



**SO ORDERED.**

**SIGNED October 17, 2017.**

  
ROBERT SUMMERHAYS  
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF LOUISIANA  
LAFAYETTE DIVISION**

IN RE:	CASE NO. 17-51014
KNIGHT ENERGY HOLDINGS, LLC, <i>ET AL</i> <sup>1</sup>	(JOINTLY ADMINISTERED)
DEBTORS	CHAPTER 11
	JUDGE ROBERT SUMMERHAYS

**ORDER APPROVING (I) DISCLOSURE STATEMENT AS OF OCTOBER 17, 2017  
FOR THE DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION AS OF  
OCTOBER 17, 2017, (II) THE CONFIRMATION HEARING NOTICE, THE  
CONTENTS OF THE SOLICITATION PACKAGE, AND THE MANNER OF MAILING  
AND SERVICE OF THE SOLICITATION PACKAGE AND CONFIRMATION  
HEARING NOTICE, (III) THE PROCEDURES FOR VOTING AND TABULATION OF  
BALLOTS,**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Knight Energy Holdings, LLC (1930) (Case No. 17-51014); Knight Oil Tools, LLC (2667) (Case No. 17-51015); Knight Manufacturing, LLC (0600) (Case No. 17-51016); KDCC, LLC, f/k/a Knight Well Services, LLC (4156) (Case No. 17-51017); Tri-Drill, LLC (4957) (Case No. 17-51018); Advanced Safety & Training Management, LLC, (0510) (Case No. 17-51019); Knight Security, LLC (0923) (Case No. 17-51020); Knight Information Systems, LLC (9787) (Case No. 17-51021); El Caballero Ranch, Inc. (7345) (Case No. 17-51022); Rayne Properties, LLC (7235) (Case No. 17-51023); Knight Aviation, LLC (3329) (Case No. 17-51024); Knight Research & Development, LLC (3760) (Case No. 17-51025); Knight Family Enterprises, LLC (7190) (Case No. 17-51026); HMC Leasing, LLC (0814) (Case No. 17-51027) and HMC Investments, LLC (8254) (Case No. 17-51029). The Debtors' service address is 2727 SE Evangeline Thruway, Lafayette, Louisiana 70508 other than Knight Manufacturing, LLC and Advanced Safety & Training Management, LLC. Knight Manufacturing, LLC's service address is 2810-A Melancon Road, Broussard, Louisiana 70518 and Advanced Safety & Training Management, LLC's service address is 2725 SE Evangeline Thruway, Lafayette, Louisiana 70508.

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**AND (IV) THE FORMS OF BALLOTS**

Upon consideration of the *Motion for Order Approving (I) Disclosure Statement as of August 25, 2017 for the Debtors' Joint Chapter 11 Plan of Reorganization as of August 25, 2017, (II) the Confirmation Hearing Notice, the Contents of the Solicitation Package, and the Manner of Mailing and Service of the Solicitation Package and Confirmation Hearing Notice, (III) the Procedures for Voting and Tabulation of Ballots, and (IV) the Forms of Ballots* [Dkt. No. 219] (the "Motion")<sup>2</sup> and all exhibits thereto; and upon the hearing held on October 16, 2017 for consideration of the Motion; and upon the statements of counsel; and the Court having jurisdiction to consider the foregoing in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that due and proper notice of the Motion has been given, and that no other or further notice need be given; and the Court having determined, after due deliberation, that granting the Motion is in the best interests of the Debtors; and upon all other proceedings had before the Court; and good and sufficient cause appearing herein:

**IT IS HEREBY ORDERED** that the Motion is **GRANTED IN ITS ENTIRETY**.

**IT IS FURTHER ORDERED** that the *Disclosure Statement as of October 17, 2017 for the Debtors' Joint Chapter 11 Plan of Reorganization as of October 17, 2017* [Dkt. No. 418] (the "Disclosure Statement") is approved as containing adequate information within the meaning of Section 1125 of the Bankruptcy Code.

**IT IS FURTHER ORDERED** that the form of the Confirmation Hearing Notice, substantially in the form of **Exhibit 1** to this Order, (a) is hereby approved in all respects, and (b) is hereby deemed good, adequate and sufficient notice of the Confirmation Hearing.

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<sup>2</sup> Unless otherwise defined herein, capitalized terms used in this Order shall have the same meaning ascribed to them in the Motion or, where not defined in the Motion, shall have the meaning ascribed to them in the *Debtors' Joint Chapter 11 Plan of Reorganization as of October 17, 2017* [Dkt. No. 417] (the "Plan").

**IT IS FURTHER ORDERED** that the Ballots, substantially in the form of **Exhibit 2** to this Order, are hereby approved.

**IT IS FURTHER ORDERED** that the Notification of Non-Voting Status, substantially in the form of **Exhibit 3** to this Order, is hereby approved.

**IT IS FURTHER ORDERED** that the Solicitation Package is hereby approved, and that the Solicitation Package shall contain the following:

- (a) The Confirmation Hearing Notice;
- (b) A CD containing this Order (without exhibits) and the Disclosure Statement as approved by the Court, with the Plan and related exhibits attached thereto; and
- (c) Either (i) one or more appropriate Ballots for the members of the Voting Classes, together with voting instructions, information regarding the return of the Ballots, and a pre-addressed reply envelope, or (ii) the Notification of Non-Voting Status.

**IT IS FURTHER ORDERED** that the Debtors are authorized, but not required, to distribute the Disclosure Statement (with the Plan and related exhibits attached thereto) and this Order (without exhibits) in CD format, and the Confirmation Hearing Notice, Ballots, and Notification of Non-Voting Status, as appropriate, shall only be provided in paper format.

**IT IS FURTHER ORDERED** that the Voting Record Date for determining the holders of Claims and Interests entitled to receive a Solicitation Package and/or vote on the Plan is hereby established as **October 17, 2017** (or, with respect to any Class, any later date to which the Debtors may agree).

**IT IS FURTHER ORDERED** that the last date for filing written objections to the confirmation of the Plan shall be **November 22, 2017 at 5:00 p.m. (Central Standard Time)** (the "**Objection Deadline**"). Any objection to the confirmation of the Plan must (a) be in writing, (b) state the name and address of the objecting party, and the nature of the Claim or Interest of such party, (c) state with particularity the basis and nature of any objection, and (d) be filed in

the docket of the Chapter 11 Cases on or before the Objection Deadline. Any objections not timely filed in accordance with the provisions of this Order shall be deemed waived.

**IT IS FURTHER ORDERED** that the proposed procedures for distribution of the Solicitation Package to the creditors in compliance with Federal Rules of Bankruptcy Procedure 2002(b) and 3017(d) are hereby approved, as follows:

(a) No later than October 23, 2017, Donlin, Recano & Company, Inc. (the “Voting Agent”) shall transmit by United States mail service, postage prepaid, hand delivery or overnight delivery, copies of the Solicitation Package with the Plan, Ballot, or Notification of Non-Voting Status to (i) each person or entity listed on the Debtors’ Schedule of Liabilities, as of the Voting Record Date (collectively, the “Schedules”), (ii) each entity that timely filed a proof of claim that has not been withdrawn or disallowed by an order of the Court entered on or before the Voting Record Date, and (iii) each holder of Debtor Intercompany Claims or Debtor Intercompany Interests in Class 10 of the Plan, Debtor Interests in Class 11 of the Plan, and Section 510(b) Claims in Class 12 of the Plan.

(b) Thereafter any requests for Solicitation Packages shall be made to the Voting Agent, and the Voting Agent shall be responsible for the mailing of the same.

**IT IS FURTHER ORDERED** that the Voting Procedures proposed by the Debtors in the Motion are hereby approved in their entirety.

**IT IS FURTHER ORDERED** that, to be counted, Ballots must be properly executed, completed and delivered in paper form to the Voting Agent so as to be received **no later than 5:00 p.m. Central Standard Time on November 22, 2017** (the “Voting Deadline”). Completed Ballots are to be sent to the Voting Agent so as to be received by 5:00 p.m. CST on the Voting Deadline, by hand delivery, overnight mail, or U.S. mail delivery, as follows:

<b><u>If by First Class Mail:</u></b>	<b><u>If by Hand Delivery or Overnight Mail:</u></b>
<p style="text-align: center;">Donlin, Recano &amp; Company, Inc.  <b>Re: Knight Energy Holdings, LLC, et al.</b>            Attn: Voting Department            PO Box 192016 Blythebourne Station            Brooklyn, NY 11219</p>	<p style="text-align: center;">Donlin, Recano &amp; Company, Inc.  <b>Re: Knight Energy Holdings, LLC, et al.</b>            Attn: Voting Department            6201 15<sup>th</sup> Ave            Brooklyn, NY 11219</p>

Ballots submitted by facsimile or email transmission will not be counted unless otherwise ordered by the Court.

**IT IS FURTHER ORDERED** that the Voting Agent shall date all Ballots when it receives them, and as to any Ballot received after the Voting Deadline, the Voting Agent shall indicate the time and date that each such Ballot was received.

**IT IS FURTHER ORDERED** that the following Tabulation Procedures shall be applied by the Voting Agent in its tabulation of the Ballots with respect to the Plan:

- (a) Unless otherwise provided in these Tabulation Procedures, a Claim will be deemed temporarily allowed for voting purposes only in an amount equal to (i) the liquidated, non-contingent, and undisputed amount of such Claim as set forth in a timely filed proof of claim or (ii) the liquidated, non-contingent, and undisputed amount of such Claim as set forth in the Schedules;
- (b) Ballots submitted by holders of Class 6 Claims (Secured Senior Credit Facility Claims) shall be counted in Class 6 for voting purposes in the amount of each such holder's Secured Senior Credit Facility Claim as of the Petition Date, as set forth in the schedule maintained by Cantor Fitzgerald Securities in its capacity as the administrative agent under the Senior Credit Facility and any successor thereto;
- (c) Ballots submitted by holders of Class 6 Secured Senior Credit Facility Claim shall be counted for voting purposes in Class 9 (General Unsecured Claims) in the amount of such holder's pro rata share of the Senior Credit Facility Lenders' aggregate deficiency claim;
- (d) If a Claim has been estimated or otherwise allowed for voting purposes only pursuant to an agreement with the Debtors or an order of the Bankruptcy Court, such Claim will be temporarily allowed for voting

purposes only in the amount so estimated or allowed in such agreement or Order of the Court;

- (e) If a Claim has been “Disallowed” by agreement of the holder of such Claim or order of the Court at any time before the Voting Deadline, such Claim shall be Disallowed for voting purposes;
- (f) If a Claim for which a proof of claim has been timely filed is wholly contingent, unliquidated, or disputed, undetermined, or unknown in amount, or if a Claim is based on pending litigation not subject to a judgment against the Debtors, and (i) no objection to it has been filed by the Voting Deadline and (ii) no order pursuant to Bankruptcy Rule 3018(a) temporarily allowing it for voting purposes in an amount greater than \$1.00 has been entered by the Court, in each case before the Voting Deadline, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- (g) If a Claim for which a proof of claim has been timely filed is listed as contingent, unliquidated, or disputed in part, such Claim shall be temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution;
- (h) If a Claim is listed in the Debtors’ 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 Debtors propose that such Claim be Disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c); *provided, however*, if the applicable Claims bar date has not expired, a Claim listed in the Schedules as contingent, unliquidated or disputed, or undetermined in amount shall vote at \$1.00;
- (i) If a Claim is listed in the Debtors’ Schedules in the amount of \$0.00 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 Debtors propose such Claim be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);
- (j) Claims filed for \$0.00 are not entitled to vote;
- (k) Claims filed in a currency other than U.S. dollars shall vote at \$1.00;
- (l) If the Debtors have filed and served an objection to a Claim at least five (5) days before the Voting Deadline, such Claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection;
- (m) If a proof of claim has been amended by a later-filed proof of claim, the later-filed amending Claim will be entitled to vote to the extent consistent

with these Tabulation Procedures, and the earlier filed Claim will not be entitled to vote;

- (n) If no votes to accept or reject the Plan are received for a particular Voting Class, such Voting Class shall be deemed to have voted to accept the Plan;
- (o) A Ballot received after the Voting Deadline shall not be counted as a vote on the Plan;
- (p) A Ballot cast by any Entity that does not hold a Claim in a Voting Class shall not be counted as a vote on the Plan;
- (q) A Ballot containing no designation of acceptance or rejection of the Plan shall not be counted as a vote on the Plan;
- (r) A Ballot that both accepts and rejects the Plan in any single Class shall not be counted as a vote on the Plan;
- (s) A Ballot that attempts to partially reject and partially accept the Plan in any single Class shall not be counted as a vote on the Plan;
- (t) A Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim shall not be counted as a vote on the Plan;
- (u) A Ballot containing no signature shall not be counted as a vote on the Plan;
- (v) Any Ballot received by the Voting Agent by telecopy, facsimile, email or other electronic transmission shall not be counted unless the holder submitting such Ballot receives the consent of the Debtors or the Court orders otherwise;
- (w) If two or more Ballots are timely submitted with respect to the same Claim, the last timely submitted Ballot with respect to such Claim shall govern;
- (x) A creditor with multiple Claims within a particular Voting Class must vote all such Claims within such Voting Class either to accept or reject the Plan and may not split its votes;
- (y) For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code and based on a reasonable review by the Voting Agent, separate Claims held by a single creditor in a particular class may be aggregated, in the Debtors' discretion, as if such creditor held one Claim against the Debtors in such class, and the votes related to such Claims may be treated by the Debtors as a single vote to accept or reject the Plan;
- (z) Any holder or authorized counsel for a holder of a Claim in a Voting Class who has delivered a valid Ballot to the Voting Agent may withdraw his or her vote by delivering written notice of withdrawal to the Voting Agent. To be valid, the notice of withdrawal must (a) be signed by the party who signed the Ballot to be revoked, and (b) be received by the Voting Agent

before the Voting Deadline. Parties in interest retain their rights to contest the validity of any withdrawals of Ballots;

- (aa) Any holder or authorized counsel of a holder of a Claim in a Voting Class who has delivered a valid Ballot to the Voting Agent may change the vote by delivering to the Voting Agent a properly executed completed replacement Ballot, so as to be received on or before the Voting Deadline;
- (bb) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and
- (cc) Only the holders of Claims in the Voting Classes shall be entitled to vote with respect to any Entity who, on or before the Voting Record Date, has transferred such Entity's Claim to another Entity, the assignee of such Claim; provided that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

**IT IS FURTHER ORDERED** that the Voting Agent shall review all Ballots as they are received to determine their compliance with the above-described Tabulation Procedures. If the Voting Agent determines that a Ballot does not comply with the Tabulation Procedures and therefore would not be counted, the Voting Agent may, but is not required to, notify the party that submitted the Ballot of the problem and advise such party that a replacement Ballot may be submitted; *provided, however*, that no replacement Ballot submitted after the Voting Deadline shall be considered unless ordered by the Court.

**IT IS FURTHER ORDERED** that, unless the provisions of this Order clearly and specifically modify any applicable provision of the Bankruptcy Code or the Federal Rules of Bankruptcy Procedure, all applicable provisions of the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure shall continue to fully control as to all issues of notice, solicitation of acceptances or rejections, voting tabulation and the process of plan confirmation with respect to the Plan.



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This Order was prepared and submitted by:

/s/ William H. Patrick, III

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