last valid Ballot received before the Voting Deadline will be deemed to reflect the voter's intent and thus will supersede any prior Ballots; (e) creditors will be required to vote all of their claims within a particular class under the Plan either to accept or reject the Plan and may not split their votes (i.e., a Ballot or a group of Ballots within a Plan class received from a single creditor that partially rejects and partially accepts the Plan will not be counted); and (f) Ballots received after the Voting Deadline will not be counted; *provided* that the Debtors, in their discretion and in consultation with the Creditors' Committee, may agree to extend the Voting Deadline for one or more creditors.

17. Unless otherwise Allowed pursuant to a prior order of the Court or pursuant to the Plan, the Debtors shall be permitted to object to the allowed amount of any Claim solely for calculating the amount of the Claim for voting purposes, and all of the Debtors' rights to further object to the Claim on any and all grounds are expressly reserved.

18. If a Claim has been estimated or otherwise allowed for voting purposes by order of this Court, or by an agreement between the Debtors and the creditor (an "Estimation Agreement"), such Claim will be temporarily allowed for voting purposes in the amount so estimated or allowed. The procedures that apply to Estimation Agreements in paragraph 5 of the Tabulation Rules are APPROVED.

19. If the Debtors have filed and served an objection to a Claim at least 14 days before the Voting Deadline, such Claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection subject to the right of the Holder set forth in Bankruptcy Rule 3018(a). If an objection does not identify the proposed amount of the relevant Claim (e.g., if the Claim remains subject to estimation or liquidation), then such Claim will be temporarily allowed in the amount of $1.00.

20. Any claimant that seeks to challenge the allowance of its Claim for voting purposes in accordance with the Tabulation Rules is required to file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan (a "Rule 3018 Motion") and serve such motion on counsel to the Debtors so that it is received by **4:00 p.m. (prevailing Eastern time) on the later of (a) November 12, 2019 and (b) the tenth business day after the Debtors file an objection to such claimant's Claim, if applicable**. Any Ballot submitted by a claimant that files a Rule 3018 Motion will be counted solely in accordance with the Tabulation Rules and the other applicable provisions contained in the Motion and this Order, unless and until the underlying Claim is temporarily allowed by the Court for voting purposes in a different amount and/or classification, after a notice and a hearing. Any Rule 3018 Motion, if necessary, will be heard at the Confirmation Hearing.

D. Approval of the Confirmation Procedures

21. The Confirmation Procedures, including the Confirmation Hearing Notice, in substantially the form attached to the Motion as Exhibit C, and the form and manner of service and publication of the Confirmation Hearing Notice, are approved.

22. The Confirmation Hearing is scheduled to be held before this Court on **December 18, 2019 at 10:00 a.m. (prevailing Eastern time)**; provided, however, that the

Confirmation Hearing may be continued from time to time without further notice other than an adjournment announced in open court or a notice of adjournment filed with the Court and served on the entities who have filed objections to the Plan, without further notice to other parties in interest.

23. The Debtors shall cause to be served, on or before October 29, 2019 or such other day that is not less than thirty-five days before the commencement of the Confirmation Hearing, the Confirmation Hearing Notice on all Holders of Claims entitled to vote on the Plan and one time in the national edition of either *The Wall Street Journal* or *USA Today*. In addition, the Debtors shall post the Confirmation Hearing Notice on the Document Website.

24. The Debtors shall file the Plan Supplement by no later than **November 12, 2019 at 4:00 p.m. (prevailing Eastern time)**.

25. Objections to Confirmation of the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name, address, phone number, and email address of the objecting party and the amount and nature of the Claim or Interest of such entity, if any; (d) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed, contemporaneously with a proof of service, with this Court and served so that it is actually received by the following notice parties set forth below no later than **4:00 p.m. (prevailing Eastern time), on November 26, 2019** (the "Plan Objection Deadline"):

a) counsel for the Debtors, (i) Jones Day, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. (hlennox@jonesday.com) and Thomas A. Wilson, Esq. (tawilson@jonesday.com)); (ii) Jones Day, 77 West Wacker, Chicago, Illinois 60601 (Attn: Brad B. Erens, Esq. (bberens@jonesday.com) and Caitlin K. Cahow, Esq. (ccahow@jonesday.com)); and (iii) Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801

(Attn: Daniel J. DeFranceschi, Esq. (defranceschi@rlf.com) and Brett M. Haywood, Esq. (haywood@rlf.com));

b) the Office of the United States Trustee for the District of Delaware, 844 King St., Suite 2207, Wilmington, Delaware 19801, Attn: Timothy J. Fox, Esq. (timothy.fox@usdoj.gov);

c) counsel to the Creditors' Committee, (i) Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178 (Attn: Eric R. Wilson, Esq. (ewilson@kelleydrye.com), Jason R. Adams, Esq. (jadams@kelleydrye.com), Lauren S. Schlussel, Esq. (lschlussel@kelleydrye.com), and Maeghan J. McLoughlin, Esq. (mmcloughlin@kelleydrye.com)); and (ii) Benesch Friedlander Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware 19801 (Attn: Jennifer R. Hoover, Esq. (jhoover@beneschlaw.com) and Kevin M. Capuzzi, Esq. (kcapuzzi@beneschlaw.com)); and

d) counsel to Bank of America, N.A., as administrative agent under both the Debtors' prepetition secured credit facility and postpetition secured credit facility, (i) Moore & Van Allen, PLLC, 100 North Tyron Street, Suite 4700, Charlotte, North Carolina 28202 (Attn: James R. Langdon, Esq. (jimlangdon@mvalaw.com)); and (ii) Buchanan Ingersoll & Rooney PC, 919 N. Market Street, Suite 990, Wilmington, Delaware 19801, (Attn: Mary F. Caloway, Esq. (mary.caloway@bipc.com)).

Unless an objection to the Plan is timely served, filed and received by the Plan Objection Deadline, such objection will not be considered by this Court and shall be overruled.

26. Unless otherwise permitted or directed by this Court, the Debtors shall file a declaration certifying the amount and number of Allowed Claims in each Class voting to accept or reject the Plan (the "Tabulation Declaration") by no later than **4:00 p.m. (prevailing Eastern time) on December 13, 2019.**

27. A consolidated memorandum of law in support of confirmation (including any declarations in support thereof, except for the Tabulation Declaration) and any replies to any objections to confirmation may be filed by no later than **4:00 p.m. (prevailing Eastern time) on December 13, 2019.**

E. Other Provisions

28. Notwithstanding any applicable Bankruptcy Rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entirety.

29. The Debtors and the Voting Agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

30. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

EXHIBIT 1-A

Proposed Class 2 Ballot

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION FOR THE DEBTORS

CLASS 2 (SECURED LENDER CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M. (PREVAILING EASTERN TIME) ON NOVEMBER 26, 2019

GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [___]) (as the same may be amended or modified, the "Plan"), which is being proposed by the Debtors and which is described in the accompanying *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors*, dated October 22, 2019 (as the same may be amended or modified, the "Disclosure Statement"). The United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, as well as certain procedures and materials for the solicitation of votes to accept or reject the Plan, pursuant to the *Order (I) Approving Disclosure Statement, (II) Approving Form and Manner of Service of Notice Thereof, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Chapter 11 Plan of Liquidation and (IV) Scheduling Hearing on Confirmation of Chapter 11 Plan of Liquidation* (Docket No. [___]) (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot[2] because you are a Holder of a Claim in Class 2 as of the Voting Record Date. Accordingly, you have the right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby be made binding on you, whether or not you vote, if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than

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[2] Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

one-half in number of the claims in each impaired Class of Claims who vote on the Plan; and (b) satisfies the other applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) satisfies section 1129(b) of the Bankruptcy Code by providing fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan; and (b) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code.

Your rights are described in the Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials are contained in the Solicitation Package you are receiving with this Ballot. If you would like to obtain additional materials, you may contact the Debtors' Voting Agent, Omni Management Group, Inc., by: (a) calling the Debtors' restructuring hotline at (866) 205-3144; (b) visiting the Debtors' document website at: **https://omnimgt.com/FTD**; or (c) writing to FTD Companies, Inc., Ballot Processing c/o Omni Management Group, 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367, or by email at ftd@omnimgt.com. You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER at: http://www.deb.uscourts.gov or free of charge at https://omnimgt.com/FTD.

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

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 2 – Secured Lender Claims under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

To have your vote counted, you must (a) complete, sign and return this Ballot to Omni Management Group, Inc. (the "Voting Agent"), so that it is actually received by the voting deadline indicated above or (b) vote through the Debtors' online balloting portal accessible through the Debtors' Document Website at **https://omnimgt.com/FTD**. If the Voting Agent does not **actually receive** your Ballot on or before the Voting Deadline, which is **November 26, 2019 at 5:00 p.m. (prevailing Eastern Time)**, and if the Voting Deadline is not extended, your vote will not count. Ballots received by e-mail, facsimile, or any other electronic transmission (other than the Debtors' online balloting portal) will not be accepted. Ballots should not be sent to the Debtors, the Creditors' Committee, or their respective attorneys. **If the Court confirms the Plan, the Plan will bind you regardless of whether or how you vote.**

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INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan.

2. To ensure that your vote is counted, you must either (a) complete, sign, and date the Ballot via the Debtors' online balloting portal or (b) complete, sign, date, and return an original of your Ballot via first class mail, overnight, or hand delivery to FTD Companies, Inc., Ballot Processing c/o Omni Management Group, 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367 (or otherwise in the enclosed return envelope). In completing your Ballot, you must take the following steps: (a) make sure that the amount of your Claim is set forth in Item 1 on the Ballot (if you do not know the amount of your Claim, please contact the Voting Agent); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 on the Ballot; and (c) provide the information required by Item 4 on the Ballot.

3. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors have granted an extension of the Voting Deadline in writing with respect to such Ballot. Additionally, the following Ballots will **NOT** be counted:

   - Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
   - 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;
   - Any Ballot cast for a Claim for which no Proof of Claim was timely filed and that is (i) not listed on the Schedules or (ii) scheduled at (x) zero, (y) in an unknown amount, or (z) in whole or in part, as unliquidated, contingent, or disputed;
   - Any Ballot that is properly completed, executed, and timely filed, but (i) does not indicate an acceptance or rejection of the Plan, (ii) indicates both an acceptance and rejection of the Plan, or (iii) partially accepts and partially rejects the Plan;
   - Any Ballot submitted by facsimile, telecopy, or electronic mail;
   - Any unsigned Ballot;
   - Any Ballot sent to an entity other than the Voting Agent, including, but not limited to, the Bankruptcy Court, the Debtors, the Debtors' agents/representatives (other than the Voting Agent), the Creditors' Committee's agents/representatives, or the Debtors' financial or legal advisors; or
   - Any Ballot not cast in accordance with the Solicitation Procedures approved in the Disclosure Statement Order.

4. The method of delivery of Ballots to the Voting Agent is at the election and risk of each Holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent **actually receives** the originally executed Ballot. For the avoidance of doubt, a ballot submitted via the Voting Agent's online balloting portal shall be deemed to contain an original signature. If you choose not to use the Voting Agent's online portal, as described below, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery.

5. If multiple Ballots are received from the same Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballots.

6. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a Holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes.

7. This 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. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Voting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

8. This Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a

fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

10. If you hold Claims in more than one Class under the Plan, you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE BALLOT INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT: (866) 205-3144 OR VIA EMAIL AT FTD@OMNIMGT.COM.

In addition, to submit your Ballot via the Voting Agent's online portal, please visit https://omnimgt.com/FTD. Click on the "Balloting" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#:_____

The Voting Agent's online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Voting Agent's online portal should NOT also submit a paper Ballot.

IF THE VOTING AGENT DOES NOT ACTUALLY RECEIVE THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS NOVEMBER 26, 2019 AT 5:00 P.M. PREVAILING EASTERN TIME, THEN YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.

NO PERSON, INCLUDING THE VOTING AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION REGARDING THE DEBTORS OR THE PLAN, OTHER THAN WHAT IS CONTAINED IN THE SOLICITATION PACKAGE MAILED HEREWITH.

CLASS 2 – SECURED LENDER CLAIMS

BALLOT

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date (the close of business on October 23, 2019), the undersigned was the Holder of a Class 2 Secured Lender Claim against the Debtors in the following unpaid amount (insert unpaid amount in box below if not already completed):

$_____

Item 2. Vote on Plan.

The Holder of the Class 2 Secured Lender Claim against the Debtors in the amount set forth in Item 1 above votes to (please check one box below):

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

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

IF YOU VOTE TO ACCEPT THE PLAN, OR IF YOU FAIL TO VOTE TO ACCEPT OR REJECT THE PLAN, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER AGREED TO THE RELEASES SET FORTH IN SECTION VII.F OF THE PLAN.

Item 3: Release Opt-Out Election (only for Holders of Class 2 Secured Lender Claims that vote to reject the Plan).

By checking the box below, the undersigned Claimant that voted to reject the Plan, elects **NOT** to release the Released Parties as set forth in Section VII.F of the Plan.

IF YOU VOTED IN ITEM 2 ABOVE TO REJECT THE PLAN, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES FROM ANY AND ALL CLAIMS AND CAUSES OF ACTION TO THE EXTENT PROVIDED IN THE PLAN IF YOU DO NOT CHECK THE BOX BELOW.

☐ **The undersigned Claimant elects not to grant (i.e., OPTS OUT of) the releases set forth in Section VII.F of the Plan**

IMPORTANT INFORMATION REGARDING THE RELEASES IN THE PLAN

Following confirmation, subject to Article VII of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, subject to the occurrence of the Effective Date, certain release, injunction, exculpation, and discharge provisions set forth in Article VII of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article VII of the Plan very carefully so that you understand how

confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Released Parties under the Plan. Certain provisions contained in Article VII and otherwise in the Plan relevant to the release, injunction, exculpation, and discharge provisions are set forth in Annex A to this Ballot.

Item 4: Certifications.

By signing this Ballot, the undersigned certifies and otherwise acknowledges to the Bankruptcy Court and the Debtors:

1. that either: (a) the undersigned is the Holder of the Class 2 Secured Lender Claim(s) being voted; or (b) the undersigned is an authorized signatory for an entity that is the Holder of the Class 2 Secured Lender Claim(s) being voted. In either case, the undersigned has the full power and authority to vote to accept or reject the Plan with respect to the Claim(s) identified in Item 1 above;
2. that the undersigned has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the undersigned has cast the same vote with respect to all Class 2 Secured Lender Claim(s) in a single Class; and
4. that no other Ballots with respect to the amount of the Class 2 Secured Lender Claim(s) identified in Item 1 above have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Signature:_____

Name of Claimant (print/type):_____

Federal Tax I.D. or Social Security Number of Claimant:_____

Name/Title of Signatory:_____

If signed by authorized agent, name/title of agent:_____

Telephone Number:_____

Dated:_____

ANNEX A

Section VII.F of the Plan provides for, among other things, the following:

Exculpation

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to, or arising out of, postpetition conduct within the Chapter 11 Cases, the Disclosure Statement, the Plan, the Asset Sales or any Dissolution Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement or the Plan, the Asset Sales, postpetition conduct within the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a Final Order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan.

Notwithstanding anything herein to the contrary, nothing in the foregoing paragraph shall exculpate any Person or Entity from any liability resulting from any act or omission constituting fraud, willful misconduct, gross negligence, criminal conduct, malpractice, misuse of commercially sensitive confidential information for competitive purposes that causes damages, or ultra vires acts as determined by a Final Order.

Releases

a. Releases by the Debtors

On and after the Effective Date, each Released Party is deemed released and discharged by the Debtors and their Estates from any and all Claims and Causes of Action, including any derivative claims asserted on behalf of the Debtors (excluding, for the avoidance of doubt, any Challenge brought pursuant to the terms of the Final DIP Order), that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.a: (i) do not release any post-Effective Date obligations of any party or Entity under the Plan, any Dissolution Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

b. Releases by Holders of Claims and Interests

As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the Debtors (excluding, for the avoidance of doubt, any Challenge brought pursuant to the terms of the Final DIP Order), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.b: (i) do not release any post-Effective Date obligations of any party or Entity under the Plan, any Dissolution Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

Injunction

Except as otherwise expressly provided in the Plan or for Distributions required to be paid or delivered pursuant to the Plan or the Confirmation Order, all Entities that have held, hold, or may hold Claims or Interests that have been released pursuant to the Plan, or are subject to exculpation pursuant to section VII.F.3 of the Plan, are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Released Parties or the Exculpated Parties (to the extent of the exculpation provided pursuant to section VII.F.3 of the Plan with respect to the Exculpated Parties): (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any Lien or encumbrance of any kind against such Entities or the property or the Estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; and (d) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released pursuant to the Plan.

The Plan defines "Exculpated Parties" as follows:

"Exculpated Parties" means, collectively, and in each case in its capacity as such: (a) the Debtors; (b) the Creditors' Committee; and (c) with respect to each of the foregoing, such Entities' current and former affiliates, subsidiaries, officers, directors, managers, principals, members, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

The Plan defines "Releasing Parties" as follows:

"Releasing Parties" means collectively, and in each case, in their respective capacities as such: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; (e) all Holders of Claims and Interests that are presumed to accept this Plan; (f) all Holders of Claims and Interests who vote to accept this Plan; (g) all Holders of Claims or Interests that abstain from voting on this Plan and who do not affirmatively opt out of releases provided in the Plan by checking the box on the applicable ballot indicating that they opt out of the releases provided in the Plan; (h) all Holders of Claims or Interests that vote to reject this Plan and do not opt out of the releases in this Plan; (i) each current and former affiliate of each Entity in clauses (a) through (h); and (j) with respect to each Entity in clauses (a) through (i), each such Entity's Representatives.

The Plan defines "Released Parties" as follows:

"Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtors' Representatives.

EXHIBIT 1-B

Proposed Class 4 Ballot

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION FOR THE DEBTORS

CLASS 4 (GENERAL UNSECURED CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M. (PREVAILING EASTERN TIME) ON NOVEMBER 26, 2019

GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [__]) (as the same may be amended or modified, the "Plan"), which is being proposed by the Debtors and which is described in the accompanying *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors*, dated October 22, 2019 (as the same may be amended or modified, the "Disclosure Statement"). The United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, as well as certain procedures and materials for the solicitation of votes to accept or reject the Plan, pursuant to the *Order (I) Approving Disclosure Statement, (II) Approving Form and Manner of Service of Notice Thereof, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Chapter 11 Plan of Liquidation and (IV) Scheduling Hearing on Confirmation of Chapter 11 Plan of Liquidation* (Docket No. [_]) (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot[2] because you are a Holder of a Claim in Class 4 as of the Voting Record Date. Accordingly, you have the right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby be made binding on you, whether or not you vote, if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[2] Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

one-half in number of the claims in each impaired Class of Claims who vote on the Plan; and (b) satisfies the other applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) satisfies section 1129(b) of the Bankruptcy Code by providing fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan; and (b) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code.

Your rights are described in the Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials are contained in the Solicitation Package you are receiving with this Ballot. If you would like to obtain additional materials, you may contact the Debtors' Voting Agent, Omni Management Group, Inc., by: (a) calling the Debtors' restructuring hotline at (866) 206-3144; (b) visiting the Debtors' document website at: **https://omnimgt.com/FTD**; or (c) writing to FTD Companies, Inc., Ballot Processing c/o Omni Management Group, 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367, or by email at ftd@omnimgt.com. You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER at: http://www.deb.uscourts.gov or free of charge at https://omnimgt.com/FTD.

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

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 4 – General Unsecured Claims under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

To have your vote counted, you must (a) complete, sign, and return this Ballot to Omni Management Group, Inc. (the "Voting Agent"), so that it is actually received by the voting deadline indicated above or (b) vote through the Debtors' online balloting portal accessible through the Debtors' Document Website at **https://omnimgt.com/FTD**. If the Voting Agent does not **actually receive** your Ballot on or before the Voting Deadline, which is **November 26, 2019 at 5:00 p.m. (prevailing Eastern Time)**, and if the Voting Deadline is not extended, your vote will not count. Ballots received by e-mail, facsimile, or any other electronic transmission (other than the Debtors' online balloting portal) will not be accepted. Ballots should not be sent to the Debtors, the Creditors' Committee, or their respective attorneys. **If the Court confirms the Plan, the Plan will bind you regardless of whether or how you vote.**

****

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan.

2. To ensure that your vote is counted, you must either (a) complete, sign, and date the Ballot via the Debtors' online balloting portal or (b) complete, sign, date, and return an original of your Ballot via first class mail, overnight, or hand delivery to FTD Companies, Inc., Ballot Processing c/o Omni Management Group, 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367 (or otherwise in the enclosed return envelope). In completing your Ballot, you must take the following steps: (a) make sure that the amount of your Claim is set forth in Item 1 on the Ballot (if you do not know the amount of your Claim, please contact the Voting Agent); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 on the Ballot; and (c) provide the information required by Item 4 on the Ballot.

3. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors have granted an extension of the Voting Deadline in writing with respect to such Ballot. Additionally, the following Ballots will **NOT** be counted:

   - Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
   - 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;
   - Any Ballot cast for a Claim for which no Proof of Claim was timely filed and that is (i) not listed on the Schedules or (ii) scheduled at (x) zero, (y) in an unknown amount, or (z) in whole or in part, as unliquidated, contingent, or disputed;
   - Any Ballot that is properly completed, executed, and timely filed, but (i) does not indicate an acceptance or rejection of the Plan, (ii) indicates both an acceptance and rejection of the Plan, or (iii) partially accepts and partially rejects the Plan;
   - Any Ballot submitted by facsimile, telecopy, or electronic mail;
   - Any unsigned Ballot;
   - Any Ballot sent to an entity other than the Voting Agent, including, but not limited to, the Bankruptcy Court, the Debtors, the Debtors' agents/representatives (other than the Voting Agent), the Creditors' Committee's agents/representatives, or the Debtors' financial or legal advisors; or
   - Any Ballot not cast in accordance with the Solicitation Procedures approved in the Disclosure Statement Order.

4. The method of delivery of Ballots to the Voting Agent is at the election and risk of each Holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent **actually receives** the originally executed Ballot. For the avoidance of doubt, a ballot submitted via the Voting Agent's online balloting portal shall be deemed to contain an original signature. If you choose not to use the Voting Agent's online portal, as described below, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery.

5. If multiple Ballots are received from the same Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballots.

6. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a Holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes.

7. This 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. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Voting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

8. This Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a

fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

10. If you hold Claims in more than one Class under the Plan, you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE BALLOT INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT: (866) 205-3144 OR VIA EMAIL AT FTD@OMNIMGT.COM.

In addition, to submit your Ballot via the Voting Agent's online portal, please visit https://omnimgt.com/FTD. Click on the "Balloting" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#:_____

The Voting Agent's online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Voting Agent's online portal should NOT also submit a paper Ballot.

IF THE VOTING AGENT DOES NOT ACTUALLY RECEIVE THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS NOVEMBER 26, 2019 AT 5:00 P.M. PREVAILING EASTERN TIME, THEN YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.

NO PERSON, INCLUDING THE VOTING AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION REGARDING THE DEBTORS OR THE PLAN, OTHER THAN WHAT IS CONTAINED IN THE SOLICITATION PACKAGE MAILED HEREWITH.

CLASS 4 – GENERAL UNSECURED CLAIMS

BALLOT

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date (the close of business on October 23, 2019), the undersigned was the Holder of a Class 4 General Unsecured Claim against the Debtors in the following unpaid amount (insert unpaid amount in box below if not already completed):

$_____

Item 2. Vote on Plan.

The Holder of the Class 4 General Unsecured Claim against the Debtors in the amount set forth in Item 1 above votes to (please check one box below):

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

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

IF YOU VOTE TO ACCEPT THE PLAN, OR IF YOU FAIL TO VOTE TO ACCEPT OR REJECT THE PLAN, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER AGREED TO THE RELEASES SET FORTH IN SECTION VII.F OF THE PLAN.

Item 3: Release Opt-Out Election (only for Holders of Class 4 General Unsecured Claims that vote to reject the Plan).

By checking the box below, the undersigned Claimant that voted to reject the Plan, elects **NOT** to release the Released Parties as set forth in Section VII.F of the Plan.

IF YOU VOTED IN ITEM 2 ABOVE TO REJECT THE PLAN, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES FROM ANY AND ALL CLAIMS AND CAUSES OF ACTION TO THE EXTENT PROVIDED IN THE PLAN IF YOU DO NOT CHECK THE BOX BELOW.

☐ **The undersigned Claimant elects not to grant (i.e., OPTS OUT of) the releases set forth in Section VII.F of the Plan**

IMPORTANT INFORMATION REGARDING THE RELEASES IN THE PLAN

Following confirmation, subject to Article VII of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, subject to the occurrence of the Effective Date, certain release, injunction, exculpation, and discharge provisions set forth in Article VII of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article VII of the Plan very carefully so that you understand how

confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Released Parties under the Plan. Certain provisions contained in Article VII and otherwise in the Plan relevant to the release, injunction, exculpatory, and discharge provisions are set forth in Annex A to this Ballot.

Item 4: Certifications.

By signing this Ballot, the undersigned certifies and otherwise acknowledges to the Bankruptcy Court and the Debtors:

1. that either: (a) the undersigned is the Holder of the Class 4 General Unsecured Claim(s) being voted; or (b) the undersigned is an authorized signatory for an entity that is the Holder of the Class 4 General Unsecured Claim(s) being voted. In either case, the undersigned has the full power and authority to vote to accept or reject the Plan with respect to the Claim(s) identified in Item 1 above;

2. that the undersigned has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

3. that the undersigned has cast the same vote with respect to all Class 4 General Unsecured Claim(s) in a single Class; and

4. that no other Ballots with respect to the amount of the Class 4 General Unsecured Claim(s) identified in Item 1 above have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Signature:_____

Name of Claimant (print/type):_____

Federal Tax I.D. or Social Security Number of Claimant:_____

Name/Title of Signatory:_____

If signed by authorized agent, name/title of agent:_____

Telephone Number:_____

Dated:_____

ANNEX A

Section VII.F of the Plan provides for, among other things, the following:

Exculpation

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to, or arising out of, postpetition conduct within the Chapter 11 Cases, the Disclosure Statement, the Plan, the Asset Sales or any Dissolution Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement or the Plan, the Asset Sales, postpetition conduct within the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a Final Order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan.

Notwithstanding anything herein to the contrary, nothing in the foregoing paragraph shall exculpate any Person or Entity from any liability resulting from any act or omission constituting fraud, willful misconduct, gross negligence, criminal conduct, malpractice, misuse of commercially sensitive confidential information for competitive purposes that causes damages, or ultra vires acts as determined by a Final Order.

Releases

a. Releases by the Debtors

On and after the Effective Date, each Released Party is deemed released and discharged by the Debtors and their Estates from any and all Claims and Causes of Action, including any derivative claims asserted on behalf of the Debtors (excluding, for the avoidance of doubt, any Challenge brought pursuant to the terms of the Final DIP Order), that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.a: (i) do not release any post-Effective Date obligations of any party or Entity under the Plan, any Dissolution Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

b. Releases by Holders of Claims and Interests

As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the Debtors (excluding, for the avoidance of doubt, any Challenge brought pursuant to the terms of the Final DIP Order), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.b: (i) do not release any post-Effective Date obligations of any party or Entity under the Plan, any Dissolution Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

Injunction

Except as otherwise expressly provided in the Plan or for Distributions required to be paid or delivered pursuant to the Plan or the Confirmation Order, all Entities that have held, hold, or may hold Claims or Interests that have been released pursuant to the Plan, or are subject to exculpation pursuant to section VII.F.3 of the Plan, are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Released Parties or the Exculpated Parties (to the extent of the exculpation provided pursuant to section VII.F.3 of the Plan with respect to the Exculpated Parties): (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any Lien or encumbrance of any kind against such Entities or the property or the Estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; and (d) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released pursuant to the Plan.

The Plan defines "Exculpated Parties" as follows:

"Exculpated Parties" means, collectively, and in each case in its capacity as such: (a) the Debtors; (b) the Creditors' Committee; and (c) with respect to each of the foregoing, such Entities' current and former affiliates, subsidiaries, officers, directors, managers, principals, members, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

The Plan defines "Releasing Parties" as follows:

"Releasing Parties" means collectively, and in each case, in their respective capacities as such: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; (e) all Holders of Claims and Interests that are presumed to accept this Plan; (f) all Holders of Claims and Interests who vote to accept this Plan; (g) all Holders of Claims or Interests that abstain from voting on this Plan and who do not affirmatively opt out of releases provided in the Plan by checking the box on the applicable ballot indicating that they opt out of the releases provided in the Plan; (h) all Holders of Claims or Interests that vote to reject this Plan and do not opt out of the releases in this Plan; (i) each current and former affiliate of each Entity in clauses (a) through (h); and (j) with respect to each Entity in clauses (a) through (i), each such Entity's Representatives.

The Plan defines "Released Parties" as follows:

"Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtors' Representatives.

EXHIBIT 2-A

Notice of Non-Voting Status and Confirmation Hearing for Unimpaired Classes

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

NOTICE OF NON-VOTING STATUS AND CONFIRMATION HEARING FOR UNIMPAIRED CLASSES UNDER DEBTORS' PLAN OF LIQUIDATION

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (a) the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Plan") on October 22, 2019; and (b) the related *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Disclosure Statement") on October 22, 2019.[2]

2. Pursuant to an order of the Bankruptcy Court dated [ ], 2019 (the "Disclosure Statement Order") (Docket No. [ ]), the Disclosure Statement and certain related materials (collectively, the "Solicitation Package") have been approved for solicitation of votes to accept or reject the Plan.

3. **UNDER THE TERMS OF THE PLAN, CLAIM(S) AGAINST OR INTERESTS IN THE DEBTORS IN CLASSES 1 AND 3 ARE UNIMPAIRED, DEEMED TO ACCEPT THE PLAN, AND THUS ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN.** Accordingly, pursuant to the Solicitation Procedures approved in paragraph 5 of the Disclosure Statement Order, you are receiving this Notice in lieu of a Solicitation Package.

4. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge at the

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[2] Capitalized terms used herein but not otherwise defined have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 North Market Street, Wilmington, Delaware 19801 on **December 18, 2019 at 10:00 a.m. (prevailing Eastern time)**. The Confirmation Hearing may be continued from time to time without further notice other than an adjournment announced in open court or a notice of adjournment filed with the Court and served on the entities who have filed objections to the Plan, without further notice to other parties in interest.

5. Requests for copies of the Disclosure Statement and the Plan by parties in interest may be made by writing to FTD Companies, Inc., Ballot Processing c/o Omni Management Group, 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367. Copies of the Disclosure Statement and the Plan (along with exhibits to each as they are filed with the Bankruptcy Court) are available for review, without charge, via the internet at https://omnimgt.com/FTD. Any Plan Supplement Documents will be filed with the Bankruptcy Court on or before November 12, 2019.

6. In connection with confirmation of the Plan, the Debtors are seeking approval of certain releases, including releases of certain non-Debtor entities, that will become effective and binding on the Effective Date in accordance with the terms of the Plan and the Confirmation Order. These releases and related provisions are described in detail in the Disclosure Statement and are set forth in Annex A to this Notice.

7. **Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name, address, telephone number, and email address of the objecting party and the amount and nature of the Claim or Interest of such entity, if any; (d) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is actually received by the following notice parties set forth below no later than November 26, 2019 at 4:00 p.m. (prevailing Eastern time):** (i) counsel for the Debtors, Jones Day, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. (hlennox@jonesday.com) and Thomas A. Wilson, Esq. (tawilson@jonesday.com)), Jones Day, 77 West Wacker, Chicago, Illinois 60601 (Attn: Brad B. Erens, Esq. (bberens@jonesday.com) and Caitlin K. Cahow, Esq. (ccahow@jonesday.com)), and Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 (Attn: Daniel J. DeFranceschi, Esq. (defranceschi@rlf.com) and Brett M. Haywood, Esq. (haywood@rlf.com)); (ii) the Office of the United States Trustee for the District of Delaware, 844 King St., Suite 2207, Wilmington, Delaware 19801, Attn: Timothy J. Fox, Esq. (timothy.fox@usdoj.gov); (iii) counsel to the Creditors' Committee, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178 (Attn: Eric R. Wilson, Esq. (ewilson@kelleydrye.com), Jason R. Adams, Esq. (jadams@kelleydrye.com), Lauren S. Schlussel, Esq. (lschlussel@kelleydrye.com), and Maeghan J. McLoughlin, Esq. (mmcloughlin@kelleydrye.com)), and Benesch Friedlander Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware 19801 (Attn: Jennifer R. Hoover, Esq. (jhoover@beneschlaw.com) and Kevin M. Capuzzi, Esq. (kcapuzzi@beneschlaw.com)); and (iii) counsel to Bank of America, N.A., as administrative agent under both the Debtors' prepetition secured credit facility and postpetition secured credit facility, Moore & Van Allen, PLLC, 100 North Tyron Street, Suite 4700, Charlotte, North Carolina 28202 (Attn: James R.

Langdon, Esq. (jimlangdon@mvalaw.com)), and Buchanan Ingersoll & Rooney PC, 919 N. Market Street, Suite 990, Wilmington, Delaware 19801, (Attn: Mary F. Caloway, Esq. (mary.caloway@bipc.com)).

8. If you wish to challenge the Debtors' classification of your Claim in Classes 1 or 3, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a "Rule 3018 Motion"), for an order classifying your Claim in a different class and serve such Rule 3018 Motion on the Debtors so that it is received on or before **4:00 p.m. (prevailing Eastern time) on November 12, 2019**. Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

Dated: October [__], 2019
Wilmington, Delaware

Respectfully submitted,

/s/

Daniel J. DeFranceschi (No. 2732)
Paul N. Heath (No. 3704)
Brett M. Haywood (No. 6166)
Megan E. Kenney (No. 6426)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
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Telephone: (302) 651-7700
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Email: defranceschi@rlf.com
heath@rlf.com
haywood@rlf.com
kenney@rlf.com

-and-

Heather Lennox (admitted *pro hac vice*)
Thomas A. Wilson (admitted *pro hac vice*)
JONES DAY
901 Lakeside Avenue
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Telephone: (216) 586-3939
Facsimile: (216) 579-0212
Email: hlennox@jonesday.com
tawilson@jonesday.com

Brad B. Erens (admitted *pro hac vice*)
Caitlin K. Cahow (admitted *pro hac vice*)
JONES DAY
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Chicago, Illinois 60601
Telephone: (312) 782-3939
Facsimile: (312) 782-8585
Email: bberens@jonesday.com
ccahow@jonesday.com

ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

ANNEX A

EXCULPATION

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to, or arising out of, postpetition conduct within the Chapter 11 Cases, the Disclosure Statement, the Plan, the Asset Sales or any Dissolution Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement or the Plan, the Asset Sales, postpetition conduct within the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a Final Order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan.

Notwithstanding anything herein to the contrary, nothing in the foregoing paragraph shall exculpate any Person or Entity from any liability resulting from any act or omission constituting fraud, willful misconduct, gross negligence, criminal conduct, malpractice, misuse of commercially sensitive confidential information for competitive purposes that causes damages, or ultra vires acts as determined by a Final Order.

RELEASES BY DEBTORS

On and after the Effective Date, each Released Party is deemed released and discharged by the Debtors and their Estates from any and all Claims and Causes of Action, including any derivative claims asserted on behalf of the Debtors (excluding, for the avoidance of doubt, any Challenge brought pursuant to the terms of the Final DIP Order), that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.a: (i) do not release any post-Effective Date obligations of any party or Entity under the Plan, any Dissolution Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

RELEASES BY HOLDERS OF CLAIMS

As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the Debtors (excluding, for the avoidance of doubt, any Challenge brought pursuant to the terms of the Final DIP Order), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.b: (i) do not release any post-Effective Date obligations of any party or Entity under the Plan, any Dissolution Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

INJUNCTION RELATED TO RELEASES

Except as otherwise expressly provided in the Plan or for Distributions required to be paid or delivered pursuant to the Plan or the Confirmation Order, all Entities that have held, hold, or may hold Claims or Interests that have been released pursuant to the Plan, or are subject to exculpation pursuant to section VII.F.3 of the Plan, are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Released Parties or the Exculpated Parties (to the extent of the exculpation provided pursuant to section VII.F.3 of the Plan with respect to the Exculpated Parties): (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any Lien or encumbrance of any kind against such Entities or the property or the Estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; and (d) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released pursuant to the Plan.

The Plan defines "Exculpated Parties" as follows:

"Exculpated Parties" means, collectively, and in each case in its capacity as such: (a) the Debtors; (b) the Creditors' Committee; and (c) with respect to each of the foregoing, such Entities' current and former affiliates, subsidiaries, officers, directors, managers, principals, members, agents, advisory board

members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

The Plan defines "Releasing Parties" as follows:

"Releasing Parties" means collectively, and in each case, in their respective capacities as such: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; (e) all Holders of Claims and Interests that are presumed to accept this Plan; (f) all Holders of Claims and Interests who vote to accept this Plan; (g) all Holders of Claims or Interests that abstain from voting on this Plan and who do not affirmatively opt out of releases provided in the Plan by checking the box on the applicable ballot indicating that they opt out of the releases provided in the Plan; (h) all Holders of Claims or Interests that vote to reject this Plan and do not opt out of the releases in this Plan; (i) each current and former affiliate of each Entity in clauses (a) through (h); and (j) with respect to each Entity in clauses (a) through (i), each such Entity's Representatives.

The Plan defines "Released Parties" as follows:

"Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtors' Representatives.

EXHIBIT 2-B

Notice of Non-Voting Status and Confirmation Hearing for Class 5

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[10]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

NOTICE OF NON-VOTING STATUS AND CONFIRMATION HEARING FOR CLASS 5 UNDER DEBTORS' PLAN OF LIQUIDATION

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (a) the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Plan") on October 22, 2019; and (b) the related *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Disclosure Statement") on October 22, 2019.[11]

2. Pursuant to an order of the Bankruptcy Court dated [ ], 2018 (the "Disclosure Statement Order") (Docket No. [ ]), the Disclosure Statement and certain related materials (collectively, the "Solicitation Package") have been approved for solicitation of votes to accept or reject the Plan.

3. **UNDER THE TERMS OF THE PLAN, INTERESTS IN THE DEBTORS ARE BEING CANCELLED. CLAIMS AGAINST OR INTERESTS IN THE DEBTORS IN CLASS 5 ARE DEEMED TO REJECT THE PLAN BECAUSE THEY ARE RECEIVING NO PROPERTY UNDER THE PLAN, AND THUS ARE NOT ENTITLED TO VOTE ON THE PLAN.** Accordingly, pursuant to the Solicitation Procedures approved at paragraph 5 of the Disclosure Statement Order, as the Holder of an Interest in the Debtors, you are receiving this Notice in lieu of a Solicitation Package.

[10] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[11] Capitalized terms used herein but not otherwise defined have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

4. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge at the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 North Market Street, Wilmington, Delaware 19801 on **December 18, 2019 at 10:00 a.m. (prevailing Eastern time)**. The Confirmation Hearing may be continued from time to time without further notice other than an adjournment announced in open court or a notice of adjournment filed with the Court and served on the entities who have filed objections to the Plan, without further notice to other parties in interest.

5. Requests for copies of the Disclosure Statement and the Plan by parties in interest may be made by writing to FTD Companies, Inc., Ballot Processing c/o Omni Management Group, 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367. Copies of the Disclosure Statement and the Plan (along with exhibits to each as they are filed with the Bankruptcy Court) and the Motion are available for review, without charge, via the internet at https://omnimgt.com/FTD. Any Plan Supplement Documents will be filed with the Bankruptcy Court on or before November 12, 2019.

6. **Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name, address, telephone number and email address of the objecting party and the amount and nature of the Claim or Interest of such entity, if any; (d) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is actually received by the following notice parties set forth below no later than November 26, 2018 at 4:00 p.m. (prevailing Eastern time):** (i) counsel for the Debtors, Jones Day, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. (hlennox@jonesday.com) and Thomas A. Wilson, Esq. (tawilson@jonesday.com)), Jones Day, 77 West Wacker, Chicago, Illinois 60601 (Attn: Brad B. Erens, Esq. (bberens@jonesday.com) and Caitlin K. Cahow, Esq. (ccahow@jonesday.com)), and Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 (Attn: Daniel J. DeFranceschi, Esq. (defranceschi@rlf.com) and Brett M. Haywood, Esq. (haywood@rlf.com)); (ii) the Office of the United States Trustee for the District of Delaware, 844 King St., Suite 2207, Wilmington, Delaware 19801, Attn: Timothy J. Fox, Esq. (timothy.fox@usdoj.gov); (iii) counsel to the Creditors' Committee, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178 (Attn: Eric R. Wilson, Esq. (ewilson@kelleydrye.com), Jason R. Adams, Esq. (jadams@kelleydrye.com), Lauren S. Schlussel, Esq. (lschlussel@kelleydrye.com), and Maeghan J. McLoughlin, Esq. (mmcloughlin@kelleydrye.com)), and Benesch Friedlander Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware 19801 (Attn: Jennifer R. Hoover, Esq. (jhoover@beneschlaw.com) and Kevin M. Capuzzi, Esq. (kcapuzzi@beneschlaw.com)); and (iii) counsel to Bank of America, N.A., as administrative agent under both the Debtors' prepetition secured credit facility and postpetition secured credit facility, Moore & Van Allen, PLLC, 100 North Tyron Street, Suite 4700, Charlotte, North Carolina 28202 (Attn: James R. Langdon, Esq. (jimlangdon@mvalaw.com)), and Buchanan Ingersoll & Rooney PC, 919 N. Market Street, Suite 990, Wilmington, Delaware 19801, (Attn: Mary F. Caloway, Esq. (mary.caloway@bipc.com)).

Dated: October [__], 2019
Wilmington, Delaware

Respectfully submitted,

/s/

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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT 3

Proposed Tabulation Rules

TABULATION RULES

These tabulation rules (the "Tabulation Rules") have been approved by the Bankruptcy Court and are being proposed to streamline the process of tabulating acceptances of the Plan, in accordance with the *Order (I) Approving Disclosure Statement, (II) Approving Form and Manner of Service of Notice Thereof, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Chapter 11 Plan of Liquidation, (IV) Scheduling Hearing on Confirmation of Chapter 11 Plan of Liquidation, and (V) Granting Related Relief* (the "Disclosure Statement Order"),[1] to which these procedures are annexed:

1. Unless otherwise provided in these Tabulation Rules, a Claim will be deemed Allowed for voting purposes only in the amount equal to the fixed or liquidated amount claimed by the Holder of such Claim in any timely filed proof of claim. Any additional contingent or unliquidated amounts claimed on such proof of claim will be disallowed for voting purposes. Notwithstanding any other provision contained herein, if a Claim is deemed Allowed in accordance with the Plan or pursuant to an agreement or settlement with the Debtors, and approved by, or under the authority of, the Bankruptcy Court, such Claim will be Allowed for voting purposes in the deemed Allowed amount set forth in the Plan or such agreement or settlement, if any.

2. If a Claim for which a proof of claim has been timely filed is asserted as wholly contingent, unliquidated, or disputed and/or does not otherwise specify a fixed, noncontingent, undisputed, or liquidated amount, such Claim will be temporarily allowed for voting purposes in the amount of $1.00.

[1] Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Disclosure Statement Order.

3. If a Claim is listed in the Debtors' Schedules in an amount greater than $0.00, is not listed as contingent, unliquidated, or disputed, and as to which no proof of claim was timely filed, such Claim will be allowed for voting purposes in the scheduled amount.

4. If a Claim is (a) either (i) not listed in the Schedules or (ii) listed in the Schedules as contingent, unliquidated, or disputed, or liquidated in the amount of $0.00 and (b) a proof of Claim was not timely filed or deemed timely filed by an order of the Court, unless the Debtors have consented otherwise in writing, such Claim will be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c)(2).

5. If a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, or by an agreement between the Debtors and the creditor (an "Estimation Agreement"), such Claim will be temporarily allowed for voting purposes in the amount so estimated or allowed. The following shall apply to Estimation Agreements:

With respect to any Estimation Agreement, the Debtors, no later than 14 days before the Confirmation Hearing, must file a notice of such agreement (an "Estimation Notice") with the Bankruptcy Court and serve such Estimation Notice on the affected creditor and the following parties (collectively, the "Notice Parties"): (i) the Office of the United States Trustee for the District of Delaware, 844 King St., Suite 2207, Wilmington, Delaware 19801, Attn: Timothy J. Fox, Esq. (timothy.fox@usdoj.gov); (ii) counsel to the Creditors' Committee, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178 (Attn: Eric R. Wilson, Esq. (ewilson@kelleydrye.com), Jason R. Adams, Esq. (jadams@kelleydrye.com), Lauren S. Schlussel, Esq. (lschlussel@kelleydrye.com), and Maeghan J. McLoughlin, Esq. (mmcloughlin@kelleydrye.com)), and Benesch Friedlander Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware 19801 (Attn: Jennifer R. Hoover, Esq. (jhoover@beneschlaw.com) and Kevin M. Capuzzi, Esq. (kcapuzzi@beneschlaw.com)); and (ii) counsel to Bank of America, N.A., as administrative agent under both the Debtors' prepetition secured credit facility and postpetition secured credit facility, Moore & Van Allen, PLLC, 100 North Tyron Street, Suite 4700, Charlotte, North Carolina 28202 (Attn: James R. Langdon, Esq. (jimlangdon@mvalaw.com)), and Buchanan Ingersoll & Rooney PC, 919

N. Market Street, Suite 990, Wilmington, Delaware 19801, (Attn: Mary F. Caloway, Esq. (mary.caloway@bipc.com)).

Each Estimation Notice: (i) shall describe the pertinent terms of the Estimation Agreement to which it pertains (including the amount(s) in which the applicable Claim(s) will be temporarily allowed for voting purposes); and (ii) provide that the Notice Parties may file written objections to such Estimation Agreement (an "Estimation Objection") and serve such objection on the Notice Parties no later than seven days after service of the Estimation Notice (the "Estimation Objection Deadline").

If no Estimation Objection is filed and served by the Estimation Objection Deadline with respect to a particular Estimation Agreement, the Claim(s) addressed in such Estimation Agreement will be temporarily allowed for voting purposes as set forth in the Estimation Agreement without further action of the parties or the Bankruptcy Court.

If an Estimation Objection is timely filed and served, and such Estimation Objection is not resolved consensually by the parties, the Debtors may schedule such Estimation Objection and the relevant Estimation Agreement, on not less than seven days' notice, for any omnibus hearing before the Court or for the Confirmation Hearing. Along with any notice of hearing on a contested Estimation Agreement, the Debtors may file additional briefing in support of the agreement (a "Supplemental Brief"), and the party that filed the Estimation Objection will have three business days from the service of the Supplemental Brief to file with the Court and serve on the Debtors a response to the Supplemental Brief. After the hearing, the Claim(s) addressed in the relevant Estimation Agreement will be temporarily allowed for voting purposes in accordance with the order of the Court resolving the matter.

6. If the Debtors have filed and served an objection to a Claim for voting or other purposes at least 14 days before the Voting Deadline, such Claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection. For the avoidance of doubt, if the objection seeks to disallow and/or expunge the Claim in its entirety, such Claim will be disallowed for voting purposes. If an objection does not identify the proposed amount of a Claim (e.g., if the Claim remains subject to estimation or liquidation), then such Claim will be temporarily allowed in the amount of $1.00.

7. The temporary allowance of Claims for voting purposes shall not constitute an allowance of such Claims for any other purposes, and shall be without prejudice to the rights of the Debtors and other parties in interest in any other context, including the right to contest the amount, validity or classification of any Claim for purposes of allowance and/or distribution under the Plan. If the Holder of a Claim wishes to challenge either (a) the classification of such Claims or (b) the allowance of such Claim for voting purposes in accordance with the Tabulation Rules, the Holder must file a motion pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018 Motion"), for an order temporarily allowing such Claim in a different amount or classification for purposes of voting to accept or reject the Plan and must serve such motion on the Debtors so that it is received on or before 4:00 p.m. (prevailing Eastern time) on the later of (a) November 12, 2019 and (b) the tenth business day after the Debtors file an objection to such claimant's claim, if any. Unless the Court orders otherwise, a Claim shall not be counted for voting purposes in excess of the amount determined in accordance with these Tabulation Rules (regardless of the amount set forth on the Ballot).

8. If a proof of claim has been amended by a later proof of claim filed before the applicable bar date, only the later filed proof of Claim will be used for the purposes of these Tabulation Rules, and the earlier filed proof of Claim will be disallowed for voting purposes, regardless of whether the Debtors have objected to such superseded proof of claim.

9. If, after a reasonable review, the Voting Agent determines that a creditor has filed duplicative proofs of claim, only one such proof of claim will be used for the purposes of these Tabulation Rules regardless of whether the Debtors have objected to such duplicative proof of claim.

10. Ballots may be submitted via electronic, online transmissions, solely through https://omnimgt.com/FTD (the "Voting Portal"). The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted through the Voting Portal and the creditor's electronic signature will be deemed to be immediately legally valid and effective.

11. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, all Claims held by a single creditor in a particular Class (even where voted on separate Ballots) will be aggregated (based on the reasonable efforts of the Debtors and the Voting Agent) as if such creditor held one Claim in such Class, and all of such creditor's votes in the relevant Class will be treated as a single vote to accept or reject the Plan (as applicable).

12. If any portion of a Claim has been transferred, the Holders of all portions of such Claim will be (a) treated as a single creditor for purposes of the numerosity requirement in section 1126(c) of the Bankruptcy Code (and for other voting and solicitation procedures set forth herein) and (b) required to vote every portion of such Claim collectively to either accept or reject the Plan.

13. If a creditor casts more than one Ballot voting the same Claim before the Voting Deadline, the latest properly executed Ballot received before the Voting Deadline will be deemed to reflect the voter's intent and, thus, will supersede any prior Ballots.

14. Creditors are required to vote all of their Claims within a particular Class either to accept or reject the Plan and may not split their vote.

15. In the event that (a) any Ballot, (b) a group of Ballots received from a single creditor with respect to Claims in the same Class, or (c) a group of Ballots received from

the Holders of multiple portions of a single Claim partially rejects and partially accepts the Plan, such Ballots will not be counted.

16. Any proof of claim filed for $0.00 will not be entitled to vote.

17. Any proof of claim not asserted in U.S. dollars will be allowed for voting purposes in the amount of $1.00.

18. The Debtors, in their reasonable discretion, and subject to any order of the Court, may (a) waive any defect in any Ballot at any time, either before or after the Voting Deadline and without notice and (b) reject any Ballot as invalid, and therefore, decline to utilize it in connection with confirmation of the Plan; provided, however, that such invalid Ballots will be documented in the voting results filed with the Court.

EXHIBIT C

Confirmation Hearing Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

NOTICE OF (A) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT PLAN OF LIQUIDATION, (B) HEARING TO CONSIDER CONFIRMATION OF PLAN OF LIQUIDATION AND (C) RELATED MATTERS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 22, 2019, GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (a) the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Plan"); and (b) the related *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Disclosure Statement").[2]

2. Pursuant to an order of the Bankruptcy Court dated [ ], 2018 (the "Disclosure Statement Order") (Docket No. [ ]), the Disclosure Statement and certain related materials (collectively, the "Solicitation Package") have been approved for solicitation of votes to accept or reject the Plan.

Confirmation Hearing

3. A hearing to consider the confirmation of the Plan (the "Confirmation Hearing") will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801, on **December 18, 2019 at 10:00 a.m. (prevailing Eastern time).** The Confirmation Hearing may

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[2] References to Exhibits and capitalized terms not otherwise defined in this Notice have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

be continued from time to time without further notice other than an adjournment announced in open court or a notice of adjournment filed with the Court and served on the entities who have filed objections to the Plan, without further notice to other parties in interest.

Voting

4. Pursuant to the Disclosure Statement Order, the Bankruptcy Court approved certain procedures for tabulation of votes to accept or reject the Plan. If you are the Holder of a Claim against one of the Debtors as of October 23, 2019 (the record date as established by the Disclosure Statement Order) in Class 2 or 4, you have received with this Notice a ballot form (a "Ballot") and voting instructions appropriate for your Claim, as well as a copy of the Disclosure Statement and related solicitation materials. The following procedures apply with respect to voting 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 and return the completed Ballot to the address indicated on the Ballot or by the means set forth on the Ballot **so that it is received by 5:00 p.m., prevailing Eastern time, on November 26, 2019** (the "Voting Deadline"). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote. ***You are encouraged to read the voting instructions carefully and review the Disclosure Statement before you vote.***

Your Claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with the tabulation rules approved by the Bankruptcy Court in the Disclosure Statement Order (collectively, the "Tabulation Rules").

The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtors in any other context, including the right of the Debtors to contest the amount, validity or classification of any Claim for purposes of allowance and distribution under the Plan. If you wish to challenge (i) the classification of your Claim or (ii) the allowance of your Claim for voting purposes in accordance with the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan (a "Rule 3018 Motion") and serve such motion on the Debtors so that it is received on or before 4:00 p.m. (prevailing Eastern time) on the later of (a) November 12, 2019 and (b) the tenth business day after the Debtors file an objection to your Claim, if any. Such motion will, to the extent necessary, be heard at the Confirmation Hearing. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Rules.

Request for Copies of Documents

5. Requests for copies of the Disclosure Statement and the Plan by parties in interest may be made by writing to FTD Companies, Inc., Ballot Processing c/o Omni Management Group 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367. Copies of the

Disclosure Statement and the Plan (along with exhibits to each as they are filed with the Bankruptcy Court) and the Motion are available for review, without charge, via the internet at https://omnimgt.com/FTD. Any Plan Supplement Documents will be filed with the Bankruptcy Court on or before November 12, 2019.

Releases

6. In connection with confirmation of the Plan, the Debtors are seeking approval of certain releases, including releases of certain non-Debtor entities, that will become effective and binding on the Effective Date in accordance with the terms of the Plan and the Confirmation Order. These releases and related provisions are described in detail in the Disclosure Statement and are set forth in Annex A to this Notice.

Executory Contracts and Unexpired Leases

7. On the Effective Date, except as otherwise provided herein, each of the Debtors' Executory Contracts and Unexpired Leases not previously assumed or rejected pursuant to an order of the Bankruptcy Court shall be deemed rejected as of the Effective Date in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code except any Executory Contract or Unexpired Lease (a) identified on **Exhibit G** to the Plan (which shall be filed as part of the Plan Supplement) as an Executory Contract or Unexpired Lease designated for assumption, (b) which is the subject of a separate motion or notice to assume or reject filed by the Debtors and pending as of the Confirmation Hearing, (c) that previously expired or terminated pursuant to its own terms or (d) that was previously assumed by any of the Debtors.

Objections to the Plan

8. Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules of Bankruptcy Practice & Procedure of the United States Bankruptcy Court for the District of Delaware; (c) state the name, address, telephone number, and email address of the objecting party and the amount and nature of the Claim or Interest of such entity, if any; (d) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e**) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is actually received by the following notice parties set forth below no later than November 26, 2019 at 4:00 p.m. (prevailing Eastern time):** (i) counsel for the Debtors, Jones Day, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. (hlennox@jonesday.com) and Thomas A. Wilson, Esq. (tawilson@jonesday.com)), Jones Day, 77 West Wacker, Chicago, Illinois 60601 (Attn: Brad B. Erens, Esq. (bberens@jonesday.com) and Caitlin K. Cahow, Esq. (ccahow@jonesday.com)), and Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 (Attn: Daniel J. DeFranceschi, Esq. (defranceschi@rlf.com) and Brett M. Haywood, Esq. (haywood@rlf.com)); (ii) the Office of the United States Trustee for the District of Delaware, 844 King St., Suite 2207, Wilmington, Delaware 19801, Attn: Timothy J. Fox, Esq. (timothy.fox@usdoj.gov); (iii) counsel to the Creditors' Committee, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178 (Attn: Eric R. Wilson, Esq. (ewilson@kelleydrye.com), Jason R. Adams,

Esq. (jadams@kelleydrye.com), Lauren S. Schlussel, Esq. (lschlussel@kelleydrye.com), and Maeghan J. McLoughlin, Esq. (mmcloughlin@kelleydrye.com)), and Benesch Friedlander Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware 19801 (Attn: Jennifer R. Hoover, Esq. (jhoover@beneschlaw.com) and Kevin M. Capuzzi, Esq. (kcapuzzi@beneschlaw.com)); and (iii) counsel to Bank of America, N.A., as administrative agent under both the Debtors' prepetition secured credit facility and postpetition secured credit facility, Moore & Van Allen, PLLC, 100 North Tyron Street, Suite 4700, Charlotte, North Carolina 28202 (Attn: James R. Langdon, Esq. (jimlangdon@mvalaw.com)), and Buchanan Ingersoll & Rooney PC, 919 N. Market Street, Suite 990, Wilmington, Delaware 19801, (Attn: Mary F. Caloway, Esq. (mary.caloway@bipc.com)).

Dated: October [__], 2019
Wilmington, Delaware

Respectfully submitted,

/s/

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Brett M. Haywood (No. 6166)
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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

ANNEX A

EXCULPATION

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to, or arising out of, postpetition conduct within the Chapter 11 Cases, the Disclosure Statement, the Plan, the Asset Sales or any Dissolution Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement or the Plan, the Asset Sales, postpetition conduct within the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a Final Order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan.

Notwithstanding anything herein to the contrary, nothing in the foregoing paragraph shall exculpate any Person or Entity from any liability resulting from any act or omission constituting fraud, willful misconduct, gross negligence, criminal conduct, malpractice, misuse of commercially sensitive confidential information for competitive purposes that causes damages, or ultra vires acts as determined by a Final Order.

RELEASES BY DEBTORS

On and after the Effective Date, each Released Party is deemed released and discharged by the Debtors and their Estates from any and all Claims and Causes of Action, including any derivative claims asserted on behalf of the Debtors (excluding, for the avoidance of doubt, any Challenge brought pursuant to the terms of the Final DIP Order), that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.a: (i) do not release any post-Effective Date obligations of any party or Entity under the Plan, any Dissolution Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

RELEASES BY HOLDERS OF CLAIMS

As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the Debtors (excluding, for the avoidance of doubt, any Challenge brought pursuant to the terms of the Final DIP Order), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a Debtor and another Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing paragraph, the releases and discharges set forth in this Section VII.F.3.b: (i) do not release any post-Effective Date obligations of any party or Entity under the Plan, any Dissolution Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; and (ii) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases herein, which includes by reference each of the related provisions and definitions contained herein.

INJUNCTION RELATED TO RELEASES

Except as otherwise expressly provided in the Plan or for Distributions required to be paid or delivered pursuant to the Plan or the Confirmation Order, all Entities that have held, hold, or may hold Claims or Interests that have been released pursuant to the Plan, or are subject to exculpation pursuant to section VII.F.3 of the Plan, are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Released Parties or the Exculpated Parties (to the extent of the exculpation provided pursuant to section VII.F.3 of the Plan with respect to the Exculpated Parties): (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any Lien or encumbrance of any kind against such Entities or the property or the Estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; and (d) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released pursuant to the Plan.

The Plan defines "Exculpated Parties" as follows:

"Exculpated Parties" means, collectively, and in each case in its capacity as such: (a) the Debtors; (b) the Creditors' Committee; and (c) with respect to each of the foregoing, such Entities' current and former affiliates, subsidiaries, officers, directors, managers, principals, members, agents, advisory board

members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

The Plan defines "Releasing Parties" as follows:

"Releasing Parties" means collectively, and in each case, in their respective capacities as such: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; (e) all Holders of Claims and Interests that are presumed to accept this Plan; (f) all Holders of Claims and Interests who vote to accept this Plan; (g) all Holders of Claims or Interests that abstain from voting on this Plan and who do not affirmatively opt out of releases provided in the Plan by checking the box on the applicable ballot indicating that they opt out of the releases provided in the Plan; (h) all Holders of Claims or Interests that vote to reject this Plan and do not opt out of the releases in this Plan; (i) each current and former affiliate of each Entity in clauses (a) through (h); and (j) with respect to each Entity in clauses (a) through (i), each such Entity's Representatives.

The Plan defines "Released Parties" as follows:

"Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtors' Representatives.

EXHIBIT 2

Blackline

Exhibit 1-A

Proposed Class 2 Ballot

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION FOR THE DEBTORS

CLASS 2 (SECURED LENDER CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M. (PREVAILING EASTERN TIME) ON NOVEMBER 26, 2019

GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [___]) (as the same may be amended or modified, the "Plan"), which is being proposed by the Debtors and which is described in the accompanying *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors*, dated October ~~20~~22, 2019 (as the same may be amended or modified, the "Disclosure Statement"). The United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, as well as certain procedures and materials for the solicitation of votes to accept or reject the Plan, pursuant to the *Order (I) Approving Disclosure Statement, (II) Approving Form and Manner of Service of Notice Thereof, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Chapter 11 Plan of Liquidation and (IV) Scheduling Hearing on Confirmation of Chapter 11 Plan of Liquidation* (Docket No. [___]) (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot[2] because you are a Holder of a Claim in Class 2 as of the Voting Record Date. Accordingly, you have the right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby be made binding on you, whether or not you vote, if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[2] Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

The Plan defines "Exculpated Parties" as follows:

"Exculpated Parties" means, collectively, and in each case in its capacity as such: (a) the Debtors; (b) the Creditors' Committee; and (c) with respect to each of the foregoing, such Entities' current and former affiliates, subsidiaries, officers, directors, managers, principals, members, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

The Plan defines "Releasing Parties" as follows:

"Releasing Parties" means collectively, and in each case, in their respective capacities as such: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; (e) all Holders of Claims and Interests that are presumed to accept this Plan; (f) all Holders of Claims and Interests who vote to accept this Plan; (g) all Holders of Claims or Interests that abstain from voting on this Plan and who do not affirmatively opt out of releases provided in the Plan by checking the box on the applicable ballot indicating that they opt out of the releases provided in the Plan; (h) all Holders of Claims or Interests that vote to reject this Plan and do not opt out of the releases in this Plan; (i) each current and former affiliate of each Entity in clauses (a) through (h); and (j) with respect to each Entity in clauses (a) through (i), each such Entity's Representatives.

The Plan defines "Released Parties" as follows:

"Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; ~~and~~ (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtors' Representatives.

Exhibit 1-B

Proposed Class 4 Ballot

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION FOR THE DEBTORS

CLASS 4 (GENERAL UNSECURED CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M. (PREVAILING EASTERN TIME) ON NOVEMBER 26, 2019

GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [__]) (as the same may be amended or modified, the "Plan"), which is being proposed by the Debtors and which is described in the accompanying *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors*, dated October ~~20~~22, 2019 (as the same may be amended or modified, the "Disclosure Statement"). The United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, as well as certain procedures and materials for the solicitation of votes to accept or reject the Plan, pursuant to the *Order (I) Approving Disclosure Statement, (II) Approving Form and Manner of Service of Notice Thereof, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Chapter 11 Plan of Liquidation and (IV) Scheduling Hearing on Confirmation of Chapter 11 Plan of Liquidation* (Docket No. [_]) (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot[2] because you are a Holder of a Claim in Class 4 as of the Voting Record Date. Accordingly, you have the right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby be made binding on you, whether or not you vote, if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[2] Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

The Plan defines "Exculpated Parties" as follows:

"Exculpated Parties" means, collectively, and in each case in its capacity as such: (a) the Debtors; (b) the Creditors' Committee; and (c) with respect to each of the foregoing, such Entities' current and former affiliates, subsidiaries, officers, directors, managers, principals, members, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

The Plan defines "Releasing Parties" as follows:

"Releasing Parties" means collectively, and in each case, in their respective capacities as such: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; (e) all Holders of Claims and Interests that are presumed to accept this Plan; (f) all Holders of Claims and Interests who vote to accept this Plan; (g) all Holders of Claims or Interests that abstain from voting on this Plan and who do not affirmatively opt out of releases provided in the Plan by checking the box on the applicable ballot indicating that they opt out of the releases provided in the Plan; (h) all Holders of Claims or Interests that vote to reject this Plan and do not opt out of the releases in this Plan; (i) each current and former affiliate of each Entity in clauses (a) through (h); and (j) with respect to each Entity in clauses (a) through (i), each such Entity's Representatives.

The Plan defines "Released Parties" as follows:

"Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; ~~and~~ (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtors' Representatives.

Exhibit 2-A

Notice of Non-Voting Status and Confirmation Hearing for Unimpaired Classes

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

NOTICE OF NON-VOTING STATUS AND CONFIRMATION HEARING FOR UNIMPAIRED CLASSES UNDER DEBTORS' PLAN OF LIQUIDATION

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (a) the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Plan") on October ~~20~~22, 2019; and (b) the related *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Disclosure Statement") on October ~~20~~22, 2019.[2]

2. Pursuant to an order of the Bankruptcy Court dated [ ], 2019 (the "Disclosure Statement Order") (Docket No. [ ]), the Disclosure Statement and certain related materials (collectively, the "Solicitation Package") have been approved for solicitation of votes to accept or reject the Plan.

3. **UNDER THE TERMS OF THE PLAN, CLAIM(S) AGAINST OR INTERESTS IN THE DEBTORS IN CLASSES 1 AND 3 ARE UNIMPAIRED, DEEMED TO ACCEPT THE PLAN, AND THUS ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN.** Accordingly, pursuant to the Solicitation Procedures approved in paragraph 5 of the Disclosure Statement Order, you are receiving this Notice in lieu of a Solicitation Package.

4. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge at the

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[2] Capitalized terms used herein but not otherwise defined have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

The Plan defines "Releasing Parties" as follows:

"Releasing Parties" means collectively, and in each case, in their respective capacities as such: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; (e) all Holders of Claims and Interests that are presumed to accept this Plan; (f) all Holders of Claims and Interests who vote to accept this Plan; (g) all Holders of Claims or Interests that abstain from voting on this Plan and who do not affirmatively opt out of releases provided in the Plan by checking the box on the applicable ballot indicating that they opt out of the releases provided in the Plan; (h) all Holders of Claims or Interests that vote to reject this Plan and do not opt out of the releases in this Plan; (i) each current and former affiliate of each Entity in clauses (a) through (h); and (j) with respect to each Entity in clauses (a) through (i), each such Entity's Representatives.

The Plan defines "Released Parties" as follows:

"Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; ~~and~~ (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtors' Representatives.

Exhibit 2-B

Notice of Non-Voting Status and Confirmation Hearing for Class 5

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[3]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

NOTICE OF NON-VOTING STATUS AND CONFIRMATION HEARING FOR CLASS 5 UNDER DEBTORS' PLAN OF LIQUIDATION

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (a) the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Plan") on October ~~20~~22, 2019; and (b) the related *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Disclosure Statement") on October ~~20~~22, 2019.[4]

2. Pursuant to an order of the Bankruptcy Court dated [ ], 2018 (the "Disclosure Statement Order") (Docket No. [ ]), the Disclosure Statement and certain related materials (collectively, the "Solicitation Package") have been approved for solicitation of votes to accept or reject the Plan.

3. **UNDER THE TERMS OF THE PLAN, INTERESTS IN THE DEBTORS ARE BEING CANCELLED. CLAIMS AGAINST OR INTERESTS IN THE DEBTORS IN CLASS 5 ARE DEEMED TO REJECT THE PLAN BECAUSE THEY ARE RECEIVING NO PROPERTY UNDER THE PLAN, AND THUS ARE NOT ENTITLED TO VOTE ON THE PLAN.** Accordingly, pursuant to the Solicitation Procedures approved at paragraph 5 of the Disclosure Statement Order, as the Holder of an Interest in the Debtors, you are receiving this Notice in lieu of a Solicitation Package.

[3] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[4] Capitalized terms used herein but not otherwise defined have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

Exhibit C

Confirmation Hearing Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GUE Liquidation Companies, Inc., et al.,[1]	:	Case No. 19-11240 (LSS)
Debtors.	:	(Jointly Administered)

NOTICE OF (A) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT PLAN OF LIQUIDATION, (B) HEARING TO CONSIDER CONFIRMATION OF PLAN OF LIQUIDATION AND (C) RELATED MATTERS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October ~~20~~22, 2019, GUE Liquidation Companies, Inc. (*f/k/a* FTD Companies, Inc.) and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (a) the *First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Plan"); and (b) the related *Disclosure Statement for First Amended Joint Plan of Liquidation for the Debtors* (Docket No. [ ]) (as the same may be amended or modified, the "Disclosure Statement").[2]

2. Pursuant to an order of the Bankruptcy Court dated [ ], 2018 (the "Disclosure Statement Order") (Docket No. [ ]), the Disclosure Statement and certain related materials (collectively, the "Solicitation Package") have been approved for solicitation of votes to accept or reject the Plan.

Confirmation Hearing

3. A hearing to consider the confirmation of the Plan (the "Confirmation Hearing") will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801, on **December 18, 2019 at 10:00 a.m. (prevailing Eastern time).** The Confirmation Hearing may

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): GUE Liquidation Companies, Inc. (5852); Bloom That, Inc. (9936); GUE Liquidation Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); GUE Liquidation, Inc. (1271); GUE Liquidation.CA, Inc. (7556); GUE Liquidation.COM Inc. (4509); GUE Liquidation Group, Inc. (9190); GUE Liquidation Mobile, Inc. (7423); GUE Liquidation Giftco, LLC (5832); Provide Cards, Inc. (3462); GUE Liquidation Commerce LLC (0019); and GUE Liquidation Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

[2] References to Exhibits and capitalized terms not otherwise defined in this Notice have the meanings given to them in the Plan and the Disclosure Statement Order, as applicable.

members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

The Plan defines "Releasing Parties" as follows:

"Releasing Parties" means collectively, and in each case, in their respective capacities as such: (a) the Debtors; (b) the Secured Parties; (c) the DIP Secured Parties; (d) the Creditors' Committee; (e) all Holders of Claims and Interests that are presumed to accept this Plan; (f) all Holders of Claims and Interests who vote to accept this Plan; (g) all Holders of Claims or Interests that abstain from voting on this Plan and who do not affirmatively opt out of releases provided in the Plan by checking the box on the applicable ballot indicating that they opt out of the releases provided in the Plan; (h) all Holders of Claims or Interests that vote to reject this Plan and do not opt out of the releases in this Plan; (i) each current and former affiliate of each Entity in clauses (a) through (h); and (j) with respect to each Entity in clauses (a) through (i), each such Entity's Representatives.

The Plan defines "Released Parties" as follows:

"Released Parties" means collectively, and in each case, in their respective capacities as such: (a) the Secured Parties; (b) the DIP Secured Parties; (c) the Creditors' Committee; ~~and~~ (d) with respect to (a) through (c), such Entities' Representatives; and (e) the Debtors' Representatives.