

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Case No. 17-10064 (KG)
Chieftain Sand and Proppant, LLC, <i>et al.</i> ,)	Chapter 11
Debtors. ¹)	(Jointly Administered)
)	Re: Docket Nos. <u>263</u> + <u>264</u>

ORDER (A) APPROVING COMBINED PLAN AND DISCLOSURE STATEMENT ON A PRELIMINARY BASIS, (B) SCHEDULING COMBINED HEARING ON APPROVAL AND CONFIRMATION OF COMBINED PLAN AND DISCLOSURE STATEMENT, (C) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES ON COMBINED PLAN AND DISCLOSURE STATEMENT, AND (D) APPROVING RELATED MATTERS

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order, pursuant to Bankruptcy Code sections 105(a), 1125, 1126 and 1128, Bankruptcy Rules 2002, 3003, 3017, 3018, 3020 and 9006, and Local Bankruptcy Rules 3017-1 and 3017-2, (a) approving the disclosures in the *Debtors' Combined Plan and Disclosure Statement for Chieftain Sand and Proppant, LLC and Chieftain Sand and Proppant Barron, LLC*, [Docket No. 263], (as may be amended, supplemented or otherwise modified from time to time, the "Combined Plan and Disclosure Statement"), on an interim basis and for solicitation purposes only; (b) scheduling a combined hearing (the "Combined Hearing") on final approval and Confirmation of the Combined Plan and Disclosure Statement; (c) approving the form and manner of notice of the Combined Hearing (the "Confirmation Notice"); (d) establishing procedures for the solicitation and tabulation of votes to accept or reject the Combined Plan and Disclosure Statement, including, among other

¹ The Debtors in these chapter 11 cases, and the last four digits of their respective federal tax identification numbers, are Chieftain Sand and Proppant, LLC (1729) and Chieftain Sand and Proppant Barron, LLC (0418). The Debtors' service address is: 331 27th Street, New Auburn, WI 54757.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

things, approval of (i) the forms of ballots (the “Ballots”) for submitting votes on the Combined Plan and Disclosure Statement, (ii) the deadline for submission of such Ballots, (iii) the proposed solicitation packages to be distributed to creditors for solicitation of votes on the Combined Plan and Disclosure Statement (collectively, the “Solicitation Packages”), and (iv) certain related relief (collectively, the “Solicitation Procedures”); and (e) approving certain additional procedures associated with the Confirmation process; and this Bankruptcy Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice needs to be provided; and this Bankruptcy Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors and all other parties in interest; and this Bankruptcy Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon the proceedings had before this Bankruptcy Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. The Combined Plan and Disclosure Statement is hereby **APPROVED** on an interim basis under Bankruptcy Code section 1125, Bankruptcy Rule 3017 and Local Bankruptcy Rule 3017-2.
3. The following schedule of dates is hereby approved:

PROPOSED TIMETABLE	
EVENT	DATE/TIME³
Record Date	The earlier of (i) the date of entry of the Interim Approval and Procedures Order at 5:00 p.m. (ET) or (ii) July 28, 2017 at 5:00 p.m. (ET)
Solicitation Date	The earlier of (i) August 4, 2017 or (ii) 3 business days after entry of Interim Approval and Procedures Order
Deadline to Object to Claims for Voting Purposes Only and Deadline to File Rule 3018(a) Motion.	August 21, 2017 at 4:00 p.m. (ET)
Voting Deadline	September 1, 2017 at 5:00 p.m. (ET)
Deadline to Object to Final Approval of the Disclosure Statement and Confirmation of the Plan	September 5, 2017 at 4:00 p.m. (ET) (more than 38 days from entry of the Interim Approval and Procedures Order per Del. Bankr. L.R. 3017-2(f))
Deadline for Replies to Objections/Declaration and/or Brief in Support of Confirmation	September 11, 2017 at 4:00 p.m. (ET) (4:00 pm (ET) day prior to filing of agenda for Combined Hearing)
Combined Hearing and Hearing on Rule 3018(a) Motions	September 14, 2017 at 10:00 a.m. (ET) (45 days from entry of the Interim Approval and Procedures Order per Del. Bankr. L.R. 3017-2(f))

4. Combined Hearing. The Combined Hearing to consider final approval and Confirmation of the Combined Plan and Disclosure Statement shall commence on **September 14, 2017 at 10:⁰⁰a.m.** (prevailing Eastern Time), or as soon thereafter as counsel can be heard before the Honorable Kevin Gross, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom

³ All times are prevailing Eastern Time unless otherwise noted.

No. 3, Wilmington, Delaware 19801. The Combined Hearing may be continued from time to time by way of announcement of such continuance in open court or otherwise and the filing of a notice of continuance with the Court.

5. Deadline and Procedures for Filing Objections to Confirmation. The deadline for filing and serving objections to the final approval and confirmation of the Combined Plan and Disclosure Statement shall be **September 5, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline"). In order to be considered, objections, if any, must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the objecting party and the nature and amount of any Claim or Equity Interest asserted by such party against the Debtors, their Estates or property; (d) state with particularity the legal and factual bases and nature of any objection to the Combined Plan and Disclosure Statement; and (e) be filed with the Bankruptcy Court, and served on the following parties (collectively, the "Notice Parties"), so as to be received on or before the Objection Deadline: (i) counsel for the Debtors, Gibbons P.C., 300 Delaware Avenue, Ste. 1015, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq. (hcohen@gibbonslaw.com)); (ii) counsel for the DIP Agent, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, (Attn: Mitchell A. Seider, Esq. (mitchell.seider@lw.com)) and Annemarie V. Reilly, Esq. (annemarie.reilly@lw.com)) and Richards Layton & Finger, One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins (collins@rlf.com)); and (iii) the United States Trustee, 844 King Street, Suite 2207, Lockbox #35, Wilmington, DE 19801, Attn: Hannah M. McCollum (Hannah.McCollum@usdoj.gov).

6. Objections to final approval and Confirmation of the Combined Plan and Disclosure Statement not timely filed and served in accordance with the provisions of the prior paragraph may not be considered by the Bankruptcy Court and may be overruled.

7. Deadline for Filing Replies, if any, and Briefs in Support of Confirmation.
The deadline to file replies to Objections, if any, and briefs in support of the Combined Plan and Disclosure Statement shall be **September 11, 2017 at 4:00 p.m. (prevailing Eastern Time)**.

8. Deadline for Objections to Claims for Voting Purposes Only. The deadline for filing and serving objections to Claims that may affect tabulation of votes on the Combined Plan and Disclosure Statement ("Claims Voting Objections") shall be **August 21, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the "Claims Voting Objection Deadline"). Claims Voting Objections filed after the Claims Voting Objection Deadline shall not affect a Claim Holder's right to vote on the Combined Plan and Disclosure Statement. The Claims Voting Objection Deadline shall not apply to Claim objections which may be asserted for purposes other than voting on the Combined Plan and Disclosure Statement.

9. In order to be considered, Claims Voting Objections must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the party asserting the Claims Objection; (d) state with particularity the legal and factual bases for the Claims Voting Objection; and (e) be filed with the Bankruptcy Court, and served on the Notice Parties, so as to be received no later than the Claims Voting Objection Deadline. Claims Voting Objections not timely filed and served in accordance with the foregoing provision may not be considered by the Bankruptcy Court and may be overruled.

10. Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes. The deadline for filing and serving motions to temporarily Allow a Claim or Equity Interest for voting purposes pursuant to Bankruptcy Rule 3018(a) for the purpose of accepting or rejecting the Combined Plan and Disclosure Statement (“Rule 3018(a) Motions”) shall be **August 21, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the “Rule 3018(a) Motion Deadline”).

11. In order to be considered, Rule 3018(a) Motions must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the party asserting the Rule 3018(a) Motion; (d) state with particularity the legal and factual bases for the Rule 3018(a) Motion; and (e) be filed with the Bankruptcy Court, and served on the Notice Parties, so as to be received no later than the Rule 3018(a) Motion Deadline. Rule 3018(a) Motions not timely filed and served in accordance with the foregoing provision may not be considered by the Bankruptcy Court and may be overruled.

12. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a Ballot and be permitted to cast a provisional vote to accept or reject the Combined Plan and Disclosure Statement. To the extent that the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Combined Hearing, such Rule 3018(a) Motion shall be considered by the Bankruptcy Court at the Combined Hearing. The Bankruptcy Court shall determine whether the provisional Ballot should be counted as a vote on the Combined Plan and Disclosure Statement and, if so, the amount, if any, in which the party filing the Rule 3018(a) Motion will be entitled to vote.

13. Voting Procedures. Only the following Holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

a. Holders of Claims that have timely filed a Proof of Claim that (i) has not been expunged, Disallowed, disqualified, withdrawn, or superseded and (ii) is not the subject of a pending objection as of the Voting Date; provided, that,

(1) 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 Bankruptcy Court and

(2) a Holder of a Claim that is the subject of a pending objection other than a “reduce and allow” objection, filed with the Bankruptcy Court at least seven (7) days prior to the Voting Deadline, shall not be entitled to vote to accept or reject the Combined Plan and Disclosure Statement on account of such Claim unless a Resolution Event⁴ occurs.

b. Holders of Claims that are listed in the Schedules; *provided* that Claims that are scheduled as contingent, unliquidated, or Disputed (excluding such scheduled Disputed, contingent, or unliquidated Claims that have been superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amount of \$1.00;

⁴ “Resolution Event” means: (a) an order of the Court is entered allowing the Disputed Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order of the Court is entered temporarily allowing the Disputed Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the Holder of the Disputed Claim and the Debtors allowing such Disputed Claim in an agreed-upon amount; (d) a stipulation or other agreement is executed between the Holder of the Disputed Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or (e) the pending objection to the Disputed Claim is voluntarily withdrawn by the objecting party.

c. Holders whose Claims arise (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Bankruptcy Court, (ii) in an Order entered by the Bankruptcy 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 has been filed; and

d. Holders of any Disputed Claim that has been temporarily allowed to vote on the Combined Plan and Disclosure Statement pursuant to Bankruptcy Rule 3018.

14. Record Date. The record date (the "Record Date") for determining Holders of Claims entitled to vote on the Combined Plan and Disclosure Statement and thus receive the Solicitation Package pursuant to the Solicitation Procedures is the earlier of (i) **the date of entry of the Interim Approval and Procedures Order at 5:00 p.m. (ET) or (ii) July 28, 2017 at 5:00 p.m. (prevailing Eastern Time)**. If a Holder of a Claim in one of the Voting Classes transfers all of such Claim to one or more parties before the Holder has cast its vote on the Combined Plan and Disclosure Statement, such Holder shall be automatically deemed to have provided a voting proxy to the purchaser(s) of the Holder's Claim, and the purchaser(s) shall be deemed to be the Holder(s) as of the Record Date for purposes of voting on the Combined Plan and Disclosure Statement, provided that such purchaser(s) properly effectuates the transfer pursuant to Bankruptcy Rule 3001(e).

15. Notice and Transmittal of Solicitation Packages Including Ballots and Non-Voting Packages and Approval of Forms of Notice and Ballot. The Confirmation Notice, substantially in the form attached hereto as **Exhibit A**, complies with the requirements of Bankruptcy Rules 2002(b), 2002(d) and 3017(d) and Local Rule 3017-2 and is approved in all respects. Within three (3) Business days after the Bankruptcy Court enters the Interim Approval

and Procedures Order, the Debtors shall mail, or cause to be mailed, by first-class mail the Confirmation Notice to (i) all known creditors of the Debtors, as reflected in the Debtors' books and records, (ii) all known equity security holders of the Debtors, as reflected in the Debtors' books and records, (iii) all creditors that timely filed a proof of claim and (iv) all other entities required to be served under Bankruptcy Rules 2002 and 3017.

16. Non-Voting Packages. The Debtors shall not be required to transmit Solicitation Packages to Holders of Unclassified Claims and Holders of Claims or Equity Interests in Classes 1, 3, 5, 6, 7 and 8 (collectively, the "Non-Voting Classes") under the Combined Plan and Disclosure Statement. The Debtors shall mail or cause to be mailed by first-class mail to Holders of Unclassified Claims and Claims in Classes 1 and 3, a copy of the Notice Of Non-Voting Status With Respect To Unimpaired Classes (the "Presumed to Accept Notice"), substantially in the form attached hereto as **Exhibit C**. The Debtors shall mail or cause to be mailed by first-class mail to Holders of Claims and Equity Interests in Classes 5, 6, 7 and 8, a copy of the Notice Of Non-Voting Status With Respect To Impaired Classes (the "Presumed to Reject Notice" and together with the Presumed to Accept Notice, the "Non-Voting Status Notices"), substantially in the form attached hereto as **Exhibit D**.

17. Solicitation Packages. The Debtors shall mail or cause to be mailed by first-class mail to Holders of Claims in the Voting Classes a solicitation package (the "Solicitation Package") containing a customized Ballot in substantially the form attached hereto as **Exhibit B** and the following: (i) a copy of the Confirmation Notice; (ii) a copy of the Combined Plan and Disclosure Statement; (iii) a copy of this Interim Approval and Procedures Order (without exhibits) as entered by the Bankruptcy Court; (iv) a copy of IRS Form W-9; (v) a

pre-addressed return envelope; and (vi) such other materials as the Bankruptcy Court may direct or approve.

18. The Debtors shall cause the Solicitation Package (other than the Ballots) to be provided in CD-ROM format. The Ballots shall *only* be provided in paper format. Paper copies of the documents otherwise provided may be obtained by contacting the Voting Agent by: (a) emailing DRCVote@donlinrecano.com; (b) writing Donlin, Recano & Company, Inc., Attention: Voting Department, P.O. Box 192016, Blythebourne Station, Brooklyn, NY 11219 or (c) calling (212) 771-1128.

19. The Debtors shall cause the Solicitation Packages to be distributed by the Voting Agent by the earlier of (i) August 4, 2017 or (ii) 3 business days after entry of Interim Approval and Procedures Order (the "Solicitation Date").

20. Creditors who have filed duplicate claims in Classes 2 and 4 (i) shall receive only one Solicitation Package and one Ballot for voting their Claims with respect to Classes 2 and 4; and (ii) shall be entitled to vote their Claim only once with respect to Classes 2 and 4.

21. When No Notice or Transmittal Necessary. Notwithstanding any provision of this Order to the contrary, no notice or service of any kind shall be required to be made upon any person to whom the Debtors mailed a notice of the meeting of creditors under section 341 of the Bankruptcy Code or notice of the Bar Dates and received either of such notices returned by the United States Postal Service marked "undeliverable as addressed," "moved--left no forwarding address," "forwarding order expired" or similar marking or reason, unless the Debtors have been informed in writing by such Person of that Person's new address..

22. The Debtors shall not re-mail undelivered Solicitation Packages or other undeliverable solicitation-related notices that were returned marked “undeliverable as addressed,” “moved--left no forwarding address,” “forwarding order expired” or similar marking or reason, unless the Debtors have been informed in writing by such Person of that Person’s new address. If a Solicitation Package is returned by the post office as undeliverable and contains a forwarding address, the Solicitation Package shall be forwarded to the new address.

23. Voting Deadline. To be counted, Ballots for accepting or rejecting the Combined Plan and Disclosure Statement must be received by the Voting Agent by **5:00 p.m. (Eastern Time) on September 1, 2017** (the “Voting Deadline”). The Debtors are hereby authorized to extend, in their sole discretion, by oral or written notice to the Voting Agent, the period of time during which Ballots will be accepted for any reason from any creditor or Class of creditors.

24. Tabulation Procedures. Neither the Debtors, the Voting Agent, nor any other Person or Entity shall be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor shall any of them incur any liability for failure to provide such notification. The Debtors may either disregard, with no further notice, defective Ballots, or attempt to have defective Ballots cured, in their sole discretion.

25. The following voting procedures shall apply in tabulating Ballots:

- a. any form of Ballot other than the official form sent by the Voting Agent, or a copy thereof shall be rejected as invalid and, therefore, shall not count in connection with Confirmation of the Combined Plan and Disclosure Statement, except as otherwise determined by the Debtors in their sole discretion;

b. Ballots received after the Voting Deadline shall be rejected as invalid and, therefore, shall not count in connection with Confirmation of the Combined Plan and Disclosure Statement, except as otherwise provided in the Solicitation Procedures, or as otherwise determined by the Debtors in their sole discretion;

c. the Voting Agent shall date- and time-stamp all Ballots when received. The Voting Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date, unless otherwise ordered by the Bankruptcy Court;

d. the method of delivery of Ballots to be sent to the Voting Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Voting Agent actually receives the original executed Ballot;

e. an original executed Ballot bearing an original signature is required to be submitted by the entity submitting such Ballot. Delivery of a Ballot to the Solicitation Agent by facsimile will not be valid. Delivery of a Ballot by electronic mail is valid;

f. any Ballot that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted;

g. any Ballot received that the Voting Agent cannot match to an existing database record of a creditor shall not be counted;

h. no Ballot should be sent to the Debtors, the Debtors' agents (other than the Voting Agent), or the Debtors' financial or legal advisors, and if so sent such Ballot shall not be counted;

i. if a Proof of Claim contains any amount that is either or both contingent or unliquidated, as determined by the Debtors and Voting Agent in their reasonable

discretion, then any vote cast on account such Claim shall only be tabulated with respect to the non-contingent and liquidated amount set forth in the Proof of Claim, as determined by the Debtors and Voting Agent in their reasonable discretion, or \$1.00 if no portion of the Claim is determined to be non-contingent and liquidated;

j. if a scheduled or Filed Claim has been paid, in full or in part, only the unpaid amount of such Claim, if any, is permitted to vote to accept or reject the Combined Plan and Disclosure Statement;

k. Proofs of Claim filed for \$0.00 are not entitled to vote and Claims scheduled at \$0.00 or in a negative amount are not entitled to vote;

l. if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect such Holder's intent and will supersede and revoke any prior Ballot;

m. Holders must vote all of their Claims within a particular Class either to accept or reject the Combined Plan and Disclosure Statement and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Combined Plan and Disclosure Statement will not be counted. Further, to the extent there are multiple Claims within the same Class held by a single Holder, the Debtors may, in their discretion, aggregate the Claims of any particular Holder within a Class for voting purposes, and the vote related to such Claims will be treated as a single vote to accept or reject the Combined Plan and Disclosure Statement;

n. a person signing a Ballot in his or her 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 a Claim must indicate such capacity when signing;

o. the Debtors, subject to contrary Order of this Court, may waive any defects or irregularities, including receipt of the Ballot after the Voting Deadline, 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;

p. 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;

q. unless waived or as ordered by the Bankruptcy 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;

r. in the event a designation is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept or reject the Combined Plan and Disclosure Statement cast with respect to such Claim will be counted for purposes of determining whether the Combined Plan and Disclosure Statement has been accepted or rejected;

s. subject to any Order of the Bankruptcy 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, however*, that any such rejections will be documented in the Voting Report;

t. if a Claim has been estimated or otherwise Allowed for voting purposes only by Order of the Bankruptcy Court, such Claim shall be temporarily allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or Distribution; provided, however, that if a Claim has been estimated by the Bankruptcy Court for purposes of allowance and Distribution pursuant to section 502(c) of the Bankruptcy Code, such allowance shall be for both voting and Distribution purposes;

u. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures governing Disputed Claims;

v. the following Ballots shall not be counted in determining the acceptance or rejection of the Combined Plan and Disclosure Statement: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by an entity that does not hold a Claim in a Voting Class; (iii) any unsigned Ballot or Ballot lacking an original signature, provided, however, that Ballots submitted via electronic mail shall not require an original signature; (iv) any Ballot not marked to accept or to reject the Combined Plan and Disclosure Statement or marked both to accept and to reject the Combined Plan and Disclosure Statement; and (v) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;

w. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors; and

x. the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes and such stipulations shall be filed with the Bankruptcy Court.

y. Debtors are authorized, but not required, to waive any of the above-specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, the Bankruptcy Rules, or the Local Bankruptcy Rules.

26. Voting Report. The Voting Agent shall file its report (the "Voting Report") on or before **September 8, 2017 at 4:00 p.m. (prevailing Eastern Time)**. In addition to serving the Voting Report on the Bankruptcy Rule 2002 service list maintained by the Debtors in the chapter 11 cases, the Debtors shall post the Voting Report on the Debtors' case website as soon as practicable after the Voting Report is filed.

27. Service and Notice Adequate and Sufficient. Service of all notices and documents described herein in the time and manner set forth herein shall constitute due, adequate and sufficient notice, and no other or further notice shall be necessary.

28. The Debtors are authorized to make non-substantive or immaterial changes to the Combined Plan and Disclosure Statement, the Ballots, the Confirmation Notice, and related documents without further Order of the Bankruptcy Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Combined Plan and Disclosure Statement and any other materials comprising the Solicitation Package.

29. This Bankruptcy Court shall retain jurisdiction to implement, interpret and effectuate the provisions of this Order.

Dated: July **25**, 2017
Wilmington, DE



The Honorable Kevin Gross
United States Bankruptcy Judge