

DEC - 5 2019

By: M. Regina Thomas
Deputy Clerk

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA

IN RE: :
: GENERAL ORDER 29-2019
PROCEDURAL GUIDELINES :
FOR PREPACKAGED AND :
PRENEGOTIATED CHAPTER 11 CASES :

ORDER WITH REGARD TO PROCEDURAL GUIDELINES
FOR PREPACKAGED AND PRENEGOTIATED CHAPTER 11 CASES

This Order is effective as of the date of its entry and establishes uniform guidelines for commencing and administering prepackaged chapter 11 cases and prenegotiated chapter 11 cases in the United States Bankruptcy Court for the Northern District of Georgia. Any debtor filing a prepackaged or prenegotiated chapter 11 case in this District is directed to comply with the attached guidelines, as well as General Order 26-2109, as amended from time to time, unless its provisions are contrary to the provisions of the attached guidelines.

SO ORDERED this 5th day of December, 2019.

Wendy L. Hagenau
WENDY L. HAGENAU, CHIEF JUDGE
United States Bankruptcy Court
For the Court

**PROCEDURAL GUIDELINES FOR PREPACKAGED AND
PRENEGOTIATED CHAPTER 11 CASES IN THE
UNITED STATES BANKRUPTCY COURT FOR THE
NORTHERN DISTRICT OF GEORGIA**

I. STATEMENT OF PURPOSE.

The purpose of these Guidelines is to establish uniform guidelines (“Guidelines”) for commencing and administering “Prepackaged Chapter 11 cases” and “Prenegotiated Chapter 11 cases” (each as defined below) in the United States Bankruptcy Court for the Northern District of Georgia (the “Court”).

These Guidelines are designed to assist bankruptcy practitioners with practical matters that either are not addressed at all by statute or rules or are addressed indirectly in a piecemeal fashion by statutes, general rules, and/or local rules that were not enacted specifically with Prepackaged or Prenegotiated Chapter 11 cases in mind. Although each case is different, many issues are common to all Prepackaged or Prenegotiated Chapter 11 cases. Promulgation of these Guidelines will enhance judicial economy and procedural predictability for debtors, creditors, and other parties in interest.

To the extent applicable (and unless contrary to the provisions of the Guidelines), the provisions of General Order 26-2019, as amended from time to time, shall be applicable to Prepackaged and Prenegotiated Chapter 11 Cases.

These Guidelines are advisory only, and the Court retains the power to depart from them.

**II. DEFINITIONS OF PREPACKAGED CHAPTER 11 CASE, PARTIAL
PREPACKAGED CHAPTER 11 CASE, AND PRENEGOTIATED CHAPTER 11 CASE.**

For purposes of these Guidelines:

A. A “Prepackaged Chapter 11 Case” is one in which a debtor or potential debtor in a Chapter 11 Case (“Debtor”), substantially contemporaneously with the filing of its chapter 11 petition, files a (i) Prepack Scheduling Motion (as defined below), (ii) plan, (iii) disclosure statement (or other solicitation document), and (iv) voting certification, including a summary of pre-petition

solicitation in accordance with Part III(A)(5) below, and includes a Partial Prepackaged Chapter 11 Case;

B. A “Partial Prepackaged Chapter 11 Case” is one in which acceptances of the Debtor’s plan were solicited prior to the commencement of the chapter 11 case from some, but not all, classes of claims or interests whose solicitation is required to confirm the Debtor’s plan; and

C. A “Prenegotiated Chapter 11 Case” is one in which the Debtor has not solicited any acceptances of the Debtor’s plan prior to the commencement of the chapter 11 case from any classes of claims or interests whose solicitation is required to confirm the Debtor’s plan, but the Debtor and all, or a portion, of the Debtor’s key creditors or stakeholders (“Supporting Creditors”) have entered into a plan support agreement, restructuring support agreement, lockup agreement, or similar written agreement to support confirmation of a Chapter 11 plan.

III. CRITERIA FOR PREPACKAGED CHAPTER 11 CASE; CONTENTS OF PREPACK SCHEDULING MOTION.

A. Content of Prepack Scheduling Motion.

The Prepack Scheduling Motion shall:

1. (a) Represent that the solicitation of all votes to accept or reject the Debtor’s plan required for confirmation of that plan was completed prior to commencement of the Debtor’s chapter 11 case or in accordance with section 1125(g), and that no additional solicitation of votes on that plan is contemplated by the Debtor, or (b) seek a determination that the solicitation of all votes to accept or reject the Debtor’s plan required for confirmation of that plan has been deemed adequate by the Court pursuant to Part III(C)(2) below such that no additional solicitation will be required;
2. Represent that the requisite acceptances of such plan have been obtained from each class of claims or interests as to which solicitation is required except as provided in Part III(A)(3) below;

3. With respect to any class of interests that has not accepted the plan whether or not it is deemed not to have accepted the plan under section 1126(g), represent that the Debtor is requesting confirmation under section 1129(b);

4. Request entry of an order scheduling the hearing (a) on confirmation of the plan and (b) to determine whether the Debtor has satisfied the requirements of either 11 U.S.C. § 1126(b)(1) or 11 U.S.C. § 1126(b)(2), for a date that is not more than ninety (90) days following the petition date; and

5. Be supported by a declaration to which is attached (a) a summary of the votes accepting or rejecting the debtor's plan; and (b) copies of any solicitation used to solicit those votes.

B. Confirmation Pursuant to 11 U.S.C. § 1129(b)(2)(C).

A chapter 11 case may constitute a "Prepackaged Chapter 11 Case" for purposes of these Guidelines notwithstanding the fact that the Debtor proposes to confirm the Plan pursuant to 11 U.S.C. § 1129(b)(2)(C) as to a class of interests.

C. Filing of Petition after Solicitation Has Commenced But Before Expiration of Voting Deadline.

Unless the Court orders otherwise, if a chapter 11 case is commenced by or against the Debtor, or if a chapter 7 case is commenced against the Debtor and converted to a chapter 11 case by the Debtor pursuant to 11 U.S.C. § 706(a), after the Debtor has transmitted all solicitation materials to holders of claims and interests whose vote is sought but before the deadline for casting acceptances or rejections of the Debtor's plan (the "Voting Deadline"),

1. The Debtor and other parties in interest shall be permitted to accept but not solicit ballots until the Voting Deadline; and

2. After notice and a hearing, the Court shall determine the effect of any and all such votes.

D. Applicability of Guidelines to Cases Involving Cramdown of Classes of Claims and “Partial Prepackaged Chapter 11 Cases.”

The Court may, upon request of the Debtor or other party in interest in an appropriate case, apply some or all of these Guidelines to

1. Cases in which the Debtor has satisfied the requirements of Part III(A)(1) above but intends to seek confirmation of the plan pursuant to 11 U.S.C. § 1129(b) as to a class of claims (a) that is deemed not to have accepted the plan under 11 U.S.C. § 1126(g); (b) that is receiving or retaining property under or pursuant to the plan but whose members' votes were not solicited prepetition and whose rejection of the plan has been assumed by the Debtor for purposes of confirming the plan; or (c) that is receiving or retaining property under or pursuant to the plan and that voted prepetition to reject the plan, as long as no class junior to such rejecting class is receiving or retaining any property under or pursuant to the plan; and
2. Partial Prepackaged Chapter 11 Cases; and
3. Prenegotiated Chapter 11 Cases to the extent set forth in these Guidelines or as otherwise deemed appropriate by the Court; otherwise a Prenegotiated Chapter 11 Case should be subject to the Local Rules and all Administrative Orders and General Orders of the Court to the same extent a non-Prenegotiated Chapter 11 Case is subject thereto.

IV. PREFILING NOTIFICATION TO UNITED STATES TRUSTEE AND CLERK OF THE COURT.

A. Notice of Proposed Filing to United States Trustee.

At least three (3) days prior to the anticipated filing date of the Prepackaged Chapter 11 Case or Prenegotiated Chapter 11 Case, the Debtor should (i) notify the United States Trustee of the Debtor's intention to file a Prepackaged or Prenegotiated Chapter 11 Case and (ii) supply the United States Trustee with two (2) copies of the Debtor's plan and disclosure statement (or other solicitation document).

B. Notice of Proposed “First Day Orders” to United States Trustee.

If possible, drafts of all First Day Motions (as defined in Part VI (A) below), with the proposed orders attached as exhibits, should be furnished to the United States Trustee at least three (3) days in advance of the filing of the petition or as soon as practicable after the filing of an involuntary petition.

C. Notice of Proposed Filing to Clerk of Court.

At least three (3) days prior to the anticipated filing date of the Prepackaged or Prenegotiated Chapter 11 case, counsel for the Debtor, without disclosing the name of the Debtor, should contact the Clerk of the Court to discuss the anticipated filing, the estimated value of the Debtor’s assets, number and type of creditors, procedures for handling public inquiries (i.e., the names, addresses and telephone numbers of the persons to whom such inquiries should be directed), procedures for handling claims and proofs of claim or interest, whether the Debtor will request the Court to set a deadline to file proofs of claim or interest, the need for appointment of a claims agent for the Court, the need and possible dates for a hearing on First Day Motions, the Disclosure Statement confirmation of a Plan and related matters. The Clerk of the Court will not assign the case to or discuss the case with a judge until the petition is filed.

V. **FILING OF PREPACKAGED OR PRENEGOTIATED CHAPTER 11 CASE.**

A. Electronic Case Filing.

Prepackaged Chapter 11 Cases and Prenegotiated Chapter 11 Cases, as with all cases filed with the Court, should be filed electronically. In electronically filing a Prepackaged or Prenegotiated Chapter 11 Case, the Debtor(s) should file the petition(s) first, followed by an affidavit as to the applicability of these procedures and as to the motions and proposed orders referenced herein. Lengthy documents, such as the disclosure statement (or other solicitation materials) and plan should be filed last to expedite the filing process.

B. Proposed Orders as Exhibits to Electronically Filed Motions.

All “First Day Motions” (as defined in Part VI(A) below) shall have attached as an exhibit a copy of the proposed order sought to be signed.

C. Paper Copies Furnished to Assigned Judge.

As soon as practicable, following filing of a Prepackaged Chapter 11 case, the Debtor shall furnish to the judge assigned to the case paper copies of (1) the Plan, (2) the Disclosure Statement (or other solicitation document), (3) “First Day Motions” (with Proposed Orders attached as exhibits), (4) any other filed Motion and (5) any Order that the Debtor requests. Proposed Orders should also be uploaded in e-orders. To the extent documents filed by the Debtor at or following the commencement of the Debtor's chapter 11 case differ in substance from the versions supplied to the United States Trustee under Parts IV(A) and IV(B) above, the Debtor shall furnish to the United States Trustee two (2) paper copies of any such documents that have been modified, preferably blacklined to show changes.

VI. FIRST DAY ORDERS.

A. Request for Entry of Immediate Orders.

The scheduling of First Day Motions requesting First Day Orders is governed by General Order 26-2019. “First Day Orders” are orders which the Debtor seeks to have entered by the Court on or shortly after the filing of the petition. The Debtor shall file a “Request for Expedited Consideration of Certain First Day Matters” using the “Request to Set Expedited First Day Hearings” form, as set out in General Order 26-2019.

B. Purpose of First Day Orders.

Generally, the purpose of First Day Orders is to address administrative matters and facilitate the transition of the Debtor to debtor in possession status and to ensure that the Debtor's business

and operations are stabilized and conducted in a manner consistent with past practice and the proposed plan, pending consideration of confirmation of that plan.

While the Court recognizes the necessity and desirability of entertaining appropriate First Day Motions, only those motions seeking and appropriately requiring emergency relief will be heard on an expedited basis. The terms and conditions of First Day Orders necessarily will depend upon the facts and circumstances of the case, the terms of the plan, the notice given, and related factors, and will take into account the needs of the Debtor and the rights of other parties in interest.

C. First Day Motions and Orders Unique to Prepackaged and Prenegotiated Cases

The substance required in typical first day motions is set out in General Order 26-2019, which is applicable to Prepackaged and Prenegotiated Chapter 11 Cases. Additionally, Prepackaged and Prenegotiated Chapter 11 Cases may require unique first day motions such as¹:

1. Prepack Scheduling Motion, setting forth the information required in Part III above.²
2. Motion for Order (a) Dispensing with the Requirement of Filing any or all Schedules and Statement of Financial Affairs in the event the Debtor is not seeking to bar and subsequently discharge all or certain categories of debt or (b) extending Debtor's time for filing schedules and statement of financial affairs to a specified date.
3. Applications to Employ Appropriate Professionals, which may include attorneys, accountants, and financial advisors. The Court has adopted procedures for retention of Chapter 11 professionals posted on the website which should be followed unless otherwise ordered by the Court.

If accountants, investment advisors, vote tabulators, solicitation agents or similar non-legal professionals were retained pre-petition and are not seeking any payment in connection with the plan or the case in addition to payments that they received prior to the filing of the petition ("Additional

¹ First day motions should also comply with the Court's Complex Chapter 11 Procedures.

² In the event solicitation has not been completed prior to the petition date, an alternative first day motion should be submitted consistent with sections III(A)(1) and III(C).

Post-Petition Payments”), such professionals need not be retained pursuant to 11 U.S.C. § 327 and may continue to provide services to the Debtor with respect to the plan and the case (e.g., testifying at the confirmation/disclosure adequacy hearing); provided, however, that the post-petition services provided by accountants and financial advisors who have not been retained pursuant to 11 U.S.C. § 327 shall not include any work of a substantive nature, such as, for example, the preparation of new financial data, even if such accountants and financial advisors are not seeking any Additional Post-Petition Payments.

D. Requests for Related Relief Need Not be Filed in Separate Motions.

Motions for related relief under First Day Orders referred to above need not be filed as separate motions. For example, in a given case it may be appropriate to combine cash collateral and financing motions, or deal with all employee-related matters in a single motion.

VII. VOTING PERIOD; BALLOT; MULTIPLE VOTES; NOTICE PRESUMPTIONS FOR PREPACKAGED CHAPTER 11 CASES.

A. Voting Period Guidelines.

Fed.R.Bankr.P. 3018(b) requires the Court to consider whether “an unreasonably short” time was prescribed for creditors and equity security holders to accept or reject the plan. Under ordinary circumstances, in determining whether the time allowed for casting acceptances and rejections on the Debtor's plan satisfied Fed.R. Bankr. P. 3018(b), the Court will approve as reasonable:

1. For securities listed or admitted to trading on the New York Stock Exchange or American Stock Exchange or any international exchanges quoted on NASDAQ, and for securities publicly traded on any other national securities exchange (“Publicly Traded Securities”), a 21 day voting period, measured from the date of commencement of mailing.
2. For securities that are not Publicly Traded Securities and for debt for borrowed money that is not evidenced by a Publicly Traded Security, a 14-day voting period, measured from the date of commencement of mailing.

3. For all other claims and interests, a 21-day voting period, measured from the date of commencement of mailing.

B. Shorter or Longer Voting Period.

Nothing herein is intended to preclude (i) a shorter voting period if it is justified in a particular case, or (ii) any party in interest from demonstrating that the presumptions set forth above were not reasonable in a particular case.

C. Ballot.

1. The Debtor may use a ballot substantially in the form of the **“Ballot for Accepting or Rejecting Prepackaged Plan of Reorganization of Debtor Under Chapter 11 of the Bankruptcy Code”** attached to these Guidelines as Exhibit A in connection with a prepackaged plan solicitation.

2. The **“Master Ballot for Accepting or Rejecting Prepackaged Plan of Reorganization of Debtor to be Filed Under Chapter 11 of the Bankruptcy Code”**, attached to these Guidelines as Exhibit B, may be used to report voting by beneficial owners of claims and interests.

3. The ballot may include information in addition to that set forth in the various Official Ballot Forms attached to these Guidelines and may request and provide space for the holder of a claim or interest to vote on matters in addition to the plan. By way of example, the ballot may seek and record (a) votes relating to an exchange offer, (b) consents to or votes with respect to benefit plans, and (c) elections provided for in the plan (or exchange offer).

D. Multiple Votes.

If the holder of a claim or interest changes its vote during the pre-petition voting period, only the last timely ballot cast by such holder shall be counted in determining whether the Plan has been accepted or rejected unless the Disclosure Statement (or other solicitation document) clearly provides for some other procedure for determining votes on the prepackaged plan. If a holder of a

claim or interest wants to change a vote post-petition, Rule 3018(a) requires a showing of cause and Court approval.

E. Notice Guidelines.

Fed.R.Bankr. P. 3018(b) requires the Court to consider whether the plan was transmitted to substantially all creditors and equity security holders of the same class. In making that determination, the Court will take into account (i) whether the Debtor transmitted the plan and disclosure statement (or other solicitation document) in substantial compliance with applicable non-bankruptcy law, rules, or regulations and, (ii) the fact that creditors and equity security holders who are not record holders of the securities upon which their claims or interests are based generally assume the risk associated with their decision to hold their securities in "street name."

VIII. ORGANIZATIONAL MEETING; CREDITORS' COMMITTEE.

A. Unless the Court finds that a meeting of creditors need not be convened pursuant to section 341(e), the Debtor shall, after the filing of the chapter 11 petition, notify creditors of the date, time, and place of the meeting of creditors pursuant to 11 U.S.C. § 341(a), as well as the other information set forth in Part X (B)(2) below. The date set for the section 341(a) meeting should be no more than forty (40) days after the filing of the petition.

B. If a meeting of creditors pursuant to 11 U.S.C. § 341(a) has not yet been convened prior to the date upon which the plan is confirmed, no such meeting will be convened if the Order Confirming the Plan or Order entered substantially contemporaneously therewith contains a provision waiving the convening of such a meeting.

C. Typically, no creditors' committee will be appointed in a Prepackaged Chapter 11 case, particularly where the unsecured creditors are unimpaired. If members of a pre-petition committee seek to serve as a member of an official creditor's committee, however, they should demonstrate to the United States Trustee their compliance with Fed.R.Bankr.P. 2007(b).

IX. DEADLINE FOR FILING PROOFS OF CLAIM OR INTEREST.

- A. A deadline to file proofs of claim or interest will not be set unless the Debtor seeks an order fixing such a deadline for filing proofs of claim or proofs of interest.
- B. As provided in Part IV(C) above, the Debtor should consult with the Clerk of the Court in advance of the filing of the case to discuss whether a deadline to file proofs of claim or interest will be sought, the need for appointment of a claims agent for the Court (at the Debtor's expense), and related matters.
- C. If a claims agent is appointed, such agent shall deliver to the Debtor complete copies of the proofs of claim and interest, along with a complete claims and interest docket, not later than five (5) days after the deadline to file proofs of claim or interest.
- D. Fed.R.Bankr.P. 2002(a)(7) requires at least 21 days' notice by mail of the deadline to file proofs of claim or interest. Unless the Court orders otherwise, creditors whose mailing addresses are outside the United States shall be given at least 30 days notice of the deadline to file proofs of claim or interest as required by Fed.R.Bankr.P. 2002(p)(2).
- E. Paper copies of the notice of the deadline to file proofs of claim or interest must be mailed as required under Fed.R.Bankr.P. 2002(a)(7).

X. NOTICE.

A. In General.

Notice of the filing of the Plan and Disclosure Statement (or other solicitation document) and of the hearing to consider compliance with disclosure requirements and confirmation of the Plan must be given to all parties-in-interest. Service of a paper copy of the notice must be made by mail. With respect to a Prepackaged Chapter 11 Case, no further distribution of the Plan and Disclosure Statement (or other solicitation document) beyond that which occurred pre-petition is required unless requested by a party-in-interest.

B. Hearing Notice.

1. Where the Disclosure Statement has not been approved by the Court prior to confirmation, the Debtor shall prepare and mail paper copies to all parties-in-interest of a Notice of Confirmation Hearing and Approval of Disclosure Statement (or other solicitation documents). The Hearing Notice must set forth:

- (a) (i) the date, time, and place of the hearing to consider compliance with disclosure requirements and confirmation of the Plan, and (ii) the date and time by which objections to the foregoing must be filed and served;
- (b) include a Plan Summary (See General Order 26-2019);
- (c) set forth the name, address and telephone number of the person from whom copies of the Plan and Disclosure Statement (or other solicitation document) can be obtained (at the Debtor's expense); and
- (d) state that the Plan and Disclosure Statement (or other solicitation document) can be viewed electronically and explain briefly how electronic access to these documents may be obtained.

2. Either the Hearing Notice or a separate notice must set forth the date, time, and place of the section 341(a) meeting and state that such meeting will not be convened if (a) the Plan is confirmed prior to the date set for the section 341(a) meeting and (b) the order confirming the Plan (or order entered substantially contemporaneously therewith) contains a provision waiving the convening of such a meeting.

C. Service.

1. The Hearing Notice shall be served upon (a) record (registered) holders of debt and equity securities (determined as of the record date established in the disclosure statement or other solicitation document) that were entitled to vote on the Plan, (b) record (registered) holders of all other claims and interests of any class (determined as of a record date that is not more than 14 days

prior to the date of the filing of the petition), (c) all other creditors listed in the Debtor's schedules, unless Debtor is not seeking to bar and discharge claims, in which case schedules may not be required to be filed, (d) the United States Trustee, (e) all indenture trustees, (f) any committee(s) that may have been appointed in the case, and (g) the United States in accordance with Fed.R.Bankr.P. 2002(j).

2. The Debtor shall inform the Court of the proposed procedures for transmitting the Hearing Notice to beneficial holders of stock, bonds, debentures, notes, and other securities, and the Court shall determine the adequacy of those procedures and enter such orders as it deems appropriate.

D. Time Period.

The Hearing Notice shall be mailed at least 28 days prior to the scheduled hearing date on confirmation of the plan and adequacy of disclosure unless the Court shortens such notice period.

XI. COMBINED HEARINGS.

The hearings on the Debtor's compliance with either 11 U.S.C. § 1126(b)(1) or 11 U.S.C. § 1126(b)(2), as applicable, and on confirmation of the plan in a Prepackaged Chapter 11 case shall be combined whenever practicable.

EXHIBIT "A"

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

[NAME OF DEBTOR],

Debtor.

[DEBTOR'S ADDRESS]

Tax ID No. _____

**BALLOT FOR ACCEPTING OR REJECTING PREPACKAGED PLAN
OF REORGANIZATION OF [NAME OF DEBTOR] UNDER CHAPTER 11
OF THE BANKRUPTCY CODE**

BALLOT FOR VOTING _____
(Class : __: __ CLAIMS)

[Insert Exact Name of Notes/Bonds, If Applicable]* [Insert CUSIP #, If Applicable]

If you are a beneficial owner of [NAME OF SECURITIES] (the _____) issued by [NAME OF DEBTOR], please use this Ballot to cast your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by [DEBTOR]. The Plan is Exhibit [] to the Disclosure Statement, dated _____, (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. [If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.]

IMPORTANT

VOTING DEADLINE: _____:_____.M., EASTERN TIME ON _____:_____.

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.
[BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.]

DO NOT RETURN ANY SECURITIES WITH THIS BALLOT. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.

* This form ballot does not contemplate multiple securities within the same class.

Ballot Code]

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or “prevalidated” by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO BE VOTED UNDER THE PLAN.
6. YOU MUST VOTE *ALL YOUR* _____ *EITHER TO ACCEPT OR TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.*

Item 1. Principal Amount of _____ Voted. The undersigned certifies that as of [the record date] the undersigned was either the beneficial owner, or the nominee of a beneficial owner, of _____ in the following aggregate unpaid principal amount (insert amount in the box below). If your _____ are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately.

\$ _____

Item 2. Vote. The beneficial owner of the _____ identified in Item 1 votes as follows (check one box only—if you do not check a box your vote will not be counted):

_____ to Accept the Plan. _____ to Reject the Plan.

Item 3. Identify All Other _____ Voted. By returning this Ballot, the beneficial owner of the _____ identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the _____ owned by such beneficial owner, except for the _____ identified in the following table, and (b) *all* Ballots for _____ submitted by the beneficial owner indicate the same vote to accept or reject the Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

ONLY COMPLETE ITEM 3 IF YOU HAVE SUBMITTED OTHER BALLOTS

Account Number	Name of Holder*	Principal Amount of Other _____ Voted

		\$ _____
		\$ _____

* Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

Item 4. Authorization. By returning this Ballot, the beneficial owner of the _____ identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the _____ listed in Item 1, (b) was the beneficial owner of the _____ described in Item 1 on _____, and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name: _____

(Print or Type)

Social Security or Federal Tax I.D. No.: _____

(Optional) Signature: _____

By: _____

(If Appropriate)

Title: _____

(If Appropriate)

Street _____ Address: _____

City, _____ State, _____ Zip _____ Code: _____

Telephone Number: () _____ Date _____

Completed: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY [DEBTOR or DEBTOR'S AGENT], BY : _____ M., EASTERN TIME, ON _____, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT BEFORE THE VOTING DEADLINE.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL [DEBTOR or DEBTOR'S AGENT], AT _____.

EXHIBIT "B"

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

[NAME OF DEBTOR],

Debtor.

[DEBTOR'S ADDRESS]

Tax ID No. _____

**MASTER BALLOT FOR ACCEPTING OR REJECTING PREPACKAGED PLAN
OF REORGANIZATION OF [NAME OF DEBTOR]
TO BE FILED UNDER CHAPTER 11 OF THE BANKRUPTCY CODE.**

MASTER BALLOT FOR VOTING _____

(Class : _____ CLAIMS)*

[Insert exact name of Notes/Bonds]* [Insert CUSIP # If Applicable]

THE VOTING DEADLINE BY WHICH YOUR MASTER BALLOT MUST BE **RECEIVED** BY [DEBTOR or DEBTOR'S AGENT] IS
_____:____.M., EASTERN TIME ON_____. IF YOUR MASTER BALLOT IS
NOT RECEIVED ON OR BEFORE THE VOTING DEADLINE, THE VOTES REPRESENTED BY YOUR MASTER BALLOT
WILL NOT BE COUNTED.

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of [NAME OF SECURITIES] (the "_____") issued by [NAME OF DEBTOR], to transmit the votes of such holders in respect of their to accept or reject the chapter 11 plan of reorganization (the "Plan") described in, and attached as Exhibit "_____" to the Disclosure Statement, dated_____(the "Disclosure Statement") provided to you. Before you transmit such votes, please review the Disclosure Statement carefully, including the voting procedures explained in Section_____.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the beneficial owners of for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. [If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.]

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY [DEBTOR or DEBTOR'S AGENT] ON OR BEFORE THE VOTING DEADLINE OF_____:____.M., EASTERN TIME, ON_____. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

* This form ballot does not contemplate multiple securities within the same class.

[Master Ballot Code]

Item 1. Certification of Authority to Vote. The undersigned certifies that as of the _____, _____, record date, the undersigned (please check the applicable box):

☐ Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of _____ listed in Item 2 below, and is the registered holder of such securities, or

☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of _____ listed in Item 2 below, or

☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of _____ listed in Item 2 below, and,

accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the _____ described in Item 2 below.

Item 2. Class _____ (_____ Claims) Vote. The undersigned transmits the following votes of beneficial owners in respect of their _____, and certifies that the following beneficial owners of _____, as identified by their respective customer account numbers set forth below, are beneficial owners of such securities as of the _____, _____ record date and have delivered to the undersigned, as Nominee, Ballots casting such votes (Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note: Each beneficial owner must vote *all* his, her, or its Class _____ claims (_____) *either* to accept or reject the Plan, and may *not* split such vote.):

Your Customer Account Number for Each Beneficial Owner of _____	Principal Amount of _____ Voted to ACCEPT the Plan		Principal Amount of _____ Voted to REJECT the Plan
1.	\$	OR	\$
2.	\$	OR	\$
3.	\$	OR	\$
4.	\$	OR	\$
5.	\$	OR	\$
6.	\$	OR	\$
7.	\$	OR	\$
8.	\$	OR	\$
9.	\$	OR	\$
10.	\$	OR	\$
TOTALS	\$		\$

Item 3. Certification As to Transcription of Information From Item 3 As to Other _____ Voted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 3 of the _____ Ballots, identifying any other _____ for which such beneficial owners have submitted other Ballots:

YOUR customer account number for each beneficial owner who completed Item 3 of the _____ Ballot	TRANSCRIBE FROM ITEM 3 OF _____ BALLOT:		
	Account Number <i>(Transcribe from Item 3 of _____ Ballot)</i>	Name Holder <i>(Transcribe from Item 3 of _____ Ballot)</i>	Principal Amount of Other _____ Voted <i>(Transcribe from Item 3 of _____ Ballot)</i>
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

Item 4. Certification. By signing this Master Ballot, the undersigned certifies that each beneficial owner of _____ listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank, or Other Nominee:

(Print or Type) _____

Name of Proxy Holder or Agent for Broker, Bank, or Other Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____ (If Applicable)

Signature: _____

By: _____ (If Appropriate)

Title: _____ (If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number:(_____) _____

Date Completed: _____

THIS MASTER BALLOT MUST BE RECEIVED BY [DEBTOR or DEBTOR'S AGENT], BEFORE

_____: ____M., EASTERN TIME, ON _____, _____ OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

[PLEASE NOTE: BALLOTS AND MASTER BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.]

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL [DEBTOR or DEBTOR'S AGENT], AT _____.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE:

The Voting Deadline is _____ : ____ m., Eastern Time, on _____, unless extended by the Debtor. To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by [DEBTOR or DEBTOR'S AGENT], [ADDRESS], *on or before* the Voting Deadline.

HOW TO VOTE:

If you are both the registered owner *and* beneficial owner of any principal amount of _____ and you wish to vote such _____, you may complete, execute, and return to [DEBTOR or DEBTOR'S AGENT] *either* a _____ Ballot or a _____ Master Ballot.

If you are transmitting the votes of any beneficial owners of _____ other than yourself,

you may *either*:

1. Complete and execute the _____ Ballot (other than Items 2 and 3) and deliver to the beneficial owner such "prevalidated" _____ Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to [DEBTOR or DEBTOR'S AGENT] so as to be received before the Voting Deadline;

OR

2. For any _____ Ballots you do not "prevalidate":

Deliver the _____ Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan, and (ii) return the complete, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to [DEBTOR or DEBTOR'S AGENT] before the Voting Deadline; and

With respect to all _____ Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Plan in Item 2 of this Master Ballot, as transmitted to you by the beneficial owners of _____. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL HIS, HER, OR ITS _____ EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT [DEBTOR or DEBTOR'S AGENT] IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner or which impermissibly attempts to split a vote will not be counted;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 3 of each completed _____ Ballot relating to other _____ voted;

- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact [DEBTOR or DEBTOR'S AGENT] to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so that it is actually *received* by [DEBTOR or DEBTOR'S AGENT] on or before the Voting Deadline. For each completed, executed _____ Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to [DEBTOR or DEBTOR'S AGENT] or retain _____ Ballot in your files for one such year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. [DEBTOR or DEBTOR'S AGENT] will not accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted pursuant to a letter of transmittal which will be furnished to you by the Debtor following confirmation of the Plan by the United States Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. [We will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of _____ held by you as a nominee or in a fiduciary capacity. We will also pay all transfer taxes, if any, applicable to the transfer and exchange of your securities pursuant to and following confirmation of the Plan.]

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTOR [OR THE DEBTOR'S AGENT], OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL [DEBTOR or DEBTOR'S AGENT], AT _____.