

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:)	Chapter 11
CYPRESS ENVIRONMENTAL PARTNERS, L.P., <i>et al.</i> , ¹)	Case No. 22-90039 (MI)
Debtors.)	(Jointly Administered)

**CERTIFICATION OF ADAM GORMAN
WITH RESPECT TO THE TABULATION OF VOTES ON THE
JOINT PREPACKAGED CHAPTER 11 PLAN OF REORGANIZATION
OF CYPRESS ENVIRONMENTAL PARTNERS, L.P. AND ITS DEBTOR AFFILIATES**

I, Adam Gorman, declare under the penalty of perjury²:

1. I am a Director of Corporate Restructuring Services, employed by Kurtzman Carson Consultants LLC (“KCC”), located at 2335 Alaska Ave, El Segundo, California 90245. I am over the age of 18 and not a party to this action.

2. On May 9, 2022, the Court entered the *Order Authorizing the Employment and Retention Kurtzman Carson Consultants LLC as Claims, Noticing, and Solicitation Agent* [Docket No. 44].

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Cypress Environmental Partners, L.P. (1523); Cypress Municipal Water Services, LLC (5974); Cypress Environmental Partners, LLC (7385); Cypress Brown Integrity, LLC (3455); Cypress Energy Partners - 1804 SWD, LLC (9110); Cypress Energy Partners - Bakken, LLC (9092); Cypress Energy Partners - Grassy Butte SWD, LLC (9047); Cypress Energy Partners - Green River SWD, LLC (1534); Cypress Energy Partners - Manning SWD, LLC (4247); Cypress Energy Partners - Mork SWD, LLC (0761); Cypress Energy Partners - Mountrail SWD, LLC (4977); Cypress Energy Partners - Tioga SWD, LLC (3230); Cypress Energy Partners - Williams SWD, LLC (3840); Cypress Environmental - PUC, LLC (8637); Cypress Environmental Management - TIR, LLC (5803); Cypress Environmental Management, LLC (4753); Cypress Environmental Services, LLC (7770); Tulsa Inspection Resources - PUC, LLC (2514); and Tulsa Inspection Resources, LLC (4632). The Debtors’ service address for the purposes of these chapter 11 cases is 5727 South Lewis Avenue, Suite 500, Tulsa, Oklahoma 74105.

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan and the Scheduling Order (each as defined below), as applicable.



3. On May 11, 2022, the Court entered the *Order (I) Scheduling Combined Disclosure Statement Approval and Plan Confirmation Hearing, (II) Establishing the Plan and Disclosure Statement Objection Deadline and Related Procedures, (III) Approving Prepetition Solicitation Procedures, (IV) Approving the Form and Manner of Notice, (V) Directing that a Meeting of Creditors Not Be Convened, and (VI) Granting Related Relief* [Docket No. 63] (the “Scheduling Order”), approving, among other things, certain notice, solicitation, and voting tabulation procedures on a conditional basis subject to final approval at the Combined Hearing.

4. KCC worked with the Debtors and their counsel to (i) solicit votes to accept or reject the *Joint Prepackaged Chapter 11 Plan of Reorganization of Cypress Environmental Partners, L.P. and Its Debtor Affiliates* [Docket No. 15] (the “Plan”), (ii) tabulate the Ballot of the creditor entitled to vote to accept or reject the Plan, (iii) distribute the Combined Hearing Notice and Notice of Non-Voting Status, and (iv) tabulate the parties that opted out of the Third-Party Release contained in the Plan. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge. I am authorized to submit this certification on behalf of KCC.

5. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

I. Vote Solicitation and Tabulation Process.

6. The Scheduling Order established May 8, 2022, as the date for determining which holders of Claims in Class 3 Prepetition First Lien Credit Agreement Claims were entitled to vote to accept or reject the Plan (the “Voting Record Date”). Under the Plan, Class 3 (Prepetition First Lien Credit Agreement Claims) (the “Voting Class”) was the only class entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

7. I understand that on May 8, 2022, the Debtors caused their counsel to distribute a solicitation package containing the Disclosure Statement, the Plan, and the Ballot to counsel to APE V Cypress, LLC, the sole Prepetition First Lien Lender and holder of Class 3 Prepetition First Lien Credit Agreement Claims. The Ballot stated in clear and conspicuous language that the claimant must properly complete, execute, and deliver a Ballot to KCC by electronic mail so that the Ballot would be actually received by KCC no later than May 8, 2022, at 8:00 p.m. (prevailing Central Time) (the “Voting Deadline”).

8. At approximately 9:30 p.m. (prevailing Central Time), KCC received the Ballot from the Prepetition First Lien Lender. I understand that the Debtors exercised their authority to accept a Ballot received after the Voting Deadline in accordance with the Tabulation Procedures as set forth in the *Debtors’ Emergency Motion for Entry of an Order (I) Scheduling Combined Disclosure Statement Approval and Plan Confirmation Hearing, (II) Establishing the Plan and Disclosure Statement Objection Deadline and Related Procedures, (III) Approving Prepetition Solicitation Procedures, (IV) Approving the Form and Manner of Notice, (V) Directing that a Meeting of Creditors Not Be Convened, and (VI) Granting Related Relief* [Docket No. 17].

9. Thereafter, KCC tabulated the vote submitted by the Voting Class. Set forth below are the voting results with respect to the Voting Class tabulated on a consolidated basis:

Total Ballots Received			
Accept		Reject	
Number	Amount	Number	Amount
Class 3 – Prepetition First Lien Credit Agreement Claims			
1 (100%)	\$59,194,225.05 (100%)	0 (0%)	\$0 (0%)

II. Distribution of Combined Hearing Notice, Notice of Non-Voting Status, and Opt-Out Forms and Tabulation of Third-Party Release Opt Outs.

10. The Scheduling Order established May 10, 2022, as the date for determining which holders of Claims and Interests in the Non-Voting Classes were entitled to receive the Notice of

Non-Voting Status and the applicable Opt-Out Form (the “Opt-Out Record Date”). KCC relied on information provided by the Debtors to determine the parties in the Non-Voting Classes. Further, KCC relied upon a security position report provided by The Depository Trust Company (“DTC”) as of the Opt-Out Record Date to identify the banks and brokerage firms (the “Nominees”) that hold Class 8 Interests in CELP on behalf of underlying beneficial owners.

11. On May 11, 2022, KCC posted links to the electronic versions of the Combined Hearing Notice, Scheduling Order, Disclosure Statement, and Plan on the public access website at www.kccllc.net/cypress.

12. On or before May 16, 2022, KCC caused to be served the (a) Combined Hearing Notice on the creditor matrix and all other parties required to receive such notice pursuant to the Scheduling Order and (b) Notice of Non-Voting Status and applicable Opt-Out Form on all parties required to receive such materials pursuant to the Scheduling Order. For the holders of Class 8 Interests in CELP held through Nominees, KCC provided the Notice of Non-Voting Status and the applicable Opt-Out Form to the Nominees appearing on the security position report received from DTC, or the Nominees’ agents, for subsequent forwarding to the underlying beneficial owners. KCC also provided a master Opt-Out Form to each Nominee, or its agent, for their use in reporting the opt outs of the underlying beneficial owners. An affidavit evidencing service of the foregoing was filed with the Court on May 20, 2022 [Docket No. 121].

13. The Scheduling Order set June 13, 2022, at 4:00 p.m. (prevailing Central Time) as to deadline to submit an Opt-Out Form (the “Opt-Out Deadline”).

14. KCC received and tabulated Opt-Out Forms as follows: (a) each returned paper Opt-Out Form was opened and inspected at KCC’s offices; (b) the paper Opt-Out Forms were date-stamped; (c) each Opt-Out Form received via email was downloaded, opened, and inspected;

and (d) all Opt-Out Forms received on or before the Opt-Out Deadline were then tabulated. For the holders of Class 8 Interests in CELP held through Nominees, master Opt-Out Forms were used to tabulate the opt outs, if any, of beneficial owners appearing for each Nominee as listed on the security position report received from DTC. KCC also reviewed the Ballot for any additional elections to opt out of the Third-Party Release.

15. Based on this review, 13 holders of Claims or Interests timely submitted Opt-Out Forms and 18 Nominees timely submitted the applicable master Opt-Out Forms opting out 95 accounts, reflecting 122,906 Interests in CELP (collectively, the “Opt-Out Parties”). Each of the Opt-Out Parties are set forth on **Exhibit A** attached hereto. All the Opt-Out Parties are members of Non-Voting Classes. The list of Opt-Out Parties does not include any parties that filed an objection to the Third-Party Releases in lieu of submitting an Opt-Out Form. The Opt-Out Parties also does not include four individuals that incorrectly submitted a beneficial holder Opt-Out Form to KCC instead of their applicable Nominee. Because neither KCC nor the Debtors can verify whether these individuals are indeed holders of interests in CELP and the individuals did not follow the Court-approved procedures, these opt outs have been excluded.

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Conclusion

To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of the Ballot, Combined Hearing Notice, Notice of Non-Voting Status, and Opt-Out Forms is true. The Ballot and Opt-Out Forms received by KCC are stored at KCC's office and are available for inspection by or submission to the Court.

Dated: June 16, 2022

/s/ Adam Gorman

Adam Gorman

Exhibit A**Opt-Out Parties**

Date Received	Creditor Name	Opt-Out of Third Party Release
5/27/2022	Esteban Fonseca	Yes
5/31/2022	Pamela Breaux	Yes
6/6/2022	Jamie Allen	Yes
6/6/2022	Justin Robinett	Yes
6/8/2022	Oracle America, Inc., successor in interest to NetSuite, Inc. ("Oracle")	Yes
6/9/2022	Jeffrey Franklin Paulk	Yes
6/9/2022	ONEOK, Inc.	Yes
6/10/2022	Mountrail-Williams Electric Cooperative	Yes
6/13/2022	AXA XL (as successor-in-interest to Catlin Specialty Insurance Company)	Yes
6/13/2022	Enterprise Products Operating LLC	Yes
6/1/2022	Wimfrey Garrett	Yes
6/6/2022	Tennessee Department of Revenue	Yes

DTC Part No.	Nominee	No. Accounts Opting Out	Amount Opting Out
57	JONES E D	2	820
62	VANGUARD	1	421
141	WELLS CLRG	4	4,437
158	APEX CLEAR	6	10,444
164	CHS SCHWAB	9	20,529
188	TD AMERITR	17	55,741
226	NFS LLC	13	7,258
352	JPMS/JPMC	1	2,000
385	E*TRADE	9	4,640
534	INT BROKER	2	33
725	RAYMOND	1	500
793	STIFEL	3	1,896
901	BANK OF NY	2	3,000
5036	TD WATER	1	3,000
5084	QUES/CDS	1	100
6769	RHSECURLLC	21	7,050
8430	CIT SECLLC	1	37
8862	MLPFS/8862	1	1,000
	TOTALS:	95	122,906