

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
BJ SERVICES, LLC, <i>et al.</i> , ¹)	Case No. 20-33627 (MI)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF
IMPAIRED CLAIMS AND INTERESTS DEEMED TO REJECT THE PLAN**

PLEASE TAKE NOTICE THAT on September 11, 2020, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. 641] (the “Disclosure Statement Order”): (a) authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”), to solicit votes on the Plan included in the *Debtors’ Combined Disclosure Statement and Joint Chapter 11 Plan* (as may be amended, supplemented, or modified from time to time, the “Combined Plan and Disclosure Statement,” and the “Disclosure Statement” or “Plan,” as applicable);² (b) conditionally approving the Disclosure Statement as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to confirmation of the Plan and final approval of the Disclosure Statement.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim or Interest under the Plan, ***you are not entitled to vote on the Plan***. Specifically, under the terms of the Plan, as a Holder of a Claim or Interest (as currently asserted against the Debtors) that is receiving no distribution under the Plan, you are deemed to reject the Plan pursuant to section 1126(f) of the Bankruptcy Code and are ***not*** entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan and final approval of the Disclosure Statement (the “Combined Hearing”) will commence on **October 9, 2020, at 10:30 a.m.** prevailing Central Time, before the Honorable Marvin Isgur in the United States Bankruptcy Court for the Southern District of Texas, located at Courtroom 404, 515 Rusk, Houston, TX 77002.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: BJ Services, LLC (3543); BJ Management Services, L.P. (8396); BJ Services Holdings Canada, ULC (6181); and BJ Services Management Holdings Corporation (0481). The Debtors’ service address is: 11211 Farm to Market 2920 Road, Tomball, Texas 77375.

² Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Combined Plan and Disclosure Statement.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan or final approval of the Disclosure Statement is **October 6, 2020, at 4:00 p.m.**, prevailing Central Time (the “Plan and Disclosure Statement Objection Deadline”). Any objection to the Plan or final approval of the Disclosure Statement **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court; (c) 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 (d) be filed with the Court so as to be **actually received** on or before the Plan and Disclosure Statement Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Combined Plan and Disclosure Statement, the Plan Supplement, or related documents, you should contact Donlin, Recano & Company, Inc., the claims, notice, and solicitation agent retained by the Debtors in these chapter 11 cases (the “Claims, Notice, and Solicitation Agent”), by: (a) calling the Debtors’ restructuring hotline at 877-274-7653 (toll free) or 212-771-1128 (international); (b) visiting the Debtors’ restructuring website at: <https://www.donlinrecano.com/bjs>; (c) writing to Donlin, Recano & Company, Inc., Re: BJ Services, LLC, Attn: Voting Department, 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) emailing bjsinfo@donlinrecano.com. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.tx.uscourts.gov>.

Article XII of the Combined Plan and Disclosure Statement contains Release, Exculpation, and Injunction Provisions, and Article XI.E contains a Third-Party Release. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.

ALL HOLDERS OF CLAIMS OR INTERESTS THAT DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE XI.E OF THE COMBINED PLAN AND DISCLOSURE STATEMENT USING THE ENCLOSED OPT OUT FORM OR BY FILING AN OBJECTION TO THE RELEASES CONTAINED IN THE COMBINED PLAN AND DISCLOSURE STATEMENT WITH THE COURT WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE AND DISCHARGE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE DEBTORS AND THE RELEASED PARTIES. BY ELECTING TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE XI.E OF THE COMBINED PLAN AND DISCLOSURE STATEMENT, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE XI.E OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.

This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact the Claims, Notice, and Solicitation Agent.

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Houston, Texas
September 11, 2020

/s/ Paul D. Moak

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and Debtors in Possession*

Exhibit 1

Opt-Out Form

THIRD PARTY RELEASE OPT-OUT FORM

Classes 9 and 10 — Interests in Parent and Section 510(b) Claims

THIS OPT-OUT FORM IMPACTS YOUR LEGAL RIGHTS. PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS OPT-OUT FORM CAREFULLY **BEFORE** COMPLETING THIS OPT-OUT FORM.

UNLESS YOU CHECK THE BOX ON THIS OPT-OUT FORM BELOW AND FOLLOW ALL INSTRUCTIONS, YOU WILL BE HELD TO FOREVER RELEASE THE RELEASED PARTIES IN ACCORDANCE WITH THE PLAN.

THIS OPT-OUT FORM MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE NOTICE, CLAIMS, AND SOLICITATION AGENT PRIOR TO 4:00 P.M. CENTRAL TIME ON OCTOBER 6, 2020 (THE “VOTING DEADLINE”).

Item 1. Optional Third-Party Release Election. Item 1 is to be completed **only** if you are **opting out** of the Third-Party Release contained in Article XII.E of the Combined Plan and Disclosure Statement.

The Holder of Claims or Interests in Class 9 or Class 10 hereby elects to:

<input type="checkbox"/> OPT OUT OF THE THIRD-PARTY RELEASE.

IMPORTANT INFORMATION REGARDING THE THIRD-PARTY RELEASE:

IF THE COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF THE PLAN, INCLUDING, WITHOUT LIMITATION, THE THIRD-PARTY RELEASE, UNLESS YOU CHECK THE BOX IN ITEM 1 ABOVE INDICATING YOUR DECISION TO OPT OUT OF THE THIRD-PARTY RELEASE AND RETURN THIS OPT-OUT FORM TO THE CLAIMS, NOTICE, AND SOLICITATION AGENT SUCH THAT IS IT ACTUALLY RECEIVED PRIOR TO THE VOTING DEADLINE.

IF YOU DO NOT OPT OUT OF THE THIRD-PARTY RELEASE AS SET FORTH HEREIN, AND THE COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE THIRD-PARTY RELEASE.

Article XII.E of the Combined Plan and Disclosure Statement provides for the following Third-Party Release: ¹

AS A “RELEASING PARTY” UNDER THE COMBINED PLAN AND DISCLOSURE STATEMENT, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE XII.E OF THE COMBINED PLAN AND DISCLOSURE STATEMENT SET FORTH BELOW:

Except as otherwise expressly set forth in the Plan or the Confirmation Order, on and after the Effective Date, in exchange for good and valuable consideration, the adequacy of which is hereby confirmed, including the obligations of the Debtors under the Plan and the contributions of the Released Parties to facilitate and implement the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each of the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever, released each Debtor, Post-Effective Date Debtor, and Released Party from any and all any and all Claims, interests, obligations, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, matured or unmatured, existing or hereinafter

¹ Under the Plan, “*Released Parties*” means: (a) each Debtor; (b) the Debtors’ current and former officers, directors, and managers; (c) the Agents, (d) the Lenders (solely in their respective capacities as Lenders under the Credit Documents); (e) the Committee; (f) all Holders of Claims or Interests that vote to accept or are presumed to accept the Plan; (g) all Holders of Claims or Interests that abstain from voting on the Plan, who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable form indicating that they opt not to grant the releases provided in the Plan, and who do not object to the Plan; and (h) with respect to each of the Debtors, the Post-Effective Date Debtors, and each of the foregoing Entities in clauses (a) through (g), such Entity and its current and former Affiliates, and such Entities’ and their current and former Affiliates’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, participants, successors, and assigns, subsidiaries, affiliates, managed accounts or funds, and each of their respective current and former equity holders, officers, directors, managers, principals, shareholders, members, management companies, fund advisors, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals; *provided* that any Holder of a Claim or Interest that opts out of the releases or objects to the Plan shall not be a “Released Party.”

Under the Plan, “*Releasing Parties*” means (a) the Released Parties; (b) all Holders of Claims or Interests that vote to accept or are presumed to accept the Plan; (c) all Holders of Claims or Interests that abstain from voting on the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable form indicating that they opt not to grant the releases provided in the Plan; (d) all Holders of Claims or Interests that vote to reject the Plan or are deemed to reject the Plan and who do not affirmatively opt out of the releases provided by the Plan by checking the box on the applicable form indicating that they opt not to grant the releases provided in the Plan; and (e) with respect to each of the Debtors, the Post-Effective Date Debtors, and each of the foregoing Entities in clauses (a) through (d), such Entity and its current and former Affiliates, and such Entities’ and their current and former Affiliates’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, affiliates, managed accounts or funds, and each of their respective current and former equity holders, officers, directors, managers, principals, shareholders, members, management companies, fund advisors, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such collectively.

arising, in law, equity, contract, tort or otherwise, including any derivative claims, asserted or assertable on behalf of any of the Debtors, the Post-Effective Date Debtors, or their Estates, 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 purchase, sale, or rescission of the purchase or sale of any security of the Debtors or the Post-Effective Date Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Debtors' capital structure, management, ownership, or operation thereof, the Prepetition Financing Documents, the restructuring transactions, the sale and marketing process in connection with any of the Sale Transactions, the Wind-Down, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Disclosure Statement, the Sale Transactions, the Plan (including, for the avoidance of doubt, the Plan Supplement), or any restructuring transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to 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 or relating to any of the forgoing.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases described in this Article XII, which includes by reference each of the related provisions and definitions contained in this Plan, and further, shall constitute the Bankruptcy Court's finding that each release described in this Article XII is: (1) in exchange for the good and valuable consideration provided by the Released Parties, (2) a good-faith settlement and compromise of such Claims; (3) in the best interests of the Debtors and all Holders of Claims and Interests; (4) fair, equitable, and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) an absolute and complete bar to any of the Debtors or Post-Effective Date Debtors or their respective Estates conveying direct or derivative standing to any person or entity to pursue any claim, Causes of Action or liability against any Released Party, or asserting any claim, Causes of Action, or liability related thereto, of any kind whatsoever, against any of the Released Parties or their property.

Notwithstanding anything contained herein to the contrary, the foregoing release does not release (i) any obligations of any party under the Plan or any document, instrument, or agreement executed to implement the Plan, (ii) any claims related to any act or omission that is determined in a Final Order to have constituted willful misconduct, gross negligence, or actual fraud, (iii) the rights of the Debtors with respect to any confidentiality provisions or covenants restricting competition in favor of the Debtors under any employment agreement with a current or former employee of the Debtors, or (iv) the rights of Holders of Allowed Claims or Interests to receive distributions under the Plan.

IF YOU ELECT TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE XII.E OF THE COMBINED PLAN AND DISCLOSURE STATEMENT, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE XII.E OF THE COMBINED PLAN AND DISCLOSURE STATEMENT IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.

Item 2. Certifications.

By signing this Opt-Out Form, the undersigned certifies to the Court and the Debtors that:

- (a) either: (i) the undersigned is the Holder of one or more Class 9 Interests in Parent or Class 10 Section 510(b) Claims, or (ii) the undersigned is an authorized signatory for an entity that is the Holder of the aforementioned Claims or Interests;
- (b) the Holder (or in the case of an authorized signatory, the holder) has received a copy of the *Notice of Non-Voting Status to Holders of Impaired Claims and Interests Deemed to Reject the Plan*, including instructions to access the Combined Plan and Disclosure Statement, and that this Opt Out Form is made pursuant to the terms and conditions set forth therein;
- (c) that the Holder has made the same election with respect to all Class 9 Interests in Parent or Class 10 Section 510(b) Claims; and
- (d) that no other Opt-Out Forms with respect to your Class 9 Interests in Parent or Class 10 Section 510(b) Claims against, or Interests in, the Debtors have been cast or, if any other Opt-Out Forms have been cast with respect to such Claims against, or Interests in, the Debtors, such Opt-Out Forms are hereby revoked.

Name of Holder: _____ (Print or Type)
Social Security (Last 4 Digits) or Federal Tax Identification Number: _____
Signature: _____
Name of Signatory: _____ (If Other Than Holder)
Title: _____
Address: _____ _____ _____
Date Completed: _____

IF YOU ARE ELECTING TO OPT OUT OF THE THIRD-PARTY RELEASE, PLEASE COMPLETE, SIGN, AND DATE THIS OPT-OUT FORM AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:

If by mail:

Donlin, Recano & Company, Inc.
Re: BJ Services, LLC
Attn: Voting Department
P.O. Box 199043
Blythebourne Station
Brooklyn, New York 11219

If by hand delivery or overnight courier:

Donlin, Recano & Company, Inc.
Re: BJ Services, LLC
Attn: Voting Department
6201 15th Ave
Brooklyn, New York 11219

Telephone: (877) 274-7653 (toll free)
(212) 771-1128 (international)

You may obtain access, free of charge, to the Combined Plan and Disclosure Statement and the Disclosure Statement Order (without exhibits except the Solicitation and Voting Procedures) in electronic format through the Debtors' restructuring website (www.donlinrecano.com/bjs). Any party that would prefer a flash drive or paper format of the Combined Plan and Disclosure Statement and the Disclosure Statement Order may contact Donlin, Recano & Company, Inc. (the "Claims, Notice, and Solicitation Agent") using the aforementioned contact information.

IF THE NOTICE, CLAIMS, AND SOLICITATION AGENT DOES NOT ACTUALLY RECEIVE THIS OPT-OUT FORM PRIOR TO THE VOTING DEADLINE, WHICH IS 4:00 P.M. CENTRAL TIME ON OCTOBER 6, 2020, YOUR ELECTION TRANSMITTED HEREBY WILL NOT BE EFFECTIVE.

INSTRUCTIONS FOR COMPLETING THIS OPT-OUT FORM

1. Capitalized terms used in the Opt-Out Form or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Combined Plan and Disclosure Statement or the Disclosure Statement Order, as applicable. Instructions to obtain access to the Combined Plan and Disclosure Statement or the Disclosure Statement Order are included in the Opt-Out Form.
2. To ensure that your election is counted, you *must* complete and submit this hard copy Opt-Out Form.
3. Even though you are deemed to reject the Plan, you will nevertheless be deemed to consent to the Third-Party Release set forth in Article XII.E of the Combined Plan and Disclosure Statement unless you clearly indicate your decision to opt out of the Third-Party Release by checking the box provided in Item 1 of the Opt-Out Form. The Opt-Out Form must then be (a) executed and completed in accordance with these instructions (and as explained in greater detail in the Disclosure Statement Order) and (b) returned to the Notice, Claims, and Solicitation Agent such that it is **actually received** by the Notice, Claims, and Solicitation Agent prior to the Voting Deadline.
4. If an Opt-Out Form is received after the Voting Deadline, it will not be effective. Additionally, the following **Opt-Out Form will NOT be effective**:
 - Opt-Out Form sent to the Debtors, the Debtors' agents (other than the Notice, Claims, and Solicitation Agent), any indenture trustee, or the Debtors' financial or legal advisors;
 - Opt-Out Form sent by facsimile, email, or any other electronic means;
 - any Opt-Out Form that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Interest;
 - any unsigned Opt-Out Form, or for any Opt-Out Form completed by hand, an Opt-Out Form lacking an original signature;
 - any Opt-Out Form that purports to alter the terms of the Third-Party Release;
 - any Opt-Out Form submitted by a person or an entity that does not hold a Claim or Interest in a Class that is entitled to opt out of the Third-Party Release; and
 - any Opt-Out Form submitted by any entity otherwise not entitled to opt out of the Third-Party Release pursuant to the Solicitation and Voting Procedures.
5. The method of delivery of Opt-Out Form to the Notice, Claims, and Solicitation Agent is at the election and risk of each Holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims, and Solicitation Agent **actually receives** the originally executed Opt-Out Form. For Opt-Out Forms submitted by hand, instead of effecting delivery by first-class mail, it is recommended,

though not required, that Holders of Claims or Interests use an overnight or hand delivery service. In all cases, Holders of Claims or Interests should allow sufficient time to assure timely delivery. Opt-Out Forms will not be accepted by email, facsimile, or other electronic transmission.

6. The Opt-Out Form is not a letter of transmittal and may not be used for any purpose other than, subject to the limitations set forth in the Opt-Out Form, opt out of the Third-Party Release. Accordingly, at this time, Holders of Claims or Interests should not surrender certificates or instruments representing or evidencing their Claims or Interests, and neither the Debtors nor the Notice, Claims, and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with an Opt-Out Form.
7. This Opt-Out Form does not constitute, and shall not be deemed to be, (a) a proof of claim or (b) an assertion or admission of a Claim or Interest.
8. **Please be sure to sign and date your Opt-Out Form.** If you are signing an Opt-Out Form 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 Notice, Claims, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party of your authority 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 Opt-Out Form.
9. If you hold Claims or Interests in more than one Class under the Plan you may receive more than one Opt-Out Form or Ballot with respect to the Plan for each different Class. Each Opt-Out Form or Ballot governs only your Claims or Interests indicated on that Opt-Out Form and/or Ballot, so please complete and return each Opt-Out Form or Ballot you received.
10. After the Voting Deadline, no Opt-Out Form may be withdrawn or modified without the prior written consent of the Debtors.

PLEASE SUBMIT YOUR OPT-OUT FORM PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THIS OPT-OUT FORM, THESE OPT-OUT FORM INSTRUCTIONS, OR THE PROCEDURES FOR OPTING OUT OF THE THIRD-PARTY RELEASE, PLEASE CALL THE NOTICE, CLAIMS, AND SOLICITATION AGENT AT THE CONTACT INFORMATION IN THE OPT-OUT FORM.

PLEASE NOTE THAT THE NOTICE, CLAIMS, AND SOLICITATION AGENT IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL OR FINANCIAL ADVICE.

<p>IF THE NOTICE, CLAIMS, AND BALLOTING AGENT DOES NOT ACTUALLY RECEIVE THIS OPT-OUT FORM PRIOR TO THE VOTING DEADLINE, WHICH IS 4:00 P.M. CENTRAL TIME ON OCTOBER 6, 2020, YOUR ELECTION TRANSMITTED HEREBY WILL NOT BE COUNTED.</p>
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