

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

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 In re: : Chapter 11  
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 JUNIPER GTL LLC<sup>1</sup> : Case No. 16-31959  
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 Debtor. :  
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**DEBTOR’S MOTION FOR AN ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING SOLICITATION PACKAGE; (III) ESTABLISHING VOTING RECORD DATE FOR ENTITLEMENT TO SOLICITATION PACKAGE AND TO VOTE ON PLAN OF LIQUIDATION; (IV) APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGE; (V) APPROVING FORM OF BALLOTS; (VI) ESTABLISHING LAST DATE FOR RECEIPT OF BALLOTS; (VII) APPROVING PROCEDURES FOR VOTE TABULATION; (VIII) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN OF LIQUIDATION; AND (IX) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING AND OF RELATED ISSUES**

Juniper GTL LLC (“Juniper” or the “Debtor”), debtor and debtor in possession, files this Motion for an Order (I) Approving Disclosure Statement, (II) Approving Solicitation Package, (III) Establishing Voting Record Date for Entitlement to Solicitation Package and to Vote on Plan of Liquidation, (IV) Approving Procedures for Distribution of Solicitation Package, (V) Approving Form of Ballots, (VI) Establishing Last Date for Receipt of Ballots, (VII) Approving Procedures for Vote Tabulation, (VIII) Establishing Deadline and Procedures for Filing Objections to Confirmation of Plan of Liquidation, and (IX) Approving Form of Manner of Notice of Confirmation Hearing and Related Issues (the “Motion”). In support thereof, the Debtor respectfully represents as follows:

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number is 3161. The above-captioned Debtor’s mailing address is 3 Riverway, Suite 1050, Houston, Texas 77056.

## **JURISDICTION AND VENUE**

1. This Court has jurisdiction over these cases and this matter pursuant to 28 U.S.C. §§ 157(b) and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The predicates for the relief requested herein are sections 1125, 1126 and 1128 of title 11 of the United States Code (the “Bankruptcy Code”) and rules 2002 and 3017 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

## **BACKGROUND**

### **A. General Background**

4. On April 14, 2016 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Court”). The Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request has been made for the appointment of a trustee or examiner, and no official committee has yet been established in this case.

5. A description of the Debtor’s business and the reasons for filing this chapter 11 case are set forth in the First Day Declaration filed on the Petition Date and incorporated by reference as if fully set forth herein. Additional facts specific to this Motion are set forth below.

6. On the Petition Date, the Debtor filed its Chapter 11 Plan of Liquidation under the United States Bankruptcy Code (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Plan”). The Debtor contemporaneously filed its Disclosure Statement for the Debtor’s Plan (the “Disclosure Statement”). The proposed Plan

provides for a liquidation and wind down of the Debtor's business affairs, following a sale of all or substantially all of its assets pursuant to Bankruptcy Code section 363, such sale is contemplated to close prior to confirmation of the Plan. The Plan provides for the distribution of the sale proceeds pursuant to the priorities of the Bankruptcy Code and various pre-bankruptcy agreements among the creditors in the case. To that end, following the closing of the sale (and the payment of secured tax claims at the closing), the Plan generally provides for (i) payment in full of the principal amount of Level 4 Lien Claims<sup>2</sup>, (ii) significant payment of Level 5 Lien Claims, (iii) payment of all priority and administrative claims and (iv) the creation of a trust for the benefit of general unsecured creditors. However, the Debtor is also seeking qualified bids from third parties greater than that negotiated with a stalking horse bidder. To that end, the Debtor has sought approval of a motion to approve bidding procedures that sets forth the process and timing for submission of qualified bids. If a third party submits a qualifying bid, then an auction will take place so that the potential distributions to creditors will be enhanced over that contemplated by the stalking horse bid. In either event, the Debtor has negotiated with the stalking horse bidder, debtor in possession financing for a 13 week period with sufficient funds to get through the contemplated effective date of the Plan.

### **RELIEF REQUESTED AND BASIS THEREFORE**

#### ***A. Approval of the Debtor's Disclosure Statement***

1. Bankruptcy Code section 1125 provides that the solicitation of votes on a proposed plan cannot occur until the Court has approved a disclosure statement that contains "adequate information" for creditors to make an informed choice. Further, Bankruptcy Rule 3017(a) provides that the Court shall hold a hearing on at least 28 days' notice to consider the disclosure statement. Accordingly, the Debtor requests that the Court schedule a disclosure

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<sup>2</sup> Capitalized terms not defined herein, shall have the meanings as ascribed to them in the Plan.

statement hearing for on or about May 18, 2016, and at such hearing approve the Debtor's Disclosure Statement for purposes of solicitation pursuant to Bankruptcy Code Section 1125 and Bankruptcy Rule 3017.

***B. Approval of the Solicitation Package***

2. Upon approval of the Disclosure Statement, Bankruptcy Rule 3017(d) requires that the Debtor mail certain items to all creditors, equity security holders, and the United States Trustee. In accordance with this provision, the Debtor proposes to transmit by mail to all creditors entitled to vote on the Plan, via Donlin, Recano & Company, Inc. ("DRC"), the Debtor's proposed noticing and balloting agent (the "Voting Agent") in this case, a solicitation package ("Solicitation Package") comprised of the following items: (a) a written notice (the "Confirmation Hearing Notice") in substantially the form attached hereto as Exhibit A of (i) the Court's approval of the Disclosure Statement, (ii) the commencement date of the hearing on confirmation of the Plan (the "Confirmation Hearing"), (iii) the deadline and procedures for filing objections to confirmation of the Plan and related issues, and (iv) notice of the time within which acceptances and rejections of the Plan may be filed; (b) a CD-Rom (or hard copy, in the Debtor's discretion) containing the Disclosure Statement (together with all exhibits thereto, including the Plan),<sup>3</sup> (c) forms of ballots in substantially the form attached hereto as Exhibits B-D and a pre-addressed, postage paid return envelope; and (d) such other information as the Court may require. For those creditors who are not entitled to vote by operation of Bankruptcy Code section 1126 because they have been deemed to have voted to accept or reject the Plan (Classes 3, 4, 6 and 7), the Debtor proposes to have mail DRC such creditors and parties a notice of non-voting status in the form attached hereto as Exhibit E.

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<sup>3</sup> The proposed Confirmation Hearing Notice contains information as to how a claimant may obtain a hard copy of the Disclosure Statement and all exhibits thereto.

3. The Debtor intends to use DRC to inspect, monitor, and supervise the solicitation process, to transmit the Solicitation Packages, to serve as the tabulator of the ballots, and to certify to the Court the results of the balloting.

***C. Establishment of Voting Record Date for Entitlement to Solicitation Package and to Vote on the Plan***

4. Bankruptcy Rule 3017(d) provides that, for purposes of soliciting votes in connection with the confirmation of a plan of reorganization, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” FED. R. BANKR. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. Accordingly, the Debtor requests that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) to establish a date on or about May 18, 2016, otherwise the first day of the Disclosure Statement Hearing, as the record date (the “Voting Record Date”) for purposes of determining which creditors and equity security holders are entitled to vote on the Plan and which non-voting creditors and equity security holders are entitled to receive certain informational materials.<sup>4</sup>

5. With respect to any transferred Claim, if the transferor of such Claim is entitled to vote with respect to the Plan, the Debtor proposes that the transferee will be entitled to receive a Solicitation Package and vote to accept or reject the Plan on account of the transferred Claim only if: (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date; or (b) the transferee files, no later than

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<sup>4</sup> The establishment of a Voting Record Date is for voting purposes only and has no effect on who is entitled to receive distributions under the Plan.

the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer.

***D. Approval of Procedures for Distribution of Solicitation Package***

6. As Bankruptcy Rule 3017(d) provides generally, upon approval of the Disclosure Statement, the Solicitation Package must be mailed to all creditors and equity security holders, including holders of stock, bonds, debentures, notes, and other securities. The Debtor proposes that not later than three (3) business days after the date on which the Disclosure Statement is approved by the Court (the "Solicitation Date"), DRC, by first class mail, send a Solicitation Package to each entity listed on the Debtor's schedules of liabilities, as amended from time to time prior to the Voting Record Date and to each entity having filed with the Court a proof of claim that has not been disallowed, withdrawn, or expunged on or before the Voting Record Date.

7. However, the Debtor proposes that no Solicitation Package or other notice need be transmitted to (a) holders of claims listed on the Debtor's schedules that have already been paid in full during the case or that are authorized to be paid in full in the ordinary course of business pursuant to orders previously entered by this Court, (b) creditors in Classes 3 and 4 which are unimpaired and deemed to accept (c) creditors in Class 6 and equity holders in Class 7 since those classes are deemed to have rejected the Plan by operation of Bankruptcy Code section 1126, or (d) any person to whom the Debtor mailed a notice of the meeting of creditors under Section 341 of the Bankruptcy Code and such notice was returned marked "undeliverable" or "moved — no forwarding address" or for a similar reason, unless the Debtor has been informed in writing by such person of that person's new address. The Debtor believes that it would be costly and wasteful to mail Solicitation Packages to parties that are not entitled or

required to vote on the Plan or those addresses from which notices of the Section 341 meeting have been returned as undeliverable. The Debtor further proposes that it and/or DRC may, but shall not be required to, attempt to locate the correct address and resend prior to the Voting Deadline (as defined below), those Solicitation Packages that are returned as undeliverable. Lastly, as to creditors in Classes 3, 4 and 6, and equity holders in Class 7, the Debtor proposes that only the form of Notice of Non-Voting Status (Exhibit E) be mailed by DRC to such creditors and equity holders to provide information and notice about the disclosure statement, plan and confirmation process.

***E. Approval of Form of Ballots***

8. Bankruptcy Rule 3017(d) provides that ballots for accepting or rejecting a plan should conform substantially to the appropriate official form. The Debtor proposes to use the ballots substantially in the form annexed hereto as Exhibits B-D. All ballots will be accompanied by return envelopes addressed to DRC.

***F. Establishment of Last Date for Receipt of Ballots***

9. Bankruptcy Rule 3017(c) requires the Court, on or before approval of the disclosure statement, to “fix a time within which the holders of claims and interests may accept or reject the plan.” Based on the schedule set forth above, the Debtor proposes that the Court establish a date and time by which all ballots must be received by DRC (the “Voting Deadline”).

***G. Approval of Procedures for Vote Tabulation***

10. With respect to all creditors entitled to vote, the Debtor proposes that the amount of the claim used to tabulate acceptance or rejection of the Plan should be either: (a) the claim amount listed in the Debtor’s schedules of liabilities, provided that (i) such claim is not scheduled as contingent, unliquidated, or disputed, and (ii) no proof of claim has been timely

filed (or otherwise deemed timely filed by the Court under applicable law); (b) the liquidated amount specified in a proof of claim that is not the subject of an objection filed before the date of the Confirmation Hearing (or if such claim has been resolved pursuant to a stipulation or order entered by the Court, the amount set forth in such stipulation or order); or (c) the amount temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018(a) after a motion is brought, notice is provided, and a hearing is held prior to the Voting Deadline, further,

- a. If a creditor casts a ballot, the creditor has timely filed a proof of claim (or has otherwise had such proof of claim deemed timely filed by the Court under applicable law) and the creditor's claim is the subject of an objection to claim filed before the Confirmation Hearing, the creditor's ballot shall not be counted, unless temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018(a);
- b. If a claim is listed in the Debtor's 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, the Debtor proposes 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. Proofs of claim filed for \$0.00 are not entitled to vote;
- d. If a proof of claim has been amended by a later filed proof of claim, only the later filed amending claim will be entitled to vote, regardless of whether the Debtor has objected to such earlier filed claim;
- e. If the Debtor has served an objection or request for estimation as to a claim, such claim is 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, or as ordered by the Court.

11. The Debtor further proposes that ballots cast by creditors who have timely filed proofs of claim in wholly unliquidated or unknown amounts that are not the subject of an objection filed before the date of the Confirmation Hearing, will have their ballots counted for purposes of determining whether the Debtor has satisfied the numerosity requirement of § 1126(c) of the Bankruptcy Code, but will only have their ballots count \$1 for purposes of determining whether the Debtor has satisfied the aggregate claim amount requirements of that section.

12. In addition, the Debtor proposes that the following voting procedures and standard assumptions be used in tabulating ballots:

- f. For purposes of the numerosity requirements of § 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtor in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan.
- g. Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, a ballot (or multiple ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will be counted as a single affirmative vote to accept the Plan.
- h. Ballots that fail to indicate an acceptance or rejection of the Plan, or that indicate both an acceptance and a rejection of the Plan shall not be counted.
- i. Only ballots that are timely received with original signatures will be counted. Unsigned ballots will not be counted. Any Ballots transmitted by facsimile, electronic mail, or other means that do not comply with the procedures noted in this Motion, will not be counted unless the claimant receives the written consent of the Debtor.
- j. Any ballot that is illegible or contains insufficient information to permit the identification of the claimant will not be counted.

- k. 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 will not be counted.
  - l. Any creditor who has filed or purchased duplicate claims will be provided with only one Solicitation Package and one ballot and be permitted to vote only a single claim, regardless of whether the Debtor has objected to such duplicate claims.
  - m. Whenever a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last properly completed Ballot actually received before the Voting Deadline shall be deemed to reflect the voter's intent and, thus, to supersede any prior Ballots and there shall be a rebuttable presumption that any creditor who submits a properly completed, superseding Ballot, or withdraws a Ballot on or before the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such claimant's acceptance or rejection of the Plan, such that the earlier submitted Ballot shall be deemed superseded or withdrawn, as applicable.
13. If any class contains claims entitled to vote but no votes are returned for such class, then such class shall be deemed to have accepted the Plan.
14. The Debtor further proposes that, subject to any contrary order of the Court and except as otherwise set forth herein, they may waive any defects or irregularities as to any particular Ballot at any time, either before or after the Voting Deadline, and any such waivers shall be documented in the vote tabulation certification prepared by the Voting Agent.

***H. Establishment of Deadline and Procedures for Filing Objections to Confirmation of Plan***

15. Bankruptcy Rule 2002(b) requires at least 28 days' notice to parties in interest of the time fixed for filing objections to confirmation of a plan. The Debtor proposes that any objection, comment, or response to the confirmation of the Plan (including any supporting memoranda) must (a) be in writing; (b) state the grounds for the objection, if any, and the legal and factual bases thereof; (c) reference with specificity the text of the Plan to which the

objection, if any, is made; (d) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; and (e) be served on the parties identified below, and be filed with the Court, together with proof of service, such that they are actually received by such parties and the Court by 4:00 p.m. on a date seven (7) days before the hearing date. Objections to confirmation of the Plan must be served on the following parties:

Debtor:

Attn: David Rush  
3 Riverway, Suite 1050  
Houston, Texas 77056  
Email: David.Rush@fticonsulting.com

Counsel for the Debtor:

King & Spalding LLP  
1100 Louisiana, Suite 4000  
Houston, TX 77002  
Attention: Mark W. Wege, Esq. and Edward L. Ripley, Esq.  
Facsimile: 713.751.3290  
Email: mwege@kslaw.com and eripley@kslaw.com

United States Trustee:

515 Rusk Street  
Houston, Texas 77002  
Attn: Nancy L. Holley  
email: nancy.holley@usdoj.gov

DIP Lender:

Westlake GTL, LLC  
c/o Hogan Lovells US LLP  
Attn: Mark Heimlich  
One Tabor Center, Suite 1500  
1200 Seventeenth Street  
Denver, Colorado 80202  
email: mark.heimlich@hoganlovells.com

Richard Design Services Inc

Attn: Mike Krautz, CFO  
750 Pearl St.  
Beaumont, TX 77701

email: mike.krautz@rig-rds.com

Counsel for RDS:

Gable Gotwals  
Attn: John Dale  
1100 ONEOK Plaza  
100 West 5th St.  
Tulsa, OK 74103  
email: jdale@gablelaw.com

(The Debtor reserves the right to object to and oppose all objections not timely filed and served in accordance with the provisions of this Motion.

***I. Approval of Form and Manner of Notice of the Confirmation Hearing and of Related Issues***

16. If the Court approves the Disclosure Statement and grants the relief requested in this Motion, notice of (a) the Court's approval of the Disclosure Statement, (b) the commencement date of the Confirmation Hearing, (c) the deadline and procedures for filing objections to confirmation of the Plan, and (d) claims voting procedures shall be included as part of the Solicitation Package in substantially the form of the Notice annexed hereto as Exhibit A and shall be sent via regular mail to all creditors and parties in interest consistent with the relief requested in this Motion.

***J. Request for Confirmation Hearing***

17. The Debtor respectfully requests that the Court set the Confirmation Hearing on or about July 8, 2016 or as soon thereafter as the Court's schedule shall permit.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

**CONCLUSION**

WHEREFORE, the Debtor requests that this Court enter its order attached hereto granting the relief requested herein and granting such other and further relief as the Court may deem just and proper.

Date: April 15, 2016  
Houston, Texas

/s/Mark W. Wege  
Mark W. Wege (Texas Bar No. 21074225)  
Edward L. Ripley (Texas Bar No. 16935950)  
Jason S. Sharp (Texas Bar No. 24079897)  
KING & SPALDING, LLP  
1100 Louisiana, Suite 4000  
Houston, Texas 77002  
Telephone: 713-751-3200  
Facsimile: 713-751-3290  
Email: MWege@kslaw.com  
ERipley@kslaw.com  
JSharp@kslaw.com

*Proposed Counsel for the Debtors and Debtors  
in Possession*

**EXHIBIT A**

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

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In re:	:	Chapter 11
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JUNIPER GTL LLC <sup>1</sup>	:	Case No. 16-31959
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	:	
	:	
Debtor.	:	

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**NOTICE OF ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING SOLICITATION PACKAGE; (III) ESTABLISHING VOTING RECORD DATE FOR ENTITLEMENT TO SOLICITATION PACKAGE AND TO VOTE ON PLAN OF LIQUIDATION; (IV) APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGE; (V) APPROVING FORM OF BALLOTS; (VI) ESTABLISHING LAST DATE FOR RECEIPT OF BALLOTS; (VII) APPROVING PROCEDURES FOR VOTE TABULATION; (VIII) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN OF LIQUIDATION; AND (IX) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING AND OF RELATED ISSUES**

TO ALL CREDITORS AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE that the Honorable Marvin Isgur, United States Bankruptcy Judge for the Southern District of Texas, Houston Division, has entered an order dated May \_\_\_\_, 2016, in the above-captioned bankruptcy case, approving the disclosure statement (the "Disclosure Statement") for the Debtor's Chapter 11 Plan of Liquidation (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the "Plan") for the above-captioned debtor ("Debtor").

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan will be held on July \_\_\_\_, 2016, or as soon thereafter as counsel can be heard, before the

<sup>1</sup> The last four digits of the Debtor's federal tax identification number is 3161. The above-captioned Debtor's mailing address is 3 Riverway, Suite 1050, Houston, Texas 77056.

Honorable Marvin Isgur, United States Bankruptcy Judge, at the United States Bankruptcy Court (“Court”), 4<sup>th</sup> Floor, Courtroom No. 404, 515 Rusk Street, Houston, Texas 77002 (“Confirmation Hearing”). The Confirmation Hearing may be adjourned from time to time without further notice other than the announcement at the Confirmation Hearing of the date or dates of any adjourned hearing. Additionally, the Plan may be modified without further notice, prior to, at, or as a result of the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that 4:00 p.m. on June \_\_\_, 2016 is the last day and time for filing and serving objections, comments, or responses to confirmation of the Plan, including any supporting memoranda. Any objections to the confirmation of the Plan must (a) be in writing; (b) state the grounds for the objection, if any, and the legal and factual bases thereof; (c) reference with specificity the text of the Plan to which the objection, if any, is addressed; (d) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; and (e) be served on the parties below, and be filed with the Court, together with proof of service, such that they are received by such parties and the Court on or before 4:00 p.m. on June \_\_\_, 2016, as follows: (1) Debtor: Attn: David Rush, 3 Riverway, Suite 1050, Houston, Texas 77056, Email: David.Rush@fticonsulting.com; (2) Counsel for the Debtor: King & Spalding LLP, 1100 Louisiana, Suite 4000, Houston, TX 77002, Attention: Mark W. Wege, Esq. and Edward L. Ripley, Esq., Facsimile: 713.751.3290, Email: mwege@kslaw.com and eripley@kslaw.com; (3) United States Trustee: 515 Rusk Street, Houston, Texas 77002, Attn: Nancy L. Holley; email: nancy.holley@usdoj.gov; (4) DIP Lender: Westlake GTL, LLC, c/o Hogan Lovells US LLP, Attn: Mark Heimlich, One Tabor Center, Suite 1500, 1200 Seventeenth Street, Denver, Colorado 80202, email: mark.heimlich@hoganlovells.com; (5) Richard Design Services Inc.; Attn: Mike Krautz, CFO, 750 Pearl St., Beaumont, TX 77701, email: mike.krautz@rig-rds.com; (6) Counsel

for RDS: Gable Gotwals, Attn: John Dale, 1100 ONEOK Plaza, 100 West 5th St., Tulsa, OK 74103, email: jdale@gablelaw.com.

PLEASE TAKE FURTHER NOTICE that the deadline for the receipt of ballots accepting or rejecting the Plan shall be 4:00 p.m., June \_\_\_\_, 2016 (“Voting Deadline”). To be counted, a ballot must be timely received by DRC by the Voting Deadline. Ballots may not be sent by facsimile transmission.

PLEASE TAKE FURTHER NOTICE that the amount of the claim used to tabulate acceptance or rejection of the Plan shall be either: (a) the claim amount listed in the Debtor’s schedules of liabilities, provided that (i) such claim is not scheduled as contingent, unliquidated, or disputed, and (ii) no proof of claim has been timely filed (or otherwise deemed timely filed by the Court under applicable law); (b) the liquidated amount specified in a proof of claim that is not the subject of an objection filed before the date of the Confirmation Hearing (or if such claim has been resolved pursuant to a stipulation or order entered by the Court, the amount set forth in such stipulation or order); or (c) the amount temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018(a) after a motion is brought, notice is provided, and a hearing is held prior to the Voting Deadline. If a creditor casts a ballot, the creditor has timely filed a proof of claim (or has otherwise had such proof of claim deemed timely filed by the Court under applicable law) and the creditor’s claim is the subject of an objection to claim filed before the Confirmation Hearing, the creditor’s ballot shall not be counted, unless temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018(a). Ballots cast by creditors whose claim is listed in the Debtor’s 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, 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. Proofs of claim filed for \$0.00 are not entitled to vote. If a proof of claim has been amended by a later filed proof of claim, only the later filed amending claim will be entitled to vote, regardless of whether the Debtor has objected to such earlier filed claim. Ballots cast by creditors who have timely filed proofs of claim in wholly unliquidated or unknown amounts that are not the subject of an objection, will have their ballots counted for purposes of determining whether the Debtor has satisfied the numerosity requirement of § 1126(c) of the Bankruptcy Code, but will only have their ballots count \$1 for purposes of determining whether the Debtor has satisfied the aggregate claim amount requirements of that section. Further, for purposes of the numerosity requirements of § 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtor in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan. Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, a ballot (or multiple ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will not be counted. Ballots that fail to indicate an acceptance or rejection of the Plan, or that indicate both an acceptance and a rejection of the Plan shall not be counted. Only ballots that are timely received with original signatures will be counted. Unsigned ballots will not be counted. Any Ballots transmitted by facsimile, electronic mail, or other means that do not comply with the procedures approved by the Court in this Notice, will not be counted unless the claimant receives the written consent of the Debtor. Any ballot that is illegible or contains insufficient information to permit the identification of the

claimant will not be counted. 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 will not be counted. Any creditor who has filed or purchased duplicate claims will be provided with only one Solicitation Package and one ballot and be permitted to vote only a single claim, regardless of whether the Debtor has objected to such duplicate claims. Whenever a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last properly completed Ballot actually received before the Voting Deadline shall be deemed to reflect the voter's intent and, thus, to supersede any prior Ballots and there shall be a rebuttable presumption that any creditor who submits a properly completed, superseding Ballot, or withdraws a Ballot on or before the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such claimant's acceptance or rejection of the Plan, such that the earlier submitted Ballot shall be deemed superseded or withdrawn, as applicable. Any class that contains claims entitled to vote but no votes are returned for such class shall be deemed to have accepted the Plan.

PLEASE TAKE FURTHER NOTICE that the record date for the purposes of determining which holders of stock, bonds, debentures, notes, and other securities are entitled to receive the Solicitation Package and to vote on the Plan is [\_\_\_\_], 2016 ("Voting Record Date").

#### **ADDITIONAL INFORMATION**

Copies of the Disclosure Statement and the Plan may be obtained from the Debtor's Voting Agent, Donlin, Recano & Company, Inc. ("DRC") (a) the Debtor's restructuring website at <https://donlinrecano.com/juniper>; (b) upon request by telephone at (212)771-1128; (c) upon request by mail to the addresses set forth below or (d) by e-mail at [balloting@donlinrecano.com](mailto:balloting@donlinrecano.com), and include "Juniper" in the subject line. **Please be advised that DRC cannot provide legal advice.**

**IF BY FIRST-CLASS MAIL:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
PO Box 192016 Blythebourne  
Station  
Brooklyn, NY 11219

**IF BY HAND DELIVERY  
OR OVERNIGHT COURIER:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
6201 15<sup>th</sup> Ave  
Brooklyn, NY 11219

Date: May \_\_, 2016  
Houston, Texas

/s/Mark W. Wege  
Mark W. Wege (Texas Bar No. 21074225)  
Edward L. Ripley (Texas Bar No. 16935950)  
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1100 Louisiana, Suite 4000  
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ERipley@kslaw.com  
JSharp@kslaw.com

*Proposed Counsel for the Debtors and Debtors in  
Possession*

**EXHIBIT B**

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

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In re:	:	Chapter 11
	:	
	:	Case No. 16-31959
JUNIPER GTL LLC <sup>1</sup>	:	
	:	
	:	
Debtor.	:	

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**CLASS 1 BALLOT FOR ACCEPTING OR REJECTING  
DEBTOR’S CHAPTER 11 PLAN OF LIQUIDATION  
UNDER THE UNITED STATES BANKRUPTCY CODE**

Juniper GTL LLC , Debtor and Debtor in Possession (the “Debtor”) filed its chapter 11 plan of liquidation (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof , the “Plan”) under the United States Bankruptcy Code on April 14, 2016. On [\_\_\_\_\_] (the “Record Date”), the Court approved a disclosure statement (the “Disclosure Statement”) with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc. website, at <https://donlinrecano.com/juniper>. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan identifies 7 Classes of Claims against and Interests in the Debtor. Only Claims in Classes 1, 2 and 5 are entitled to vote on the Plan. This Ballot is to be used by holders of Class 1 Claims only. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If your Ballot is not received by [\_\_\_\_\_] and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. Only holders of Allowed Claims in Classes 1, 2 and 5 as of [\_\_\_\_\_] , the Record Date, may vote to accept or reject.**

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number is 3161. The above-captioned Debtor’s mailing address is 3 Riverway, Suite 1050, Houston, Texas 77056.

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**CLASS 1 CLAIMS (Allowed Level 4 Lien Claims):**

- Class 1 Claims are treated as impaired. Allowed Class 1 Claims may vote to accept or to reject the Plan.

The undersigned, the Record Date holder of an Allowed Class 1 Claim(s) against the Debtor, in the unpaid amount of \$\_\_\_\_\_.<sup>2</sup>

\_\_\_\_ **ACCEPTS PLAN**  
(mark only one)

\_\_\_\_ **REJECTS PLAN**

---

**SIGNATURE**

1. By signing this Ballot, the undersigned creditor hereby certifies that it has been provided with and has read a copy of the Disclosure Statement.

2. By signing this Ballot, the undersigned creditor hereby certifies that it is the Record Date holder of the Claim(s) set forth above and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation is pursuant to the information contained in the Disclosure Statement and the Plan.

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Entity: \_\_\_\_\_ Date: \_\_\_\_\_  
Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email: \_\_\_\_\_  
Fax: \_\_\_\_\_

**Please mail this Ballot per the Instructions below.**

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**INSTRUCTIONS AND DEFINITIONS**

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

2. This Ballot relates to your claim(s) as a Class 1 creditor of the above-listed Debtor. Class 1 creditors are holders of an Allowed Level 4 Lien Claim. All creditors in Class 1 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope. Only Record Date holders of Allowed Level 4 Lien Claims in Class 1 may vote and

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<sup>2</sup> For voting purposes only. Subject to tabulation rules.

any vote by such a Record Date holder shall be binding on and enforceable against both such Record Date holder and any subsequent transferee or holder of such Claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided in above.

3. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will be counted as a single affirmative vote to accept the Plan.

4. Any ballot not bearing an original signature will not be counted. Any ballot submitted by facsimile will not be counted. Any ballot not indicating a vote to accept or to reject the Plan will not be counted.

5. To have your voted counted, your ballot must be received by [ \_\_\_\_\_ ] (“Voting Deadline”) at one of the addresses below.

6. **Based on the form of delivery, submit your ballot to:**

**IF BY FIRST-CLASS MAIL:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
PO Box 192016 Blythebourne  
Station  
Brooklyn, NY 11219

**IF BY HAND DELIVERY  
OR OVERNIGHT COURIER:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
6201 15<sup>th</sup> Ave  
Brooklyn, NY 11219

7. If a Ballot is received after the Voting Deadline, it will not be counted.

**IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE  
CONTACT DONLIN, RECANO & COMPANY, INC. AT (212)771-1128**

**EXHIBIT C**

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

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In re:	:	
	:	Chapter 11
	:	
JUNIPER GTL LLC <sup>1</sup>	:	Case No. 16-31959
	:	
	:	
Debtor.	:	

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**CLASS 2 BALLOT FOR ACCEPTING OR REJECTING  
DEBTOR’S CHAPTER 11 PLAN OF LIQUIDATION  
UNDER THE UNITED STATES BANKRUPTCY CODE**

Juniper GTL LLC , Debtor and Debtor in Possession (the “Debtor”) filed its chapter 11 plan of liquidation (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof , the “Plan”) under the United States Bankruptcy Code on April 14, 2016. On [\_\_\_\_\_] (the “Record Date”), the Court approved a disclosure statement (the “Disclosure Statement”) with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc. website, at <https://donlinrecano.com/juniper>. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan identifies 7 Classes of Claims against and Interests in the Debtor. Only Claims in Classes 1, 2 and 5 are entitled to vote on the Plan. This Ballot is to be used by holders of Class 2 Claims only. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If your Ballot is not received by [\_\_\_\_\_] and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. Only holders of Allowed Claims in Classes 1, 2 and 5 as of [\_\_\_\_\_] , the Record Date, may vote to accept or reject.**

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number is 3161. The above-captioned Debtor’s mailing address is 3 Riverway, Suite 1050, Houston, Texas 77056.

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**CLASS 2 CLAIMS (Allowed Level 5 Lien Claims):**

- Class 2 Claims are treated as impaired. Allowed Class 2 Claims may vote to accept or to reject the Plan.

The undersigned, the Record Date holder of an Allowed Class 2 Claim(s) against the Debtor, in the unpaid amount of \$\_\_\_\_\_.<sup>2</sup>

\_\_\_\_ **ACCEPTS PLAN**  
(mark only one)

\_\_\_\_ **REJECTS PLAN**

---

**SIGNATURE**

1. By signing this Ballot, the undersigned creditor hereby certifies that it has been provided with and has read a copy of the Disclosure Statement.

2. By signing this Ballot, the undersigned creditor hereby certifies that it is the Record Date holder of the Claim(s) set forth above and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation is pursuant to the information contained in the Disclosure Statement and the Plan.

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Entity: \_\_\_\_\_ Date: \_\_\_\_\_  
Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email: \_\_\_\_\_  
Fax: \_\_\_\_\_

**Please mail this Ballot per the Instructions below.**

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**INSTRUCTIONS AND DEFINITIONS**

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

2. This Ballot relates to your claim(s) as a Class 2 creditor of the above-listed Debtor. Class 2 creditors are holders of an Allowed Level 5 Lien Claim. All creditors in Class 2 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope. Only Record Date holders of Allowed Level 5 Lien Claims in Class 2 may vote and

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<sup>2</sup> For voting purposes only. Subject to tabulation rules.

any vote by such a Record Date holder shall be binding on and enforceable against both such Record Date holder and any subsequent transferee or holder of such Claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided in above.

3. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will be counted as a single affirmative vote to accept the Plan.

4. Any ballot not bearing an original signature will not be counted. Any ballot submitted by facsimile will not be counted. Any ballot not indicating a vote to accept or to reject the Plan will not be counted.

5. To have your voted counted, your ballot must be received by [ \_\_\_\_\_ ] (“Voting Deadline”) at one of the addresses below.

6. **Based on the form of delivery, submit your ballot to:**

**IF BY FIRST-CLASS MAIL:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
PO Box 192016 Blythebourne  
Station  
Brooklyn, NY 11219

**IF BY HAND DELIVERY  
OR OVERNIGHT COURIER:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
6201 15<sup>th</sup> Ave  
Brooklyn, NY 11219

7. If a Ballot is received after the Voting Deadline, it will not be counted.

**IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE  
CONTACT DONLIN, RECANO & COMPANY, INC. AT (212)771-1128**

**EXHIBIT D**

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

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In re:	:	Chapter 11
	:	
JUNIPER GTL LLC <sup>10</sup>	:	Case No. 16-31959
	:	
	:	
	:	
Debtor.	:	

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**CLASS 5 BALLOT FOR ACCEPTING OR REJECTING  
DEBTOR’S CHAPTER 11 PLAN OF LIQUIDATION  
UNDER THE UNITED STATES BANKRUPTCY CODE**

Juniper GTL LLC , Debtor and Debtor in Possession (the “Debtor”) filed its chapter 11 plan of liquidation (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof , the “Plan”) under the United States Bankruptcy Code on April 14, 2016. On [\_\_\_\_\_] (the “Record Date”), the Court approved a disclosure statement (the “Disclosure Statement”) with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc. website, at <https://donlinrecano.com/juniper>. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan identifies 7 Classes of Claims against and Interests in the Debtor. Only Claims in Classes 1, 2 and 5 are entitled to vote on the Plan. This Ballot is to be used by holders of Class 5 Claims only. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If your Ballot is not received by [\_\_\_\_\_] and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. Only holders of Allowed Claims in Classes 1, 2 and 5 as of [\_\_\_\_\_] , the Record Date, may vote to accept or reject.**

<sup>10</sup> The last four digits of the Debtor’s federal tax identification number is 3161. The above-captioned Debtor’s mailing address is 3 Riverway, Suite 1050, Houston, Texas 77056.

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**CLASS 5 CLAIMS (Allowed General Unsecured Claims):**

- Class 5 Claims are treated as impaired. Allowed Class 5 Claims may vote to accept or to reject the Plan.

The undersigned, the Record Date holder of an Allowed Class 5 Claim(s) against the Debtor, in the unpaid amount of \$\_\_\_\_\_:<sup>11</sup>

\_\_\_\_ **ACCEPTS PLAN**  
(mark only one)

\_\_\_\_ **REJECTS PLAN**

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**SIGNATURE**

1. By signing this Ballot, the undersigned creditor hereby certifies that it has been provided with and has read a copy of the Disclosure Statement.

2. By signing this Ballot, the undersigned creditor hereby certifies that it is the Record Date holder of the Claim(s) set forth above and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation is pursuant to the information contained in the Disclosure Statement and the Plan.

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Entity: \_\_\_\_\_ Date: \_\_\_\_\_  
Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email: \_\_\_\_\_  
Fax: \_\_\_\_\_

**Please mail this Ballot per the Instructions below.**

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**INSTRUCTIONS AND DEFINITIONS**

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

2. This Ballot relates to your claim(s) as a Class 5 creditor of the above-listed Debtor. Class 5 creditors are holders of an Allowed General Unsecured Claims. All creditors in Class 5 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope. Only Record Date holders of Allowed General Unsecured Claims in Class 5 may vote

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<sup>11</sup> For voting purposes only. Subject to tabulation rules.

and any vote by such a Record Date holder shall be binding on and enforceable against both such Record Date holder and any subsequent transferee or holder of such Claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided in above.

3. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will be counted as a single affirmative vote to accept the Plan.

4. Any ballot not bearing an original signature will not be counted. Any ballot submitted by facsimile will not be counted. Any ballot not indicating a vote to accept or to reject the Plan will not be counted.

5. To have your voted counted, your ballot must be received by [\_\_\_\_\_] (“Voting Deadline”) at one of the addresses below.

6. **Based on the form of delivery, submit your ballot to:**

**IF BY FIRST-CLASS MAIL:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
PO Box 192016 Blythebourne  
Station  
Brooklyn, NY 11219

**IF BY HAND DELIVERY  
OR OVERNIGHT COURIER:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
6201 15<sup>th</sup> Ave  
Brooklyn, NY 11219

7. If a Ballot is received after the Voting Deadline, it will not be counted.

**IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE  
CONTACT DONLIN, RECANO & COMPANY, INC. AT (212)771-1128**

**EXHIBIT E**

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

-----

In re:	:	
	:	Chapter 11
	:	
JUNIPER GTL LLC <sup>1</sup>	:	Case No. 16-31959
	:	
	:	
Debtor.	:	

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**NOTICE OF NON-VOTING STATUS TO  
UNIMPAIRED AND IMPAIRED CLASSES<sup>2</sup>**

PLEASE TAKE NOTICE THAT, on May \_\_\_\_, 2016, the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”) held a hearing at which it approved the *Disclosure Statement for the Debtor’s Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, dated April 14, 2016 (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Disclosure Statement”)<sup>3</sup> of Juniper GTL LLC (the “Debtor”), and thereafter entered an order (the “Order”) with respect thereto. The Order, among other things, authorizes the Debtor to solicit votes to accept or reject the *Debtor’s Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof , the “Plan”).

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number is 3161. The above-captioned Debtor’s mailing address is 3 Riverway, Suite 1050, Houston, Texas 77056.

<sup>2</sup> Pursuant to the Proposed Plan, the Impaired Classes deemed to reject the Proposed Plan are Classes 6 and 7.

<sup>3</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement or the Proposed Plan, as applicable.

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan will be held on July\_\_\_\_, 2016, or as soon thereafter as counsel can be heard, before the Bankruptcy Court, 4th Floor, Courtroom No. 404, 515 Rusk Street, Houston, Texas (“Confirmation Hearing”). The Confirmation Hearing may be adjourned from time to time without further notice other than the announcement at the Confirmation Hearing of the date or dates of any adjourned hearing. Additionally, the Plan may be modified without further notice, prior to, at, or as a result of the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that 4:00 p.m. on June\_\_, 2016 is the last day and time for filing and serving objections, comments, or responses to confirmation of the Plan, including any supporting memoranda. Any objections to the confirmation of the Plan must (a) be in writing; (b) state the grounds for the objection, if any, and the legal and factual bases thereof; (c) reference with specificity the text of the Plan to which the objection, if any, is addressed; (d) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; and (e) be served on the parties below, and be filed with the Court, together with proof of service, such that they are actually received by such parties and the Court on or before 4:00 p.m. on [\_\_\_\_\_], 2016, as follows: (1) Debtor: Attn: David Rush, 3 Riverway, Suite 1050, Houston, Texas 77056, Email: David.Rush@fticonsulting.com; (2) Counsel for the Debtor: King & Spalding LLP, 1100 Louisiana, Suite 4000, Houston, TX 77002, Attention: Mark W. Wege, Esq. and Edward L. Ripley, Esq., Facsimile: 713.751.3290, Email: mwege@kslaw.com and eripley@kslaw.com; (3) United States Trustee: 515 Rusk Street, Houston, Texas 77002, Attn: Nancy L. Holley; email: nancy.holley@usdoj.gov; (4) DIP Lender : Westlake GTL, LLC, c/o Hogan Lovells US LLP, Attn: Mark Heimlich, One Tabor Center, Suite 1500, 1200 Seventeenth Street, Denver, Colorado 80202, email: mark.heimlich@hoganlovells.com; (5) Richard Design

Services Inc., Attn: Mike Krautz, CFO, 750 Pearl St., Beaumont, TX 77701, email: mike.krautz@rig-rds.com; (6) Counsel for RDS: Gable Gotwals, Attn: John Dale, 1100 ONEOK Plaza, 100 West 5th St., Tulsa, OK 74103, email: jdale@gablelaw.com.

**Pursuant to the terms of the Plan, you have been identified as a holder of (i) a claim in Class 3 or 4 that is deemed to have accepted the Plan or (ii) a Claim or Interest in Class 6 or 7 that is deemed to have rejected the Plan since you not entitled to receive or retain any property on account of your claim(s) or interest(s) in the Debtor. However, in any event, you still have the right to participate in the confirmation process including the right to file an objection, as outlined above. If you have any questions about the status of your claim(s) or interest(s), you may contact the Debtor's Voting Agent, Donlin, Recano & Company, Inc., Re: Juniper, 6201 15<sup>th</sup> Ave, Brooklyn, NY 11219, or by calling at (212)771-1128.**

Copies of the Disclosure Statement and the Plan may be obtained from the Debtor's Voting Agent Donlin, Recano & Company, Inc., Debtor's Voting Agent, Donlin, Recano & Company, Inc. ("DRC") (a) the Debtor's restructuring website at <https://donlinrecano.com/juniper>; (b) upon request by telephone at (212)771-1128; (c) upon request by mail to the addresses set forth below or (d) by e-mail at [balloting@donlinrecano.com](mailto:balloting@donlinrecano.com), and include "Juniper" in the subject line.

**Please be advised that DRC cannot provide legal advice.**

**IF BY FIRST-CLASS MAIL:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
PO Box 192016 Blythebourne  
Station  
Brooklyn, NY 11219

**IF BY HAND DELIVERY  
OR OVERNIGHT COURIER:**

Donlin, Recano & Company, Inc.  
**Re: Juniper**  
Attn: Voting Department  
6201 15<sup>th</sup> Ave  
Brooklyn, NY 11219

**PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.**

Date: May \_\_, 2016  
Houston, Texas

/s/Mark W. Wege  
Mark W. Wege (Texas Bar No. 21074225)  
Edward L. Ripley (Texas Bar No. 16935950)  
Jason S. Sharp (Texas Bar No. 24079897)  
KING & SPALDING, LLP  
1100 Louisiana, Suite 4000  
Houston, Texas 77002  
Telephone: 713-751-3200  
Facsimile: 713-751-3290  
Email: MWege@kslaw.com  
ERipley@kslaw.com  
JSharp@kslaw.com

*Proposed Counsel for the Debtors and Debtors in Possession*