

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In re:	)	Chapter 11
Please Touch Museum,	)	Case No. 15-16558 (JKF)
Debtor.	)	

**ORDER APPROVING: (I) DISCLOSURE STATEMENT; (II) PROCEDURES FOR THE SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN; AND (III) RELATED NOTICE AND OBJECTION PROCEDURES**

Upon the motion (the "Motion"<sup>1</sup>) of the above-captioned debtor and debtor-in-possession (the "Debtor") for the entry of an order approving: (1) the Disclosure Statement; (2) procedures for the solicitation and tabulation of votes to accept or reject the Plan; and (3) related notice and objection procedures; it appearing that the relief requested in the Motion is in the best interests of the Debtor, its estate, and other parties in interest; the Court having jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Debtor having filed with the Court the Disclosure Statement and the Plan; the Disclosure Statement Hearing Notice having been served on the Debtor's creditors and interest holders; the Court having reviewed the Disclosure Statement, the Motion, the papers in support thereof and the responses thereto, if any; and upon such documents and the record established at the Disclosure Statement hearing, the Court having found and determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein and that the relief requested in the Motion is in the best interests of the Debtor, its estate and creditors; and after due deliberation and sufficient cause appearing therefore;

<sup>1</sup> Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Motion.

**IT IS HEREBY FOUND THAT:**

A. The Disclosure Statement Hearing Notice was properly served upon the Debtor's creditors and interest holders.

B. The Disclosure Statement filed in this Chapter 11 Case on January 26, 2016 (as the same may have been amended and/or revised from time to time, including as set forth on the record at the Disclosure Statement hearing) (the "Disclosure Statement") contains "adequate information" within the meaning of section 1125 of the Bankruptcy Code. The Debtor shall file the version of the Plan and Disclosure Statement distributed to creditors and parties in interest on the docket on or before February 3, 2016.

C. The form of notice of non-voting status ("Notice of Non-Voting Status") to be sent to holders of claims and interests in Classes 1, 4, and 5, substantially in the form annexed hereto as **Exhibit 1**, complies with Bankruptcy Rule 3017, and adequately addresses the particular needs of this Chapter 11 Case.

D. The forms of the Ballots annexed hereto as **Exhibit 2** are substantially consistent with Official Bankruptcy Form No. 314, adequately address the particular needs of the Chapter 11 Case, and are appropriate for each Class of Claims entitled to vote to accept or reject the Plan.

E. The Ballots require the furnishing of sufficient information to assure that duplicate Ballots are not submitted and tabulated and that Ballots reflect the votes of creditors, beneficial owners of the Bonds, and equity holders.

F. Ballots need not be provided to the Holders of Claims in Classes 1, 2, 4, and 5 because the Plan provides that such Classes are unimpaired and, therefore, deemed to accept the Plan.

G. Ballots need not be provided to the Holders of Interests in Class 7 because the Plan provides that such Class of Interests is unimpaired.

H. The period set forth below during which the Debtor may solicit acceptances to the Plan is a reasonable and adequate period of time for creditors to make an informed decision to accept or reject the Plan.

I. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion, before the Court, and below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

J. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit 3**, the procedures set forth below for providing notice to all creditors and parties in interest of the time, date and place of the Confirmation Hearing, and the contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is granted, except as may be otherwise provided herein.
2. The Disclosure Statement is approved.
3. As set forth in the Order Establishing Voting Record Date [Docket No. 270], **January 27, 2016** has been established as the Voting Record Date for purposes of this Order and determining the beneficial owners of the Bonds and the holders of claims in Class 6 who are entitled to vote for or against the Plan.
4. On or before **February 4, 2016** (the "Solicitation Date"), the Debtor is directed to distribute or cause to be distributed Solicitation Packages to beneficial owners of the Bonds as of

the Voting Record Date (with respect to Class 3) and to Holders of Claims in Class 6 (together, the “Voting Classes”).

5. The Solicitation Packages shall contain copies of: (a) a cover letter describing the contents of the Solicitation Package; (b) this “Approval Order” (without exhibits); (c) the Confirmation Hearing Notice (as defined below); (d) for beneficial owners of the Bonds as of the Voting Record Date and/or for their Nominees (defined below), as applicable, appropriate forms of Beneficial Bondholder Ballots(s) and Master Ballot(s), together with a pre-addressed, postage prepaid return envelope addressed (i) for Beneficial Bondholder Ballots, to the Bondholder’s Nominee or (ii) for Master Ballots, to the Voting Agent at the address following in section (e) of this paragraph; (e) for Holders of Claims in Class 6, an appropriate form of Ballot together with a pre-addressed, postage prepaid return envelope addressed to the Please Touch Museum Voting Agent c/o RUST OMNI, 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367; and (f) the Disclosure Statement (together with the Plan annexed thereto and all other appendices, whether by paper copy or by CD-ROM).

6. Each nominee firm (brokerage firm, bank, trust company, and/or other financial institutions) (each, a “Nominee”) holding the Bonds on behalf of beneficial owners shall, and is directed to, promptly provide to Rust Omni the following information (all information pertaining to ownership of the Bonds and to Bondholders, including without limitation that information described below and that information included in the forms of Beneficial Bondholder Ballot and Master Ballot, collectively, “Beneficial Owner Information”), all as of the Voting Record Date:

- a) total principal amount of Bonds held by each Nominee;
- b) identity of the Nominee; and
- c) customer account numbers.

7. With respect to additional Nominees (such as respondent banks and brokerage firms for which such Nominee acts as clearing agent) on whose behalf they hold the Bonds, each Nominee also shall be required promptly to (1) transmit to such additional Nominees a copy of this Court's order mandating that Nominees provide Beneficial Owner Information to Rust Omni, and (2) request that such additional Nominees provide Beneficial Owner information to Rust Omni.

8. The Beneficial Owner Information and all information pertaining to the Bonds and the Bondholders shall be held strictly confidential by Rust Omni. Rust Omni shall not release any Beneficial Owner Information to any party unless U.S. Bank National Association (as Indenture Trustee) gives its written consent, or unless Rust Omni is so ordered by the Court. If Rust Omni does provide Beneficial Owner Information to any party, in that event such party and its counsel shall hold all Beneficial Owner Information strictly confidential.

9. The form of Notice of Non-Voting Status substantially in the form annexed hereto as **Exhibit 1** is approved and shall be distributed to Holders, as of the Voting Record Date, of unimpaired Claims in Classes 1, 4, and 5, which classes are deemed to accept the Plan.

10. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit 3** is approved and (together with a copy of this Order without exhibits) shall be transmitted to all creditors of the Debtor, with the exception of Holders of Class 2 Member Claims, which Member Claims are unimpaired and shall receive, in full satisfaction, settlement, release, extinguishment and discharge of such Claim, access and all rights at the Museum to which the Member's respective membership level entitles the Member for the duration of the valid membership, subject to all terms and conditions of such membership.

11. The Approval Order (without exhibits), Confirmation Hearing Notice, and the Disclosure Statement (together with the Plan annexed thereto and all other appendices, whether by paper copy or by CD-ROM) shall be transmitted to parties to executory contracts or unexpired leases listed on Schedule 6.02(a) or 6.02(b) of the Plan.

12. With respect to addresses from which notices of the hearing to approve the Disclosure Statement were returned as undeliverable by the United States Postal Service: (a) the Debtor is excused from distributing Solicitation Packages and/or Notices of Non-Voting Status to those entities listed at such addresses unless the Debtor is provided with accurate addresses for such entities at least one Business Day prior to the Solicitation Date; and (b) failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline (as defined below) or violation of Bankruptcy Rule 3017(d). Furthermore, with respect to undelivered Solicitation Packages and other undeliverable solicitation-related notices that are returned marked “undeliverable” or “moved – no forwarding address” or for a similar reason, the Debtor is excused from re-mailing such materials unless the Debtor has been informed in writing by such person of such person’s new address.

13. The Debtor is not required to distribute Solicitation Packages, Ballots, copies of the Disclosure Statement or Plan or any other notices (except the Confirmation Hearing Notice) to Holders of Claims that have not been classified in the Plan pursuant to section 1123(a)(1) of the Bankruptcy Code.

14. Except as otherwise provided herein, to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed, completed and the original thereof delivered to the entity described in the applicable Ballot so as to be actually received no later than 4:00 p.m. (prevailing Eastern Time) **March 7, 2016** (the “Voting Deadline”).

15. The Debtor may extend the Voting Deadline, if necessary, without further order of this Court, to a date that is no later than five (5) Business Days before the Confirmation Hearing by publishing on [www.omnimgt.com/pleasetouchmuseum](http://www.omnimgt.com/pleasetouchmuseum) an announcement of such extension.

16. Solely for purposes of voting to accept or reject the Plan, not for the purposes of the allowance of or distribution on account of a Claim, and without prejudice to the rights of the Debtor in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such Claim as set forth in the Schedules (as may be amended from time to time) unless such Holder has timely filed a proof of claim, in which event such Holder would be entitled to vote the amount of such Claim as set forth in such proof of claim:

- a. If a Claim is deemed “Allowed” under the Plan or an order of the Court, such Claim shall be Allowed for voting purposes in the deemed “Allowed” amount set forth in the Plan or the Court’s order;
- b. If a Claim for which a proof of claim has been timely filed is contingent, unliquidated or disputed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the Holder of such Claim shall be marked as voting at \$1.00;
- c. If a Claim is partially liquidated and partially unliquidated, the Claim shall be Allowed for voting purposes only in the liquidated amount;
- d. If a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- e. If a Claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, then, unless the Debtor has consented in writing to Allow such Claim for voting purposes, such Claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);

- f. If the Debtor has filed an objection to a Claim before the Voting Deadline, such Claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection;
- g. Notwithstanding anything to the contrary contained herein, (i) any creditor who has filed or purchased duplicate Claims that are classified under the Plan in the same Class, shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtor has objected to such duplicate Claims; and (ii) if a proof of claim amends or supersedes a proof of claim filed by or on behalf of the same creditor, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes; and
- h. For purposes of voting, classification, and treatment under the Plan, each holder of an Impaired Claim that holds or has filed more than one (1) Claim shall be treated as if such holder has only one (1) Claim in each applicable Class; the Claims filed by such holder shall be aggregated in each applicable Class; and the total dollar amount of such holder's Claims in each applicable Class shall be the sum of the aggregated Claims of such holder in each applicable Class.

17. If any claimant seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, such claimant is directed to serve on counsel for Debtor and file with the Court no later than the Voting Deadline, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan.

18. As to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily Allowed by the Court for voting purposes after notice and a hearing.

19. If a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior Ballots.

20. Creditors with multiple Claims within a particular Class must 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, and thus neither (i) any Ballot that partially rejects and partially accepts the Plan nor (ii) any Ballot filed by a creditor with multiple Claims within a Class who votes inconsistently will be counted.

21. 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 and a rejection of the Plan, shall not be counted.

22. Any Ballot actually received by the Voting Agent after the Voting Deadline shall not be counted unless the Debtor, in its discretion, grants an extension of the Voting Deadline with respect to such Ballot.

23. Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted.

24. 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 shall not be counted.

25. Any Ballot cast for a Claim identified as unliquidated, contingent or disputed and for which no proof of claim was timely filed shall not be counted.

26. Any unsigned Ballot or non-originally signed Ballot shall not be counted.

27. Any Ballot sent directly to any of the Debtor, its agents (other than the Voting Agent), or the Debtor's financial or legal advisors shall not be counted.

28. Notwithstanding any provisions of this Approval Order, the Disclosure Statement, or the forms of Ballot, the Debtor shall accept Ballots of the City of Philadelphia by hand delivery to the offices of Dilworth Paxson LLP on or before the Voting Deadline.

29. Any Ballot cast for a Claim that has been disallowed (for voting purposes or otherwise) shall not be counted.

30. Any Ballot transmitted to the Voting Agent by facsimile or other electronic means shall not be counted.

31. The Debtor may reject any and all Ballots, the acceptance of which, in the opinion of the Debtor, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules.

32. The Debtor and the Voting Agent may, but are not under any duty to, provide notification of defects or irregularities with respect to delivered Ballots, nor shall the Debtor, the Voting Agent or any other person or entity incur any liability for failure to provide such notification.

33. The Confirmation Hearing will be held at **1:00 p.m.** (prevailing Eastern time ) on **March 16, 2016**; *provided, however*, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtor without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing.

34. Objections to confirmation of the Plan or proposed modifications to the Plan, if any, must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state with particularity the basis and nature of any objection to the Plan; and (e) be filed, together with proof of service, with the Court electronically in accordance with the Case Management Order and served on the parties listed in the Confirmation Hearing Notice, on or before **March 10, 2016**.

35. Objections to confirmation of the Plan not timely filed and served in the manner set forth above may not be considered and may be overruled.

36. No later than **March 9, 2016**, the Debtor shall file the vote tabulation certification, and a certification from the Voting Agent as to distribution of Solicitation Packages to beneficial owners of the Bonds as of the Voting Record Date and as to tabulation of the Master Ballots (and/or Bondholder Ballots) received (such certification to be in a form reasonably satisfactory to the Indenture Trustee).

37. The Debtor is authorized to take or refrain from taking any action and expending such funds necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

38. The Debtor is authorized to make nonsubstantive changes to the Disclosure Statement, Plan, Ballots, the Confirmation Hearing Notice, any other notice related to the Plan or Disclosure Statement and all exhibits and appendices to any of the foregoing without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Package prior to their distribution.

Dated: February 2, 2016  
Philadelphia, Pennsylvania



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United States Bankruptcy Judge

**EXHIBIT 1**

**NOTICE OF NON-VOTING STATUS**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

_____	)	Chapter 11
In re:	)	
	)	
Please Touch Museum,	)	Case No. 15-16558(JKF)
	)	
	)	
_____ Debtor.	)	

**NOTICE OF NON-VOTING STATUS UNDER  
FIRST AMENDED CHAPTER 11 PLAN**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On September 11, 2015 (the "Petition Date"), the above-captioned debtor and debtor in possession (the "Debtor") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. On February \_\_, 2016, the United States Bankruptcy Court for the Eastern District of Pennsylvania (the "Bankruptcy Court") entered an Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Plan; and (III) Related Notice and Objection Procedures (Docket No. \_\_\_\_\_, the "Approval Order").

3. Among other things, the Approval Order: (a) approved the Disclosure Statement with Respect to the Debtor's First Amended Chapter 11 Plan Dated as of January 26, 2016 (the "Disclosure Statement"); (b) established certain procedures (collectively, the "Solicitation Procedures") for the solicitation and tabulation of votes to accept or reject the First Amended Chapter 11 Plan Dated as of January 26, 2016 (the "Plan"); (c) approved the contents of the proposed solicitation packages to be distributed to the Debtor's stakeholders who are entitled to vote to accept or reject the Plan (collectively, the "Solicitation Packages"); (d) approved the forms of notice to be sent to certain stakeholders who are not entitled to vote to accept or reject

the Plan, and (e) approved other notice and objection procedures in connection with the hearing to confirm the Plan (the “Confirmation Hearing”).

4. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Approval Order, the Debtor: (a) is required to provide Solicitation Packages to all creditors entitled to vote to accept or reject the Plan; and (b) is not required to provide Solicitation Packages to holders of claims or interests in classes under the Plan that are conclusively presumed to either accept or reject the Plan (collectively, the “Non-Voting Classes”).

5. The Non-Voting Classes, and their proposed treatment under the Plan, are set forth immediately below:

Class 1: Priority Claims are not impaired under the Plan and will be satisfied in full. Holders of claims in Class 1 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan on account of such claims.

Class 2: Member Claims are not impaired under the Plan and will receive access and all rights at the Museum to which the Member’s respective membership level entitles the Member for the duration of the valid membership, subject to all terms and conditions of such membership. Holders of claims in Class 2 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan on account of such claims.

Class 4: Other Secured Claims are not impaired under the Plan and will receive (a) Cash equal to the amount of such claim, plus any interest due through the date of payment, (b) Reinstatement of such claim; (c) the Property securing such claim; or (d) such other treatment on such other terms and conditions as may be agreed upon in writing by the Holder of such claim and the Debtor. Holders of claims in Class 4 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan on account of such claims.

Class 5: City Parking Tax Claims are not impaired under the Plan and shall receive, in full satisfaction, settlement, release,

extinguishment and discharge of such City Parking Tax Claim: (a) the amount of such unpaid Allowed City Parking Tax Claim in Cash on or as soon as reasonably practicable after the later of (i) the Effective Date, (ii) the date on which such City Tax Claim becomes Allowed, and (iii) a date agreed to by the Debtor and the Holder of such City Parking Tax Claim; or (b) such other treatment on such other terms and conditions as may be agreed upon in writing by the Holder of such City Tax Claim and the Debtor or as the Bankruptcy Court may order. Holders of claims in Class 5 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan on account of such claims.

Class 7: Interests in the Debtor are not impaired and will remain unchanged under the Plan. Holders of Interests in Class 7 will retain their Interests but receive no distribution of value under the Plan and are not entitled to vote to accept or reject the Plan on account of such Interests.

**6. YOU HAVE BEEN IDENTIFIED AS THE HOLDER OF A CLAIM IN A NON-VOTING CLASS UNDER THE PLAN AND THEREFORE ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN ON ACCOUNT OF SUCH CLAIM.**

Accordingly, pursuant to the Approval Order, you are receiving this Notice in lieu of a Solicitation Package containing, among other things, copies of the Disclosure Statement and the Plan. Should you wish to obtain a copy of either the Disclosure Statement or the Plan, copies of both documents (including any exhibits and appendices thereto) are available at no charge via the internet at [www.omnimgt.com/pleasetouchmuseum](http://www.omnimgt.com/pleasetouchmuseum). Copies of the Disclosure Statement and the Plan are also available upon a written request made to the Debtor at Please Touch Museum c/o Rust Consulting/Omni Bankruptcy, 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367.

7. If you wish to challenge the Debtor's classification of your Claim, you must file a motion, pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018 Motion"), for an order temporarily allowing your Claim in a different classification or amount for purposes of voting to accept or reject the Plan and serve such motion on the Debtor **so that it is received by March 7, 2016**. In

accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing prior to March 7, 2016 (i.e., the last date fixed for creditors to vote to accept or reject the Plan). Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

8. The Confirmation Hearing will be held at the United States Bankruptcy Court for the Eastern District of Pennsylvania, Robert N.C. Nix, Sr. Federal Courthouse, Courtroom 3, 900 Market Street, Philadelphia, PA 19107 on **March 16, 2016 at 1:00 p.m., Eastern time**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

9. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with the Bankruptcy Court at the address set forth in the preceding paragraph and served on the following parties by **March 10, 2016**:

- counsel for the Debtor, Dilworth Paxson LLP, 1500 Market Street, Suite 3500E, Philadelphia, PA 19102 (Attn: Lawrence McMichael); and
- the Office of The United States Trustee, Eastern District of Pennsylvania, 833 Chestnut Street, Suite 500, Philadelphia, PA 19107 (Attn: George Conway).

Dated: February \_\_\_, 2016

/s/

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**DILWORTH PAXSON LLP**

Lawrence G. McMichael

Peter C. Hughes

Catherine G. Pappas

1500 Market St., Suite 3500E

Philadelphia, PA 19102

Telephone: (215) 575-7000

Facsimile: (215) 575-7200

*Counsel for the Debtor*



**EXHIBIT 2**

**[FORMS OF BALLOTS]**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In re:	)	Chapter 11
	)	
Please Touch Museum,	)	Case No. 15-16558 (JKF)
	)	
Debtor.	)	

**MASTER BALLOT FOR FIRST AMENDED CHAPTER 11 PLAN OF  
PLEASE TOUCH MUSEUM**

**BALLOT FOR CLASS 3,  
THE CLAIM OF THOSE PHILADELPHIA AUTHORITY FOR  
INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES OF 2006  
(PLEASE TOUCH MUSEUM PROJECT) (the “Bonds”)**

**CUSIP Numbers: 717818R83, 717818R91, 717818S25, 717818S33,  
717818S41, 717818S58, 717818S66, 717818S74**

**RECORD DATE: January 27, 2016**

**THE VOTING DEADLINE IS 4:00 P.M.  
(PREVAILING EASTERN TIME) MARCH 7, 2016**

This Master Ballot relates to the First Amended Chapter 11 Plan dated as of January 26, 2016 (the “Plan”), filed by Please Touch Museum (the “Debtor”). The Disclosure Statement with Respect to the First Amended Chapter 11 Plan was filed on January 26, 2016 (the “Disclosure Statement”) and has been approved by the Bankruptcy Court pursuant to that Order Approving (I) Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Debtor’s Chapter 11 Plan; and (III) Related Notice and Objection Procedures (the “Order Approving Disclosure Statement”). The Plan, the Disclosure Statement, and the Order Approving Disclosure Statement are included in the materials accompanying this Ballot and have been posted on the Debtor’s case website at [www.omnimgt.com/pleasetouchmuseum](http://www.omnimgt.com/pleasetouchmuseum).

This Master Ballot is to be used by brokers, banks, commercial banks, transfer agents, trust companies, dealers, or other agents or nominees (or as their proxy holder or agent) (each of the foregoing, a “Nominee”), on behalf of beneficial holders as of January 27, 2016 (the “Record Date”) of the above-noted Bonds, to transmit the votes of such holders in respect of their Bonds to accept or reject the Plan.

PLEASE COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE TO THE DEBTOR'S CLAIMS AGENT, RUST OMNI, INC. (THE "CLAIMS AGENT" and the "VOTING AGENT") BY **4:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 7, 2016**, unless such time is extended by order of the Bankruptcy Court (THE "VOTING DEADLINE"). IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED BY THE VOTING DEADLINE, THE VOTES OF YOUR BENEFICIAL HOLDERS TRANSMITTED ON THIS MASTER BALLOT WILL NOT BE COUNTED.

The materials accompanying this Ballot include a return envelope, Ballots for Beneficial Holders (and their return envelopes), the Plan, the Disclosure Statement, the Order Approving Disclosure Statement (without exhibits), and the Confirmation Hearing Notice. You may request, at the Debtor's expense, hard copies of such documents from the Claims Agent by calling (866) 989-6146, or mailing a request to:

**Please Touch Museum Administration**  
**c/o Rust Consulting/Omni Bankruptcy**  
**5955 DeSoto Ave., Suite 100**  
**Woodland Hills, CA 91367**  
**[www.omningt.com/pleasetouchmuseum](http://www.omningt.com/pleasetouchmuseum)**  
**Toll-Free Telephone: (866) 989-6146**

You may also contact the Claims Agent with any questions regarding this Master Ballot or the voting process.

**The record date for purposes of determining which holders of the Bonds are eligible to vote on the Plan is January 27, 2016 (the "Record Date"). Only beneficial owners of Bonds who hold such Bonds (through Nominees) on the Record Date are eligible to vote on the Plan. Any holder of Bonds who purchased such Bonds after the Record Date, and who wishes to vote on the Plan, must arrange with its respective seller(s) to receive a proxy from the holder(s) as of the Record Date.**

The Plan will be accepted by Class 3, the Claim of the Bonds, if (i) with regard to the *Bonds that are actually voted*, the holders of at least two-thirds in aggregate principal amount of such Bonds have voted to accept the Plan, and (ii) with regard to the *Bondholders who actually vote*, more than one-half in number of such Bondholders have voted to accept the Plan. If Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on Bondholders if the Bankruptcy Court finds that the Plan (i) does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 3 and all other Classes of Claims rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtor (including any holders who abstain from voting on or reject the Plan, and any holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.

**IMPORTANT**  
**THE VOTING DEADLINE IS 4:00 P.M.**  
**(PREVAILING EASTERN TIME) MARCH 7, 2016**

If this Master Ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended, your beneficial Bondholders' votes will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on all Bondholders, including those who do not vote or who vote to reject the Plan.

**HOW TO VOTE:**

1. COMPLETE ITEM 1, ITEM 2, ITEM 3, AND ITEM 4.
2. **SIGN AND DATE THE BALLOT.** UNSIGNED BALLOTS WILL NOT BE COUNTED.
3. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE TO:  

**Please Touch Museum Administration  
c/o Rust Consulting/Omni Bankruptcy  
5955 DeSoto Ave., Suite 100  
Woodland Hills, CA 91367**
4. EACH BENEFICIAL HOLDER MUST VOTE ALL OF THEIR CLAIMS IN CLASS 3 EITHER TO ACCEPT THE PLAN OR REJECT THE PLAN.
5. YOU MUST PROVIDE ALL OF THE INFORMATION REQUESTED ON THIS MASTER BALLOT. FAILURE TO DO SO MAY RESULT IN THE DISQUALIFICATION OF THE VOTES CONTAINED HEREIN.
6. PLEASE SEE THE ADDITIONAL VOTING INFORMATION PROVIDED FOLLOWING ITEMS 1 THROUGH 4.

**Item 1. CERTIFICATION OF AUTHORITY TO VOTE.**

The undersigned certifies that as of January 27, 2016 (the “Record Date”), the undersigned (please check the applicable box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of Bonds listed in Item 2 below and is the registered holder of such securities; or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee with respect to the aggregate principal amount of Bonds listed in Item 2 below; or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee or a beneficial owner with respect to the aggregate principal amount of Bonds listed in Item 2 below, and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the Bonds described in Item 2 below.

**Item 2. VOTE IN CLASS 3.**

The undersigned transmits the following votes of beneficial owners of the Bonds and certifies that the following beneficial owners of Bonds, as identified by their respective customer account numbers set forth below, are beneficial owners of such securities as of the Record Date and have delivered to the undersigned, as Nominee, properly-executed Ballots casting such votes. (Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table.) For purposes of this Master Ballot, accrued or unmatured interest should not be included. Please note: each beneficial owner must vote all his, her, or its Bonds either to accept the Plan or reject the Plan and may not split such votes.

Your Customer Account Number for Each Beneficial Owner of Bonds	Principal Amount of Bonds Voted to <b><u>ACCEPT</u></b> the Plan	Principal Amount of Bonds Voted to <b><u>REJECT</u></b> the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$

6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b><u>TOTALS:</u></b>	\$	\$

**Item 3. CERTIFICATION AS TO BONDS HELD IN ADDITIONAL ACCOUNTS.**

By signing this ballot, the undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 3 of their respective individual Ballots, identifying any other Bonds for which such beneficial owners have submitted other Ballots.

Transcribe from Item 3 of Beneficial Ballots			
Your Customer Account Number for Each Beneficial Owner who Completed Item 3 of the Beneficial Ballots	Account Number with Other Nominee, if Applicable	Name of Other Nominee, if Applicable	Principal Amount of Bonds Voted in Other Ballots
1.	\$		\$
2.	\$		\$
3.	\$		\$
4.	\$		\$
5.	\$		\$
6.	\$		\$
7.	\$		\$
8.	\$		\$
9.	\$		\$

10.	\$		\$
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**Item 4. CERTIFICATION.**

By returning this Master Ballot, the undersigned certifies that:

- a. it is the Nominee for the Bonds listed in Item 2 above;
- b. it is the registered holder of the Bonds to which this Master Ballot pertains and/or has full power and authority to vote to accept or reject the Plan for such Bonds; and
- c. each beneficial owner of Bonds listed in Item 2 above has been provided with a copy of the Plan and Disclosure Statement.

The undersigned also acknowledges that the solicitation of the votes set forth on this Master Ballot is subject to all the terms and conditions set forth in the Plan, the Disclosure Statement, and the Order Approving Disclosure Statement.

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

Participant Number : \_\_\_\_\_

Name of Proxy Holder or Agent for Nominee (if applicable):

\_\_\_\_\_

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

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

Print Name: \_\_\_\_\_

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

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

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

Telephone Number: ( ) \_\_\_\_\_

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

**THE VOTING DEADLINE IS 4:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 7, 2016 UNLESS SUCH TIME IS EXTENDED. FACSIMILE OR OTHER ELECTRONIC TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT (866) 989-6146.**

### **VOTING INSTRUCTIONS**

1. Capitalized terms used in this Master Ballot (the “Master Ballot”) or these instructions but not otherwise defined therein shall have the meaning ascribed to them in the Plan.
2. This Master Ballot must actually be received by the Debtor’s Claims and Voting Agent, Rust Omni (the “Claims Agent” and the “Voting Agent”) no later than 4:00 p.m. (Prevailing Eastern Time) on March 7, 2016 (the “Voting Deadline”), unless such Voting Deadline is extended. If this Master Ballot is not completed, signed, and timely received by the Voting Deadline, the votes of your beneficial holders transmitted on this Master Ballot will **not** be counted.
3. As Nominee, you must:
  1. Deliver the individual Ballots to the beneficial owners, along with the Plan, Disclosure Statement, Order Approving Disclosure Statement, Confirmation Hearing Notice, and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot to vote to accept or reject the Plan, and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete this Master Ballot and deliver it to the Claims Agent before the Voting Deadline, and
  2. With respect to all individual Ballots for Bonds returned to you, you must properly complete the Master Ballot, as follows:
    - (a) Complete Item 1 on this Master Ballot;
    - (b) In Item 2 of this Master Ballot, indicate the votes to accept the Plan or reject the Plan, as shown in Item 2 of the Ballots transmitted to you by the beneficial owners of Bonds. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number);
    - (c) Beneficial owners may NOT split their votes. Each beneficial owner must vote ALL his, her, or its Claims in Class 3 EITHER to accept the



Plan or reject the Plan. If any beneficial owner has attempted to split such vote, please contact the Claims Agent immediately;

- (d) Any Ballot that is validly executed but (i) does not indicate acceptance or rejection of the Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Plan by the indicated beneficial owner, will not be counted;
  - (e) Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial holder from Item 3 of each completed individual Ballot relating to other Bonds voted by such holder;
  - (f) In Item 4, sign and date the Master Ballot, and provide the information requested;
  - (g) If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding; and
  - (h) Return this completed, executed Master Ballot to the **Claims Agent** so as to be received by the Claims Agent before the Voting Deadline. For each completed, executed Beneficial Ballot returned to you by a beneficial holder, forward such Ballot along with your Master Ballot to the Claims Agent (retaining copies for your records).
4. Votes cast by beneficial owners through a Nominee (as defined in the Master Ballot) will be applied against the positions held by such entities in the applicable security as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee pursuant to a master ballot will not be counted in excess of the record amount of such securities held by such Nominee.
  5. Any Master Ballot received by the Claims Agent by telecopier, facsimile, or other electronic communication, including by email in portable document format (.pdf) or other similar format, shall not be counted.
  6. Any Master Ballot that is illegible or that contains insufficient information to permit the identification of the Nominee or beneficial holders will not be counted.
  7. This Master Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

**PLEASE NOTE:**

This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender certificates representing their securities at this time. The Claims Agent will not accept delivery of any such certificates surrendered together with a Master Ballot or a ballot of a beneficial holder of Bonds.

No ballot of a beneficial holder of Bonds or Master Ballot shall constitute or be deemed to be a proof of claim or an assertion of a claim.

No fees or commissions or other remuneration will be payable to any Nominee. Upon written request, however, the Debtor will reimburse you for your reasonable, actual, and necessary out of pocket expenses associated with the distribution of the solicitation and voting materials to your clients, the tabulation of the ballots and the completion of this Master Ballot.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In re:	)	Chapter 11
	)	
Please Touch Museum,	)	Case No. 15-16558 (JKF)
	)	
Debtor.	)	

**CLASS 3 BALLOT FOR ACCEPTING OR REJECTING  
FIRST AMENDED CHAPTER 11 PLAN OF PLEASE TOUCH MUSEUM**

**FOR BENEFICIAL HOLDERS OF PHILADELPHIA AUTHORITY FOR  
INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES OF 2006  
(PLEASE TOUCH MUSEUM PROJECT) (the “Bonds”)**

**CUSIP Numbers: 717818R83, 717818R91, 717818S25, 717818S33,  
717818S41, 717818S58, 717818S66, 717818S74**

**RECORD DATE: January 27, 2016**

**VOTING DEADLINE: March 7, 2016 at 4:00 p.m.  
(Prevailing Eastern Time)**

This Ballot relates to the First Amended Chapter 11 Plan dated as of January 26, 2016 (the “Plan”), filed by Please Touch Museum (the “Debtor”). The Disclosure Statement with Respect to the First Amended Chapter 11 Plan was filed on January 26, 2016 (the “Disclosure Statement”), and has been approved by the Bankruptcy Court by Order Approving (I) Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Debtor’s Chapter 11 Plan; and (III) Related Notice and Objection Procedures (the “Order Approving Disclosure Statement”). The Plan, the Disclosure Statement, and the Order Approving Disclosure Statement are included in the materials accompanying this Ballot and have been posted on the Debtor’s case website at [www.omnimgt.com/pleasetouchmuseum](http://www.omnimgt.com/pleasetouchmuseum).

If you are a beneficial owner of any of the above-noted Bonds, please use this Ballot to cast your vote to accept or reject the Plan with respect to Class 3, the Claim of the Bonds.

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE TO YOUR BROKER, BANK, COMMERCIAL BANK, TRANSFER AGENT, TRUST COMPANY, DEALER, OR OTHER AGENT OR NOMINEE (ANY OF THESE, A “NOMINEE”) OR THE MAILING AGENT THEREFOR NO LATER THAN 4:00 P.M. PREVAILING EASTERN TIME ON MARCH 7, 2016, TO PERMIT YOUR NOMINEE

TO COMPLETE AND RETURN A MASTER BALLOT TO THE DEBTOR'S CLAIMS AGENT, RUST OMNI, INC. (THE "CLAIMS AGENT").

IF THE CLAIMS AGENT HAS NOT RECEIVED A MASTER BALLOT FROM YOUR NOMINEE BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 7, 2016, UNLESS EXTENDED WITH THE APPROVAL OF THE BANKRUPTCY COURT (THE "VOTING DEADLINE"), YOUR VOTE WILL NOT BE COUNTED.

USING THE ENCLOSED RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, PLEASE MAIL YOUR BALLOT TO YOUR NOMINEE SUFFICIENTLY IN ADVANCE OF THE VOTING DEADLINE THAT IT MAY BE PROCESSED AND FORWARDED TO THE CLAIMS AGENT BEFORE THE VOTING DEADLINE. FACSIMILE BALLOTS WILL NOT BE ACCEPTED.

The materials accompanying this Ballot include a return envelope, the Plan, the Disclosure Statement, the Order Approving Disclosure Statement (without exhibits), and the Confirmation Hearing Notice. You may request, at the Debtor's expense, hard copies of such documents from the Claims Agent by calling (866) 989-6146, or mailing a request to:

**Please Touch Museum Administration**  
**c/o Rust Consulting/Omni Bankruptcy**  
**5955 DeSoto Ave., Suite 100**  
**Woodland Hills, CA 91367**  
[www.omnimgt.com/pleasetouchmuseum](http://www.omnimgt.com/pleasetouchmuseum)  
**Toll-Free Telephone: (866) 989-6146**

**You should review the Disclosure Statement and the Plan before you vote. The Claim of the Bonds (including your Bonds) has been placed in Class 3 under the Plan. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim under the Plan.**

**The record date for purposes of determining which holders of the Bonds are eligible to vote on the Plan is January 27, 2016 (the "Record Date"). Only beneficial owners of Bonds who hold such Bonds (through Nominees) on the Record Date are eligible to vote on the Plan. Any holder of Bonds who purchased such Bonds after the Record Date, and who wishes to vote on the Plan, must arrange with its respective seller(s) to receive a proxy from the holder(s) as of the Record Date.**

The Plan will be accepted by Class 3, the Claim of the Bonds, if (i) with regard to the *Bonds that are actually voted*, the holders of at least two-thirds in aggregate principal amount of such Bonds have voted to accept the Plan, and (ii) with regard to the *Bondholders who actually vote*, more than one-half in number of such Bondholders have voted to accept the Plan. If Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan (i) does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 3 and all other Classes of Claims rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtor (including any holders who abstain

from voting on or reject the Plan, and any holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan. THE DEBTOR URGES ALL BONDHOLDERS ENTITLED TO VOTE TO EXERCISE THEIR RIGHT BY COMPLETING THEIR BALLOTS AND RETURNING THEM TO THEIR NOMINEES IN ADVANCE OF THE VOTING DEADLINE.

**If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

**DEADLINE FOR RETURNING BALLOTS TO NOMINEE:**  
**4:00 P.M. (PREVAILING EASTERN TIME) MARCH 7, 2016**

PLEASE REVIEW THE PLAN AND THE  
DISCLOSURE STATEMENT CAREFULLY  
BEFORE COMPLETING THIS BALLOT.

DO NOT RETURN ANY SECURITIES OR BONDS WITH THIS BALLOT.  
This Ballot is not a letter of transmittal and may not be used for any purpose  
other than to cast votes to accept or reject the Plan.

**HOW TO VOTE:**

1. COMPLETE ITEM 1 (if not already filled out by your Nominee), ITEM 2, ITEM 3 (if applicable), AND ITEM 4.
2. **SIGN AND DATE THE BALLOT.** UNSIGNED BALLOTS WILL NOT BE COUNTED.
3. RETURN THE ORIGINAL BALLOT TO YOUR NOMINEE IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE. ANY BALLOT RECEIVED BY THE NOMINEE ONLY BY TELECOPY, FACSIMILE, OR OTHER ELECTRONIC COMMUNICATION, INCLUDING EMAIL IN PORTABLE DOCUMENT FORMAT (.pdf) OR OTHER SIMILAR FORMAT, SHALL NOT BE COUNTED.
4. YOU MUST VOTE ALL OF YOUR CLAIMS IN CLASS 3 EITHER TO ACCEPT THE PLAN OR REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. YOU MUST PROVIDE ALL OF THE INFORMATION REQUESTED ON THIS BALLOT. FAILURE TO DO SO MAY RESULT IN THE DISQUALIFICATION OF YOUR VOTE.
6. PLEASE SEE THE ADDITIONAL VOTING INFORMATION PROVIDED FOLLOWING ITEMS 1 THROUGH 5.

**Item 1. AGGREGATE PRINCIPAL AMOUNT OF CLAIMS VOTED.**

The undersigned certifies that as of January 27, 2016 (the “Record Date”), the undersigned was the beneficial owner of Bonds maintained by \_\_\_\_\_ (the “Nominee”) in the aggregate unpaid principal amount of \$\_\_\_\_\_. (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest).

- (a) Name of beneficial holder: \_\_\_\_\_
- (b) Account(s) number(s) (if applicable): \_\_\_\_\_
- (c) Aggregate principal amount of all claims voted in this Ballot: \_\_\_\_\_

**Item 2. VOTE IN CLASS 3.**

The undersigned, as beneficial holder of the aggregate amount of Bonds set forth in Item 1, hereby votes with respect to such Bonds in Class 3 as follows (check one box only):

- to ACCEPT the Plan.
- to REJECT the Plan.

**Item 3. CERTIFICATION AS TO BONDS HELD IN ADDITIONAL ACCOUNTS.**

By signing this Ballot, the undersigned certifies that either (a) this Ballot is the only ballot submitted by the undersigned for its Bonds, or (b) any other ballots for Bonds submitted by the undersigned are as follows (please use additional sheets of paper if necessary):

**COMPLETE THIS SECTION ONLY IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT**

Account Number with Other Nominee (if applicable)	Name of Other Nominee	Principal Amount of Bonds Voted in Other Ballot(s)

To be counted, a beneficial owner must vote **all** of its Claims in Class 3 to either accept or reject the Plan. No split votes will be permitted. If a beneficial owner casts conflicting votes on this Ballot and other Ballots in respect of Claims in Class 3, no such votes will be counted.

**Item 4. CERTIFICATION.**

By returning this Ballot, the undersigned voter certifies and/or acknowledges that it:

- a. is the beneficial holder of Bonds in the aggregate principal amount identified in Item 1 above, and has full power and authority to vote to accept or reject the Plan;
- d. has been provided with a copy of the Plan, Disclosure Statement, and Order Approving Disclosure Statement;
- e. and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in such documents;
- f. has not submitted any other Ballots relating to Class 3, the Claim of the Bonds, that are inconsistent with the votes as set forth in this Ballot; and
- g. is deemed to have consented to the submission of a master ballot to the Debtor, its agents, and the Claims Agent.

Print or Type Name of Beneficial Bondholder: \_\_\_\_\_

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

Name of Signatory (if different than Bondholder): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

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

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

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

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

**Item 5. CONFIRMATION.**

By returning this Ballot, the beneficial owner of the Bonds identified in Item 1 authorizes and instructs its Nominee, to the extent applicable, (i) to furnish the voting information and the amount of Bonds the Nominee holds on its behalf in a master ballot transmitted to the Claims Agent along with this original, executed Ballot, and (ii) to retain a copy of this Ballot and related information in its records for at least one year after the Voting Deadline.

**If you have questions regarding this Ballot or the voting procedures, or if you need a Ballot or additional copies of the Plan, Disclosure Statement or other enclosed materials, please contact your Nominee or the Claims Agent. No person, including the Claims Agent, has been authorized to give any advice, including legal advice, or to make any representation, regarding the Debtor or the Plan.**

### VOTING INSTRUCTIONS

1. Capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meaning ascribed to them in the Plan.
2. Please read and follow these instructions carefully. Your Ballot must be sent to your Nominee so that it is received no later than 4:00 p.m. Prevailing Eastern Time on March 7, 2016 (the "Voting Deadline"), unless such Voting Deadline is extended. If your vote is not received in time, it will not be counted.
3. If you hold Bonds through more than one Nominee or other claims against the Debtor ("Claims"), you may receive more than one Ballot. You should execute a separate Ballot for each block of Bonds that you hold through any Nominee and return the Ballot to the respective Nominee that holds the Bonds in street name. You should also execute a Ballot for the Claims that you hold directly, if any.
4. For your vote to count, you must:
  - a. Complete Item 1;
  - b. Cast ONE vote to accept the Plan or reject the Plan in Item 2;
  - c. Only complete Item 3 if you are the beneficial owner of other Bonds and only if you have voted Ballots other than this Ballot;
  - d. **Sign the Ballot** – Your original signature is required on the Ballot in order for your vote to count;
  - e. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing, and provide proof of your authorization to so sign. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot; and
  - f. Return the Ballot to your **Nominee** (NOT to the Claims Agent) no later than 4:00 p.m. (Prevailing Eastern Time) on March 7, 2016.
5. If you believe you received the wrong form of Ballot, or if you need additional Ballots, please immediately contact your Nominee or the Claims Agent.
6. Any Ballot received by the Nominee only by telecopy, facsimile, or other electronic communication, including by email in portable document format (".pdf") or other similar format, shall not be counted.
7. Any Ballot that is illegible or that contains insufficient information to permit the identification of the Bondholder will not be counted.
8. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

\_\_\_\_\_  
In re: : Chapter 11  
 :  
Please Touch Museum, : Case No. 15-16558 (JKF)  
 :  
Debtor. :  
\_\_\_\_\_

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR’S  
FIRST AMENDED CHAPTER 11 PLAN DATED AS OF JANUARY 26, 2016**

**CLASS 6: GENERAL UNSECURED CLAIMS**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN  
IS 4:00 P.M., PREVAILING EASTERN TIME, ON MARCH 7, 2016**

PLEASE READ AND FOLLOW THE INSTRUCTIONS. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT TO PLEASE TOUCH MUSEUM VOTING AGENT, c/o RUST OMNI, 5955 DESOTO AVE., SUITE 100, WOODLAND HILLS, CA 91367. FILL IN THE APPROPRIATE INFORMATION AND CHECK THE APPROPRIATE BOXES BELOW:

Filed By: \_\_\_\_\_  
On Behalf Of: \_\_\_\_\_  
Date: \_\_\_\_\_

The Debtor’s First Amended Plan of Reorganization (“Plan”) referred to in this Ballot can be confirmed by the Court and thereby made binding on you if it is accepted by the holders of claims and interests in each Class voting on the Plan. In the event the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if the Court finds that the Plan accords fair and equitable treatment to the Class rejecting it. To have your vote count, you must return this Ballot.

**Item 1. Amount of Claim.** The undersigned is the holder of a Class 6 Claim in the unpaid principal amount of \$\_\_\_\_\_ (the "Claim").

**Item 2. Class 6 – Vote.** The undersigned, the holder of the Class 6 Claim set forth above, votes (please check one):

**To Accept the Plan.**

**To Reject the Plan.**

**Item 3. Class 6 – Treatment Election.** The undersigned, the holder of the Class 6 Claim set forth above, elects:

Payment of an amount equal to 90% of the Allowed Claim, with such payment to be made in Cash on the Effective Date of the Plan.

Payment of amortized quarterly payments equal to 100% of the Allowed Claim over a two (2) year period with interest at the rate of four percent (4%) per annum.

In the absence of an affirmative election of payment of an amount equal to 90% of the Allowed Claim with such payment to be made in Cash on the Effective Date of the Plan, holders of Allowed Class 6 Claims shall receive, in full satisfaction, settlement, release, extinguishment and discharge of such Claim, amortized quarterly payments equal to 100% of the Allowed Claim over a two (2) year period with interest at the rate of four percent (4%) per annum.

**Item 4.** By signing this Ballot, the undersigned certifies that (a) it has been provided with a copy of the Plan and the Disclosure Statement with respect to the Plan (the “Disclosure Statement”); (b) it is the holder of the Claim set forth above which is designated as **Class 6 Claim**; (c) the signatory, executing this document on behalf of the holders of such Claim, has full power and authority to vote to accept or reject the Plan; and (d) it acknowledges that the solicitation is subject to all the terms and conditions set forth in the Disclosure Statement.

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

By (If Appropriate): \_\_\_\_\_

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

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

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

Telephone Number: \_\_\_\_\_ Date Completed: \_\_\_\_\_

**YOUR VOTE MUST BE RECEIVED BY THE VOTING AGENT, RUST OMNI BY  
4:00 P.M. PREVAILING EASTERN TIME ON MARCH 7, 2016, AT THE FOLLOWING  
ADDRESS OR YOUR VOTE MAY NOT BE COUNTED:**

Please Touch Museum Voting Agent  
c/o Rust Omni  
5955 DeSoto Ave., Suite 100  
Woodland Hills, CA 91367

**INSTRUCTIONS FOR COMPLETING BALLOT**

Please Touch Museum (the “Debtor”) is soliciting your vote with respect to its First Amended Plan of Reorganization (the “Plan”) referred to in the accompanying Disclosure Statement with respect to the First Amended Plan (the “Disclosure Statement”), which was approved by the Bankruptcy Court on February \_\_\_\_, 2016. Please review the Plan and Disclosure Statement carefully before you vote.

To have your vote count, you must complete, sign and return this Ballot so that it is received not later than 4:00 p.m., Eastern Time, on March 7, 2016, unless extended in the Debtor’s sole discretion (the “Voting Deadline”).

**ANY BALLOT THAT IS VALIDLY EXECUTED BUT THAT DOES NOT CLEARLY INDICATE REJECTION OF THE PLAN SHALL BE DEEMED TO CONSTITUTE A VOTE FOR ACCEPTANCE OF THE PLAN.**

To properly complete the Ballot, you must follow the procedures described below:

- (i) sign and date your Ballot;
- (ii) FOLLOW ALL INSTRUCTIONS CAREFULLY;
- (iii) if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing;
- (iv) provide your name and mailing address; and
- (v) return your Ballot by mail to the Voting Agent at the address below. Any Ballot transmitted to the Voting Agent by facsimile or other electronic means shall not be counted.

If you think you have not received the appropriate Ballot, immediately communicate with the Voting Agent, Rust Omni, at the address or phone number indicated below.

The Ballot should be returned by mail to:

Please Touch Museum Voting Agent  
c/o Rust Omni  
5955 DeSoto Ave., Suite 100  
Woodland Hills, CA 91367  
(866) 989-6146

Please mail your Ballot so that it so that it will be received by the Voting Deadline. It is your responsibility to assure timely and actual receipt by Rust Omni by the Voting Deadline.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL RUST OMNI AT (866) 989-6146.**

[www.omnimgt.com/pleasetouchmuseum](http://www.omnimgt.com/pleasetouchmuseum)

**EXHIBIT 3**

**[CONFIRMATION HEARING NOTICE]**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

	)		
In re:	)		Chapter 11
	)		
Please Touch Museum,	)		Case No. 15-16558 (JKF)
	)		
Debtor.	)		

**NOTICE OF (A) ENTRY OF ORDER APPROVING DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES; (B) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT FIRST AMENDED CHAPTER 11 PLAN; (C) HEARING TO CONSIDER CONFIRMATION OF FIRST AMENDED CHAPTER 11 PLAN AND (D) RELATED MATTERS**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. Pursuant to an order dated February \_\_\_, 2016 (Docket No. [\_\_]), the “Approval Order”, the United States Bankruptcy Court for the Eastern District of Pennsylvania (the “Court”) has (a) approved the Disclosure Statement With Respect to the First Amended Chapter 11 Plan Dated as of January 26, 2016 (the “Disclosure Statement”) filed by the above-captioned debtor and debtor in possession (the “Debtor”) and (b) authorized the Debtor to solicit votes to accept or reject the Debtor’s First Amended Chapter 11 Plan Dated as of January 26, 2016 (as may be amended, the “Plan”).

2. The Approval Order establishes **January 27, 2016** as the Record Date for determining the holders of prepetition claims entitled to vote to accept or reject the Plan and establishes **March 7, 2016** as the Voting Deadline for submission of ballots to accept or reject the Plan (the “Ballots”). Holders of claims entitled to vote to accept or reject the Plan will receive the following materials: (a) this Notice, (b) a copy of the Approval Order (without exhibits) to which this Notice corresponds, (c) the Disclosure Statement, (d) the Plan, and (e) one or more Ballots (and return envelopes) to be used in voting to accept or reject the Plan (collectively, the “Solicitation Package”). Failure to follow the instructions set forth in the Ballot may disqualify that Ballot and the vote represented thereby.

3. Holders of (a) unimpaired claims and (b) claims or interests that will receive no distribution under the Plan are not entitled to vote on the Plan and, therefore, Classes 1, 4, and 5 will receive a notice of non-voting status rather than a Ballot. In accordance with the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 48], the Debtor will not provide notice of non-voting status to Class 2 Members (those who have purchased a membership to the Museum, which the Debtor intends to honor) and Class 7 Interests (which encompass member interests, if any, in the Debtor and which will not receive any distribution under the Plan beyond retention of those interests).

4. If you are not entitled to vote to accept or reject the Plan but believe that you should be entitled to vote to accept or reject the Plan, then you must serve on the Notice Parties (defined

below) and file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018(a) Motion") temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan by March 7, 2016. The Ballot of any creditor filing a Rule 3018(a) Motion shall not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing.

5. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held at the United States Bankruptcy Court for the Eastern District of Pennsylvania, Robert N.C. Nix, Sr. Federal Courthouse, Courtroom 3, 900 Market Street, Philadelphia, PA 19107 **on March 16, 2016 at 1:00 p.m., prevailing Eastern time.** The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

6. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection; (d) be filed with the Court electronically in accordance with the Court's Order Approving Notice, Case Management and Administrative Procedures; and (e) be served on the following parties (the "Notice Parties") no later than **March 10, 2016** (the "Plan Objection Deadline"): (i) counsel for the Debtor, Dilworth Paxson LLP, 1500 Market Street, Suite 3500E, Philadelphia, PA 19102 (Attn: Lawrence G. McMichael); and (ii) the Office of The United States Trustee, Eastern District of Pennsylvania, 833 Chestnut Street, Suite 500, Philadelphia, Pennsylvania 19107 (Attn: George Conway).

7. Requests for copies of the Disclosure Statement and the Plan by parties in interest may be made in writing to PLEASE TOUCH MUSEUM ADMINISTRATION, c/o RUST OMNI, 5955 DeSoto Ave., Suite 100, Woodland Hills, CA 91367.

8. Any party may view and download the Plan, the Disclosure Statement and related exhibits (as they are filed) without charge at [www.omningt.com/pleasetouchmuseum](http://www.omningt.com/pleasetouchmuseum). If you have any questions regarding this Notice, please call the Voting Agent at **(866) 989-6146**.

**UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED  
HEREIN, IT MAY NOT BE CONSIDERED AT THE HEARING.**

**BY ORDER OF THE COURT**

Dated: February \_\_\_, 2016

/s/

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