

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

In re:

GWG Holdings, Inc., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90032 (MI)
)
) (Jointly Administered)
)

SOLICITATION PROCEDURES

On April 21, 2023, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. 1681²] (the “Disclosure Statement Order”): (a) authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes on the *Debtors’ Second Amended Joint Chapter 11 Plan* [Docket No. 1678] (as may be amended, supplemented, or modified from time to time and including all exhibits and supplements thereto, the “Plan”);³ (b) approving the *Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan* [Docket No. 1682] (as may be amended, supplemented, or modified from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”); as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation and documents to be included in the solicitation packages; (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan (these “Solicitation Procedures”) and for filing objections to the Plan; and (e) scheduling certain dates with respect thereto.

A. The Voting Record Date

The Court has established February 24, 2023 as the record date for determining which other Holders of Classes of Claims and Interests are entitled to vote on the Plan (the “Voting Record Date”).

B. The Voting Deadline

The Court has established **May 31, 2023, at 4:00 p.m. (prevailing Central Time)**, as the voting deadline (the “Voting Deadline”) for the Plan. The Debtors may extend the Voting

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: GWG Holdings, Inc. (2607); GWG Life, LLC (6955); GWG Life USA, LLC (5538) GWG DLP Funding IV, LLC (2598); GWG DLP Funding VI, LLC (6955) and GWG DLP Funding Holdings VI, LLC (6955). The location of Debtor GWG Holdings, Inc.’s principal place of business and the Debtors’ service address is 325 N. St. Paul Street, Suite 2650, Dallas, TX 75201. Further information regarding the Debtors and these chapter 11 cases is available at the website of the Debtors’ claims and noticing agent: <https://donlinrecano.com/gwg>.

² As modified pursuant to the order entered at docket 1692.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.

Deadline, in their discretion, without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots (collectively, the “Ballots”) must be properly executed, completed, and delivered in accordance with the instructions provided on or with the Ballot so that they are ***actually received***, in any case, no later than the Voting Deadline by the Solicitation Agent. Ballots should be sent to: (i) if by first class mail, to GWG HOLDINGS, INC., ET AL. Balloting Center, c/o Donlin Recano Company, Attn: Voting Department, P.O. Box 199043 Blythebourne Station, Brooklyn, NY 11219; (ii) if by hand delivery or overnight mail, to GWG HOLDINGS, INC., ET AL. Balloting Center, c/o Donlin Recano Company, Attn: Voting Department, 6201 15th Ave, Brooklyn, NY 11219; (iii) if electronically (solely when permissible pursuant to these Solicitation Procedures), via the Solicitation Agent’s online portal by visiting www.DonlinRecano.com/clients/gwg/vote, or (iv) if via email (solely when permissible pursuant to these Solicitation Procedures), sent in a universally viewable file format such as .PDF to GWGVote@donlinrecano.com.

C. Form, Content, and Manner of Notices

1. *The Solicitation Package*

The Solicitation Package shall contain the following:

- (a) these Solicitation Procedures;
- (b) the Ballot;
- (c) the Confirmation Hearing Notice;
- (d) with respect to holders of Bonds, a plain-English summary of the treatment of Bondholder Claims substantially in the form filed as Docket No. 1677 (the “Bondholder Summary”); and
- (e) any additional documents that the Court has ordered to be made available.

2. *Distribution of the Solicitation Packages*

The Solicitation Package will contain URLs for accessing electronic copies of the Plan, Disclosure Statement, and the Disclosure Statement Order. All other contents of the Solicitation Package, including the Ballot, these Solicitation Procedures, the Bondholder Summary and the Confirmation Hearing Notice, will be provided in paper format.

No later than the Solicitation Deadline, the Debtors shall mail, or cause to be mailed, the Solicitation Package to (a) all Holders of Claims in the Voting Classes who are entitled to vote, as described in Section D below, directly or through their respective Nominees, and (b) any Holder who (i) has asserted an Administrative Claim, Priority Tax Claim, or Priority Non-Tax Claim that is subject to an objection filed on or before the Voting Record Date by the Debtors that seeks to classify such Claim as a General Unsecured Claim in the Voting Class (a “Reclassification Objection”), and (ii) would otherwise be entitled to vote in accordance with Section D below. In addition, the Debtors shall serve, or cause to be served, by electronic mail the Confirmation Hearing Notice containing all of the materials in the Solicitation Package (excluding the Ballot) in

electronic format on the U.S. Trustee and all other parties on the Master Service List entitled to receive notice.

For purposes of serving the Solicitation Packages and the Non-Voting Status Notices, the Debtors may rely on the address information for the Voting Classes, Non-Voting Classes, and unclassified Claims as compiled, updated, and maintained by the Solicitation Agent as of the Voting Record Date. The Debtors and the Solicitation Agent may, but are not required to, conduct any additional research for updated addresses based on undeliverable Solicitation Packages (including Ballots) or Non-Voting Status Notices.

To avoid duplication and reduce expenses, the Debtors will use commercially reasonable efforts to ensure that any Holder of a Claim or Interest entitled to vote on the Plan receives no more than one Solicitation Package (and, therefore, one Ballot) and is only entitled to submit one Ballot for each specific Class of such Claim(s) as against any Debtor.

3. Non-Voting Status Notices for Unimpaired Classes and Parties Otherwise Not Entitled to Vote.

Certain Holders of Claims that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code, or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, will receive only the *Non-Voting Status Notice to Holders of Unclassified Claims and Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form attached as Exhibit 4A to the Disclosure Statement Order. Certain Holders of Claims or Interests who are not entitled to vote because their Claims or Interests are disputed will receive the *Notice of Non-Voting Status to Holders of Disputed Claims or Interests*, substantially in the form attached as Exhibit 4B to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

4. Notices in Respect of Assumed Executory Contracts and Unexpired Leases

Counterparties to Executory Contracts and Unexpired Leases that receive an Assumption Notice may file an objection to the Debtors' proposed assumption and/or cure amount, if applicable. Such objections must be filed with the Court (contemporaneously with a proof of service) and served upon the applicable notice parties (as set forth in the Assumption Notice) within 30 calendar days after service thereof. For the avoidance of doubt, counterparties receiving an Assumption Notice will be deemed unimpaired and therefore will not be entitled to vote to accept or reject the Plan.

D. Voting and General Tabulation Procedures

1. Holders of Claims Entitled to Vote

Only the following Holders of Claims and Interests in the Voting Classes, including any Claim that is subject to a pending Reclassification Objection,⁴ shall be entitled to vote with regard to such Claims or Interests:

- (a) With respect to Class 3 Bond Claims (other than Claims held by the Indenture Trustee), Solicitation Packages, including Ballots, will be distributed solely based upon (i) in the case of direct Holders of such Claims, the individualized notices provided pursuant to the Bondholder Claim Procedures Order, subject to the receipt by the Debtors or the Solicitation Agent of updated contact information from any such Holders since the time that such individualized notices were sent; *provided* that LBM shall be deemed to have voted to accept the Plan with respect to the LBM L Bond Claims; and (ii) in the case of Beneficial Holders of such Claims and their Nominees, SPRs obtained as of the Voting Record Date.
- (b) With respect to Class 8, 9, and 10 Interests, Solicitation Packages, including Ballots, will be distributed solely based upon (i) in the case of direct Holders of such Interests, the Debtors' registers of equity security interests as of the Voting Record Date, and (ii) in the case of Beneficial Holders of such Interests and their Nominees, SPRs obtained as of the Voting Record Date.
- (c) Other Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim that (i) has not been disallowed, disqualified, withdrawn, or superseded prior to such Voting Record Date, and (ii) subject to further Order, is not the subject of a pending objection; *provided* that a Holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection except as set forth herein;
- (d) Holders of Claims that are listed in the Schedules; *provided* that Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely filed Proof of Claim) shall be disallowed for voting purposes;
- (e) Holders of Claims that arise (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Court, or (ii) in an order entered by the Court, in each case regardless of whether a Proof of Claim has been filed; and

⁴ In addition to complying with the other requirements herein, votes submitted on account of a Claim subject to a Reclassification Objection shall only be counted if the Court enters an order approving the reclassification of such Claim on or before the Voting Deadline.

- (f) the assignee of any Claim or Interest that was transferred on or before the Voting Record Date by any Entity described in subparagraphs (a) through (e) above; *provided* that (other than with respect to a Beneficial Holder of any such Claim or Interest) 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.

2. *Establishing Claim Amounts for Voting Purposes*

Class 3 (Bond Claims): The voting amounts for Class 3 (Bond Claims) will be (i) with respect to direct-held Class 3 Bond Claims, the greater of (a) the principal amount identified on the Notice to Direct-Held Bondholders Regarding Bondholder Claims Bar Date with respect to each Holder thereof sent pursuant to the Bondholder Claim Procedures Order; and (b) if a Holder of a Class 3 Bond Claim has filed a Proof of Claim regarding the amount of its respective Class 3 Bond Claim, the principal amount identified on such Proof of Claim, only to the extent that such Proof of Claim is not the subject of a pending objection as of the Claim Solicitation Objection Deadline or has not otherwise been disallowed; and (ii) with respect to indirect-held Bond Claims, the principal amounts of Bonds set forth on Schedule 1 to the Notice to Indirect-Held Bondholders Regarding Bondholder Claims Bar Date sent pursuant to the Bondholder Claim Procedures Order that, as to each Nominee, is based upon SPRs as of the Voting Record Date for each such Nominee.

Class 4(a) (General Unsecured Claims): The amount of Class 4(a) (General Unsecured Claims) for voting purposes only will be established based on the amount of the applicable positions held by such Class 4(a) Claim Holder, as of the Voting Record Date, as evidenced by (a) the Schedules and (b) the Claims Register; *provided* that, subject to further Order, the amount of any such Claim subject to a timely-filed pending objection shall be reduced to \$0 solely for voting purposes and shall not be entitled to vote such Claim. If a Proof of Claim is amended, the last filed claim shall be subject to these rules and will supersede any earlier filed claim, and any earlier filed claim will be disallowed for voting purposes. For the avoidance of doubt, any Claim for damages arising from the purchase of Bonds is treated as a Class 4(a) General Unsecured Claim under the Plan and any Holder of any such Claim who timely filed a Proof of Claim with respect thereto shall be entitled to vote such Claim unless such Claim is withdrawn or disallowed prior to the Voting Deadline or, subject to further Order, is subject to a pending objection as of the Claim Solicitation Objection Deadline.

Class 8, 9, and 10 Interests: The voting amounts for Class 8, 9, and 10 Interests will be (i) with respect to such Interests where registered in the name of the Holder thereof directly with the Debtors, the number of shares of such Interests reflected in the Debtors' registers of equity security interests as of the Voting Record Date; (ii) with respect to such Interests held by a Nominee, the number of shares of such Interests reflected in the Debtors' registers of equity security interest as of the Voting Record Date that, as to each Nominee, is based upon SPRs obtained with a record date of the Voting Record Date for each such Nominee; and (iii) to the extent a Holder of Class 8, 9, or 10 Interests has asserted in a timely filed Proof of Claim or proof of interest a Claim for damages arising from the purchase of such Interests, such Holder shall be entitled to vote such Claim as a single share of Class 10 Interests unless such Claim is withdrawn

or disallowed prior to the Voting Deadline or is subject to a pending objection as of the Claim Solicitation Objection Deadline.

Filed and Scheduled Claims: The Claim and Interest amounts established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim or Interest. Moreover, any amounts filled in on Ballots by the Debtors through the Solicitation Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes with respect to Class 4(a) General Unsecured Claims, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:

- (a) the Claim amount Allowed by order of the Court;
- (b) the Claim amount (i) settled or agreed upon by the Debtors, as reflected in a document filed with the Court, or (ii) set forth in an order of the Court;
- (c) the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Claims Bar Date (or deemed timely filed by the Court under applicable law) and not disallowed prior to the Voting Deadline, except for any amounts asserted on account of any interest accrued after the Initial Petition Date;
- (d) if a Claim, for which a Proof of Claim has been timely filed, is in a wholly unliquidated amount, and such Claim has not been allowed, 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 was timely filed, is filed as unliquidated in part, such Claim is temporarily allowed in the amount that is liquidated for voting purposes only, and not for purposes of allowance or distribution;
- (f) the Claim amount listed in the Schedules (unless such Claim has been superseded by a timely filed Proof of Claim); *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid;
- (g) Proofs of Claim filed for \$0.00 are not entitled to vote;
- (h) notwithstanding anything herein, any creditor who has filed or purchased multiple Claims or Interests within the same Voting Class shall, to the extent practicable, be provided with only one Solicitation Package and one Ballot for voting a single Claim or interest in such Class, regardless of whether the Debtors have objected to such duplicate Claims or Interests;
- (i) if a Proof of Claim has been amended by a later Proof of Claim that is filed on or prior to the Voting Record Date, the later-filed amending Proof of Claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier-filed Proof of Claim shall be disallowed for voting

purposes, regardless of whether the Debtors have objected to such amended claim. Except as otherwise ordered by the Court, any amendments to Proofs of Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules; and

- (j) in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

3. *Voting and Ballot Tabulation Procedures*

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right, in consultation with the Bondholder Committee, to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Bankruptcy Local Rules:

- (a) except as otherwise provided herein, unless the Ballot being furnished is timely submitted to the Solicitation Agent on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Ballot will not count;
- (b) the Debtors will file a voting report (the "Voting Report") with the Court by no later than June 12, 2023. The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures, or lacking necessary information, received via facsimile, or damaged (in each case, an "Irregular Ballot"). The Voting Report shall indicate the Debtors' intentions with regard to each Irregular Ballot;
- (c) the method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each Holder. Except as otherwise provided, a Ballot will be deemed delivered only when the Solicitation Agent actually receives the properly executed Ballot;
- (d) no Ballot should be sent to the Debtors, the Debtors' agents (other than the Solicitation Agent), or the Debtors' financial or legal advisors, and if so sent, such Ballot will not be counted; *provided, however*, that if the Debtors, the Debtors' agents, or the Debtors' financial or legal advisors receive any Ballot, such Entity shall make a good faith effort to forward such Ballot to the Solicitation Agent prior to the Voting Deadline;
- (e) if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;
- (f) Holders must vote all of their Claims, regardless of whether such Claims are asserted against one or multiple Debtors, either to accept or reject the

Plan and may not split any votes. Accordingly, a Ballot (other than a Master Ballot) that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor will aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;

- (g) Omitted;
- (h) all Ballots submitted on account of Class 3 Bond Claims shall be deemed to be Ballots with respect to both GWGH and GWG Life, LLC;
- (i) a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims or Interests must indicate such capacity when signing; *provided, however*, that no Person shall mark a vote to accept or reject the Plan or complete Item 2 of any Ballot unless expressly authorized in writing by a Holder of Claims or Interests to vote on a chapter 11 plan on such Holder's behalf;
- (j) the Debtors may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report or a supplemental voting report, as applicable;
- (k) neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots to any party other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification; *provided, however*, notwithstanding the foregoing, the Debtors shall inform the Bondholder Committee professionals of any defects or irregularities with respect to delivered Ballots as soon as reasonably practicable upon receipt of Class 3 (Bond Claims) Ballots and the Bondholder Committee is permitted to inform such voter of the defect and the process for correcting their Ballot; *provided, further*, that the Debtors may provide claimants with a reasonable opportunity to cure such defects up until the Voting Deadline;
- (l) unless waived or as ordered by the Court and in accordance with the foregoing, any defects or irregularities in connection with deliveries of Ballots must be cured by the Holder of Claims prior to the Voting Deadline or such Ballots will not be counted;
- (m) in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim or Interest will be counted for purposes of determining whether the Plan has been accepted and/or rejected;

- (n) subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections will be documented in the Voting Report;
- (o) if a Claim has been estimated or a Claim or Interest has otherwise been Allowed only for voting purposes by order of the Court, such Claim or Interest shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (p) if an objection to a Claim or Interest is filed on or before the Claim Solicitation Objection Deadline, subject to further Order, such Claim or Interest shall be treated in accordance with the procedures set forth herein, and the objected-to portion of any such Claim or Interest shall not be included in the tabulation of votes to accept or reject the Plan;
- (q) the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim or Interest in a Voting Class; (iii) any Ballot cast for a Claim listed on the Debtors' schedules as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any unsigned Ballot or Ballot lacking an original signature (for the avoidance of doubt, a Ballot cast via the online balloting portal will be deemed to contain an original signature); (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- (r) after the Voting Deadline, no Ballot may be withdrawn or modified without Court approval;
- (s) Omitted;
- (t) where any portion of a single Claim or Interest has been transferred to a transferee, all Holders of any portion of such single Claim or Interest will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein), and (ii) required to vote every portion of such Claim or Interest collectively to accept or reject the Plan. In the event that (i) a Ballot, (ii) a group of Ballots within a Voting Class received from a single creditor or interest-holder, or (iii) a group of Ballots received from the various Holders of multiple portions of a single

Claim or Interest partially reject and partially accept the Plan, such Ballots shall not be counted; and

- (u) for purposes of determining satisfaction of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims or Interests held by a single creditor or interest-holder in a particular Class will be aggregated and treated as if such creditor held one Claim or Interest in such Class, and all votes related to such Claim or Interest will be treated as a single vote to accept or reject the Plan; *provided* that if separate affiliated entities hold Claims or Interests in a particular Class, these Claims or Interests will not be aggregated and will not be treated as if such creditor or interest-holder held one Claim or Interest in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan.

4. Master Ballot Solicitation, Voting and Tabulation Procedures

In addition to the foregoing generally applicable voting and ballot tabulation procedures, the following procedures shall apply to Beneficial Holders of Claims and Interests in Classes 3, 8, 9, and 10 who hold and will vote their position through a Nominee:

- (i) the Solicitation Agent shall distribute or cause to be distributed to the Nominees (i) the appropriate number of Solicitation Packages for each Beneficial Holder represented by the Nominee as of the Voting Record Date, which will contain copies of Ballots for each beneficial holder (a “Beneficial Holder Ballot”) and (ii) a master ballot (the “Master Ballot”);
- (ii) each Nominee shall immediately, and in any event within three Business Days after its receipt of the Solicitation Packages to the extent reasonably practicable, commence the solicitation of votes from its Beneficial Holder clients through one of the following two methods:
 - (A) distribute to each beneficial holder the Solicitation Packages along with a Beneficial Holder Ballot, voting information form (“VIF”), and/or other customary communication used to collect voting information from its Beneficial Holder clients along with instructions to the Beneficial Holder to return its vote to the Nominee in a timely fashion; *provided, however*, that Nominees shall not mark a vote to accept or reject the Plan or complete Item 2 of the Beneficial Holder Ballot prior to distribution of the Solicitation Packages to Beneficial Holders unless expressly authorized in writing by such Beneficial Holder to vote on a chapter 11 plan on such Beneficial Holder’s behalf; *provided, further*, that any Nominee that elects to distribute a VIF and/or other customary communication used to collect voting information shall meet all applicable standards to receive informed consent from its Beneficial Holders; *provided, further*, that Nominees shall clearly communicate in such materials to Beneficial Holders the timing

requirements for their Beneficial Holder Ballots to be included on the Master Ballot prior to the Voting Deadline; or

- (B) distribute to each Beneficial Holder the Solicitation Package along with a “pre-validated” Ballot (a “Pre-Validated Beneficial Holder Ballot”) signed by the Nominee and including the Beneficial Holder’s account number, the amount of Claims held by the Nominee for such Beneficial Holder, and a medallion guarantee stamp certifying the Beneficial Holder’s position in their asserted Claims as of the Voting Record Date with instructions to the Beneficial Holder to return its Pre-Validated Beneficial Holder Ballot to the Solicitation Agent in a timely fashion; *provided, however*, that such Nominee providing “pre-validated” Ballots shall not mark a vote to accept or reject the Plan or complete Item 2 of the Beneficial Holder Ballot unless such Nominee is expressly authorized in writing by the Beneficial Holder to vote on a chapter 11 plan on such Beneficial Holder’s behalf;
- (iii) each Nominee shall compile and validate the votes and other relevant information of all such Beneficial Holders on the Master Ballot and transmit the Master Ballot to the Solicitation Agent on or before the Voting Deadline;
- (iv) Nominees that submit Master Ballots must keep the original Beneficial Holder Ballots, VIFs, or other communication used by the Beneficial Holder to transmit its vote for a period of one year after the Effective Date of the Plan;
- (v) Nominees that pre-validate Beneficial Holder Ballots must keep a list of Beneficial Holders for whom they pre-validated a Ballot, along with copies of the Pre-Validated Beneficial Holder Ballots for a period of one year after the Effective Date of the Plan;
- (vi) the Solicitation Agent will not count votes of Beneficial Holders unless and until they are included on a valid and timely Master Ballot or a valid and timely Pre-Validated Beneficial Holder Ballot;
- (vii) if a Beneficial Holder holds Claims through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Beneficial Holder Ballot or Pre-Validated Beneficial Holder Ballot, and each such Beneficial Holder must vote consistently and execute a separate Beneficial Holder Ballot or Pre-Validated Beneficial Holder Ballot for each Claim that it holds through any Nominee and must return each such Beneficial Holder Ballot to the appropriate Nominee or each such Pre-Validated Beneficial Holder Ballot to the Solicitation Agent;

- (viii) votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in the applicable Voting Class, as of the Voting Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee pursuant to a Master Ballot will not be counted in excess of the amount of such Claims held by such Nominee as of the Voting Record Date;
- (ix) if conflicting votes or “over-votes” are submitted by a Nominee pursuant to a Master Ballot, the Solicitation Agent will use reasonable efforts to reconcile discrepancies with the Nominees; *provided, however*, that the Debtors shall provide prompt notice of any such discrepancies to the Bondholder Committee. If over-votes on a Master Ballot are not reconciled prior to the preparation of the Voting Report, the Debtors shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the Nominee’s position in the applicable Voting Class;
- (x) a single Nominee may complete and deliver to the Solicitation Agent multiple non-duplicative Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted by a single Nominee are inconsistent, the latest received valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior received Master Ballot. Likewise, if a Beneficial Holder submits more than one Beneficial Holder Ballot to its Nominee or more than one Pre-Validated Beneficial Holder Ballot to the Solicitation Agent, (i) the latest received Beneficial Holder Ballot or Pre-Validated Beneficial Holder Ballot received before the submission deadline imposed by the Nominee or the Voting Deadline, respectively, shall be deemed to supersede any prior Beneficial Holder Ballot or Pre-Validated Beneficial Holder Ballot, as applicable, submitted by the Beneficial Holder, and (ii) the Nominee shall complete the Master Ballot accordingly;
- (xi) the Debtors are authorized, but not directed, upon written request, to reimburse Nominees for reasonable and documented customary mailing and handling expenses incurred by them in forwarding the Beneficial Holder Ballot and other enclosed materials to the Beneficial Holders for which they are the Nominee. No fees or commissions or other remuneration will be payable to any Nominee or other person for soliciting votes from its Beneficial Holder clients with respect to the Plan.

E. Amendments to the Plan and Solicitation Procedures

The Debtors reserve the right to make non-substantive or immaterial changes to the Plan, (including, for the avoidance of doubt, the Plan Supplement), Disclosure Statement, Ballots, Confirmation Hearing Notice, and related documents without further order of the Court, including,

without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Plan, Disclosure Statement, and any other materials, in the Solicitation Package before their distribution.