

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

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

ORDER (I) APPROVING FIRST AMENDED 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 FIRST AMENDED PLAN OF LIQUIDATION; AND (IX) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING AND OF RELATED ISSUES

[Relates to Docket Nos. 19, 20 & 33]

Upon consideration of the motion (the “Motion”)² filed by Juniper GTL LLC (the “Debtor”) in the above-captioned chapter 11 case (the “Case”) for entry of an order pursuant to sections 1125, 1126 and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002 and 3017 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) seeking, among other things, entry of an order (i) approving *Juniper GTL LLC’s Disclosure Statement for its Chapter 11 Plan of Liquidation* [Docket No. 20], as amended by its First Amended Disclosure Statement [Docket No. 139] (the “Disclosure Statement”) for *Juniper GTL LLC’s Chapter 11 Plan of Liquidation* [Docket No. 19], as amended, by its First Amended Plan

¹ The last four digits of the Debtor’s federal tax identification number is 3161. The above-captioned Debtor’s mailing address is 1001 Fannin, Suite 3950, Houston, Texas 77002.

² Capitalized terms used herein, but not otherwise defined shall have the meaning ascribed to such terms in the Motion.

of Liquidation [Docket No. 138], the “Plan”); (ii) approving the Solicitation Package; (iii) establishing the Voting Record Date for determining which creditors and equity interest holders are entitled to vote on the Plan and which non-voting creditors and equity interest holders are entitled to receive certain informational materials relating to the Plan; (iv) approving procedures for the distribution of the Solicitation Packages; (v) approving the form of ballots for the Plan; (vi) establishing the Voting Deadline; (vii) approving procedures for the tabulation of ballots; (viii) establishing a deadline and procedures for filing objections to confirmation of the Plan; and (ix) approving the form and manner of notice of the Confirmation Hearing and related issues; and it appearing that no previous motion for similar relief having been made; and it appearing that this Court has jurisdiction over this matter; and it appearing that due notice of the Motion as set forth therein is sufficient under the circumstances, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion, to the extent granted by this Order, is in the best interests of the Debtor and its estate and creditors; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

NOW, THEREFORE, THE COURT HEREBY FINDS AND CONCLUDES THAT:³

- A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this District and this Court pursuant to 28 U.S.C. § 1408.
- C. Good and sufficient notice of the Motion and the relief sought therein has been given under the circumstances. No other or further notice is required with respect to the

³ Findings of fact shall be construed as conclusions of law, and conclusions of law shall be construed as findings of fact, as appropriate, pursuant to Bankruptcy Rule 7052.

relief granted in this Order except as set forth herein with respect to the hearing to be scheduled to consider approval and confirmation of the Plan.

D. The Debtor has articulated good and sufficient reasons for this Court granting the relief provided in this Order concerning (1) the Disclosure Statement, (2) the Solicitation Package, and (3) the form, timing, and manner of notice of the proposed Solicitation Package, and the other matters described herein, including the notices and proposed ballots.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Disclosure Statement is APPROVED, pursuant to Bankruptcy Code section 1125, as containing information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the Debtor and the condition of the Debtor's books and records, including a discussion of the potential material federal tax consequences of the Plan to the Debtor, any successor to the Debtor, and a hypothetical investor typical of holders of claims and interests in the Case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the Plan; no other or further information is necessary; and the Debtor may accordingly solicit acceptances and rejections of the Plan.

2. The Disclosure Statement (including the exhibits thereto) provides holders of Claims and other parties in interest with sufficient notice of the injunction, exculpation, and other provisions contained in Article X of the Plan in satisfaction of the requirements of Bankruptcy Rule 3016(c).

3. The Debtor is authorized to make non-substantive or immaterial changes to the Disclosure Statement and all related documents (including, without limitation, all exhibits thereto) without further order of the Court, including, without limitation, (i) making ministerial

changes to correct typographical and grammatical errors, and making conforming changes among the Disclosure Statement, the Plan, the ballots, the notices, and any other materials in the Solicitation Package prior to mailing as may be appropriate; and (ii) altering the format of such documents to facilitate their prompt and economical distribution (*e.g.*, if applicable, single spacing the documents, removing pleading lines, and the like).

4. The hearing to consider confirmation of the Plan will be held at __:__ **.m. (Central Time) on July __, 2016**, or as soon thereafter as counsel can be heard, before the Honorable Marvin Isgur, United States Bankruptcy Judge, at the United States Bankruptcy Court, 4th Floor, Courtroom No. 404, 515 Rusk Street, Houston, Texas 77002 (the “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.

6. The Court sets **4:00 p.m. (Central Time) on [July 1], 2016** (the “Objection Deadline”) as 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 following parties, 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 the Objection Deadline: (1) the Debtor, Juniper GTL LLC, 1001 Fannin, Suite 3950, Houston, Texas 77002, Attn: David Rush, Email: David.Rush@fticonsulting.com;

(2) counsel for the Debtor, King & Spalding LLP, 1100 Louisiana Street, Suite 4000, Houston, Texas 77002, Attn: Mark W. Wege, Esq. and Edward L. Ripley, Esq., Email: mwege@kslaw.com and eripley@kslaw.com; (3) the U.S. Trustee, 515 Rusk Street, Houston, Texas 77002, Attn: Nancy J. Holley, Esq., Email: nancy.holley@usdoj.gov; and (4) counsel for any committee appointed in the Case.

7. The Debtor and any Plan Support Party may file one or more responses in support of confirmation of the Plan on or before **4:00 p.m. (Central Time) on July 6, 2016**. For the avoidance of doubt, each Plan Support Party shall have the right to appear, to be heard, and to offer evidence and argument in support of the Plan and in response to any confirmation objections at the Confirmation Hearing.

8. The forms of ballots attached to the Motion as **Exhibits B-D** are APPROVED.⁴ The deadline for the receipt of ballots accepting or rejecting the Plan shall be **[July 1], 2016 by 4:00 p.m. (Central Time)** (“Voting Deadline”). To be counted, a ballot must be timely received by the Debtor’s solicitation and balloting agent in this Case, Donlin, Recano & Company, Inc. (the “Voting Agent”) by the Voting Deadline as follows:

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 15th Ave
Brooklyn, NY 11219

Ballots may not be sent by facsimile transmission or electronic mail.

⁴ For the avoidance of doubt, the Debtor is authorized to make non-substantive changes to the ballots, including, the input of creditor-specific information, completing dates set by this Order, etc.

9. The record date for the purposes of determining which holders of claims against the Debtor entitled to receive the Solicitation Package and to vote on the Plan is **May 16, 2016** (“Voting Record Date”).

10. The Debtor, through the Voting Agent, shall transmit by mail to all creditors or interest holders entitled to vote on the Plan the Solicitation Package composed of the following items: (a) a written notice (the “Confirmation Hearing Notice”) in substantially the form attached to the Motion 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),⁵ (c) the appropriate form of ballot for the creditor receiving the Solicitation Package (such ballot being in substantially the form attached to the Motion as **Exhibits B-D**), and (d) a pre-addressed, postage-paid return envelope.

11. For 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 Voting Agent shall mail such creditors and parties a notice of non-voting status substantially in the form attached to the Motion as **Exhibit E**.

12. Not later than three (3) business days after the date of this Order, the Voting Agent shall, 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

⁵ 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.

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.

13. No Solicitation Package 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) holders of claims in Class 3 and 4, which claims are unimpaired and deemed to accept the Plan, (c) holders of claims in Class 6 and holders of equity interests in Class 7, which claims and interests are deemed to have rejected the Plan, or (d) any person to whom the Debtor mailed a notice of the meeting of creditors under Bankruptcy Code section 341 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 or the Voting Agent may, but shall not be required to, attempt to locate the correct address and resend prior to the Voting Deadline those Solicitation Packages that are returned as undeliverable.

14. Unless the Debtor otherwise consents in writing, the following procedures shall govern how votes will be tabulated with respect to the Plan:

- (A) The amount of a claim used to tabulate acceptance or rejection of the Plan shall be either: (a) the claim amount listed in the Debtor's schedule 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); (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.
- (B) 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).

- (C) Ballots cast by creditors who have timely filed proofs of claim in unliquidated or unknown amounts that are not the subject of an objection before the commencement of the Confirmation Hearing will have their ballots counted for purposes of determining whether the Debtor has satisfied the numerosity requirement of Bankruptcy Code section 1126(c), 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. For purposes of the numerosity requirements of Bankruptcy Code 1126(c), 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.
- (D) 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.
- (E) Ballots that fail to indicate an acceptance or rejection of the Plan, or that indicate both an acceptance and a rejection of the Plan will not be counted.
- (F) Only ballots that are timely received with original signatures will be counted. Unsigned ballots will not be counted. Facsimile ballots, other than ballots that comply with the procedures noted in this Order, will not be counted unless the claimant receives the written consent of the Debtor.
- (G) Any ballot that is illegible or contains insufficient information to permit the identification of the claimant will not be counted.
- (H) 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.
- (I) Any creditor who has filed or purchased duplicate claims, will be provided with 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.

15. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

16. The Debtor is authorized, in its discretion, to take or refrain from taking any action necessary or appropriate to effectuate the terms of and relief granted pursuant to this Order in accordance with the Motion and without further order of the Court.

17. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: May 16, 2016
Houston, Texas

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE