

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

In re:

DIAMOND SPORTS GROUP, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-90116 (CML)
)
) (Jointly Administered)
)

SOLICITATION PROCEDURES

PLEASE TAKE NOTICE THAT:

1. On March 14 and 15, 2023 (the “Petition Date”), the above captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

2. On February 29, 2024, the Debtors filed the *Debtors’ Joint Chapter 11 Plan of Reorganization* (as may be amended, modified, or supplemented from time to time, the “Plan”), and a disclosure statement for the Plan (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”), pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. On April 17, 2024, the Court entered an order approving the Disclosure Statement as having adequate information under section 1125 of the Bankruptcy Code [Docket No. 1977] (the “Disclosure Statement Order”).² Copies of the Plan³ and Disclosure Statement (and all exhibits thereto) may be obtained free of charge by: (a) visiting the website maintained by the claims and solicitation agent, Kroll Restructuring Administration LLC (the “Claims Agent”), at <https://cases.ra.kroll.com/DSG>; (b) calling (877) 720-6635 (U.S./Canada Toll-Free) or +1 (646) 440-4763 (International); or (c) emailing DSGinfo@ra.kroll.com (with “DSG Solicitation Inquiry” in the subject line). Copies may also be obtained for a fee via PACER at <http://www.txs.uscourts.gov>.

I. The Voting Record Date

3. The Court has approved April 15, 2024, as the record date for purposes of determining which Holders of Claims in in Class 3 (First Lien Claims), Class 4 (Junior Funded

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/DSG>. The Debtors’ service address for purposes of these chapter 11 cases is: c/o Diamond Sports Group, LLC, 3003 Exposition Blvd., Santa Monica, CA 90404.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan, Disclosure Statement, or Disclosure Statement Order, as applicable.

³ When filed, copies of the Plan Supplement (which may occur in multiple installments) will also be available through the Claims Agent free of charge and via PACER for a fee.

Debt Claims), and Class 6 (General Unsecured Claims) (collectively, the “Voting Classes”) are entitled to vote on the Plan (the “Voting Record Date”).

II. The Voting Deadline

4. The Court has approved **4:00 p.m. (prevailing Central Time) on May 22, 2024**, as the voting deadline (the “Voting Deadline”) for the Plan. The Debtors may extend the Voting Deadline in their discretion, without further order of the Court. To be counted as a vote to accept or reject the Plan, each vote must be incorporated on a ballot or master ballot (a “Ballot”) that is properly executed, completed, and delivered to the Claims Agent so that it is *actually received* by no later than the Voting Deadline. All Ballots returned by mail or personal delivery should be sent to: Diamond Sports Group, LLC Ballots Processing Center c/o Kroll Restructuring Administration LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232. Any Ballot transmitted to the Claims Agent by telecopy, facsimile, email, or other electronic means not using the Claims Agent’s online balloting portal will not be valid. Notwithstanding the foregoing, Beneficial Holders may return pre-validated Beneficial Holder Ballots, and banks, brokers, or other intermediary nominees (“Nominees”) that hold Class 4 Notes Claims in “street name” on behalf of Beneficial Holders may return master Ballots, in each case, to the Claims Agent via electronic mail to dsgballots@ra.kroll.com (with “DSG Solicitation Master Ballot Submission” or “DSG Solicitation Pre-Validated Beneficial Holder Ballot” in the subject line, as applicable). For the avoidance of doubt, only Master Ballots and pre-validated Beneficial Holder Ballots may be submitted to the Claims Agent by electronic mail.

III. Form, Content, and Manner of Notices

A. Solicitation Package

5. The following materials shall constitute the solicitation package (the “Solicitation Package”):

- a. a copy of these Solicitation Procedures;
- b. the approved Disclosure Statement (and the exhibits thereto, including the Plan);
- c. the Disclosure Statement Order (without exhibits);
- d. the appropriate Ballot with voting instructions for each Holder (accompanied by a postage prepaid business reply envelope addressed to the Claims Agent);
- e. the Cover Letter;⁴

⁴ In addition, Solicitation Packages delivered to Holders of Class 4 Junior Funded Debt Claims and Class 6 General Unsecured Claims will include a letter from the UCC (the “UCC Cover Letter”) recommending that such Holders vote to accept the Plan.

- f. the Confirmation Hearing Notice; and
- g. any additional documents that the Court has ordered to be made available.

B. Distribution of the Solicitation Package

6. The Debtors may provide the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits) in electronic format, such as a flash drive, instead of paper format. All other contents of the Solicitation Package, including these Solicitation Procedures, Ballots, and the Confirmation Hearing Notice will be delivered in paper format to Holders of Claims in Voting Classes. If a party who receives any documents contained in its Solicitation Package electronically prefers a paper copy format, the party may request paper copies from the Claims Agent free of charge by: (a) visiting the Claims Agent's website at <https://cases.ra.kroll.com/DSG>; (b) writing to Diamond Sports Group, LLC Ballots Processing Center c/o Kroll Restructuring Administration LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; (c) emailing DSGinfo@ra.kroll.com (with "DSG Solicitation Inquiry" in the subject line); or (d) calling the Debtors' restructuring hotline at (877) 720-6635 (U.S./Canada Toll-Free) or +1 (646) 440-4763 (International). The Plan and Disclosure Statement are also available free of charge on the Debtors' case website at <https://cases.ra.kroll.com/DSG>.

7. The Debtors shall serve, or cause to be served, the Solicitation Package (excluding Ballots) on all parties that have filed a written request for such notice with the Court pursuant to Bankruptcy Rule 2002. In addition, on or before April 23, 2024, the Debtors shall mail, or cause to be mailed, the Solicitation Package to all Holders of Claims in Voting Classes who are permitted to vote.

C. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan

8. Certain Holders of Claims and Interests 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 (a) unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code or (b) deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive only the Notice of Non-Voting Status. Such notice contains the full text of the Third-Party Release set forth in Article VIII.D of the Plan and advises such Non-Voting Holders that they will be deemed to have consented to the Third-Party Release in Article VIII.D of the Plan unless they timely and properly choose to opt out of the Third-Party Release. The Notice of Non-Voting Status also includes instructions for where Holders can obtain copies of the Plan, Disclosure Statement, and information generally about the Plan, Disclosure Statement Hearing, and Confirmation Hearing.

IV. Voting and Tabulation Procedures

A. Establishing Claim Amounts for Voting Purposes

9. Absent a contrary order of the Court, the following procedures shall determine the amount of the Claim associated with each vote transmitted on a properly executed and timely received Ballot:

- a. Each Holder of Class 3 First Lien Claims and Class 4 Loan Claims will be entitled to vote the principal amount held as of the Voting Record Date. The amount of Class 3 First Lien Claims and Class 4 Loan Claims will be established by reference to (a) the Debtors' applicable books and records and (b) the list of record Holders maintained by the applicable administrative agent, dated as of the Voting Record Date, which shall reflect all principal outstanding amounts of the applicable positions held by such registered Holders as of the Voting Record Date. The applicable administrative agents shall provide the applicable registers of Holders and their respective Claim amounts for voting purposes as of the Voting Record Date to the Claims Agent in excel format no later than one business day following the Voting Record Date. For voting purposes, any and all Proofs of Claim filed on account of Class 3 First Lien Claims and Class 4 Loan Claims shall be disregarded.
- b. Each Holder of Class 4 Notes Claims will be entitled to vote the principal amount held as of the Voting Record Date. The amount of Class 4 Notes Claims for voting purposes only will be the amount of the applicable positions such Holder held as of the Voting Record Date as evidenced by the records of the applicable nominee as evidenced by the applicable securities position report(s) from the Depository Trust Company ("DTC") or other applicable depository firm. For voting purposes, all Proofs of Claim filed on account of Class 4 Notes Claims shall be disregarded.
- c. Each Holder of Class 6 Claims will be entitled to vote the amount of the Claim in accordance with the following hierarchy:
 - i. The amount of the Claim settled and/or agreed upon by the Debtors, as reflected in a court pleading, stipulation, agreement, or other document filed with the Court, in an order of the Court, or in a document executed by the Debtors pursuant to authority granted by the Court.
 - ii. The amount of the Claim determined through a Voting Resolution Event (as defined below) in accordance with the resolution procedures set forth herein.
 - iii. The amount of the Claim listed in a timely filed Proof of Claim (as defined in the Plan) as not contingent, not unliquidated, and not disputed, if such Claim is not subject to an objection filed in the Court on or before the date that is seven days prior to the Voting Deadline;⁵ *provided, however*, that a timely filed Proof of Claim for unknown or undetermined amounts, or asserting a

⁵ If the Debtors file an objection to reduce and allow a Claim, the Claim shall vote in the reduced amount. If the Debtors file an objection to reclassify a Claim, the Claim shall be treated for solicitation and tabulation purposes as that reclassified Claim, which may include being moved out of one of the Voting Classes.

wholly contingent, wholly unliquidated, and/or wholly disputed amount (as determined by the Debtors) shall vote in the amount of \$1.00.

- iv. The amount of the Claim listed in the Schedules as not contingent, not unliquidated, and not disputed as of the Voting Record Date; *provided, however*, that any Claim listed in the Schedules as contingent, unliquidated, and/or disputed as of the Voting Record Date for which the applicable bar date⁶ has passed and for which no Claim was filed shall not be entitled to vote; *provided, further, however*, that a Claim listed in the Schedules as contingent, unliquidated, or disputed for which the applicable bar date has not yet passed shall vote in the amount of \$1.00 (solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code).
- v. In the absence of any of the foregoing, the Claim shall be disallowed for voting purposes.
- d. If a Claim for which a Proof of Claim has been timely filed is partially unliquidated or partially contingent (as determined on the face of the claim or after a reasonable review of the supporting documentation by the Claims Agent), such Claim is temporarily allowed in the amount that is liquidated and non-contingent for voting purposes only, and not for purposes of allowance or distribution.
- e. Proofs of Claim filed for \$0.00 are not entitled to vote.
- f. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one Claim against the Debtor in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan for the Debtor.
- g. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Classes shall be provided with only one Solicitation Package and one Ballot for

⁶ The applicable bar dates are set forth in the *Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form and Manner of Filing Proofs of Claim, Including Section 503(b)(9) Requests, and (IV) Approving Notice of Bar Dates* [Docket No. 837] (the “Bar Date Order”), which order can be obtained free of charge by: (a) visiting the website maintained by the Claims Agent at <https://cases.ra.kroll.com/DSG>; (b) calling (877) 720-6635 (U.S./Canada Toll-Free) or +1 (646) 440-4763 (International); or (c) emailing DSGinfo@ra.kroll.com (with “DSG Solicitation Inquiry” in the subject line). Copies of the Bar Date Order may also be obtained for a fee via PACER at <http://www.tx.uscourts.gov>.

voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

- h. 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 claim shall be entitled to vote in a manner consistent with these tabulation rules and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtor has 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 procedures.

10. The Debtors and the Claims Agent, without further order of the Court, shall determine all questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawals of Ballots, and such determinations shall be final and binding.

11. To assist in the solicitation process, the Debtors and the Claims Agent may, but are not required to, contact parties that submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies, *provided* that neither the Debtors nor the Claims Agent are required to do so nor will any of them suffer any liability for failure to provide such notification.

B. Resolution of Disputed Claims for Voting Purposes; Voting Resolution Event

12. A Holder of a Claim not entitled to vote on the Plan pursuant to the procedures described in this Section IV of the Solicitation Procedures shall be permitted to vote such Claim (or to vote such Claim in an amount other than the amount set forth in the Schedules) only if one of the following shall have occurred with respect to such claim (a “Voting Resolution Event”) on or before May 15, 2024 (the “Voting Resolution Event Deadline”):

- a. Agreement Between the Parties. A stipulation or other agreement is executed between the Holder of such Claim and the Debtors allowing the Holder of such Claim to vote such Claim in an agreed upon amount.
- b. Bankruptcy Rule 3018(a) Motion. A creditor files with the Court a motion pursuant to Bankruptcy Rule 3018(a) (a “Rule 3018(a) Motion”) seeking temporary Allowance of its Claim for voting purposes in the amount other than set forth in the Schedules or in response to an objection filed by the Debtors that is sustained by the Court after notice and a hearing on or before the Voting Resolution Event Deadline.
 - i. Any Rule 3018(a) Motion must: (A) be made in writing; (B) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; (C) set forth the name of the party asserting the Rule 3018(a) Motion; (D) state with particularity the legal and factual bases for the Rule 3018(a) Motion; (E) be set for hearing at the Confirmation Hearing; and (F) be served by personal service, overnight delivery, first-class mail, or facsimile so as to be received by the Debtors and all parties

entitled to notice by no later than the Voting Resolution Event Deadline.

- ii. In the event that the Debtors and such party are unable to resolve any issues raised by the Rule 3018(a) Motion before submitting their Voting Report (as defined below), (A) the Debtors may object to the Rule 3018(a) Motion before the Confirmation Hearing, and (B) the Claims Agent shall tabulate the vote in the amount as directed by the Debtors and shall include in the Voting Report representations that such vote was subject to a Rule 3018(a) Motion and whether including such Ballot in the amount sought by the party in the Rule 3018(a) Motion would change the particular Voting Class's acceptance or rejection of the Plan. The Court then shall determine at the Confirmation Hearing whether the Ballot should be counted as a vote on the Plan and in what amount.
- c. Other Order of the Court. The Court otherwise orders the allowance of such Claim for purposes of voting to accept or reject the Plan.

13. The Claims Agent shall provide any party that is permitted to provisionally vote its Claim on account of the timely occurrence of a Voting Resolution Event with a Solicitation Package within one business day after the Voting Resolution Event Deadline. Such parties must then return a completed, properly executed, and otherwise valid Ballot to the Claims Agent on or before the Voting Deadline (unless the Debtors extend the deadline in their sole discretion).

C. Voting and Tabulation Procedures

14. The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right 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 Local Rules:

- a. Except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors as set forth herein), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan.
- b. The Claims Agent will date-stamp all Ballots when received. The Claims Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Court. The Claims Agent shall tabulate Ballots on a Debtor-by-Debtor basis.
- c. The Debtors will file with the Court a certification of votes (the "Voting Report") on or before May 31, 2024. The Voting Report shall, among other things, certify to the Court in writing the amount and number of Allowed

Claims of each Class accepting or rejecting the Plan, and 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 electronic mail, or damaged (“Irregular Ballots”). The Voting Report shall indicate the Debtors’ intentions with regard to each such Irregular Ballot. The Voting Report shall be served upon all parties entitled to notice.

- d. The method of delivery of Ballots to be sent to the Claims Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims Agent actually receives the executed Ballot.
- e. An executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Claims Agent by facsimile, or any electronic means other than expressly provided in the Solicitation Procedures will not be valid.
- f. No Ballot should be sent to the Debtors, the Debtors’ agents (other than the Claims Agent), or the Debtors’ financial or legal advisors, and if so sent will not be counted.
- g. If multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the latest valid Ballot received by the Claims Agent before the Voting Deadline will be deemed to reflect that voter’s intent and will supersede and revoke any prior Ballot.
- h. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a 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 Debtors shall aggregate the Claims of any particular Holder within a Class for the purpose of counting votes.
- 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 must indicate such capacity when signing.
- j. The Debtors, subject to a contrary order of the Court, 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.
- 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

other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification.

- l. Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured 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 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 otherwise Allowed for voting purposes only by order of the Court, such Claim 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 is filed, such Claim shall be treated in accordance with the procedures set forth herein.
- q. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible; (ii) any Ballot containing insufficient information to identify the claimant; (iii) any Ballot cast by any Entity not entitled to vote pursuant to the procedures described herein; (iv) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed; (v) any unsigned Ballot or Ballot lacking an original signature (for the avoidance of doubt, a Ballot cast via the online balloting portal or a Master Ballot received from a Nominee by e-mail will be deemed to be an original signature); and (vi) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
- r. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors.
- s. The Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes.
- t. Where any portion of a single Claim has been transferred to a transferee, all Holders of any portion of such single Claim 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 collectively to accept or reject the Plan. In the event that: (x) a Ballot; (y) a group of Ballots within a Voting Class received from a single creditor; or (z) a group of Ballots received from the various Holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted.

D. Master Ballot Voting and Tabulation Procedures

15. With respect to Master Ballot and Beneficial Holder Ballot submissions for Holders of Class 4 Notes Claims the following voting process and tabulation rules will apply:

- a. The Claims Agent shall distribute or cause to be distributed the appropriate number of Beneficial Holder Ballots to each Beneficial Holder of Class 4 Notes Claims as of the Voting Record Date.
- b. Nominees identified by the Claims Agent as Entities through which Beneficial Holders hold their Class 4 Notes Claims will be provided with (i) a Solicitation Package to convey to Beneficial Holders represented by the Nominee as of the Voting Record Date, which will contain, among other things, a Beneficial Holder Ballot; and (ii) a Master Ballot.
- c. Any Nominee that is a Holder of record with respect to Class 4 Notes Claims, as applicable, shall vote on behalf of, or facilitate voting by, Beneficial Holders of such Claims, as applicable, either by: (i)(A) immediately, and in any event within five business days after its receipt of the Solicitation Packages, distributing the Solicitation Packages, including Beneficial Holder Ballots, it receives from the Claims Agent to all such Beneficial Holders (or otherwise conveying the contents of the Solicitation Package);⁷ (B) providing such Beneficial Holders with a return address to send the completed Beneficial Holder Ballots (or alternate instructions for the Beneficial Holder to convey its vote to the Nominee); (C) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (D) transmitting the Master Ballot to the Claims Agent so that it is received by the Claims Agent by no later than the Voting Deadline; or (ii) if the Nominee elects to “pre-validate” the Beneficial Holder Ballots, immediately, and in any event, within five business days after receipt of the Solicitation Packages, distributing the Solicitation Packages it receives from the Claims Agent to

⁷ Solicitation Packages may be sent in paper format or via electronic transmission in accordance with the customary requirements of each Nominee. Each Nominee will then distribute the Solicitation Packages, as appropriate, in accordance with their customary practices and obtain votes to accept or to reject the Plan also in accordance with their customary practices. If it is the Nominee’s customary and accepted practice to submit a “voting instruction form” to Beneficial Holders for the purpose of recording the Beneficial Holder’s vote, the Nominee will be authorized to send the voting instruction form in lieu of, or in addition to, a Beneficial Holder Ballot and to collect votes from Beneficial Holders through online voting or by phone, facsimile, or other electronic means.

all such Beneficial Holders, including in each package a Beneficial Holder Ballot that it has “pre-validated,”⁸ and a return envelope provided by and addressed to the Claims Agent, so that the Beneficial Holder may complete and return the pre-validated Beneficial Holder Ballot directly to the Claims Agent so that it is received by the Claims Agent by no later than the Voting Deadline.

- d. Any Beneficial Holder holding a Class 4 Notes Claim as a record Holder in its own name shall vote on the Plan by completing and signing a Master Ballot and returning it directly to the Claims Agent on or before the Voting Deadline.
- e. The applicable agents and/or trustees with respect to the Class 4 Notes Claims will not be entitled to vote on behalf of a Beneficial Holder; rather, each Beneficial Holder must vote his or her own Class 4 Notes Claim(s), as applicable, according to the instruction received from its Nominee.
- f. Any Beneficial Holder Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Claims Agent a Master Ballot that reflects the vote of such Beneficial Holders on or before the Voting Deadline or otherwise validates the Beneficial Holder Ballot in a manner acceptable to the Claims Agent. Nominees shall retain all Beneficial Holder Ballots returned by Beneficial Holders for a period of one year after the Effective Date of the Plan.
- g. If a Beneficial Holder holds a Class 4 Notes Claim, as applicable, through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Beneficial Holder Ballot and each such Beneficial Holder should execute a separate Beneficial Holder Ballot for each block of Class 4 Notes Claims, as applicable, that it holds through any Nominee and must return each such Beneficial Holder Ballot to the appropriate Nominee.
- h. Votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Class 4 Notes Claims as of the Voting Record Date, as evidenced by the applicable securities position report(s) obtained from DTC. 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.

⁸ A Nominee “pre-validates” a Beneficial Holder Ballot by signing the Beneficial Holder Ballot, including its DTC participant number and a medallion guarantee stamp validating the Beneficial Holder’s position as of the Voting Record Date, and indicating the account number of the Beneficial Holder and the principal amount of Class 4 Notes Claims held by the Nominee for such Beneficial Holder.

- i. If conflicting votes or “over-votes” are submitted by a Nominee pursuant to a Master Ballot, the Debtors will use reasonable efforts to reconcile discrepancies with the Nominees. If over-votes on a Master Ballot are not reconciled before 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 Class 4 Notes Claims, as applicable.
- j. For purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the principal amount of its Class 4 Notes Claims, as applicable, although any principal amounts may be adjusted by the Claims Agent to reflect the amount of the Claim actually voted, including prepetition interest.
- k. A single Nominee may complete and deliver to the Claims Agent multiple 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 are inconsistent, the latest received valid Master Ballot received before 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, (i) the latest received Beneficial Holder Ballot received before the submission deadline imposed by the Nominee shall be deemed to supersede any prior Beneficial Holder Ballot submitted by the Beneficial Holder, and (ii) the Nominee shall complete the Master Ballot accordingly.
- l. The Debtors will, upon written request, reimburse Nominees for customary mailing and handling expenses incurred by them in forwarding the Beneficial Holder Ballot and other enclosed materials to Beneficial Holders for which they are the Nominee. No fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting Beneficial Holder Ballot with respect to the Plan.

V. Amendments to the Plan and Solicitation Procedures

16. The Debtors reserve the right to make non-material changes to the Disclosure Statement, the Plan, and related documents (including the exhibits thereto and exhibits to the Disclosure Statement Order) before distributing Solicitation Packages to each creditor or other party in interest in accordance with the terms of the Disclosure Statement Order without further order of the Court, including changes to correct typographical, clerical, and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, and related documents (including the exhibits thereto and exhibits to the Disclosure Statement Order).