

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

)	
In re:)	Chapter 11
)	
CAESARS ENTERTAINMENT OPERATING)	Case No. 15-01145 (ABG)
COMPANY, INC., <u>et al.</u> , ¹)	
)	
Debtors.)	(Jointly Administered)
)	

SOLICITATION PROCEDURES

On June 28, 2016, the United States Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”) entered an order [Docket No. 4223] approving the *Disclosure Statement for the Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 4220] (as may be amended, modified, or supplemented from time to time and including all exhibits thereto, the “Disclosure Statement”) filed in support of the *Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 4218] (as may be amended or modified from time to time and including all exhibits and supplements thereto, the “Plan”).² Also on June 28, 2016, the Court entered the *Order (A) Approving the Solicitation Procedures and (B) Granting Related Relief* [Docket No. 4219] (the “Solicitation Procedures Order”), which, among other things, authorized the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit acceptances or rejections of the Plan from Holders of Impaired Claims who are (or may be) entitled to distributions under the Plan.

¹ A complete list of the Debtors and the last four digits of their federal tax identification numbers may be obtained at <https://cases.primeclerk.com/CEOC>.

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Plan, the Disclosure Statement, or the Solicitation Procedures Order, as applicable. Copies of the Plan, the Disclosure Statement, and other information regarding these chapter 11 cases are available free of charge on the Debtors’ restructuring website maintained by Prime Clerk LLC (“Prime Clerk”), the Debtors’ notice, claims, and solicitation agent retained in these chapter 11 cases, at <https://cases.primeclerk.com/CEOC> or by (a) calling the Debtors’ restructuring hotline at (855) 842-4123 within the United States or Canada or, outside of the United States or Canada, by calling +1 (646) 795-6969, or (b) e-mailing ceocballots@primeclerk.com. You may also obtain copies of any pleadings by visiting the Court’s website at <http://www.ilnb.uscourts.gov> in accordance with the procedures and fees set forth therein.



Definitions

- (a) “Ballot” means the ballots included in the General Solicitation Package upon which certain Holders of Claims entitled to vote will, among other things, indicate their acceptance or rejection of the Plan in accordance with the Plan and Solicitation Procedures, and which must be actually received by the Prime Clerk on or before the Voting Deadline. Prime Clerk will customize Ballots as necessary to ensure each General Unsecured Claim in Class I, Class J, Class L, Class M, Class N, Class O, and Class P and each Convenience Unsecured Claim in Class K votes such Ballot against the applicable Debtors.
- (b) “Bankruptcy Court” means the United States Bankruptcy Court for the Northern District of Illinois having jurisdiction over the Chapter 11 Cases.
- (c) “Beneficial Holder” means a person or entity that holds the benefits of ownership of a publicly traded security even though title may be in another’s name.
- (d) “Confirmation Hearing” means the hearing conducted by the Bankruptcy Court pursuant to section 1128(a) of the Bankruptcy Code to consider confirmation of the Plan, as such hearing may be adjourned or continued from time to time and which currently is scheduled for January 17, 2017, at 10:30 a.m. (prevailing Central Time).
- (e) “Confirmation Hearing Notice” means that certain notice of the Confirmation Hearing approved by the Bankruptcy Court pursuant to the Solicitation Procedures Order.
- (f) “General Tabulation Procedures” means the procedures set forth herein for the purposes of tabulating votes to accept or reject the Plan.
- (g) “General Solicitation Package” consists of the documents identified in Section D.1 of the Solicitation Procedures.
- (h) “Master Ballot” means the master ballots accompanying the Disclosure Statement upon which certain Nominees, on behalf of the Beneficial Holders of Secured First Lien Notes Claims, Second Lien Notes Claims, Senior Unsecured Notes Claims, and Subsidiary-Guaranteed Notes Claims entitled to vote as of the Voting Record Date, will, among other things, indicate the Beneficial Holders’ acceptance or rejection of the Plan in accordance with the Plan and the Solicitation Procedures, and which must be actually received by Prime Clerk on or before the Voting Deadline.
- (i) “Nominee” means a bank, broker, or other nominee in whose name Securities are transferred by agreement between such nominee and the Beneficial Holder.
- (j) “Notice of Non-Voting Status for Deemed Rejecting Classes” means the notice the Holders of Claims or Interests in Class R (Section 510(b) Claims), Class S (Intercompany Claims), Class T (Intercompany Interests), and Class U (CEOC

Interests) who are deemed to reject the Plan will receive, in addition to the Confirmation Hearing Notice, in lieu of a General Solicitation Package.

- (k) “Plan Objection Deadline” means October 31, 2016, at 4:00 p.m. (prevailing Central Time), the date set by the Bankruptcy Court as the deadline to file and serve objections to the Plan.
- (l) “Notice of Non-Voting Status for Unimpaired Classes” means the notice of non-voting status that the holders of Claims and Interests in Class A (Secured Tax Claims), Class B (Other Secured Claims), Class C (Other Priority Claims), Class Q (Non-Obligor Unsecured Claims), and Class V (Des Plaines Interests), who are presumed to accept the Plan will receive, in addition to the Confirmation Hearing Notice, in lieu of a General Solicitation Package.
- (m) “Resolution Event” has the meaning set forth in Section D.4.d of the Solicitation Procedures.
- (n) “Solicitation Packages” means the General Solicitation Package for all Holders of Claims.
- (o) “Solicitation Procedures” means the procedures set forth herein.
- (p) “Voting Deadline” means October 31, 2016, at 4:00 p.m., prevailing Central Time, the date set by the Bankruptcy Court as the deadline for receipt of Ballots by Prime Clerk.

Solicitation Procedures

A. Plan Confirmation Schedule.

The Bankruptcy Court has approved the following Plan Confirmation Schedule:

Event	Date
Voting Record Date	June 22, 2016
Plan Supplement Deadline ³	July 18, 2016
Voting Deadline	October 31, 2016, at 4:00 p.m. (prevailing Central Time)
Deadline to File Voting Report	On or before November 14, 2016, at 4:00 p.m. (prevailing Central Time)

³ The Debtors will use commercially reasonable efforts to cause the Plan Supplement to be filed on or before July 18, 2016. Once filed, the Plan Supplement may be obtained free of charge on the Debtors’ restructuring website maintained by Prime Clerk at <https://cases.primeclerk.com/CEOC> or for a fee via PACER at <http://www.ilnb.uscourts.gov>.

Event	Date
Plan Objection Deadline	October 31, 2016, at 4:00 p.m. (prevailing Central Time)
Deadline to File Confirmation Brief	December 29, 2016
First Day of Confirmation Hearing	January 17, 2017

B. The Voting Record Date.

The Bankruptcy Court has approved (i) June 22, 2016, as the record date (the “Voting Record Date”) for purposes of determining which Holders of Claims in Class D (Prepetition Credit Agreement Claims), Class E (Secured First Lien Notes Claims), Class F (Second Lien Notes Claims), Class G (Subsidiary-Guaranteed Notes Claims), Class H (Senior Unsecured Notes Claims), Class I (Undisputed Unsecured Claims), Class J (Disputed Unsecured Claims), Class K (Convenience Unsecured Claims), Class L (Insurance Covered Unsecured Claims), Class M (Par Recovery Unsecured Claims), Class N (Winnick Unsecured Claims), Class O (Caesars Riverboat Casino Unsecured Claims), and Class P (Chester Downs Management Unsecured Claims) (collectively, the “Voting Classes”) are entitled to vote on the Plan.

C. The Voting Deadline.

The Bankruptcy Court has approved October 31, 2016, at 4:00 p.m. (prevailing Central Time) as the Voting Deadline for the Plan. The Debtors may extend the Voting Deadline, in their discretion, without further order of the Bankruptcy Court; provided, that any extension of the Voting Deadline for a particular Ballot must be included in the publically available voting register and on the filed Voting Report. To have votes to accept or reject the Plan counted, every registered Holder of a Claim, or such Holder’s Nominee, must properly execute, complete, and deliver the Ballot or Master Ballot (as applicable) sent to it by (i) first-class mail, (ii) overnight courier, (iii) personal delivery, or (iv) through online transmission solely via, and in accordance with the instructions set forth on, Prime Clerk’s E-Ballot platform on the Debtors’ case website (<https://cases.primeclerk.com/CEOC>), in each case so that Prime Clerk **actually receives** the Ballot or Master Ballot (as applicable) no later than the Voting Deadline. Holders of Claims, or their Nominees, should send their Ballots to: CEOC Ballot Processing c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022.⁴ Delivery of a Ballot to Prime Clerk by facsimile, e-mail, or any other electronic means aside from Prime Clerk’s E-Ballot platform will render the corresponding vote invalid. If a Holder received a reply envelope addressed to its Nominee, such Holder should allow sufficient time for its Nominee to receive, process and submit its vote on a Master Ballot that must be actually received by Prime Clerk by the Voting Deadline. Prime Clerk must establish and maintain a voting register on the Debtors’ case website (<https://cases.primeclerk.com/CEOC>) on which each Ballot and Master Ballot received by Prime Clerk will be freely and publicly accessible.

⁴ Notwithstanding the foregoing, Broadridge Financial Services may submit its Master Ballot(s) via electronic mail to ceocballots@primeclerk.com.

D. Form, Content, and Manner of Notices.

1. The General Solicitation Package. The General Solicitation Package available to all creditors will contain copies of the following:

- (a) these Solicitation Procedures;
- (b) the Confirmation Hearing Notice, substantially in the form attached as **Exhibit 2** to the Solicitation Procedures Order;
- (c) a cover letter, substantially in the form attached as **Exhibit 3** to the Solicitation Procedures Order, describing the contents of the General Solicitation Package and urging the Holders of Claims in each of the Voting Classes to vote to accept the Plan;
- (d) an appropriate form of Ballot for Holders of Claims, substantially in the applicable form attached as **Exhibits 6** and **7** to the Solicitation Procedures Order; and
- (e) the approved Disclosure Statement (with all exhibits attached thereto, including the Plan and the exhibits attached thereto).

2. [RESERVED]

3. Distribution of the Solicitation Packages.

Any Holder of a Claim or Interest, at such Holder's option, may receive the Solicitation Package in either electronic (i.e., CD-ROM or flash drive) or print format. Unless otherwise requested, the Solicitation Packages will provide the Disclosure Statement and Plan in electronic format (i.e., CD-ROM or flash drive) and all other contents of the Solicitation Packages, including Ballots and Master Ballots, in paper format. Any Holder of a Claim or Interest may also obtain, at no charge, a paper copy of the documents otherwise provided by (a) accessing Prime Clerk's website at <https://cases.primeclerk.com/CEOC>, (b) writing to Prime Clerk, via first-class or overnight mail, at CEOC Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022, (c) calling Prime Clerk at (855) 842-4123 within the United States or Canada or, outside of the United States or Canada, by calling +1 (646) 795-6969, or (d) e-mailing ceocballots@primeclerk.com.

The Debtors will serve, or cause service of, all of the materials in the Solicitation Packages (excluding the Ballots and Master Ballots) on: (a) the United States Trustee for the Northern District of Illinois; (b) all entities on the Service List (as defined in the Case Management Order and available on the Debtors' case website at <https://cases.primeclerk.com/CEOC>); and (c) those parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002. In addition, the Debtors will mail, or cause the mailing of, the Solicitation Packages to the following Entities in the Voting Classes on or before July 11, 2016:

(a) each Entity that, on or before the Voting Record Date, has timely filed a Proof of Claim (or an untimely Proof of Claim that the Bankruptcy Court has Allowed as timely on or before the Voting Record Date) that: (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection on the Voting Record Date;

(b) each Entity listed in the Debtors' Schedules as holding a non-contingent, liquidated, undisputed Claim as of the Voting Record Date, except to the extent that such Claim was paid, expunged, disallowed, disqualified, or superseded by a timely filed Proof of Claim prior to the Voting Record Date;

(c) each Entity holding a Claim pursuant to an agreement or settlement with the Debtors executed prior to the Voting Record Date, as reflected by (i) a document filed with the Bankruptcy Court, (ii) an order entered by the Bankruptcy Court, or (iii) a document executed by the Debtors in accordance with authority granted by the Bankruptcy Court, regardless of whether such Entity has filed a Proof of Claim;

(d) each Holder of a Disputed Claim that the Bankruptcy Court has temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018; and

(e) with respect to any Entity described in subparagraphs (a) through (d) above who, on or before the Voting Record Date, has transferred such Entity's Claim to another Entity, to the assignee of such Claim in lieu of sending such General Solicitation Package to the assigning Entity, provided, however, that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

4. Disputed Claim Procedures.

(a) If the Debtors file an objection to a Claim on a "reduce and allow" basis, the Holder of such Disputed Claim will be allowed to vote the entire amount of such Claim unless the Bankruptcy Court enters an order sustaining the "reduce and allow" objection prior to the Voting Deadline.

(b) If a Claim in a Voting Class is subject to a pending objection other than on a "reduce and allow" basis that the Debtors have filed with the Bankruptcy Court on or prior to forty-five days before the Voting Deadline: (i) the Debtors will cause the applicable Holder to be served with a Confirmation Hearing Notice (substantially in the form attached as **Exhibit 2** to the Solicitation Procedures Order) and a Notice to Disputed Claim Holders (substantially in the form attached as **Exhibit 12** to the Solicitation Procedures Order); and (ii) the applicable Holder will not be entitled to vote to accept or reject the Plan on account of such Claim unless a Resolution Event (as defined herein) occurs as provided herein.

(c) If a Claim in a Voting Class is subject to an objection other than a "reduce and allow" objection that the Debtors have filed with the Bankruptcy Court less than forty-five days prior to the Voting Deadline, the applicable Claim will be temporarily allowed for voting purposes only, without further action by the Holder of such Claim and without further order of the Bankruptcy Court unless the Bankruptcy Court orders otherwise.

(d) A Resolution Event is the occurrence of one or more of the following events with respect to a Disputed Claim no later than fourteen days before the Voting Deadline:

i. The Bankruptcy Court enters an order allowing the Disputed Claim in accordance with section 502(b) of the Bankruptcy Code after notice and a hearing.

ii. If, after the Holder of a Disputed Claim files a motion seeking entry of an order temporarily allowing such Disputed Claim for voting purposes only in accordance with Bankruptcy Rule 3018(a) and notices such motion for a hearing, the Bankruptcy Court enters such an order.

iii. The Debtors and the Holder of the Disputed Claim execute a stipulation or other agreement resolving the objection and allowing that Claim in an agreed-upon amount.

iv. The Debtors and the Holder of the Disputed Claim execute a stipulation or other agreement temporarily allowing that Holder to vote its Claim in an agreed-upon amount.

v. The pending objection is voluntarily withdrawn by the Debtors.

(e) No later than two business days following the occurrence of a Resolution Event, the Debtors will cause Prime Clerk to distribute via e-mail, hand delivery, or overnight courier service, as applicable, the General Solicitation Package and a pre-addressed envelope with pre-paid postage to the relevant Holder.

(f) Notwithstanding the foregoing, the Holders of Second Lien Notes Claims in Class F will be permitted to vote to accept or reject the Plan notwithstanding the objections [Docket Nos. 3915, 3916] filed by the Debtors, until such time that the Bankruptcy Court enters an order disallowing or reducing and allowing any Claims filed by any indenture trustee or collateral agent for the Holders of Second Lien Notes Claims.

5. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan. If particular Claims or Interests are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or are in classes not entitled to vote on the Plan because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, the Holders of those Claims or Interests will receive only the Notice of Non-Voting Status for Unimpaired Classes, substantially in the form attached as **Exhibit 8** to the Solicitation Procedures Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Packages (excluding Ballots). The Holders of Claims or Interests not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive only the Notice of Non-Voting Status for Deemed Rejecting Classes, substantially in the form attached as **Exhibit 9** to the Solicitation Procedures Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Packages (excluding Ballots).

E. Voting and Tabulation Procedures.

1. Holders of Claims Entitled to Vote. Only the following Holders of Claims in the Voting Classes will be entitled to vote with regard to those Claims:

(a) Holders of Claims that, on or before the Voting Record Date, timely Filed a Proof of Claim (or an untimely Proof of Claim that the Bankruptcy Court has Allowed as timely on or before the Voting Record Date) that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date and (ii) is not the subject of a pending objection, other than on a “reduce and allow” basis, filed with the Bankruptcy Court by the Debtors at least forty-five days prior to the Voting Deadline, pending a Resolution Event as provided herein;

(b) Holders of Claims that are listed in the Schedules, other than Claims that are scheduled as contingent, unliquidated, or disputed (but excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim, or an untimely Proof of Claim that the Bankruptcy Court has Allowed as timely on or before the Voting Record Date);

(c) Holders of Claims that arise pursuant to an agreement or settlement with the Debtors, as reflected by (i) a document filed with the Bankruptcy Court, (ii) an order entered by the Bankruptcy Court, or (iii) a document executed by the Debtors in accordance with authority granted by the Bankruptcy Court, regardless of whether such Holder has filed a Proof of Claim;

(d) the assignee of a timely filed Proof of Claim (or an untimely Proof of Claim that the Bankruptcy Court has Allowed as timely on or before the Voting Record Date) or a Claim listed in the Schedules; provided that the parties have fully effectuated transfer or assignment in accordance with the procedures set forth in Bankruptcy Rule 3001(e) and the Claims Register on the Voting Record Date reflects that transfer or assignment; and

(e) Beneficial Holders, either directly or through their applicable Nominee.

2. Establishing Claim Amounts for Voting Purposes. The Claim amount established herein will control for voting purposes only and will not constitute the Allowed amount of any Claim. Moreover, any amount filled in on a Ballot by the Debtors or through Prime Clerk, as applicable, is not binding for purposes of allowance and distribution. In tabulating votes, Prime Clerk will determine the amount of the Claim associated with each claimant’s vote by using the following hierarchy:

(a) solely with respect to Prepetition Credit Agreement Claims other than Swap and Hedge Claims, the Claim amount will be based on information provided in the register maintained by the Prepetition Credit Agreement Agent pursuant to the Prepetition Credit Agreement as of the Voting Record Date;

(b) the Claim amount settled or agreed upon by the Debtors, as reflected in (i) a document filed with the Bankruptcy Court, (ii) an order of the Bankruptcy Court, or (iii) a document executed by the Debtors in accordance with authority granted by the Bankruptcy Court;

(c) the Claim amount allowed (temporarily or otherwise) in accordance with a Resolution Event under the Disputed Claim Procedures set forth in these Solicitation Procedures;

(d) the Claim amount contained in a Proof of Claim that the Holder has timely filed by the applicable Claims Bar Date (or deemed timely filed by the Bankruptcy Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date;

(e) notwithstanding paragraph E.2.d above, any Ballots cast by Holders of Claims that timely file a Proof of Claim in respect of a contingent Claim or in a wholly unliquidated or unknown amount not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purpose of satisfying the dollar-amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be allowed for voting purposes only in the liquidated amount; provided, however, that to the extent the Claim amount contained in the Proof of Claim does not match the Claim amount set forth in a document filed with the Bankruptcy Court as referenced in subparagraph (b) above, the Claim amount in the document filed with the Bankruptcy Court supersedes the Claim amount set forth on the respective Proof of Claim; and provided, further, however, that a Claim filed in (i) an amount of \$0.00 will not be entitled to vote on account of such Claim, or (ii) a currency other than U.S. Dollars will be entitled to vote at \$1.00. On or before July 11, 2016, the Debtors will file a notice and schedule with the Bankruptcy Court listing any Claims treated for voting purposes in accordance with this paragraph E.2.e and will provide notice to the Holders of such Claims of such treatment. The notice must describe how the Holders of such Claims may challenge this treatment. The Holder of any such Claim will have the right to seek a hearing to challenge the treatment of such Holder's Claim in accordance with this paragraph E.2.e. Relief must be sought by motion filed in accordance with the notice requirements in the Local Rules and set for hearing on any day the Bankruptcy Court hears chapter 7 and 11 cases (Mondays and Wednesdays at 9:30 a.m., prevailing Central Time). Such motions need not be noticed for an omnibus hearing. In addition, the Debtors and such Holder may alternatively stipulate to an agreed Claim amount for voting purposes;

(f) the Claim amount listed in the Schedules, provided that such Claim is not scheduled as contingent, disputed, or unliquidated or has not been paid (in which case such Claim will be disallowed for voting purposes); and

(g) in the absence of any of the foregoing, such Claim will be disallowed for voting purposes.

3. General Voting and Ballot Tabulation Procedures. The following voting procedures and standard assumptions will be used in tabulating Ballots and Master 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 or unless waived by the Debtors in their sole discretion, unless the Ballot or Master Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Debtors may reject such Ballot or Master Ballot as invalid and, therefore, will not count it in

connection with Confirmation of the Plan. The Voting Report must, among other things, delineate every Ballot and Master Ballot that is furnished to and accepted by the Debtors after the Voting Deadline;

(b) Prime Clerk will date-stamp all Ballots and Master Ballots when received. Prime Clerk will retain the original Ballots and Master 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 Bankruptcy Court;

(c) consistent with the requirements of Local Rule 3018-1, the Debtors will file with the Bankruptcy Court no later than fourteen days after the Voting Deadline, a voting report (the "Voting Report"). The Voting Report must, among other things, delineate every Ballot and Master 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 (in whole or in material part) illegible, unidentifiable, lacking signatures, or lacking necessary information, received via facsimile or electronic mail (except as expressly allowed in accordance with the Solicitation Procedures), or damaged ("Irregular Ballots"). The Voting Report must indicate the Debtors' intentions with regard to such Irregular Ballots;

(d) the method of delivery of Ballots or Master Ballots to be sent to Prime Clerk is at the election and risk of, as applicable, each Holder or Nominee, and except as otherwise provided, a Ballot or Master Ballot will be deemed delivered only when Prime Clerk actually receives the original executed Ballot or Master Ballot;

(e) an original executed Ballot or Master Ballot is required to be submitted by the Entity submitting such Ballot or Master Ballot and delivery of a Ballot or Master Ballot to Prime Clerk by facsimile, e-mail, or any electronic means aside from Prime Clerk's E-Balloting platform will not be valid;⁵

(f) no Ballot or Master Ballot should be sent to the Debtors, the Debtors' agents (other than Prime Clerk), the Debtors' financial or legal advisors, the Official Committees, or the Official Committees' advisors, and if so sent will not be counted unless waived by the Debtors in their sole discretion. The Voting Report must, among other things, delineate every Ballot and Master Ballot that is accepted by the Debtors despite such Ballot or Master Ballot being sent to the Debtors, the Debtors' agents (other than Prime Clerk), the Debtors' financial or legal advisors, the Official Committees, or the Official Committees' advisors;

(g) if multiple Ballots or Master Ballots are received from, as applicable, the same Holder, Beneficial Holder, or Nominee, with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot or Master Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot or Master Ballot;

⁵ Notwithstanding the foregoing, Broadridge Financial Services may submit its Master Ballot(s) via electronic mail to ceocballots@primeclerk.com.

(h) Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any such votes. Accordingly, a Ballot or 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 Debtors may, in their discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;

(i) voting tabulations for recording acceptances or rejections of the Plan will be conducted on a Debtor-by-Debtor basis;

(j) a person signing a Ballot or Master 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;

(k) the Debtors, subject to contrary order of the Bankruptcy 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;

(l) neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots or Master Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;

(m) unless waived or as ordered by the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots or Master Ballots must be cured prior to the Voting Deadline or such Ballots or Master Ballots will not be counted. The Voting Report must, among other things, delineate all Ballots and Master Ballots with any defects or irregularities not cured prior to the Voting Deadline that are accepted by the Debtors;

(n) 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 Bankruptcy Court will determine whether any vote to accept 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 or rejected;

(o) subject to any order of the Bankruptcy 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;

(p) if a Claim has been estimated or otherwise allowed for voting purposes only by order of the Bankruptcy Court, such Claim will be temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;

(q) if an objection to a Claim is filed, such Claim will be treated in accordance with the Disputed Claim Procedures set forth herein;

(r) the following Ballots or Master Ballots will not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot or Master Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot or Master Ballot cast by an Entity that does not hold a Claim in a Voting Class; (iii) any Ballot or Master Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed in the Schedules for which no Proof of Claim was timely filed; (iv) any unsigned Ballot or Master Ballot, or Ballot or Master Ballot lacking an original signature (except as expressly authorized by the Solicitation Procedures); (v) any Ballot or Master 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. To the extent any Ballot or Master Ballot is accepted by the Debtors notwithstanding the foregoing, the Voting Report must, among other things, delineate any such Ballots and Master Ballots counted in determining the acceptance or rejection of the Plan;

(s) after the Voting Deadline, no Ballot may be withdrawn or modified without cause shown after notice and a hearing before the Bankruptcy Court;

(t) the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes;

(u) Holders of Prepetition Credit Agreement Claims, Secured First Lien Notes Claims, and Second Lien Notes Claims will only receive one Ballot or Master Ballot (as applicable) on account of such Claims, and any Ballot submitted by such Holder (or Master Ballot submitted by the applicable Nominee) on account of such Claims to accept or reject the Plan will be counted against each Debtor other than the Non-Obligor Debtors;

(v) Holders of Prepetition Subsidiary-Guaranteed Notes Claims will only receive one Ballot or Master Ballot on account of such Claims, and any Ballot submitted by such Holder (or Master Ballot submitted by the applicable Nominee) on account of such Claims to accept or reject the Plan will be counted against each Subsidiary Guarantor Debtor other than the Non-Obligor Debtors; and

(w) Holders of General Unsecured Claims against each Debtor on account of pension withdrawal liability arising under the Employee Retirement Income Security Act of 1974, 29 U.S.C. §§ 1001–1191(c), as amended by the Multiemployer Pension Plan Amendment Act of 1980 (as amended), will only receive one Ballot on account of such Claims, and any Ballot submitted by such Holder on account of such Claims to accept or reject the Plan will be counted against each Debtor other than the Non-Obligor Debtors (where Holders of Non-Obligor Unsecured Claims are Unimpaired).

4. Master Ballot Voting and Tabulation Procedures. The following additional procedures will apply to Beneficial Holders of Claims in Classes E, F, G, and H (collectively, the “Master Ballot Claims”) who hold their position through a Nominee or in their own name:

(a) Prime Clerk will distribute or cause to be distributed the appropriate number of copies of Ballots to each Beneficial Holder of a Master Ballot Claim holding a Claim as of the

Voting Record Date, including Nominees identified by Prime Clerk as Entities through which Beneficial Holders hold their Claims;

(b) each Nominee through which one or more Beneficial Holders holds a Master Ballot Claim as of the Voting Record Date must distribute a General Solicitation Package to each Beneficial Holder for which they hold the Master Ballot Claim within five (5) business days of receipt of such materials from Prime Clerk in one of the following two ways (as selected by the Nominee):

i. obtain the votes of Beneficial Holders of such Master Ballot Claims by: (i) immediately distributing the General Solicitation Package, including Ballots, it receives from Prime Clerk to all such Beneficial Holders;⁶ (ii) providing such Beneficial Holders with a return address to send Ballots; (iii) promptly collecting Ballots from such Beneficial Holders that cast votes on the Plan; (iv) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (v) transmitting the Master Ballot to Prime Clerk by the Voting Deadline; or

ii. distribute pre-validated Ballots pursuant to the following procedures:

1. the Nominee will forward to each Beneficial Holder as of the Voting Record Date the General Solicitation Package, an individual Ballot that has been pre-validated as indicated in paragraph (2) below, and a postage prepaid return envelope addressed to Prime Clerk;
2. to pre-validate a Ballot, the Nominee should complete the first item and execute the Ballot and indicate on the Ballot the name of the Nominee and DTC participant number, the amount of securities held by the Nominee for the Beneficial Holder, and the account number for the account in which such securities are held by the Nominee; and
3. the Beneficial Holder will complete and return the pre-validated Ballot to Prime Clerk by the Voting Deadline.

(c) any Beneficial Holder holding a Master Ballot Claim as a record Holder in its own name will vote on the Plan by completing and signing a Ballot or a Master Ballot and returning it directly to Prime Clerk on or before the Voting Deadline;

⁶ Solicitation Packages may be sent in paper format or via electronic transmission in accordance with the customary practices 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 the 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 addition to, a Ballot.

(d) any indenture trustee (unless otherwise empowered to do so under the respective indenture) will not be entitled to vote on behalf of the Beneficial Holder; rather, each Beneficial Holder must vote his or her own Claim(s);

(e) any Ballot returned to a Nominee by a Beneficial Holder will not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to Prime Clerk a Master Ballot that reflects the vote of such Beneficial Holders by the Voting Deadline or otherwise validates the Ballot in a manner acceptable to Prime Clerk. Nominees will retain all Ballots returned by Beneficial Holders for a period of one year after the Effective Date of the Plan;

(f) if a Beneficial Holder holds a Master Ballot Claim through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Ballot and each such Beneficial Holder should execute a separate Ballot for each block of Master Ballot Claims that it holds through any Nominee and must return each such Ballot to the appropriate Nominee;

(g) if a Beneficial Holder holds a portion of its Master Ballot Claim through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures described herein to vote the portion held in its own name and the procedures described in the rest of the Solicitation Procedures to vote the portion held by the Nominee(s);

(h) votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees of the Master Ballot Claim as of the Voting Record Date, as evidenced by the applicable depository records. 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;

(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 prior to the preparation of the Voting Report, the Debtors will 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 Classes E, F, G, or H, as applicable;

(j) for purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the principal amount of its Master Ballot Claim, although any principal amounts may be adjusted by Prime Clerk to reflect the amount of the Claim actually voted, including prepetition interest; and

(k) a single Nominee may complete and deliver to Prime Clerk multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots or for the reasons set forth in section E.3.q hereof. If two or more Master Ballots are inconsistent, the last-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.

5. Effect of Voting on the Plan. Acceptance of the Plan by any entity or a Class does not preclude such entity or member of such Class from objecting to Confirmation on any ground.

F. Amendments to the Plan and Solicitation Procedures.

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Confirmation Hearing Notice, and related documents without further order of the Bankruptcy Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before their distribution.

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