

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

In re:	§	
	§	Chapter 11
	§	
CJ HOLDING CO., <i>et al.</i> , ¹	§	Case No. 16-33590 (DRJ)
	§	
Debtors.	§	(Jointly Administered)
	§	

SOLICITATION AND VOTING PROCEDURES

PLEASE TAKE NOTICE THAT the United States Bankruptcy Court for the Southern District of Texas (the “Court”) has entered an order (the “Disclosure Statement Order”), a copy of which is enclosed herewith: (a) authorizing CJ Holding Co. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) to solicit votes on the *Second Amended Joint Plan of Reorganization of CJ Holding Co, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of CJ Holding Co., et al., Pursuant to Chapter 11 of the Bankruptcy Code* (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 the Plan.

A. The Voting Record Date.

The Court has established **November 8, 2016**, as the record date for purposes of determining which holders of Claims in Class 4 (Secured Lender Claims), Class 5 (Unsecured Convenience Class Claims), Class 6 (General Unsecured Claims), Class 9 (Interests in C&J Energy), and Class 10 (Subordinated Securities Claims) are entitled to vote on the Plan (the “Voting Record Date”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number (if any), are: CJ Holding Co. (4586); Blue Ribbon Technology Inc. (6338); C&J Corporate Services (Bermuda) Ltd.; C&J Energy Production Services-Canada; C&J Energy Services, Inc. (3219); C&J Energy Services Ltd.; C&J Spec-Rent Services, Inc. (0712); C&J VLC, LLC (9989); C&J Well Services Inc. (5684); ESP Completion Technologies LLC (4615); KVS Transportation, Inc. (2415); Mobile Data Technologies Ltd.; Tellus Oilfield Inc. (2657); Tiger Cased Hole Services Inc. (7783); and Total E&S, Inc. (5351). The location of the Debtors’ service address is 3990 Rogerdale, Houston, Texas 77042.

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

B. The Voting Deadline.

The Court has established **December 9, 2016, at 4:00 p.m.** (prevailing Central Time) as the voting deadline (the “Voting Deadline”) for the Plan. The Debtors may extend the Voting Deadline, in their discretion, without further order of the Court. To be counted as votes to accept or reject the Plan, all Class 4 ballots (the “Class 4 Ballots”), the Class 5 ballots (the “Class 5 Ballots”), the Class 6 ballots (the “Class 6 Ballots”), the Class 9 ballots (the “Class 9 Ballots”), the Class 9 beneficial ballots (the “Beneficial Ballots”), the Class 9 master ballots (the “Master Ballots”), and the Class 10 ballots (the “Class 10 Ballots”) (collectively, the “Ballots”) must be properly executed, completed, and delivered by: (1) first class mail (using the reply envelope provided in the Solicitation Package or otherwise); (2) overnight courier; (3) personal delivery; or (4) electronic mail (in PDF or other standard format), so that they are ***actually received***, in any case, no later than the Voting Deadline by the Notice and Claims Agent. All Ballots (except Beneficial Ballots) should be sent to: (1) if by mail, Donlin, Recano & Company, Inc. Re: CJ Holding Co., et al., P.O. Box 192016 Blythebourne Station, Brooklyn, New York 11219; (2) if by hand delivery or overnight courier, Donlin, Recano & Company, Inc. Re: CJ Holding Co., et al., 6201 15th Avenue, Brooklyn, New York 11219; or (3) if via electronic mail, CJEnergyvote@DonlinRecano.com. Delivery of a Ballot to the Notice and Claims Agent by facsimile shall not be valid. To be counted as voted to accept or reject the Plan, all Beneficial Ballots must be properly executed, completed, and delivered by the Beneficial Holders of the Beneficial Ballots to their appropriate Nominee, in sufficient time so that their Nominee may verify, tabulate, and include such Beneficial Ballots in a Master Ballot and timely return the Master Ballots, so that they are actually received no later than the Voting Deadline by the Notice and Claims Agent.³ In the case of the Beneficial Holders of the Class 9 Interests who hold their position through a Nominee, such Beneficial Holders will be instructed to comply with the return instructions provided by the Nominee.

C. Form, Content, and Manner of Notices.

1. The Solicitation Package.

The following materials shall constitute the solicitation package (the “Solicitation Package”):

- a. a copy of these Solicitation and Voting Procedures;
- b. the *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan Filed By the Debtors and Related Voting and Objection Procedures*, in substantially the form annexed as Schedule 7 to the Disclosure Statement Order (the “Confirmation Hearing Notice”);

³ For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (*i.e.*, industry-standard PDF file) and the received date and time in the Notice and Claims Agent’s inbox will be used as the timestamp for receipt

- c. a cover letter, in substantially the form annexed as Schedule 6 to the Disclosure Statement Order, describing the contents of the Solicitation Package and urging the holders of Claims or Interests in each of the Voting Classes to vote to accept the Plan;
- d. the applicable form of Ballot (including, for the avoidance of doubt, Master Ballot or Beneficial Ballot) for each Voting Class in which such holder holds a Claim or Interest, in substantially the form of the Ballots annexed as Schedule 3 to the Disclosure Statement Order, as applicable;
- e. the approved Disclosure Statement annexed as Schedule 1 to the Disclosure Statement Order (and exhibits thereto, including the Plan);
- f. a pre-addressed, postage pre-paid reply envelope;
- g. the Committee Letter; and
- h. any additional documents that the Court has ordered to be made available.

2. Distribution of the Solicitation Package.

The Solicitation Package shall provide the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits except the Solicitation Procedures) in electronic format (i.e., CD-ROM or flash drive format), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may contact Donlin, Recano & Company, Inc. (the “Notice and Claims Agent”) by: (a) calling the Debtors’ restructuring hotline at 866-296-8019 (toll free) or 212-771-1128 (international); (b) visiting the Debtors’ restructuring website at: <https://www.donlinrecano.com/CJEnergy>; (c) writing to Donlin, Recano & Company, Inc. Re: CJ Holding Co., et al., P.O. Box 192016 Blythebourne Station, Brooklyn, New York 11219; and/ or (d) emailing Balloting@DonlinRecano.com and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors’ expense).

The Debtors shall serve, or cause to be served, (a) all of the materials in the Solicitation Package (excluding the Ballots) on the U.S. Trustee and (b) the Disclosure Statement Order (in electronic format) and the Confirmation Hearing Notice to all parties required to be notified under Bankruptcy Rule 2002 and Bankruptcy Local Rule 2002-1 (the “2002 List”) as of the Voting Record Date. In addition, the Debtors shall mail, or cause to be mailed, the Solicitation Package to all holders of Claims or Interests in the Voting Classes on or before November 11, 2016, who are entitled to vote, as described in section D below.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any holder of a Claim or Interest who has filed duplicative Claims or Interests against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim or Interest and with respect to that Class as against that Debtor; *provided, however* that, for the avoidance of doubt, each Lender Claim shall be treated as Claim against each Debtor.

3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.

- a. Absent a further order of the Court, the holder of a Claim in a Voting Class that is the subject of a pending objection on a “reduce and allow” basis shall be entitled to vote such Claim in the reduced amount contained in such objection.
- b. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court on or prior to seven days before the Voting Deadline: (i) the Debtors shall cause the applicable holder to be served with a Disputed Claim Notice substantially in the form annexed as Schedule 5 to the Disclosure Statement Order (which notice shall be served together with such objection); and (ii) the applicable holder shall not be entitled to vote to accept or reject the Plan on account of such claim unless a Resolution Event (as defined herein) occurs as provided herein.
- c. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court less than seven days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the holder of such Claim and without further order of the Court, unless the Court orders otherwise.
- d. A “Resolution Event” means the occurrence of one or more of the following events no later than two business days prior to the Voting Deadline:
 - i. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
 - ii. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
 - iii. a stipulation or other agreement is executed between the holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount; or
 - iv. the pending objection is voluntarily withdrawn by the objecting party.
- e. No later than one business day following the occurrence of a Resolution Event, the Debtors shall cause the Notice and Claims Agent to distribute via email, hand delivery, or overnight courier service a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant holder to the extent such holder has not already received a Solicitation Package containing an appropriate form of Ballot.

4. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.

Certain holders of Claims or Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code, or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, will receive only the *Non-Voting Status Notice for Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form annexed as Schedule 4 to the Disclosure Statement Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

5. Notices in Respect of Executory Contracts and Unexpired Leases.

Counterparties to Executory Contracts and Unexpired Leases that receive an *Assumption Notice* or a *Rejection Notice*, substantially in the forms attached as Schedule 9 and Schedule 10 to the Disclosure Statement Order, respectively, may file an objection to the Debtors' proposed assumption, rejection, and/or cure amount, as applicable. Such objections must be filed with the Court (contemporaneously with a proof of service) upon the applicable notice parties (as set forth in the *Assumption Notice* and *Rejection Notice*), so as to be ***actually received*** by **December 9, 2016 at 4:00 p.m.**, prevailing Central Time.

D. Voting and Tabulation Procedures.

1. Holders of Claims or Interests Entitled to Vote.

Only the following holders of Claims or Interests in the Voting Classes shall be entitled to vote with regard to such Claims:

- a. holders of Claims or Interests who, on or before the Voting Record Date, have timely filed a Proof of Claim that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection, other than a "reduce and allow" objection, filed with the Court at least seven days prior to the Voting Deadline, pending a Resolution Event as provided herein; *provided* that a holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection absent a further order of the Court;
- b. holders of Claims or Interests that are listed in the Schedules; *provided* that Claims or Interests that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amount of \$1.00;
- c. holders whose Claims or Interests arise (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the

Court, (ii) in an order entered by the Court, or (iii) in a document executed by the Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim or Interest has been filed;

- d. holders of any Disputed Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018;
- e. the assignee of any Claim that was transferred on or before the Voting Record Date by any Entity described in subparagraphs (a) through (d) above; *provided* that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date; and
- f. any record holder of an Interest in C&J Energy Services Ltd. as of the Voting Record Date.

2. Establishing Claim Amounts for Voting Purposes.

Class 4 Claims. The Claims amount of Class 4 Claims for voting purposes only will be established based on the amount of the applicable positions held by such Class 4 Claim holder, as of the Voting Record Date, as evidenced by (a) the Debtors' applicable books and records and (b) the list of record holders maintained by the Credit Agreement Agent and dated as of the Voting Record Date (the "Voting Record Date Lender List").

Class 5 Claims. The Claims amount of Class 5 Claims for voting purposes only will be established based on the amount of the applicable positions held by such Class 5 Claim holder as of the Voting Record Date, as evidenced by (a) the Debtors' applicable books and records and (b) the claims register maintained in these chapter 11 cases.

Class 6 Claims. The Claims amount of Class 6 Claims for voting purposes only will be established based on the amount of the applicable positions held by such Class 6 Claim holder as of the Voting Record Date, as evidenced by (a) the Debtors' applicable books and records, (b) the claims register maintained in these chapter 11 cases and (c) with respect to the Deficiency Lender Claims, the Lender List.

Class 9 Interests. The amount of Interests in Class 9 Claims for voting purposes only will be established based on the amount of the applicable positions held by such Class 9 Interest holder as of the Voting Record Date, as evidenced by the Debtors' books and records.

Class 10 Subordinated Securities Claims. The amount of Class 10 Claims for voting purposes only will be established based on the amount of the applicable positions held by such Class 10 Claim holder as of the Voting Record Date, as evidenced by the Debtors' books and records.

Filed and Scheduled Claims and Interests. The Claim or Interest amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim or Interest. Moreover, any amounts filled in on Ballots by the Debtors through the Notice and Claims Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, (a) amounts of Interests in C&J Energy Services Ltd. shall be based on the

record list as of the Voting Record Date and (b) the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:

- i. the Claim amount (1) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (2) set forth in an order of the Court, or (3) set forth in a document executed by the Debtors pursuant to authority granted by the Court;
- ii. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under section C.3(d) of these Solicitation and Voting Procedures;
- iii. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Claims Bar Date (or deemed timely filed by the Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; *provided, however*, that any Ballot cast by a holder of a Claim who timely files a Proof of Claim in respect of (1) a contingent Claim or a Claim in a wholly-unliquidated or unknown amount (based on a reasonable review by the Debtors and/or the Notice and Claims Agent) that is not the subject of an objection will count toward satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as a Ballot for a Claim in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and (2) a partially liquidated and partially unliquidated Claim, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided further, however*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (i) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim for voting purposes;
- iv. the Claim amount listed in the Schedules (to the extent such Claim is not superseded by a timely filed Proof of Claim); *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid; *provided, however*, that if the applicable Claims Bar Date has not expired prior to the Voting Record Date, a Claim listed in the Schedules as contingent, disputed, or unliquidated shall vote at \$1.00; and
- v. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

3. Voting and Ballot Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Bankruptcy Local Rules:

- a. except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Debtors, in their sole discretion, shall be entitled to reject such Ballot as invalid and, therefore, not count it in connection with Confirmation of the Plan;
- b. the Debtors will file with the Court by no later than December 13, 2016, a voting report (the "Voting Report"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures, or lacking necessary information, received via facsimile, or damaged (collectively, in each case, the "Irregular Ballots"). The Voting Report shall indicate the Debtors' intentions with regard to each Irregular Ballot;
- c. the method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each holder. Except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the properly executed Ballot;
- d. an executed Ballot is required to be submitted by the Entity submitting such Ballot. Subject to the other procedures and requirements herein, completed, executed Ballots may be submitted via electronic mail, in PDF format, to the Notice and Claims Agent via electronic mail at CJEnergyvote@DonlinRecano.com. However, Ballots submitted by facsimile will not be valid;
- e. no Ballot should be sent to the Debtors, the Debtors' agents (other than the Notice and Claims Agent), the Debtors' financial or legal advisors, and if so sent will not be counted;
- f. if multiple Ballots are received from the same holder with respect to the same Claim or Interest prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;
- g. holders must vote all of their Claims or Interests within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot (other than a Master Ballot) that partially rejects and

partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims or Interests within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims or Interests of any particular holder within a Class for the purpose of counting votes;

- h. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a holder of Claims or Interests must indicate such capacity when signing;
- i. the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
- j. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- k. unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;
- l. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim or Interest will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- m. subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections will be documented in the Voting Report;
- n. if a Claim has been estimated or a Claim or Interest has otherwise been Allowed only for voting purposes by order of the Court, such Claim or Interest 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;
- o. if an objection to a Claim or Interest is filed, such Claim or Interest shall be treated in accordance with the procedures set forth herein;
- p. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of such

Claim or Interest; (ii) any Ballot cast by any Entity that does not hold a Claim or Interest in a Voting Class; (iii) any Ballot cast for a Claim or Interest scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any Ballot lacking an original signature (except Ballots submitted via electronic mail) or unsigned Ballot; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;

- q. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors;
- r. the Debtors are authorized to enter into stipulations with the holder of any Claim or Interest agreeing to the amount of a Claim or Interest for voting purposes;
- s. where any portion of a single Claim or Interest has been transferred to a transferee, all holders of any portion of such single Claim or Interest will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein), and (ii) required to vote every portion of such Claim or Interest collectively to accept or reject the Plan. In the event that (i) a Ballot, (ii) a group of Ballots within a Voting Class received from a single creditor, or (iii) a group of Ballots received from the various holders of multiple portions of a single Claim or Interest partially reject and partially accept the Plan, such Ballots shall not be counted; and
- t. for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated and treated as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; *provided, however*, that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan.

4. Procedures for Beneficial Holders of Class 9 Interests in C&J Energy Services Who Hold Their Position Through a Nominee.

The following additional procedures shall apply to Claims of Beneficial Holders of Class 9 Interests in C&J Energy Services who hold their position through a Nominee:

- a. November 8, 2016 is the Record Date for determining the identity of Beneficial Holders eligible to vote on the Plan;
- b. the Notice and Claims Agent shall distribute or cause to be distributed the appropriate number of copies of Ballots to Nominees identified by the Notice and Claims Agent as Entities through which Beneficial Holders hold Class 9 Interests as of the Voting Record Date;
- c. any Nominee that is a holder of record with respect to Class 9 Interests shall solicit votes from Beneficial Holders of such Notes by:
 - (i) immediately distributing the Solicitation Package, including Ballots, it receives from the Notice and Claims Agent to all such Beneficial Holders;
 - (ii) providing such Beneficial Holders with a return address and envelope to send Ballots;
 - (iii) promptly collecting Ballots from such Beneficial Holders that cast votes on the Plan;
 - (iv) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and
 - (v) transmitting the Master Ballot to the Notice and Claims Agent by the Voting Deadline.
- d. any Beneficial Holder holding the Class 9 Interests as a record holder in its own name shall vote on the Plan by completing and signing a Ballot and returning it directly to the Notice and Claims Agent (including via electronic mail) on or before the Voting Deadline;
- e. any Beneficial Holder holding Notes in “street name” through a Nominee must vote on the Plan through such Nominee by completing and signing the Beneficial Ballot and returning such Beneficial Ballot to the appropriate Nominee as promptly as possible and in sufficient time to allow such Nominee to process the Beneficial Ballot and return the Master Ballot to the Notice and Claims Agent prior to the Voting Deadline. Any Beneficial Holder holding Notes in “street name” that submits a Beneficial Ballot to the Debtors, the Debtors’ agents, or the Debtors’ financial or legal advisors will not have such Beneficial Ballot counted for purposes of accepting or rejecting the Plan;
- f. any Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Notice and Claims Agent a Master Ballot that reflects the vote of such Beneficial Holders by the Voting Deadline or otherwise validates the Ballot in a manner acceptable to the Notice and Claims Agent. Nominees shall retain all Ballots returned by Beneficial Holders for a period of one (1) year after the Effective Date of the Plan;
- g. if a Beneficial Holder holds Notes through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Ballot and each such Beneficial Holder should execute a separate

Ballot for each block of Notes that it holds through any Nominee and must return each such Ballot to the appropriate Nominee;

- h. if a Beneficial Holder holds a portion of its Notes through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures described herein to vote the portion held in its own name and the procedures described in the rest of this section to vote the portion held by the Nominee(s); and
- i. Beneficial Holders holding Notes through a Nominee must return their paper Beneficial Ballot to their Nominee, unless, at the option of the Nominee, the Nominee instructs their Beneficial Holders that they may relay votes or voting instructions electronically to the Nominee or the entity preparing the Master Ballot on such Nominee's behalf, and Nominees may use their customary procedures for obtaining such votes electronically.

5. Master Ballot Voting Procedures.

These rules will apply with respect to the tabulation of Master Ballots cast by Nominees:

- a. votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Class 9, as of the Voting Record Date, as evidenced by the applicable records. Votes submitted by a Nominee, whether pursuant to a Master Ballot, will not be counted in excess of the amount of such Interests held by such Nominee as of the Voting Record Date;
- b. if conflicting votes or "over-votes" are submitted by a Nominee, whether pursuant to a Master Ballot, the Debtors will use reasonable efforts to reconcile discrepancies with the Nominees;
- c. if over-votes on a Master Ballot are not reconciled prior to the preparation of the vote certification, the Debtors shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the Nominee's position in Class 9; and
- d. a single Nominee may complete and deliver to the Notice and Claims Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last-dated valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior dated Master Ballot.

E. Amendments to the Plan and Solicitation and Voting Procedures.

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan (including, for the avoidance of doubt, the Plan Supplement), Ballots, Confirmation Hearing Notice, Rights Offering Procedures, Rights Offering Materials, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution; *provided* that all such modifications shall be made in accordance with the terms of the document being modified, the Plan and the consent requirements contained in the RSA.

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