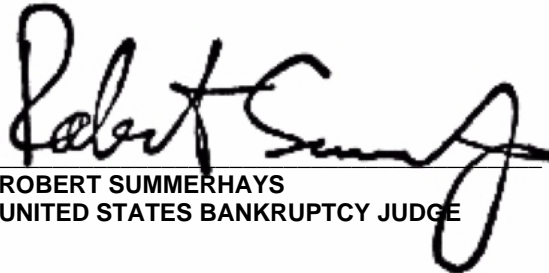




SO ORDERED.

SIGNED November 22, 2017.


ROBERT SUMMERHAYS
UNITED STATES BANKRUPTCY JUDGE

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

In re:

ROOSTER ENERGY, L.L.C., et al.¹

Debtors.

§
§
§
§
§
§
§
§
§
§
§

Case No. 17-50705

Chapter 11

(Jointly Administered)

ORDER APPROVING THE (I) COCHON/MWS DISCLOSURE STATEMENT, (II) CONFIRMATION HEARING NOTICE, CONTENTS OF THE SOLICITATION PACKAGE, AND MANNER OF MAILING AND SERVICE OF THE CONFIRMATION HEARING NOTICE AND THE SOLICITATION PACKAGE, (III) PROCEDURES FOR VOTING AND TABULATION OF BALLOTS, AND (IV) FORMS OF BALLOTS

Upon consideration of the *Motion for Order Approving the (I) Cochon/MWS Disclosure Statement, (II) Confirmation Hearing Notice, Contents of the Solicitation Package, and Manner of Mailing and Service of the Confirmation Hearing Notice and the Solicitation Package, (III)*

¹ The debtors in these Cases, along with the last four digits of each debtor's federal tax identification number, are: Rooster Energy, L.L.C. (7323); Rooster Energy Ltd. (9700); Rooster Petroleum, LLC (8665); Rooster Oil & Gas, LLC (8968); Probe Resources US Ltd. (0456); Cochon Properties, LLC (1694); and Morrison Well Services, LLC (9531). The Debtors' service address is 16285 Park Ten Place, Suite 120, Houston, TX 77084.

Procedures for Voting and Tabulation of Ballots, and (IV) Forms of Ballots [Dkt. No. 538] (the “Motion”)² and all exhibits thereto; and upon the hearing held on November 20, 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 *Amended Disclosure Statement for Joint Plan of Reorganization of Cochon Properties, LLC and Morrison Well Services, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Dkt. No. 573] (as it may be amended, the “Cochon/MWS 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.

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.

² 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 *Amended Joint Plan of Reorganization of Cochon Properties, LLC and Morrison Well Services, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Dkt. No. 574] (as it may be amended, the “Cochon/MWS Plan”).

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 Cochon/MWS Disclosure Statement as approved by the Court, with the Cochon/MWS 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 Cochon/MWS Disclosure Statement (with the Cochon/MWS 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 Equity Interests entitled to receive a Solicitation Package and/or vote on the Cochon/MWS Plan is hereby established as **November 28, 2017** (or, with respect to any Class, any later date to which the Debtors may agree).

IT IS FURTHER ORDERED that the Debtors are permitted to dispense with the mailing of the Solicitation Package or the Notification of Non-Voting Status to addresses and entities to which the notice of the Cochon/MWS Disclosure Statement Hearing was returned by the United States Postal Service as undeliverable, unless the Debtors are provided with an accurate address.

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 five (5) business days after entry of the Confirmation Procedures Order, the Voting Agent shall transmit by United States mail service, postage prepaid, hand delivery or overnight delivery, copies of the Solicitation Package with the Cochon/MWS Plan, Ballot, or Notification of Non-Voting Status to (i) each person or entity listed on the Debtors' Schedules 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 in Class 8 of the Cochon/MWS Plan, Section 510(b) Claims in Class 9 of the Cochon/MWS Plan, and Existing Equity in Class 10 of the Cochon/MWS 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 December 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:

<u>If by First Class Mail:</u>	<u>If by Hand Delivery or Overnight Mail:</u>
Donlin, Recano & Company, Inc. Re: Cochon Properties, LLC and Morrison Well Services, LLC Attn: Voting Department PO Box 192016 Blythebourne Station Brooklyn, NY 11219	Donlin, Recano & Company, Inc. Re: Cochon Properties, LLC and Morrison Well Services, LLC Attn: Voting Department 6201 15 th Ave Brooklyn, NY 11219

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 Cochon/MWS 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) 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;
- (c) 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;
- (d) 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 or within three (3) days thereafter 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;
- (e) 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;
- (f) 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;

- (g) 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);
- (h) Claims filed for \$0.00 are not entitled to vote;
- (i) Claims filed in a currency other than U.S. dollars shall vote at \$1.00;
- (j) If the Debtors have filed and served an objection to a Claim within five (5) days after the Voting Deadline, such Claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection;
- (k) 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;
- (l) If no votes to accept or reject the Cochon/MWS Plan are received for a particular Voting Class, such Voting Class shall be deemed to have voted to accept the Cochon/MWS Plan;
- (m) A Ballot received after the Voting Deadline shall not be counted as a vote on the Cochon/MWS Plan unless otherwise ordered by the Court;
- (n) 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 Cochon/MWS Plan;
- (o) A Ballot containing no designation of acceptance or rejection of the Cochon/MWS Plan shall not be counted as a vote on the Cochon/MWS Plan;
- (p) A Ballot that both accepts and rejects the Cochon/MWS Plan in any single Class shall not be counted as a vote on the Cochon/MWS Plan;
- (q) A Ballot that attempts to partially reject and partially accept the Cochon/MWS Plan in any single Class shall not be counted as a vote on the Cochon/MWS Plan;
- (r) 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 Cochon/MWS Plan;
- (s) A Ballot containing no signature shall not be counted as a vote on the Cochon/MWS Plan;

- (t) 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;
- (u) 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;
- (v) 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 Cochon/MWS Plan and may not split its votes;
- (w) 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 Cochon/MWS Plan;
- (x) 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;
- (y) 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;
- (z) 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
- (aa) 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 Cochon/MWS Plan.

IT IS FURTHER ORDERED that a hearing (the “Confirmation Hearing”) shall be held before this Court on **January 4, 2018 at 10:00 a.m. (Central Standard Time)**, or as soon thereafter as counsel can be heard, to consider confirmation of the Cochon/MWS Plan. The Confirmation Hearing may be adjourned from time to time without further notice to holders of Claims and Equity Interests and other parties in interest by an announcement of the adjourned date at the Confirmation Hearing (or any adjournment thereof) or by an appropriate filing with the Court.

IT IS FURTHER ORDERED that any objection, comment or response to confirmation of the Cochon/MWS Plan (including any memoranda in support of such objection, comment or response, but excluding objections that arise based on the balloting and tabulation results on the

Cochon/MWS Plan) (each, a “Confirmation Objection”) shall be filed with the Court such that it appears on the docket of these Cases, together with proof of service, on or before **December 22, 2017** (the “Confirmation Objection Deadline”) and shall (a) be in writing, (b) conform with the Bankruptcy Rules, (c) set forth the name and address of the objecting party, the nature and amount of the Claims or Equity Interests held or asserted by that party against the Debtors’ Estates or property, and the specific basis for the objection, and (d) provide proposed language to remedy such objection. The Court shall consider only timely filed written Confirmation Objections. Any objections not timely filed in accordance with the provisions of this Order shall be deemed waived.

IT IS FURTHER ORDERED that the Debtors, with the consent of the other Plan Proponents, may fill in any missing dates and other information in the Cochon/MWS Plan, the Cochon/MWS Disclosure Statement, the Solicitation Materials or the Notification of Non-Voting Status, including, without limitation, making certain additional revisions circulated to the Debtors and the Committee before the Disclosure Statement Hearing and adding additional exhibits, correcting any typographical errors, conforming the provisions thereof to the provisions of this Order, and making such other and further non-material changes as they deem necessary or appropriate.

####

This Order was prepared and submitted by:

/s/

Jan M. Hayden, LA Bar #6672
Edward H. Arnold, III, LA Bar #18767
Lacey E. Rochester, LA Bar No. 34733
**BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.**
201 St. Charles Ave., Suite 3600
New Orleans, LA 70170
Ph. (504) 566-5200
Fax (504) 636-4000
jhayden@bakerdonelson.com
harnold@bakerdonelson.com
lrochester@bakerdonelson.com

-and-

Susan C. Matthews, SBT #05060650
Daniel J. Ferretti, SBT #24096066
1301 McKinney St., Suite 3700
Houston, TX 77010
Ph. (713) 650-9700
Fax (713) 650-9701
smatthews@bakerdonelson.com
dferretti@bakerdonelson.com

COUNSEL FOR THE DEBTORS