

Hearing Date and Time: October 14, 2021 at 10:00 a.m. (Eastern Time)
Objection Deadline: October 7, 2021 at 4:00 p.m. (Eastern Time)

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Counsel to the Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
MatlinPatterson Global Opportunities Partners II L.P., <i>et al.</i> ,)	
	)	Case No. 21-11255 (DSJ)
)	
Debtors. ¹	)	(Jointly Administered)
)	

NOTICE OF DEBTORS’ MOTION FOR ENTRY OF AN ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING A VOTING RECORD DATE; (III) ESTABLISHING PROCEDURES FOR THE REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (IV) ESTABLISHING A SCHEDULE FOR OBJECTIONS TO LITIGATION CLAIMS AND HEARING CASE MOTIONS; (V) APPROVING SOLICITATION PACKAGES AND SOLICITATION PROCEDURES; (VI) APPROVING THE FORMS OF BALLOTS; (VII) ESTABLISHING VOTING AND TABULATION PROCEDURES; AND (VIII) ESTABLISHING NOTICE AND A SCHEDULE FOR CONFIRMATION OF THE PLAN

PLEASE TAKE NOTICE that a hearing on the *Debtors’ Motion for Entry of an Order (I) Approving the Disclosure Statement; (II) Establishing a Voting Record Date; (III) Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases; (IV) Establishing a*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.

Schedule for Objections to Litigation Claims and Hearing Case Motions; (V) Approving Solicitation Packages and Solicitation Procedures; (VI) Approving the Forms of Ballots; (VII) Establishing Voting and Tabulation Procedures; and (VIII) Establishing Notice and a Schedule for Confirmation of the Plan (the “**Motion**”) will be held over Zoom before the Honorable David S. Jones, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York (the “**Court**”), One Bowling Green, Courtroom No. 623, New York, New York 10004, on **October 14, 2021, at 10:00 a.m. (prevailing Eastern Time)**. Copies of the Motion and the Disclosure Statement may be obtained (i) for a nominal fee from the Court’s electronic docket for the Debtors’ Chapter 11 Cases at <https://www.ecf.sdney.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov), or (ii) free of charge by accessing the website of the Debtors’ Solicitation Agent, <http://www.kccllc.net/mpji>.

PLEASE TAKE FURTHER NOTICE that due to the COVID-19 pandemic and in accordance with the Court’s General Order M-543, dated March 20, 2020, the hearing will only be conducted via Zoom.² Parties should not appear in person and those wishing to participate in the Hearing are required to register their appearance by 4:00 p.m. (prevailing Eastern Time) the day before the Hearing at <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>.³

PLEASE TAKE FURTHER NOTICE that any responses or objections to the relief requested in the Motion shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders

² A copy of the General Order M-543 can be obtained by visiting <http://www.nysb.uscourts.gov/news/general-order-m-543-court-operations-under-exigent-circumstances-created-covid-19>.

³ Instructions on how to register can be obtained by visiting <https://www.nysb.uscourts.gov/zoom-video-hearing-guide>.

applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York; (c) be filed electronically with the Court on the docket of In re MatlinPatterson Global Opportunities Partners II L.P., Case 21-11255 (DSJ) by registered users of the Court's electronic filing system and in accordance with the General Order M-399 (which is available on the Court's website at <http://www.nysb.uscourts.gov>); and (d) be served so as to be actually received by **October 7, 2021, at 4:00 p.m. (prevailing Eastern Time)**, by (i) the U.S. Trustee for the Southern District of New York, (ii) Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Elisha D. Graff and David R. Zylberberg (emails: egraff@stblaw.com and david.zylberberg@stblaw.com)), counsel for the Debtors, and (iii) counsel to any official statutory committees appointed in the Chapter 11 Cases.

PLEASE TAKE FURTHER NOTICE that only those responses that are timely filed, served, and received will be considered at the hearing. Failure to file a timely objection may result in entry of a final order granting the Motion as requested by the Debtors. In the event that no objection to the Motion is timely filed and served, the relief requested in the Motion may be granted without a hearing before the Court.

Dated: September 9, 2021
New York, NY

SIMPSON THACHER & BARTLETT LLP

/s/ Elisha D. Graff

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
MatlinPatterson Global Opportunities Partners II L.P., <i>et al.</i>,	)	Case No. 21-11255 (DSJ)
Debtors. ¹	)	(Jointly Administered)

DEBTORS’ MOTION FOR ENTRY OF AN ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING A VOTING RECORD DATE; (III) ESTABLISHING PROCEDURES FOR THE REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (IV) ESTABLISHING A SCHEDULE FOR OBJECTIONS TO LITIGATION CLAIMS AND HEARING CASE MOTIONS; (V) APPROVING SOLICITATION PACKAGES AND SOLICITATION PROCEDURES; (VI) APPROVING THE FORMS OF BALLOTS; (VII) ESTABLISHING VOTING AND TABULATION PROCEDURES; AND (VIII) ESTABLISHING NOTICE AND A SCHEDULE FOR CONFIRMATION OF THE PLAN

The above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) in these chapter 11 cases (the “*Chapter 11 Cases*”) hereby submit this motion (the “*Motion*”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “*Proposed Order*”), pursuant to section 1125 of title 11 of the United States Code, 11 U.S.C.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.

§§ 101 *et seq.* (the “**Bankruptcy Code**”) and Rules 2002, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) (i) approving the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation* [Docket No. 12] (as may be amended, modified or supplemented, the “**Disclosure Statement**”); (ii) establishing a record date for purposes of voting on the *Debtors’ Joint Chapter 11 Plan of Liquidation* [Docket No. 11] (as may be amended, modified or supplemented, the “**Plan**”)²; (iii) establishing procedures for the rejection of executory contracts and unexpired leases; (iv) establishing a schedule for objections to litigation claims and hearing Case Motions (defined below); (v) approving solicitation packages and solicitation procedures; (vi) approving the forms of ballots; (vii) establishing voting and tabulation procedures; and (viii) establishing notice and a schedule for confirmation of the Plan. In further support of the Motion, the Debtors respectfully state as follows:

Introduction

1. The Debtors are investment funds and affiliated entities that have been ready to wind up and pay out their remaining assets to their limited partners for many years. The Debtors’ efforts have been hamstrung by several litigations filed abroad that seek to recover assets in the U.S. and held almost exclusively by entities formed in the U.S., under legal theories that are contrary to prior *res judicata* rulings by U.S. courts (including the Second Circuit Court of Appeals) and settled U.S. law. The sum total of these speculative claims exceeds the Debtors’ assets and has thus far prevented the Debtors from distributing assets to their stakeholders.

2. The Debtors filed the Chapter 11 Cases to prevent these foreign litigations from undermining U.S. law in respect of the Debtors’ U.S. assets and to effect an orderly dissolution and distribution of those U.S. assets to their legitimate stakeholders. Because the

² Capitalized terms used but not defined in this Motion shall have the meaning ascribed to them in the Plan.

Debtors face litigation in multiple fora seeking recourse to the same assets, a centralized forum is necessary to fairly and expeditiously resolve any potential liabilities and to ensure that the Debtors' assets are liquidated and distributed in an efficient and equitable manner. This Court uniquely can provide the singular, centralized forum to unshackle the Debtors and their stakeholders from a multiplicity of foreign proceedings whose outcomes in all events will not be enforceable against the Debtors' U.S. assets under U.S. law, to enable the Debtors to wind up and properly distribute their U.S. assets to U.S. creditors and investors after so many years of delay.

3. Importantly, while the Debtors do not have many creditors, there are over one hundred limited partners whose distributions are being held hostage by the unenforceable claims of foreign litigants. The limited partners are overwhelmingly comprised of non-insider third parties, including investment funds and government and university pension funds. The Debtors' objectives include advancing the Chapter 11 Cases so that these unaffiliated third party investors can receive their rightful recoveries. This case is about returning capital to outsider investors, including the limited partners of MP II Preferred Partners L.P. ("*Fund II-A*"). While much has been made of the intercompany, or affiliate nature, of the Debtors' promissory note liability, it is important to note that any recovery to Fund II-A on account of the promissory note claims will be distributed to Fund II-A's investors. These investors, like the Debtors' investors, are unaffiliated third party financial institutions and pension funds, among others. The within Motion has been carefully constructed to accomplish these goals on a time frame that also balances the rights of all stakeholders, including the litigation claimants, to be heard and have an opportunity to seek such legitimate relief as may be appropriate in the Chapter 11 Cases.

Jurisdiction and Venue

4. The United States Bankruptcy Court for the Southern District of New York (this "*Court*") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the

Amended Standing Order of Reference from the United States District Court for the Southern District of New York, dated January 31, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

5. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The legal bases for the relief requested herein are sections 105, 1125, 1126 and 1128(a) of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018 and 3020, and Rules 3017-1, 3018-1, 3020-1, 9006-1 and 9013-1 of the Local Bankruptcy Rules for the Southern District of New York (the “*Local Rules*”).

Background

7. On July 6, 2021 (the “*Petition Date*”), each of the Debtors filed a voluntary petition under chapter 11 of the Bankruptcy Code with the Court. The Debtors continue to manage their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in the Chapter 11 Cases. Concurrently with this Motion, the Debtors filed the Plan and Disclosure Statement.

8. A detailed description of the background of the Debtors and the reasons for filing the Chapter 11 Cases are set forth in the *Declaration of Matthew Doheny, Chief Restructuring Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Motions in Compliance with Local Rule 1007-2* [Docket No. 2] (the “*First Day Declaration*”), which is incorporated by reference.

9. At a hearing held on August 5, 2021, the Court established September 24, 2021 as the deadline for litigation claimants to file proofs of claim against the Debtors, pursuant to the *Order (I) Establishing a Deadline for the Filing of Proofs of Claim Asserting the Litigation*

Claims Against the Debtors and (II) Approving the Form and Notice Thereof [Docket No. 104]
(the “**Bar Date Order**”).

Relief Requested

10. As discussed in the First Day Declaration and the Limited Bar Date Motion,³ the Debtors have filed these Chapter 11 Cases to centralize and resolve speculative litigation actions that have blocked the Debtors from winding up and distributing their assets. Accordingly, these Chapter 11 Cases revolve around several key matters: the confirmation of the Debtors’ Plan, the resolution of the litigation claims, and the determination of any potential Case Motions that disputed litigation creditors may bring. Along with requesting approval of the Disclosure Statement, this Motion seeks to establish parallel scheduling tracks to enable all key matters to be heard at a confirmation hearing to be held on **December 7, 2021** (the “**Omnibus Confirmation Hearing**”).

11. As a first step, the Debtors are requesting that the Court consider the Disclosure Statement and the relief requested herein at a hearing (the “**Disclosure Statement Hearing**”) on **October 14, 2021 at 10:00 a.m. (Eastern Time)**. The Debtors are also requesting that the deadline for objections to the Disclosure Statement and the relief requested herein (the “**Disclosure Statement Objection Deadline**”) be **October 7, 2021 at 4:00 p.m. (Eastern Time)**. Further, at the hearing on August 5, 2021, the Court directed that the litigation claimants file proofs of claim against the Debtors on or before **September 24, 2021**, pursuant to the *Order (I) Establishing a Deadline for the Filing of Proofs of Claim Asserting the Litigation Claims*

³ The “**Limited Bar Date Motion**” means *Debtors’ Amended Motion to Set Limited Bar Date of September 10, 2021 for VRG, VarigLog and HJDK Litigation Claims*, filed July 22, 2021 [Docket No. 58].

Against the Debtors and (II) Approving the Form and Notice Thereof [Docket No. 104] (the “**Bar Date Order**”).

12. The Debtors propose the following schedule for these Chapter 11 Cases:

Proposed Schedule	
Event/Deadline	Proposed Date
• Voting Record Date	September 30, 2021
• Disclosure Statement Objection Deadline	October 7, 2021 at 4:00 p.m. (ET)
• Deadline for Debtors to File Reply to Disclosure Statement Objection(s)	October 11, 2021 at 4:00 p.m. (ET)
• Solicitation Procedures and Disclosure Statement Approval Hearing	October 14, 2021 at 10:00 a.m. (ET)
• Solicitation Mailing Deadline	Within five business days of entry of the order approving the Disclosure Statement
• Litigation Claims Objection Deadline	October 22, 2021 at 4:00 p.m. (ET)
• Deadline to File Proofs of Interest or 3018 Motion	November 5, 2021
• Executory Contract and Unexpired Leases Rejection Notice Mailing Deadline	November 9, 2021
• Deadline for Debtors to Reply to Proofs of Interest or 3018 Motion	November 12, 2021
• Deadline for Litigation Claimants to Respond to Debtors’ Claim Objections • Plan Objection Deadline	November 19, 2021 at 4:00 p.m. (ET)
• Voting Deadline	November 19, 2021 at 5:00 p.m. (ET)
• Plan Supplement Filing Deadline	November 19, 2021
• Executory Contract Rejection Objection Deadline	November 19, 2021 at 4:00 p.m. (ET)
• Voting Report Deadline	November 30, 2021
• Deadline for Filing of Brief in Support of Confirmation and Proposed Confirmation Order • Plan Objections Reply Deadline • Deadline for Debtors to Reply to Litigation Claimants’ Responses to Claim Objections	December 3, 2021 at 4:00 p.m. (ET)

• Proposed Omnibus Confirmation Hearing for: (i) Plan Confirmation; (ii) Claims Objections; and (iii) Case Motions ⁴	December 7, 2021 at 10:00 a.m. (ET)
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Basis for Relief

I. Approval of the Disclosure Statement

13. Under section 1125(b) of the Bankruptcy Code, votes to accept or reject a chapter 11 plan may not be solicited from holders of claims or interests unless such holders of claims or interests have been provided, at or before the time of such solicitation, with a written disclosure statement approved by the bankruptcy court that contains “adequate information” regarding such chapter 11 plan. As defined in section 1125(a)(1) of the Bankruptcy Code, “adequate information” means:

information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records . . . that would enable such a hypothetical reasonable investor of the relevant class to make an informed judgment about the plan.

11 U.S.C. § 1125(a)(1).

14. The Bankruptcy Code requires a debtor to provide adequate information through a disclosure statement to allow parties entitled to vote on the plan to make informed judgments regarding a proposed plan. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994); *In re PC Liquidation Corp.*, 383 B.R. 856, 866 (E.D.N.Y. 2008) (holding that a disclosure statement was adequate when it “enable[d] a reasonable creditor to make an informed

⁴ As used herein “*Case Motion*” means any motion, pleading, objection or otherwise, filed by any of the litigation claimants seeking any of the relief expressly reserved for the litigation claimants by the Bar Date Order ¶ 8. Importantly, through this Motion, the Debtors do not seek to set a deadline by which any of the Litigation Claimants must *file* a Case Motion. Rather, the Debtors request that the proposed Omnibus Confirmation Hearing date would be set as the hearing date on any such Case Motions, and the deadline to file any Case Motion would be governed by Bankruptcy Rule 2002.

judgment about the [p]lan”); *In re Adelpia Commc’ns Corp.*, 352 B.R. 592, 600 (Bankr. S.D.N.Y. 2006) (explaining that “an adequate disclosure determination requires a bankruptcy court to find not just that there is enough information there, but also that what is said is not misleading”).

15. The determination as to whether the “adequate information” standard has been met in any given case, however, is based on the facts and circumstances of each case. *See In re Copy Crafters Quickprint, Inc.*, 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (the adequacy of disclosure statement is to be “determined on a case-specific basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed interested parties”). Courts have broad discretion to determine whether a disclosure statement contains “adequate information” within the meaning of section 1125(a) of the Bankruptcy Code. *See, e.g., Kirk v. Texaco, Inc.*, 82 B.R. 678, 682 (S.D.N.Y. 1988) (“The legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a): ‘Precisely what constitutes adequate information in any particular instance will develop on a case-by-case basis. Courts will take a practical approach as to what is necessary under the circumstances of each case.’” (*quoting* H.R. Rep. No. 595, at 408–09 (1977))); *In re PC Liquidation Corp.*, 383 B.R. at 865 (“The standard for disclosure is, thus, flexible and what constitutes ‘adequate disclosure’ in any particular situation is determined on a case-by-case basis, with the determination being largely within the discretion of the bankruptcy court.”) (internal citations omitted).

16. The Debtors respectfully submit that the Disclosure Statement contains information of a kind, and in sufficient detail, to allow all parties-in-interest to make informed judgments about the Plan and, if applicable, to cast an informed vote to accept or reject the Plan.

The Disclosure Statement is extensive and comprehensive. Among other things, it contains the following descriptions and summaries:

- a. a detailed overview of the Debtors' corporate history, business operations, organizational structure, and capital structure is provided in Section II of the Disclosure Statement;
- b. a detailed overview of the prepetition litigation against Debtors and the claims asserted thereunder is provided in Section III of the Disclosure Statement;
- c. a detailed overview of the key components of these Chapter 11 Cases is provided in Section IV of the Disclosure Statement;
- d. the material terms of the Plan are provided in Section V of the Disclosure Statement;
- e. the classification and treatment of Claims and Interests under the Plan are provided in Sections V.B and V.C of the Disclosure Statement;
- f. confirmation procedures and statutory requirements for confirmation and consummation of the Plan are provided in Section IX of the Disclosure Statement;
- g. certain risk factors relating to the Plan are provided in Section VII of the Disclosure Statement;
- h. a liquidation analysis setting forth the estimated return that Holders of Claims and Interests would receive in a hypothetical chapter 7 case is attached to the Disclosure Statement as Exhibit C;
- i. a description of the procedures for soliciting votes to accept or reject the Plan and voting on the Plan, including a copy of the Proposed Order once entered, are described in Section VIII of the Disclosure Statement; and
- j. a description of certain U.S. federal income tax law consequences of the Plan, which are described in Section VI of the Disclosure Statement.

Accordingly, the Debtors respectfully submit that, under the circumstances of these Chapter 11 Cases, the Disclosure Statement provides "adequate information" for purposes of section 1125(b)

of the Bankruptcy Code, complies with the other requirements of section 1125 of the Bankruptcy Code, and should be approved by the Court for purposes of solicitation of votes on the Plan.

17. Further, Bankruptcy Rule 3016(c) requires that, if a plan provides for an injunction against conduct not otherwise enjoined under the Bankruptcy Code, the plan and disclosure statement must describe, in specific and conspicuous language, the acts to be enjoined and the entities subject to the injunction. Fed. R. Bankr. P. 3016(c). Each of the injunction, release and exculpation provisions provided in the Plan is stated in conspicuous language. *See id.* Articles VIII.A, VIII.B, VIII.C, VIII.D, and VIII.E. Likewise, the releases provided under the Plan are described in detail, including the entities providing such releases and the entities and the Claims and Causes of Action being released. *See* Disclosure Statement Sections V.K and V.L. Further, the terms of the exculpation and the injunctions provided for in the Plan are provided in Section V.M and V.N of the Disclosure Statement.

18. Each of the Disclosure Statement, the form of Ballot (as defined below) and the notice of the date and time of the Omnibus Confirmation Hearing, in the form attached hereto as Exhibit B (the “*Confirmation Hearing Notice*”) conspicuously states that any party that does not specifically object to its inclusion as a Releasing Party or opt out of the releases will be bound by the Plan’s release provisions. Each of the foregoing sections is set forth in conspicuous, bold print. Accordingly, the Debtors respectfully submit that the Disclosure Statement complies with Bankruptcy Rule 3016(c).

II. Modifications to the Disclosure Statement, the Plan and Other Documents Prior to Solicitation

19. The Debtors request authorization to make non-substantive changes to the Disclosure Statement, the Plan, the Ballots and other solicitation materials approved pursuant to the Proposed Order, without further order of the Court, to correct typographical and grammatical

errors, if any, and to make conforming changes to the Disclosure Statement, the Plan and any other materials in the Solicitation Packages before distribution.

III. Approval of Procedures for the Rejection of Executory Contracts and Unexpired Leases

20. Pursuant to the Plan, each Executory Contract and Unexpired Lease will be rejected as of the Effective Date unless the Debtors file a motion to assume such Executory Contract and Unexpired Lease prior to the Effective Date.

21. At least ten (10) days prior to the Voting Deadline, the Debtors will serve a rejection notice, substantially in the form attached hereto as Exhibit D (the “**Rejection Notice**”), on all parties to Executory Contracts and Unexpired Leases with the Debtor informing them of the rejection of such Executory Contracts and Unexpired Leases. The proposed Rejection Notice will include the deadline (the “**Contract Objection Deadline**”) and procedures for counterparties to object to the rejection of the Executory Contract or Unexpired Lease.

22. The Debtors request that the Court establish the Contract Objection Deadline as ten (10) days after the service of the Rejection Notice. The Debtors also request that any counterparty to an Executory Contract or Unexpired Lease that objects to the proposed rejection of its Executory Contract or Unexpired Lease must file an objection (each a “**Contract Objection**”) that complies with the following requirements: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the name of the objector; (d) state with particularity the legal and factual basis for such objection; and (e) be filed with the Clerk of the Court with proof of service thereof and served upon the Objection Notice Parties (defined below) such that it is received by the Contract Objection Deadline.

23. The Debtors request that the Court authorize the Debtors to file replies to any timely-filed Contract Objections at any time prior to the Omnibus Confirmation Hearing, and

to meet and confer in good faith to attempt to resolve any such objection. The Debtors further request that any unresolved Contract Objections be heard at the Omnibus Confirmation Hearing or, at the election of the Debtors, at a later hearing.

24. The Debtors further request that the Court require any holder of a claim arising from the rejection of an Executory Contract or Unexpired to file a proof of claim with the Solicitation Agent on or before **4:00 p.m. (Eastern Time)** on the **30th day after the Effective Date** (the “*Rejection Damages Claims Bar Date*”). The Debtors request that any claim arising from the rejection or repudiation of an Executory Contract or Unexpired Lease for which a proof of claim is not timely filed with the Court shall not be Allowed, shall be forever barred from assertion, and shall not be enforceable against the Debtors, the Estates or property of the foregoing parties, without the need for any objection by the Debtors or further notice to, or action, order or approval of the Court or any other Entity, and any Claim arising out of the rejection of the Executory Contract or Unexpired Lease shall be deemed fully satisfied, released and discharged, notwithstanding anything in a proof of claim to the contrary.

25. The Debtors respectfully submit that these procedures are appropriate under the circumstances. The process is designed to facilitate a prompt and efficient completion of the liquidation while also affording counterparties adequate time to raise any concerns regarding the rejection of their Executory Contracts and Unexpired Leases.

IV. Scheduling of Objections to Disputed Claims

26. Section 502(b) of the Bankruptcy Code provides that if the debtor objects to a claim, the court shall adjudicate such objection after notice and a hearing. 11 U.S.C. § 502(b). As discussed in the Litigation Claims Bar Date Motion, the Debtors expect to object to all litigation claims asserted against them. Because disallowance of the litigation claims is a condition to the

effectiveness of the Plan, the Debtors propose that the Court consider such objections at the Omnibus Confirmation Hearing.

27. The Debtors further propose to file their objections to the litigation claims by **October 22, 2021**—more than six weeks prior to the proposed date for the Omnibus Confirmation Hearing—to provide the parties with adequate time to prepare for a potentially contested hearing on such claims. The Debtors propose that the Court require litigation claimants to respond to any objections to their claims by **November 19, 2021 at 4:00 p.m. (Eastern Time)**, and the Debtors propose to file their replies to such responses by **December 3, 2021 at 4:00 p.m. (Eastern Time)**. This proposed schedule aligns with the confirmation schedule, and both timetables will lead to a comprehensive resolution at the Omnibus Confirmation Hearing.

V. Scheduling of Case Motions Timeline

28. The Debtors understand from counsel to the litigation claimants that one or more of them may file one or more Case Motions. The Debtors' proposed schedule should ensure that each party may have its day in court with a chance to be heard on all legitimate legal issues that may be raised in respect of these Chapter 11 Cases. The Debtors' request, however, is that these Case Motions not be used as a litigation tactic to delay the administration of these Chapter 11 Cases and the prosecution of the Plan for the benefit of all of the Debtors' legitimate stakeholders.

29. The Debtors therefore propose that the Court set a timeline to timely and fairly adjudicate all Case Motions. The Debtors propose that any Case Motions be adjudicated in connection with the Omnibus Confirmation Hearing on **December 7, 2021**. Counsel to VRG indicated at the August 5 hearing that it would not take VRG very long to file a Case Motion after having the opportunity to review document productions from the Debtors. To facilitate this review, the Debtors have worked with VRG to voluntarily produce a full set of the key documents

requested by both VRG and VarigLog.⁵ The timeline proposed in this Motion leaves ample time for the parties to review the production and file any Case Motions, while initiating a process under which any Case Motions can be heard on a reasonable timeline and the regular-way administration of these Chapter 11 Cases can proceed uninterrupted.

30. The Debtors respectfully submit that the setting of this timeline is necessary and appropriate under the circumstances. The process is designed to facilitate a fair and efficient march towards confirmation for the benefit of all legitimate stakeholders while also affording the litigation claimants adequate time to bring the Case Motions.

VI. Establishment of Voting Record Date

31. Bankruptcy Rule 3017(d) provides that upon approval of a disclosure statement, except to the extent that the court orders otherwise, the debtor must provide all creditors or equity security holders with copies of the chapter 11 plan, the disclosure statement, notice of the voting deadline and such other information as the court may direct. The creditors and equity security holders to be solicited for votes on the plan are determined as of the approval of the disclosure statement, “or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d), 3018(a).

32. The Debtors request that the Court establish **September 30, 2021** as the record date (the “*Voting Record Date*”) for purposes of determining: (a) the Holders of Interests entitled to receive a Solicitation Package (as defined below); (b) the Holders of Interests entitled to vote on the Plan and (c) whether Interests have been transferred properly to an assignee, such that the assignee can vote as the Holder of such Interest.

⁵ At time of this filing, VarigLog had not yet agreed to sign the Debtors’ confidentiality stipulation and protective order. The Debtors remain ready and willing to share the complete document production with VarigLog immediately upon execution of the confidentiality stipulation.

33. As further described below, the only class entitled to vote on the Plan is Class 4 (Partnership Interests). The Debtors submit that September 30, 2021, the date of next quarterly report to be delivered to the Holders of Class 4 Partnership Interests and reflecting their respective capital account balances, is the appropriate date to set as the Voting Record Date in these Chapter 11 Cases. The Debtors further submit that the share of such Holder's ending capital account balance as a percentage of the total ending capital account balances for the Debtor in which the Holder holds an Interest as of the Voting Record Date, which is set forth in the Debtors' books and records and will be provided on such Holder's Ballot, shall be deemed to be the Interest amount (as required by section 1126(d) of the Bankruptcy Code) for voting purposes.

VII. Approval of Solicitation Packages, Solicitation Procedures and Notice of Unimpaired Status

A. Classes Under the Plan

34. Pursuant to the Plan, the Debtors have classified six separate Classes of Claims and Interests. Of those Classes, only Class 4 (Partnership Interests) is entitled to vote to accept or reject the Plan (the "*Voting Class*").

35. The Voting Class is impaired and entitled to receive distributions under the Plan and, thus, is entitled to vote to accept or reject the Plan. Accordingly, Holders of Interests in Class 4 will receive ballots substantially in the form attached hereto as Exhibit E (the "*Ballots*").

36. Section 1126(f) of the Bankruptcy Code provides that, for the purposes of soliciting votes in connection with confirmation of a chapter 11 plan, "a class that is not impaired under a plan, and each holder of a claim or interest of such class, are conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class from the holders of claims or interests of such class is not required." 11 U.S.C. § 1126(f). Under the proposed Plan, Holders of Claims in Class 1 (Other Priority Claims), Class 2 (General Unsecured Claims),

Class 3 (Promissory Note Claims), and Class 6 (Intercompany Claims) under the proposed Plan (such Classes, the “*Unimpaired Classes*”) are unimpaired and therefore, conclusively presumed to accept the Plan and, accordingly, are not entitled to vote.

37. Section 1126(g) of the Bankruptcy Code provides that, for purposes of soliciting votes in connection with confirmation of a chapter 11 plan, each holder of a claim or equity interest “is deemed not to have accepted a plan if such plan provides that the claims or equity interests of such class do not entitle the holders of such claims or equity interests to receive or retain any property under the plan on account of such claims or equity interests.” 11 U.S.C. § 1126(g). Under the proposed Plan, Holders of Interests in Class 5 (Affiliate Equity Interests) under the proposed Plan (the “*Impaired Non-Voting Class*”) are impaired and not entitled to receive any distributions under the Plan. Therefore, Holders of Interests in Class 5 are conclusively presumed to reject the Plan, and accordingly, are not entitled to vote.

B. Approval of Solicitation Packages and Solicitation Procedures

38. Bankruptcy Rule 3017(d) requires that certain materials be provided to holders of claims and equity interests for the purpose of soliciting votes and providing adequate notice of the hearing on confirmation of a chapter 11 plan:

Upon approval of a disclosure statement,—except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders—the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of such plan may be filed; and

- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

Fed. R. Bankr. P. 3017(d). In accordance with these requirements, the Debtors propose the following solicitation procedures (the “*Solicitation Procedures*”).

39. Within five business days of entry of the Proposed Order (the “*Solicitation Mailing Deadline*”), the Debtors will cause their solicitation agent, Kurtzman Carson Consultants LLC (the “*Solicitation Agent*” or “*KCC*”) to distribute a solicitation package (collectively, the “*Solicitation Package*”) to each Holder of an Interest in the Voting Class, by first-class mail (and additionally by electronic mail where possible), containing the following materials:

- a. the cover letter to the Solicitation Package in the form attached hereto as Exhibit C (the “*Solicitation Package Cover Letter*”);
- b. the Confirmation Hearing Notice;
- c. the entered Proposed Order (without exhibits);
- d. an electronic copy of the Plan and Disclosure Statement, on a USB flash drive, and instructions detailing how to access copies of the Disclosure Statement and Plan on the Solicitation Agent’s website and how to request hard copies of the Disclosure Statement and Plan;
- e. the applicable Ballot with detailed voting instructions and a pre-addressed, postage pre-paid return envelope⁶; and
- f. such other materials as the Court may direct.

⁶ Additional service of the Solicitation Package by electronic mail to Holders for which email addresses are available will not contain a pre-addressed, postage pre-paid return envelope or a USB flash drive containing electronic copies of the Plan and Disclosure Statement.

40. The Debtors' books and records contain addresses for all Holders of Interests in the Voting Class, as the Debtors send quarterly reports on such Holder's Interests. The Debtors respectfully submit that where delivery of notice to a party's address, as contained in the Debtors' books and records, is unsuccessful, the Debtors should have no further obligation to identify other or additional mailing addresses for such Holder. The Debtors therefore request that the requirements of Bankruptcy Rule 3017(d) (and other applicable provisions of the Bankruptcy Code and Bankruptcy Rules) be waived to the extent necessary to waive the Debtors' obligation to seek mailing addresses beyond those that are currently in the Debtors' books and records.

41. Moreover, the Debtors seek a waiver of the requirement to include hard copies of the Plan and Disclosure Statement in the Solicitation Packages. In lieu of printing and mailing copies of the Disclosure Statement and Plan to all Holders of Interests in the Voting Class, each Solicitation Package will include an electronic copy of the Plan and Disclosure Statement on a USB flash drive, and the Plan and Disclosure Statement will be available at no charge on the internet (<http://www.kccllc.net/mpii>). In addition, any party entitled to receive a copy of the Plan and Disclosure Statement may request an electronic copy on a USB flash drive or a paper copy from the Solicitation Agent by (i) visiting the Debtors' restructuring website at <http://www.kccllc.net/mpii>, (ii) calling (888) 733-1416 (U.S./Canada toll-free) or (310) 751-2630 (International/Local (Toll) number) or (iii) e-mailing (MPIIinfo@kccllc.com). The Debtors believe this procedure provides ready access to the most up-to-date, searchable versions of the Plan and Disclosure Statement and related documents, and will result in substantial savings to the Debtors' estates. The same or similar relief has been granted in this district and others to debtors with voluminous chapter 11 plans and disclosure statements. *See, e.g., In re Garrett Motion Inc.*, No. 20-12212 (MEW) (Bankr. S.D.N.Y. Mar. 12, 2021) [Docket No. 1016]; *In re Westinghouse*,

No. 17-10751 (MEW) (Bankr. S.D.N.Y. Feb. 22, 2018) [Docket No. 2327]; *In re SunEdison*, Case No. 16-10992 (SMB) (Bankr. S.D.N.Y. June 13, 2017) [Docket No. 3319]; *In re Exide Techs.*, Case No. 13-11482 (KJC) (Bankr. D. Del. Feb. 4, 2015) [Docket No. 3092].

42. Bankruptcy Rule 3017(d) requires the Debtors to transmit a form of ballot that substantially conforms to Official Form No. 314 only to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). As provided above, the Debtors will distribute to Holders (or the authorized signatory of such Holders) of Interests in the Voting Class the applicable Ballot.

C. Approval of Non-Voting Notices

43. Bankruptcy Rule 3017(d) provides that:

If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent’s expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.

Fed. R. Bankr. P. 3017(d).

44. Holders of Claims in the Unimpaired Classes are deemed to accept the Plan under section 1126(f) of the Bankruptcy Code. Accordingly, consistent with Bankruptcy Rule 3017(d), their votes to accept or reject the Plan will not be solicited. In lieu of a Solicitation Package, the Debtors propose to serve on such Holders in Unimpaired Classes (other than Class 6), on or before the Solicitation Mailing Deadline by first-class mail (and additionally by electronic mail where possible): (a) the Confirmation Hearing Notice and (b) a notice of unimpaired status, substantially in the form attached hereto as Exhibit F (the “*Notice of Unimpaired Status*”).

45. The Notice of Unimpaired Status will provide the applicable Holders with instructions for viewing or obtaining a copy of the Plan, Disclosure Statement and Proposed Order, as required by Bankruptcy Rule 3017(d). The Debtors submit that the proposed service of the Confirmation Hearing Notice, combined with the service of the Notice of Unimpaired Status, satisfies the requirements of Bankruptcy Rule 3017(d), and therefore request that such notices be approved by the Court.

46. Additionally, the Notice of Unimpaired Status will include an election form (the “*Election Form*”) annexed to the Notice of Unimpaired Status to permit Holders to opt-out of the voluntary release in Article VIII.C of the Plan. The Election Form contains the full text of the voluntary release in Article VIII.C of the Plan and provides instructions for opting out of such release. The deadline for Holders of Claims and Interests to opt-out of the releases contained in Article VIII.C of the Plan is the Voting Deadline. The Election Form also includes clear instructions regarding how to submit the Election Form and a pre-addressed, postage pre-paid return envelope (other than those additionally served by electronic mail).

D. Approval of No Notices to Holders in Class 5 and Class 6

47. The Debtors will not provide the Holders in Class 5 (Affiliate Equity Interests) or Class 6 (Intercompany Claims) with a Solicitation Package or any other type of form or notice in connection with solicitation. Those Classes are either deemed to reject or deemed to accept the Plan and are not entitled to vote. Nevertheless, in light of the fact that Claims and Interests in Classes 5 and 6 are all held by the Debtors or the Debtors’ non-debtor affiliates, the Debtors are requesting a waiver from any requirement to serve such Holders of Interests in Classes 5 and 6 with Solicitation Packages or any other forms or notices related thereto.

VIII. Approval of Forms of Ballots and Voting and Tabulation Procedures

A. Approval of Forms of Ballots

48. Bankruptcy Rule 3018(c) provides that “[a]n acceptance or rejection shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent, and conform to the appropriate Official Form.” Fed. R. Bankr. P. 3018(c). Each Ballot is based on Official Bankruptcy Form No. 314, with appropriate modifications to address the specific terms of the Plan.

49. The Debtors submit that the Ballots have been prepared based on the appropriate official form and, if properly completed and submitted, will comply with the other requirements of Bankruptcy Rule 3018(c) and should be approved by the Court.

B. Establishment of Voting Deadline

50. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court must fix a time within which the holders of interests may vote to accept or reject a plan. *See* Fed. R. Bankr. P. 3017(c).

51. The Debtors accordingly request that all Holders of Interests entitled to vote on the Plan be required to (a) return their Ballots by (i) first-class mail, (ii) overnight courier or (iii) hand delivery or (b) submit their Ballots online at <http://www.kcellc.net/mpii>, in each case, so that they are actually received by the Solicitation Agent on or before **November 19, 2021 at 5:00 p.m.** (Eastern Time) (the “**Voting Deadline**”); provided, that the Debtors reserve the right, at any time or from time to time, to extend the period of time during which Ballots will be accepted for any reason.

52. The proposed Voting Deadline will allow Holders of Interests entitled to vote on the Plan sufficient time to review the solicitation materials and make an informed decision to vote on the Plan. Such Holders will have no less than 28 days to vote to accept or reject the

Plan. The Debtors therefore submit that the Voting Deadline is reasonable and appropriate, and should be approved by the Court.

53. In addition to accepting Ballots by first-class mail, overnight courier and hand delivery, the Debtors seek authority to accept Ballots via electronic, online transmission by utilizing the e-ballot platform on the Solicitation Agent's website. Holders may cast an electronic Ballot and electronically sign and submit such e-ballot via the e-ballot platform by visiting <http://www.kccllc.net/mpij>, clicking on the "Submit Electronic Ballot or Election Form" section of the website and following the directions to submit their electronic Ballot. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any electronic Ballot submitted in this manner, and the Holder's electronic signature will be deemed to be an original signature that is legally valid and effective. The Debtors submit that allowing Holders to submit Ballots through this electronic process will be beneficial to the Holders, is reasonable and appropriate and should be approved by the Court. For the avoidance of doubt, electronic submissions of Ballots may only be made via the e-ballot platform. Ballots submitted by electronic mail, facsimile or any other means of electronic submission not specifically authorized by the Proposed Order shall not be counted.

C. Approval of Voting and Tabulation Procedures

54. Section 1126(d) of the Bankruptcy Code governs the requirements for the acceptance of a plan by a class of impaired interests, and provides that:

A class of interests has accepted a plan if such plan has been accepted by holders of such interests, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount of the allowed interests of such class held by holders of such interests, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(d).

55. Additionally, Bankruptcy Rule 3018(c) provides, in part, that “[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent and conform to the appropriate Official Form.” Fed. R. Bankr. P. 3018(c).

56. Consistent with these requirements, the Debtors propose to use the following procedures for voting on the Plan and tabulating Ballots for purposes of section 1126(d) of the Bankruptcy Code (the “*Voting and Tabulation Procedures*”).

- a. Establishment of Interest Amount for Voting Purposes: The Debtors’ books and records contain the capital account balance of each Holder of Interests in the Voting Class as of the Voting Record Date, which is provided to each such Holder in quarterly and annual reports delivered to such Holder. The Debtors will use that information to fill in the amount of the Interest on each Holder’s Ballot, which shall be the share of such Holder’s ending capital account balance as a percentage of the total ending capital account balances for the Debtor in which the Holder holds an Interest as of the Voting Record Date. If a Holder of an Interest disputes the amount provided on the Holder’s ballot, it must file a proof of interest under Bankruptcy Rule 3003(c) by fourteen (14) days before the Voting Deadline or move for temporary allowance of its Interest in another amount under Bankruptcy Rule 3018(a). If such Holder does not file a proof of interest or motion for temporary allowance by fourteen (14) days before the Voting Deadline, the amount provided on the Holder’s ballot shall be the allowed amount of the Interest for voting purposes.
 - i. Each Holder of an Interest who has timely filed a proof of interest as of fourteen (14) days before the Voting Deadline and is entitled to vote to accept or reject the Plan may vote in the amount set forth in the proof of interest, unless such proof of interest is objected to by the Debtors by seven (7) days before the Voting Deadline, in which case subsection (iii) below shall apply, except as otherwise provided in subsection (ii) or (iii) below;
 - ii. If an Interest has been Allowed for voting purposes by order of this Court, such Interest is temporarily Allowed in the amount so Allowed by this Court for purposes of voting only; or

- iii. Ballots cast by Holders of disputed Interests, if any, will count in the amount of \$1.00 for purposes of voting only and solely for the purposes of satisfying the provisions of section 1126(d) of the Bankruptcy Code.
- b. Votes Not Counted. The following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:
- i. any Ballot received by the Solicitation Agent after the Voting Deadline, unless the Debtors have granted in writing an extension of the Voting Deadline with respect to such Ballot;
 - ii. any Ballot that is illegible or contains insufficient information to identify the Holder of the Interest;
 - iii. any Ballot cast by a person or entity that (A) does not hold an Interest in the Voting Class or (B) is not otherwise entitled to vote pursuant to the procedures described herein;
 - iv. any Ballot sent to the Debtors or the Debtors' financial or legal advisors, agents or representatives (other than the Solicitation Agent);
 - v. any unsigned Ballot;
 - vi. any Ballot not received in its executed, original form;
 - vii. other than through the ballot platform on the Solicitation Agent's website, any Ballot that is received by the Solicitation Agent by facsimile or other means of electronic transmission; or
 - viii. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
- c. Multiple Ballots. If multiple Ballots are received from the same Holder with respect to the same Interest prior to the Voting Deadline, the latest dated and properly executed Ballot received by the Voting Deadline shall be counted for voting purposes, subject to contrary order of the Court; provided, however, that where ambiguity exists with respect to which Ballot was the latest dated, the Solicitation Agent has the right to determine the appropriate tabulation of such Ballot and to contact the respective Holder to determine such Holder's intent in connection therewith.

- d. No Vote Splitting. All Interests must be voted in their entirety to either accept or reject the Plan.
- e. Ballots Signed by Representative. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing the Ballot. The Debtors may request proper evidence of such representative's authority to sign the Ballot prior to accepting such Ballot.
- f. Defective Ballots. Subject to contrary order of the Court, the Debtors may, in their sole discretion, waive any defects or irregularities as to any particular Ballot at any time (including the timeliness of the submission of a Ballot), either before or after the Voting Deadline; provided, however, that:
 - i. any such waivers shall be documented in the voting reports completed by the Solicitation Agent;
 - ii. neither the Debtors nor any other person or entity will be under any duty to provide notification of such defects or irregularities other than as provided in the voting reports prepared by the Solicitation Agent, nor will any of them incur any liability for failure to provide such notification; and
 - iii. unless waived by the Debtors, subject to contrary order of the Court, any defects or irregularities associated with the delivery of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
- g. No Class Votes. If no votes to accept or reject the Plan are received with respect to a particular class, such class shall be deemed to have voted to accept the Plan.
- h. 1126(e) Designation. In the event a designation is requested by a party-in-interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept or reject the Plan will be counted for purposes of determining whether the Plan has been accepted or rejected by the applicable person or entity.

57. The Debtors submit that they have shown good cause for implementing the voting and tabulation procedures described herein, and therefore request that such procedures be approved.

IX. Establishment of Notice and Objection Procedures for Confirmation of the Plan

A. Establishment of the Omnibus Confirmation Hearing Date and Voting Report Deadline

58. Section 1128(a) of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan.” Local Rule 3018-1 further requires that, at least seven days prior to the hearing on confirmation of a chapter 11 plan, the proponent of a plan shall certify to the Court in writing the amount and number of allowed claims or allowed interests of each class accepting or rejecting the plan and any ballots not counted (the “*Voting Report*”). Local Rule 3018-1(a) further requires that the Debtors must serve the Voting Report upon the U.S. Trustee and the Creditors’ Committee (if any), in addition to the Court.

59. The Debtors request that the Court schedule the Omnibus Confirmation Hearing on **December 7, 2021 at 10:00 a.m. (Eastern Time)**, subject to the Court’s availability. The Debtors further request that the Debtors or the Court may adjourn the Omnibus Confirmation Hearing without further notice other than by announcement in open court and/or notice(s) of adjournment filed on the docket with the Court’s permission.

60. The Debtors seek to ensure that parties-in-interest have sufficient time to review and analyze the Plan and Disclosure Statement and make an informed decision as to whether to vote to accept or reject the Plan or support or object to the Plan. The proposed Voting Deadline is **November 19, 2021 at 5:00 p.m. (Eastern Time)**, and the Debtors and the Solicitation Agent will need sufficient time to prepare the Voting Report. Thus, the Debtors request to set the deadline to file the Voting Report for **November 29, 2021** (the “*Voting Report Deadline*”).

61. The Debtors submit that the proposed scheduling of the Omnibus Confirmation Hearing and the Voting Report Deadline is in accordance with section 1128(a) of

the Bankruptcy Code, will enable the Debtors to pursue confirmation of the Plan in a timely fashion, is reasonable and appropriate and should be approved.

B. Establishment of Procedures and Form of Notice of the Omnibus Confirmation Hearing and Confirmation Objection Deadline

62. Bankruptcy Rules 2002(b) and 3017(d) require no less than 28 days' notice to all holders of claims and equity interests of the time fixed for filing objections to the confirmation of a chapter 11 plan. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served "within a time fixed by the court." Local Rule 3020-1 further provides that, unless the court orders otherwise, objections to confirmation of a chapter 11 plan shall be filed no later than seven days prior to the first date set for the confirmation hearing.

63. Accordingly, on or before the Solicitation Mailing Deadline and simultaneously with the distribution of the Solicitation Packages as described herein, the Debtors propose to serve by first-class mail (and additionally by electronic mail where possible) the Confirmation Hearing Notice on: (a) the Chambers of the Honorable David S. Jones, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 (or as otherwise requested by the Court); (b) the Office of the United States Trustee for the Southern District of New York; (c) all known creditors, their respective counsel, and all equity security holders, other than holders of Claims and Interests in Classes 5 and 6; (d) the Securities and Exchange Commission; (e) the Internal Revenue Service; (f) the United States Attorney's Office for the Southern District of New York; (g) the New York State Attorney General; (h) the United States Attorney's Office for the District of Delaware; (i) the Delaware Attorney General; (j) the Cayman Islands General Registry Department; and (k) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 (clauses (a) through

(k) collectively, the “*Notice Parties*”), in each case only to the extent such parties have not otherwise been served with the Confirmation Hearing Notice pursuant to the Proposed Order.

64. The proposed Confirmation Hearing Notice includes, among other things: (a) instructions for viewing or obtaining copies of the Disclosure Statement, the Plan and the Proposed Order from the Solicitation Agent and/or the Court’s website; (b) notice of the date by which the Debtors will file the Plan Supplement;⁷ (c) the Confirmation Objection Deadline and procedures and requirements for objecting to the confirmation of the Plan and (d) the date, time and location of the Omnibus Confirmation Hearing.

65. In addition, the Debtors believe that it is necessary and appropriate, in light of the circumstances, to provide notice of the Omnibus Confirmation Hearing to entities whose names and addresses are unknown to Debtors and to provide supplemental notice to known holders of potential claims. Therefore, pursuant to Bankruptcy Rule 2002(l), the Debtors seek to publish the Confirmation Hearing Notice in the New York Times National Edition within five business days of the entry of the Proposed Order. The Debtors believe that the publication will provide sufficient notice of, among other things, the entry of the Proposed Order, the Confirmation Objection Deadline and the Omnibus Confirmation Hearing to parties who did not otherwise receive notice thereof by mail.

66. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Fed. R. Bankr. 3020(b)(1). Local Rule 3020-1 additionally requires that objections to confirmation of a plan be filed not later than

⁷ The Plan Supplement(s) may be filed by the Debtors no later than November 19, 2021 (the “*Plan Supplement Filing Deadline*”). On or before the Plan Supplement Filing Deadline, the Debtors propose to serve by first-class mail (and additionally by electronic mail where possible) notice of the filing of the Plan Supplement, if any, in substantially the form attached hereto as Exhibit G (the “*Notice of Plan Supplement*”) on the parties who received a distribution of the Solicitation Package.

seven days prior to the hearing on confirmation of a plan unless the Court orders otherwise. Accordingly, the Debtors propose to establish **November 19, 2021 at 4:00 p.m. (Eastern Time)** as the deadline to object to confirmation of the Plan (the “*Confirmation Objection Deadline*”).

67. In accordance with Bankruptcy Rule 3020(b), the Debtors propose that any objection to confirmation of the Plan must: (a) be in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; (c) set forth the name of the objector, the nature and amount of Claims or Interests held or asserted by the objector against the particular Debtor or Debtors; (d) state the basis and the specific grounds therefor and (e) be filed with the Court, together with proof of service thereof, and served upon and received by each of the following (collectively, the “*Objection Notice Parties*”): (i) counsel to the Debtors, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Elisha D. Graff and David R. Zylberberg; and CityPoint, One Ropemaker Street, London, EC2Y 9HU, England, Attn: Tyler B. Robinson and Lauren W. Brazier; (ii) the Office of the United States Trustee for the Southern District of New York (Attn: Brian Masumoto and Greg Zipes); (iii) VRG, VarigLog, and HJDK, and their respective counsel; and (iv) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002.

68. The Debtors submit that the proposed Confirmation Objection Deadline, Confirmation Hearing Notice and related notice and objection procedures and requirements will ensure appropriate notice of the Omnibus Confirmation Hearing and Confirmation Objection Deadline as required by Bankruptcy Rules 2002(b) and 3017(d), are reasonable and appropriate and should be approved by the Court pursuant to Bankruptcy Rule 3020(b).

Reservation of Rights

69. Nothing in this Motion: (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as

to the validity of any claim against the Debtors or their estates; (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates to contest the validity, priority or amount of any Claim against or Interest in the Debtors or their estates; or (c) shall impair, prejudice, waive or otherwise affect the rights of the Debtors or their estates with respect to any and all claims or causes of action against any third party.

Notice

70. Notice of this Motion has been provided to (a) the Office of the United States Trustee for the Southern District of New York; (b) all known creditors and equity security holders; (c) the Securities and Exchange Commission; (d) the Internal Revenue Service; (e) the United States Attorney's Office for the Southern District of New York; (f) the New York State Attorney General; (g) the United States Attorney's Office for the District of Delaware; (h) the Delaware Attorney General; (i) the Cayman Islands General Registry Department; (j) VRG, VarigLog, and HJDK, and their respective counsel; and (k) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

No Prior Request

71. No prior motion for the relief requested herein has been made to this or any other Court.

Conclusion

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Proposed Order, substantially in the form attached hereto as Exhibit A and (b) grant such other and further relief as is just and proper.

Dated: September 9, 2021
New York, NY

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Counsel to the Debtors and Debtors-in-Possession

EXHIBIT A

Disclosure Statement Approval Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
)	
MatlinPatterson Global Opportunities Partners II L.P., <i>et al.</i>,	)	Case No. 21-11255 (DSJ)
)	
Debtors. ¹	)	(Jointly Administered)

ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING A VOTING RECORD DATE; (III) ESTABLISHING PROCEDURES FOR THE REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (IV) ESTABLISHING A SCHEDULE FOR OBJECTIONS TO LITIGATION CLAIMS AND HEARING CASE MOTIONS; (V) APPROVING SOLICITATION PACKAGES AND SOLICITATION PROCEDURES; (VI) APPROVING THE FORMS OF BALLOTS; (VII) ESTABLISHING VOTING AND TABULATION PROCEDURES; AND (VIII) ESTABLISHING NOTICE AND A SCHEDULE FOR CONFIRMATION OF THE PLAN

Upon the motion (the “*Motion*”)² of the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”), for entry of an order (this “*Order*”), pursuant to sections 105, 1125, 1126 and 1128(a) of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018 and 3020, and Local Rules 3017-1, 3018-1, 3020-1, 9006-1 and 9013-1, (i) approving the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “*Disclosure Statement*”); (ii) establishing a record date for purposes of voting on the *Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “*Plan*”); (iii) establishing procedures for the rejection of executory

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.

² Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

contracts and unexpired leases; (iv) establishing a schedule for objections to litigation claims and hearing Case Motions; (v) approving solicitation packages and solicitation procedures; (vi) approving the forms of ballots; (vii) establishing voting and tabulation procedures; and (viii) establishing notice and a schedule for confirmation of the Plan; all as more fully set forth in the Motion; and upon the First Day Declaration submitted in support of the Motion; and the Motion having complied with Local Rule 9013-1; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “*Hearing*”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor; it is HEREBY ORDERED THAT:

1. Disclosure Statement. The Disclosure Statement (together with the exhibits thereto) provides Holders of Interests entitled to vote on the Plan (the “*Voting Class*”) with adequate information in accordance with section 1125(b) of the Bankruptcy Code and complies with the requirements of section 1125 of the Bankruptcy Code.

2. Notice of Disclosure Statement Hearing. The Debtors provided adequate and sufficient notice of the hearing to consider the Motion, including approval of the Disclosure Statement, the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) could be obtained and the time fixed for filing objections thereto, in satisfaction of the

requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

3. Procedures for the Rejection of Executory Contracts and Unexpired Leases. The Debtors' proposed procedures relating to rejection of Executory Contracts and Unexpired Leases set forth in the Motion, including the service of the Rejection Notice substantially in the form attached to the Motion as Exhibit D on the applicable entities with respect to the Executory Contracts and Unexpired Leases proposed to be rejected, the procedures for counterparties to object to the proposed rejection of the Executory Contract or Unexpired Lease set forth therein, and the Contract Objection Deadline, are appropriate under the circumstances.

4. Litigation Claims Objection Schedule. The Debtors' proposed schedule relating to objections to litigation claims and subsequent responsive pleadings, as set forth herein, provides all parties-in-interest with adequate time to conduct formal and informal discovery, file pleadings, and prepare for a potentially contested hearing on such claims.

5. Case Motion Hearing. The Debtors' proposed schedule for the hearing on any Case Motions, as set forth herein, is appropriate under the circumstances and provides all parties-in-interest with adequate time to file any Case Motions and for the Debtors to respond.

6. Solicitation and Confirmation Schedule. The Debtors' proposed schedule and procedures relating to solicitation of votes on the Plan and confirmation of the Plan, as set forth herein, provides parties-in-interest with sufficient time to review and consider all solicitation materials, including the Plan, the Disclosure Statement, the Plan Supplement and other information and materials relating to confirmation of the Plan, provides Holders of Interests with sufficient time to make an informed judgment to accept or reject the Plan and provides all parties-in-interest in these Chapter 11 Cases with sufficient time to object to confirmation of the Plan.

7. Solicitation Procedures and Non-Voting Notices. The Solicitation Procedures set forth in the Motion, including the delivery by first class mail (and additionally by electronic mail where possible) of the Solicitation Package to Holders of Interests in the Voting Class and the delivery by first class mail (and additionally by electronic mail where possible) of the notice substantially in the form attached to the Motion as Exhibit F (the "***Notice of Unimpaired Status***") to Holders of Claims in the Unimpaired Classes, provide Holders with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rule 3017(d) and other applicable provisions of the Bankruptcy Code, Bankruptcy Rules and the Local Rules.

8. Confirmation Hearing Notice. Service of the notice of the date, time and location of the Omnibus Confirmation Hearing, the deadline for objecting to confirmation of the Plan and information regarding the injunction, exculpation and release provisions set forth in Section 11 of the Plan, substantially in the form attached to the Motion as Exhibit B (the "***Confirmation Hearing Notice***"), constitutes good and sufficient notice of the Omnibus Confirmation Hearing to Holders of Interests in the Voting Class and other parties-in-interest in these Chapter 11 Cases, in satisfaction of the requirements of due process and in accordance with Bankruptcy Rules 2002(b) and 3017(d) and other applicable provisions of the Bankruptcy Code, Bankruptcy Rules and the Local Rules.

9. Ballots and Voting and Tabulation Procedures. The Voting and Tabulation Procedures set forth in the Motion and the Ballots substantially in the form attached to the Motion as Exhibit E adequately address the circumstances of these Chapter 11 Cases and provide for a fair and equitable voting process appropriate for the Voting Class. The Ballots are consistent with Official Bankruptcy Form No. 314 and comply with Bankruptcy Rule 3018(c). Ballots do not need to be provided to Holders of Claims in the Unimpaired Classes, which are classified as unimpaired under the Plan and are conclusively presumed to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code. Ballots do not need to be provided to Holders of Interests in the Impaired Non-Voting Class, which are classified as impaired under the Plan and are conclusively presumed to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

A. Approval of the Disclosure Statement.

2. The Disclosure Statement is approved pursuant to section 1125(b) of the Bankruptcy Code and Bankruptcy Rule 3017(b) and, to the extent not withdrawn, settled or otherwise resolved, any objections to the approval of the Disclosure Statement are overruled.

B. Establishment of Procedures for the Rejection of Executory Contracts and Unexpired Leases.

3. The procedures set forth in the Motion for the rejection of Executory Contracts and Unexpired Leases, including the Rejection Notice and the Contract Objection Deadline, are approved, and the following procedures and deadlines are hereby established:

- a. at least ten (10) days prior to the Voting Deadline, the Debtors shall serve the Rejection Notice on all parties to Executory Contracts and Unexpired Leases with the Debtor informing them of the rejection of such Executory Contracts and Unexpired Leases;
- b. ten (10) days after the service of the Rejection Notice shall be the deadline for counterparties to object to the proposed rejection of the Executory Contract or Unexpired Lease (the “***Contract Objection Deadline***”);
- c. any counterparty to an Executory Contract or Unexpired Lease that objects to the proposed rejection of its Executory Contract or Unexpired Lease must file an objection (each a “***Contract Objection***”) that complies with the following requirements: (i) be in writing; (ii) comply with the Bankruptcy Rules and the Local Rules; (iii) set forth the name of the objector; (iv) state with particularity the legal and factual basis for such objections; and (v) be filed with the Clerk of the Court with proof of service thereof and served upon the Objection Notice Parties (defined below) such that it is received by the Contract Objection Deadline;

- d. the Debtors may file replies to any timely-filed Contract Objections at any time prior to the Omnibus Confirmation Hearing, and may meet and confer in good faith to attempt to resolve any such objection; and
- e. any unresolved Contract Objections shall be heard at the Omnibus Confirmation Hearing or, at the election of the Debtors, at a later hearing.

C. Establishment of Schedule for Litigation Claims Objections.

4. The following dates and deadlines are hereby established with respect to objections to litigation claims:

- a. **October 22, 2021** shall be the date by which the Debtors shall file their objections to the litigation claims;
- b. **November 19, 2021 at 4:00 p.m. (Eastern Time)** shall be the date by which any responses by the litigation claimants to the Debtors' objection to their litigation claims must be filed with this Court and served so as to be **actually received** by the Objection Notice Parties;
- c. **December 3, 2021 at 4:00 p.m. (Eastern Time)** shall be the date by which the Debtors' replies to such responses must be filed with this Court and served so as to be **actually received** by the Objection Notice Parties (the "***Confirmation Objection Deadline***"); and
- d. This Court shall consider the objections to litigation claims at a hearing to be held on **December 7, 2021 at 10:00 a.m. (Eastern Time)** (the "***Omnibus Confirmation Hearing***").

D. Establishment of Hearing for Case Motions. This Court shall consider and adjudicate any Case Motions at the Omnibus Confirmation Hearing to be held on **December 7, 2021 at 10:00 a.m. (Eastern Time)**.

E. Establishment of Schedule for Solicitation and Confirmation.

5. The following dates and deadlines are hereby established with respect to solicitation of votes on the Plan, confirmation of the Plan:

- a. **September 30, 2021** shall be the record date for purposes of determining: (a) the Holders of Interests entitled to receive a Solicitation Package; (b) the Holders of Interests entitled to vote on the Plan and (c) whether Interests have been properly transferred to an assignee such that the assignee can vote as the Holder of such Interest (the "***Voting Record Date***");

- b. The Debtors shall distribute the Solicitation Packages, the Notice of Unimpaired Status and Confirmation Hearing Notice to Holders of Claims and Interests, as applicable, within five business days of this Order being entered (the “*Solicitation Mailing Deadline*”);
- c. **November 19, 2021 at 4:00 p.m. (Eastern Time)** shall be the date by which objections to the Confirmation of the Plan must be filed with this Court and served so as to be **actually received** by the Objection Notice Parties (the “*Confirmation Objection Deadline*”);
- d. All Holders of Interests entitled to vote on the Plan must complete, execute and return their Ballots so that they are **actually received** by the Solicitation Agent pursuant to the Voting and Tabulation Procedures, on or before **November 19, 2021 at 5:00 p.m. (Eastern Time)** (the “*Voting Deadline*”);
- e. **November 29, 2021** shall be the deadline to file the Voting Report; and
- f. This Court shall consider the confirmation of the Plan at the Omnibus Confirmation Hearing to be held on **December 7, 2021 at 10:00 a.m. (Eastern Time)**.

F. Approval of Solicitation Packages, Solicitation Procedures and Notice of Unimpaired Status.

6. The Solicitation Procedures are hereby approved as set forth herein. On or before the Solicitation Mailing Deadline, the Debtors shall cause the Solicitation Agent to distribute a Solicitation Package by first-class mail (and additionally by electronic mail where possible) to each Holder of an Interest in the Voting Class, containing the following materials (collectively, the “*Solicitation Package*”), which are hereby approved:

- a. the cover letter to the Solicitation Package in the form attached as Exhibit C to the Motion (the “*Solicitation Package Cover Letter*”);
- b. the Confirmation Hearing Notice;
- c. this Order (without exhibits);
- d. an electronic copy of the Plan and Disclosure Statement, on a USB flash drive, and instructions detailing how to access copies of the Disclosure Statement and Plan on the Solicitation Agent’s website and how to request hard copies of the Disclosure Statement and Plan;

- e. the applicable Ballot with detailed voting instructions and a pre-addressed, postage pre-paid return envelope³; and
- f. such other materials as the Court may direct.

7. Solicitation Packages will be mailed to eligible recipients at the recipient's address contained in the Debtors' books and records. The Debtors shall have no obligation to identify other or additional mailing addresses for any recipients.

8. In lieu of printing and mailing copies of the Disclosure Statement and Plan to all holders of Claims and Interests, each Solicitation Package will include an electronic copy of the Plan and Disclosure Statement on a USB flash drive, and the Plan and Disclosure Statement will be available at no charge on the internet (<http://www.kccllc.net/mpii>). In addition, any party entitled to receive a copy of the Plan and Disclosure Statement may request an electronic copy on a USB flash drive or a paper copy from the Solicitation Agent by (i) visiting the Debtors' restructuring website at <http://www.kccllc.net/mpii>, (ii) calling (888) 733-1416 (U.S./Canada toll-free) or (310) 751-2630 (International/Local (Toll) number) or (iii) e-mailing (MPIIinfo@kccllc.com).

9. Holders of Claims in the Unimpaired Classes (other than Intercompany Claims), which are conclusively presumed to have accepted the Plan, shall receive by first-class mail (and additionally by electronic mail where possible) the Notice of Unimpaired Status, which is hereby approved. Such service of Notice of Unimpaired Status shall constitute good and sufficient notice of the Holder's status as unimpaired.

10. The Debtors are not required to mail Solicitation Packages or any other forms or notices related thereto to Holders in Class 5 (Affiliate Equity Interests) or Class 6 (Intercompany Claims).

11. The Debtors are hereby authorized to modify the Disclosure Statement, the Plan and the Ballots and other related documents approved pursuant to this Order, without further order of this Court, at any time before distributing Solicitation Packages; provided that such modifications are not material as determined by the Debtors in good faith.

G. Approval of Forms of Ballots and Voting and Tabulation Procedures.

12. The Ballots are hereby approved.

13. The Debtors are authorized to accept Ballots submitted electronically through the e-ballot platform on the Solicitation Agent's website. Holders may cast an electronic Ballot and electronically sign and submit such e-ballot via the e-ballot platform by visiting <http://www.kccllc.net/mpii>, clicking on the "Submit Electronic Ballot or Election Form" section of the website and following the directions to submit their electronic Ballot. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any

³ Additional service of the Solicitation Package by electronic mail to Holders for which email addresses are available will not contain a pre-addressed, postage pre-paid return envelope or a USB flash drive containing electronic copies of the Plan and Disclosure Statement.

electronic Ballot submitted in this manner and the Holder's electronic signature will be deemed to be an original signature that is legally valid and effective. For the avoidance of doubt, electronic submissions of Ballots may only be made via the e-ballot platform. Ballots submitted by electronic mail, facsimile or any other means of electronic submission not specifically authorized by this Order shall not be counted.

14. The Debtors are authorized to solicit, receive and tabulate votes on the Plan in accordance with the Voting and Tabulation Procedures, which are hereby approved as follows:

- a. Establishment of Interest Amount for Voting Purposes: The Debtors' books and records contain the capital account balance of each Holder of Interests in the Voting Class as of the Voting Record Date, which is provided to each such Holder in quarterly and annual reports delivered to such Holder. The Debtors will use that information to fill in the amount of the Interest on each Holder's Ballot, which shall be the share of such Holder's ending capital account balance as a percentage of the total ending capital account balances for the Debtor in which the Holder holds an Interest as of the Voting Record Date. If a Holder of an Interest disputes the amount provided on the Holder's ballot, it must file a proof of interest under Bankruptcy Rule 3003(c) by fourteen (14) days before the Voting Deadline or move for temporary allowance of its Interest in another amount under Bankruptcy Rule 3018(a). If such Holder does not file a proof of interest or motion for temporary allowance by fourteen (14) days before the Voting Deadline, the amount provided on the Holder's ballot shall be the allowed amount of the Interest for voting purposes.
 - i. Each Holder of an Interest who has timely filed a proof of interest as of fourteen (14) days before the Voting Deadline and is entitled to vote to accept or reject the Plan may vote in the amount set forth in the proof of interest, unless such proof of interest is objected to by the Debtors by seven (7) days before the Voting Deadline, in which case subsection (iii) below shall apply, except as otherwise provided in subsection (ii) or (iii) below;
 - ii. If an Interest has been Allowed for voting purposes by order of this Court, such Interest is temporarily Allowed in the amount so Allowed by this Court for purposes of voting only; or
 - iii. Ballots cast by Holders of disputed Interests, if any, will count in the amount of \$1.00 for purposes of voting only and solely for the purposes of satisfying the provisions of section 1126(d) of the Bankruptcy Code.

- b. Votes Not Counted. The following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:
- i. any Ballot received by the Solicitation Agent after the Voting Deadline, unless the Debtors have granted in writing an extension of the Voting Deadline with respect to such Ballot;
 - ii. any Ballot that is illegible or contains insufficient information to identify the Holder of the Interest;
 - iii. any Ballot cast by a person or entity that (A) does not hold an Interest in the Voting Class or (B) is not otherwise entitled to vote pursuant to the procedures described herein;
 - iv. any Ballot sent to the Debtors or the Debtors' financial or legal advisors, agents or representatives (other than the Solicitation Agent);
 - v. any unsigned Ballot;
 - vi. any Ballot not received in its executed, original form;
 - vii. other than through the ballot platform on the Solicitation Agent's website, any Ballot that is received by the Solicitation Agent by facsimile or other means of electronic transmission; or
 - viii. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
- c. Multiple Ballots. If multiple Ballots are received from the same Holder with respect to the same Interest prior to the Voting Deadline, the latest dated and properly executed Ballot received by the Voting Deadline shall be counted for voting purposes, subject to contrary order of the Court; provided, however, that where ambiguity exists with respect to which Ballot was the latest dated, the Solicitation Agent has the right to determine the appropriate tabulation of such Ballot and to contact the respective Holder to determine such Holder's intent in connection therewith.
- d. No Vote Splitting. All Interests must be voted in their entirety to either accept or reject the Plan.
- e. Ballots Signed by Representative. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact or other person acting in a fiduciary or representative capacity, such person shall be

required to indicate such capacity when signing the Ballot. The Debtors may request proper evidence of such representative's authority to sign the Ballot prior to accepting such Ballot.

- f. Defective Ballots. Subject to contrary order of the Court, the Debtors may, in their sole discretion, waive any defects or irregularities as to any particular Ballot at any time (including the timeliness of the submission of a Ballot), either before or after the Voting Deadline; provided, however, that:
- i. any such waivers shall be documented in the voting reports completed by the Solicitation Agent;
 - ii. neither the Debtors nor any other person or entity will be under any duty to provide notification of such defects or irregularities other than as provided in the voting reports prepared by the Solicitation Agent, nor will any of them incur any liability for failure to provide such notification; and
 - iii. unless waived by the Debtors, subject to contrary order of the Court, any defects or irregularities associated with the delivery of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
- g. No Class Votes. If no votes to accept or reject the Plan are received with respect to a particular class, such class shall be deemed to have voted to accept the Plan.
- h. 1126(e) Designation. In the event a designation is requested by a party-in-interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept or reject the Plan will be counted for purposes of determining whether the Plan has been accepted or rejected by the applicable person or entity.

15. In accordance with section 1125(e) of the Bankruptcy Code, to the fullest extent permitted by law, the Debtors (including each of their respective directors, officers, employees, shareholders, members, partners, agents or representatives (including attorneys, accountants, financial advisors and investment bankers), each solely in their capacity as such) shall not incur any liability on account of soliciting votes on the Plan or participating in such solicitation, for violation of any applicable law, rule or regulation governing solicitation of acceptance or rejection of a plan.

H. Approval of Notice and Objection Procedures for Confirmation of the Plan.

16. The Confirmation Hearing Notice is hereby approved.

17. On or before the Solicitation Mailing Deadline and simultaneously with the distribution of the Solicitation Packages, the Debtors shall serve by first-class mail (and additionally by electronic mail where possible) the Confirmation Hearing Notice on: (a) the Chambers of the Honorable David S. Jones, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 (or as otherwise requested by the Court); (b) the Office of the United States Trustee for the Southern District of New York; (c) all known creditors and equity security holders, other than holders of Claims and Interests in Class 5 and Class 7; (d) the Securities and Exchange Commission; (e) the Internal Revenue Service; (f) the United States Attorney's Office for the Southern District of New York; (g) the New York State Attorney General; (h) the United States Attorney's Office for the District of Delaware; (i) the Delaware Attorney General; (j) the Cayman Islands General Registry Department; and (k) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 (clauses (a) through (k) collectively, the "*Notice Parties*"). Such service of the Confirmation Hearing Notice shall constitute good and sufficient notice of the Omnibus Confirmation Hearing.

18. Any objection to confirmation of the Plan must: (a) be in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; (c) set forth the name of the objector, the nature and amount of Claims or Interests held or asserted by the objector against the particular Debtor or Debtors; (d) state the basis and the specific grounds therefor and (e) be filed with the Court, together with proof of service thereof, and served upon and received by counsel to the Debtors and each of the Objection Notice Parties no later than the Confirmation Objection Deadline of **November 19, 2021 at 4:00 p.m. (Eastern Time)**.

I. Approval of Notice of Filing of the Plan Supplement.

19. The Plan Supplement, if any, shall be filed by the Debtors no later than **November 19, 2021** (the "*Plan Supplement Filing Deadline*"). The Plan Supplement Notice substantially in the form attached to the Motion as Exhibit G is hereby approved. If the Debtors file a Plan Supplement, on or before the Plan Supplement Filing Deadline, the Debtors shall serve the Plan Supplement Notice on the parties who received a distribution of the Solicitation Package. Such service of the Plan Supplement Notice shall constitute good and sufficient notice of the filing of the Plan Supplement.

J. Other.

20. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

21. The Debtors and KCC are authorized and empowered to execute and deliver such documents and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

22. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party-in-interest, as applicable, to object to a proof of interest after the Voting Record Date.

23. Nothing in the Motion or this Order shall be deemed or construed as an admission as to the validity or priority of any claim against or interest in the Debtors.

24. The requirements set forth in Local Rule 9013-1(b) are satisfied.

25. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.

Dated: _____
New York, New York

The Honorable David S. Jones
United States Bankruptcy Judge

EXHIBIT B

Confirmation Hearing Notice

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Counsel to the Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:	)	Chapter 11
)	
MatlinPatterson Global Opportunities Partners II L.P., <i>et al.</i>,	)	Case No. 21-11255 (DSJ)
)	
Debtors. ¹	)	(Jointly Administered)
)	

**NOTICE OF HEARING TO CONSIDER CONFIRMATION OF
DEBTORS’ JOINT CHAPTER 11 PLAN OF LIQUIDATION**

PLEASE TAKE NOTICE that on [●], 2021, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) entered its *Order (I) Approving the Disclosure Statement; (II) Establishing a Voting Record Date; (III) Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases; (IV) Establishing a Schedule for Objections to Litigation Claims and Hearing Case Motions; (V) Approving Solicitation Packages and Solicitation Procedures; (VI) Approving the Forms of Ballots; (VII) Establishing Voting and Tabulation Procedures; and (VIII) Establishing Notice and a Schedule for Confirmation of the Plan* (the “**Disclosure Statement Approval Order**”). Among other things, the Disclosure Statement Approval Order approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) filed by the above-referenced Debtors and debtors-in-possession (the “**Debtors**”). You are being provided this notice with respect to the *Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.

amended, modified or supplemented, the “*Plan*”).² As detailed below, the hearing to consider confirmation of the Plan is scheduled for **December 7, 2021 at 10:00 a.m. (Eastern Time)** and objections to confirmation of the Plan must be filed and served no later than **November 19, 2021 at 4:00 p.m. (Eastern Time)**.

Plan Summary

The following is an overview of the treatment to be afforded to each Class of Claims or Interests as provided under the Plan. It is provided for convenience only and is specifically qualified by the Plan itself.

Class	Claims and Interests	Status	Voting Rights
Class 1	Other Priority Claims	Unimpaired	Not Entitled to Vote (Deemed to Accept)
Class 2	General Unsecured Claims	Unimpaired	Not Entitled to Vote (Deemed to Accept)
Class 3	Promissory Note Claims	Unimpaired	Not Entitled to Vote (Deemed to Accept)
Class 4	Partnership Interests	Impaired	Entitled to Vote
Class 5	Affiliate Equity Interests	Impaired	Not Entitled to Vote (Deemed to Reject)
Class 6	Intercompany Claims	Unimpaired	Not Entitled to Vote (Deemed to Accept)

IMPORTANT INFORMATION FOR COUNTERPARTIES TO CONTRACTS AND UNEXPIRED LEASES WITH THE DEBTORS:

Pursuant to the Plan, all Executory Contracts and Unexpired Leases will be deemed rejected as of the Effective Date (as defined in the Plan) in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code unless the Debtors file a motion to assume such Executory Contract and Unexpired Lease prior to the Effective Date.

At least ten (10) days prior to the Voting Deadline, the Debtors will serve a Rejection Notice on all parties to Executory Contracts and Unexpired Leases with the Debtor informing them of the rejection of such Executory Contracts and Unexpired Leases.

If you wish to object to the proposed rejection of your Executory Contract or Unexpired Lease, you must file an objection by 4:00 p.m. (Eastern Time) within ten days of receipt of the Rejection Notice (the “*Contract Objection Deadline*”). Any objections to the

² Capitalized terms used but not defined in this notice shall have the meaning ascribed to them in the Plan.

proposed rejection of Executory Contracts or Unexpired Leases must: (1) be in writing; (2) comply with the Bankruptcy Rules and the Local Rules; (3) set forth the name of the objector; (4) state with particularity the legal and factual basis for such objections; and (5) be filed with the clerk of the Court with proof of service thereof and served upon the Objection Notice Parties (as defined below) such that it is received by the Contract Objection Deadline.

Relevant Deadlines

The Court has set **December 7, 2021 at 10:00 a.m. (Eastern Time)** as the date and time for the hearing on confirmation of the Plan and to consider any objections to the Plan. The confirmation hearing will be held before the Honorable David S. Jones, United States Bankruptcy Court for the Southern District of New York. The hearing may be adjourned by the Debtors or the Court without further notice other than by announcement in open court and/or notice(s) of adjournment filed on the docket with the Court's permission. In addition, the Plan may be modified without further notice prior to or as a result of the confirmation hearing and thereafter, as otherwise provided in the Bankruptcy Code.

Any objection to confirmation of the Plan must: (1) be in writing; (2) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; (3) set forth the name of the objector, the nature and amount of Claims or Interests held or asserted by the objector against the Debtors; (4) state the basis and the specific grounds therefor and (5) be filed with the Court, together with proof of service thereof, and served upon and received by each of the following (collectively, the "***Objection Notice Parties***"): (a) counsel to the Debtors, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Elisha D. Graff, Kathrine A. McLendon, David R. Zylberberg, and Jamie J. Fell; and CityPoint, One Ropemaker Street, London, EC2Y 9HU, England, Attn: Tyler B. Robinson and Lauren W. Brazier; (b) the Office of the United States Trustee for the Southern District of New York (Attn: Brian S. Masumoto and Greg M. Zipes); (c) VRG, VarigLog, and HJDK, and their respective counsel; and (d) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 no later than the Confirmation Objection Deadline of **November 19, 2021 at 4:00 p.m. (Eastern Time)**. **UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.**

The Debtors may file supplements to the Plan (the "**Plan Supplement**") with the Court no later than **November 19, 2021**.

BINDING NATURE OF THE PLAN

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

Obtaining Copies of Relevant Documents

Copies of the Plan, the Plan Supplement, the Disclosure Statement and the Disclosure Statement Approval Order, as well as other documents filed in these Chapter 11 Cases, may be obtained (i) for a nominal fee from the Court's electronic docket for the Debtors' Chapter 11 Cases at <https://www.ecf.sdnyc.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov), or (ii) free of charge by accessing the website of the Debtors' Solicitation Agent, <http://www.kccllc.net/mpii>. In addition, any party entitled to receive a copy of the Plan and Disclosure Statement may request an electronic copy on a USB flash drive or a paper copy from the Solicitation Agent by (i) visiting the Debtors' restructuring website at <http://www.kccllc.net/mpii>, (ii) calling (888) 733-1416 (U.S./Canada toll-free) or (310) 751-2630 (International/Local (Toll) number) or (iii) e-mailing (MPIIinfo@kccllc.com). Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, materials filed in these Chapter 11 Cases, but may not advise you as to legal matters.

Releases

Article VIII.A of the Plan contains the following Debtor Release

Notwithstanding anything contained in the Plan to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors and their Estates from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, or that any Holder of any Claim against, or Interest in, a Debtor or other Entity could have asserted on behalf of the Debtors, based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof), any Securities issued by the Debtors and the ownership thereof, Debtors' in- or out-of-court restructuring efforts, any Avoidance Actions (but excluding Avoidance Actions brought as counterclaims or defenses to Claims asserted against the Debtors), intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Disclosure Statement, the Plan, the Plan Supplement, or any contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post-Effective Date obligations of any party or Entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (b) any Person from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Debtor Releases, which includes by reference each of the related provisions and definitions contained in the Plan, and further, shall constitute the Bankruptcy Court's finding that the Debtor Releases are: (a) in exchange for the good and valuable consideration provided by the Released Parties, including, without limitation, the Released Parties' contributions to facilitating the Restructuring and implementing the Plan; (b) a good faith settlement and compromise of the Claims released by the Debtor Releases; (c) in the best interests of the Debtors and all Holders of Claims and Interests; (d) fair, equitable, and reasonable; (e) given and made after due notice and opportunity for hearing; and (f) a bar to any of the Debtors or the Debtors' Estates asserting any Claim or Cause of Action released pursuant to the Debtor Releases.

Article VIII.C of the Plan contains the following Third-Party Releases

Notwithstanding anything contained in the Plan to the contrary, as of the Effective Date, each Releasing Party (other than the Debtors) is deemed to have released and discharged each Debtor and each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership or operation thereof), any Securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court restructuring efforts, any Avoidance Actions, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, solicitation, negotiation, or filing of the Disclosure Statement, the Plan, the Plan Supplement, or any contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post-Effective Date obligations of any party or Entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (b) any Person from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Releases, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Releases are: (a) consensual; (b) essential to the confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the Claims released by the Third-Party Releases; (e) in the best interests of the Debtors and their Estates; (f) fair, equitable, and reasonable; (g) given and made after

due notice and opportunity for hearing; and (h) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Releases.

Article VIII.D of the Plan contains the following Exculpation

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur liability for and each Exculpated Party is hereby released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to, or arising out of, the Chapter 11 Cases, the formulation, preparation, dissemination, solicitation, negotiation, or filing of the Disclosure Statement, the Plan, the Plan Supplement, or any contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for claims related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan.

The Exculpated Parties shall be deemed to have participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or distributions made pursuant to the Plan.

Article VIII.E of the Plan contains the following Injunction

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Plan or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Exculpated Parties, or the Released Parties: (1) commencing or continuing in any manner any action, suit or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (3) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (4) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such Holder has Filed a motion requesting the right to perform such setoff on or before the Effective Date,

and notwithstanding an indication of a Claim or Interest or otherwise that such Holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (5) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

Upon entry of the Confirmation Order, all Holders of Claims and Interests and their respective current and former employees, agents, officers, directors, principals, and direct and indirect Affiliates shall be enjoined from taking any actions to interfere with the implementation or Consummation of the Plan.

How to Opt-Out of the Releases

HOLDERS OF CLAIMS OR INTERESTS WHO **DO NOT WISH** TO GRANT THE THIRD-PARTY RELEASES SET FORTH IN ARTICLE VIII.C OF THE PLAN MUST RETURN ITS BALLOT OR ELECTION FORM, IN EACH CASE, TO THE DEBTORS' SOLICITATION AGENT BY NO LATER THAN THE VOTING DEADLINE BY FOLLOWING THE INSTRUCTIONS FOR ELECTING TO OPT-OUT OF THE THIRD-PARTY RELEASES SET FORTH IN SUCH BALLOT OR ELECTION FORM, AS APPLICABLE.

HOLDERS OF CLAIMS OR INTERESTS WHO VOTE TO ACCEPT THE PLAN SHALL BE DEEMED TO HAVE CONSENTED TO THE PLAN'S THIRD-PARTY RELEASES DESCRIBED ABOVE, AND ANY ELECTION MADE TO NOT GRANT THE RELEASES WILL BE INVALIDATED.

HOLDERS OF CLAIMS OR INTERESTS WHO DO NOT VOTE EITHER TO ACCEPT OR REJECT THE PLAN MAY IN ANY EVENT VOLUNTARILY ELECT TO OPT-OUT OF THE THIRD-PARTY RELEASES DESCRIBED ABOVE.

THE RECOVERY, IF ANY, OF A HOLDER OF CLAIMS OR INTERESTS UNDER THE PLAN REMAINS UNAFFECTED WHETHER OR NOT IT ELECTS TO OPT-OUT OF THE THIRD-PARTY RELEASES.

HOLDERS OF CLAIMS OR INTERESTS THAT ELECT TO OPT-OUT OF THE PLAN'S THIRD-PARTY RELEASES WILL NOT BE A "RELEASED PARTY" UNDER THE PLAN.

HOLDERS OF CLAIMS OR INTERESTS WHO DO NOT OPT-OUT OF THE THIRD-PARTY RELEASES WILL BE DEEMED A RELEASING PARTY PROVIDING THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE VIII.C OF THE PLAN.

Dated: [●], 2021
New York, NY

SIMPSON THACHER & BARTLETT LLP

/s/

Elisha D. Graff
Kathrine A. McLendon
David R. Zylberberg
Jamie J. Fell
425 Lexington Avenue
New York, NY 10017
Tel: (212) 455-2000
Fax: (212) 455-2502

-and-

Tyler B. Robinson
Lauren W. Brazier (admitted *pro hac vice*)
CityPoint
One Ropemaker Street
London EC2Y 9HU, England
Tel: +44-(0)20-7275-6500
Fax: +44-(0)20-7275-6592

Counsel to the Debtors and Debtors-in-Possession

Exhibit C

Solicitation Package Cover Letter

MatlinPatterson Global Opportunities Partners II L.P. and its affiliated debtors and debtors-in-possession (collectively, the “**Debtors**”) are pleased to present the enclosed Solicitation Package for your consideration.

On [●], 2021, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered its *Order (I) Approving the Disclosure Statement; (II) Establishing a Voting Record Date; (III) Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases; (IV) Establishing a Schedule for Objections to Litigation Claims and Hearing Case Motions; (V) Approving Solicitation Packages and Solicitation Procedures; (VI) Approving the Forms of Ballots; (VII) Establishing Voting and Tabulation Procedures; and (VIII) Establishing Notice and a Schedule for Confirmation of the Plan* (the “**Disclosure Statement Approval Order**”). Among other things, the Disclosure Statement Approval Order approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) filed by the above-referenced Debtors and debtors-in-possession (the “**Debtors**”). You are being provided this notice with respect to the *Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “**Plan**”).

You have received this letter and the enclosed materials because you are entitled to vote on the Plan. The Debtors believe that the Plan is preferable to any available alternatives, as described in the Disclosure Statement. Accordingly, **the Debtors recommend that all Holders of Interests entitled to vote on the Plan vote to accept the Plan by timely completing and returning the enclosed ballot (or electronically submitting a ballot on the website maintained by the Debtors’ Solicitation Agent) by the Voting Deadline on November 19, 2021, at 5:00 p.m. (Eastern Time).**

The enclosed materials constitute the Debtors’ “**Solicitation Package**” and consist of the following:

- a. this letter;
- b. an electronic copy of the Plan and Disclosure Statement on a USB flash drive;
- c. a notice of the date and time of the hearing scheduled before the Bankruptcy Court to consider confirmation of the Plan and related objections;
- d. the entered Disclosure Statement Approval Order (without accompanying exhibits);
- e. instructions detailing how to access copies of the Disclosure Statement and Plan on the Solicitation Agent’s website and how to request hard copies of the Disclosure Statement and Plan; and

- f. a printed ballot, together with a pre-addressed, postage pre-paid return envelope¹.

Please note that the Plan Supplement is not enclosed with this letter. The Plan Supplement will be filed with the Bankruptcy Court no later than November 19, 2021, and will be available at the website of Kurtzman Carson Consultants LLC, the Debtors' solicitation agent ("**Solicitation Agent**"), at (<http://www.kccllc.net/mpii>).

If you have any questions regarding this Solicitation Package, please contact the Solicitation Agent (a) by writing to MPIIinfo@kccllc.com or (b) by calling (888) 733-1416 (U.S./Canada toll-free) or (310) 751-2630 (International/Local (Toll) number). Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, materials filed in these Chapter 11 Cases, but may not advise you as to any legal matters.

¹ Additional service of the Solicitation Package by electronic mail to Holders for which email addresses are available will not contain a pre-addressed, postage pre-paid return envelope or a USB flash drive containing electronic copies of the Plan and Disclosure Statement.

Exhibit D

Rejection Notice

Elisha D. Graff
Kathrine A. McLendon
David R. Zylberberg
Jamie J. Fell
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017
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Tyler B. Robinson
Lauren W. Brazier (admitted *pro hac vice*)
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Counsel to the Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:	)	Chapter 11
)	
MatlinPatterson Global Opportunities Partners II L.P., <i>et al.</i>,	)	Case No. 21-11255 (DSJ)
)	
Debtors. ¹	)	(Jointly Administered)
)	

**NOTICE TO COUNTERPARTIES TO EXECUTORY CONTRACTS AND
UNEXPIRED LEASES THE DEBTORS SEEK TO REJECT**

PLEASE TAKE NOTICE that on [●], 2021, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) entered its *Order (I) Approving the Disclosure Statement; (II) Establishing a Voting Record Date; (III) Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases; (IV) Establishing a Schedule for Objections to Litigation Claims and Hearing Case Motions; (V) Approving Solicitation Packages and Solicitation Procedures; (VI) Approving the Forms of Ballots; (VII) Establishing Voting and Tabulation Procedures; and (VIII) Establishing Notice and a Schedule for Confirmation of the Plan* (the “**Disclosure Statement Approval Order**”). Among other things, the Disclosure Statement Approval Order approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) filed by the above-referenced Debtors and debtors-in-possession (the “**Debtors**”). You are being

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.

provided this notice with respect to the *Debtors' Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the "**Plan**").²

YOU ARE RECEIVING THIS NOTICE (THE "REJECTION NOTICE") BECAUSE YOU ARE A NON-DEBTOR COUNTERPARTY TO ONE OR MORE CONTRACTS OR LEASES THAT MAY BE EXECUTORY CONTRACTS OR UNEXPIRED LEASES WITH ONE OR MORE OF THE DEBTORS, AS SET FORTH ON SCHEDULE 1 ATTACHED HERETO, THAT THE DEBTORS SEEK TO REJECT.³ YOUR STATUS AS SUCH COUNTERPARTY DOES NOT IN AND OF ITSELF ENTITLE YOU TO VOTE ON THE PLAN. Accordingly, this notice is being sent to you for informational purposes only.

PLEASE TAKE FURTHER NOTICE that pursuant to the Disclosure Statement Approval Order, the Plan and the proposed Confirmation Order, the Debtors seek to reject the executory contract(s) or unexpired lease(s) listed on Schedule 1 attached hereto (each, an "**Executory Contract**" or "**Unexpired Lease**" and, collectively, the "**Executory Contracts and Unexpired Leases**") to which you are a counterparty pursuant to section 365(a) of the Bankruptcy Code.

If you object to the proposed rejection, you must file an objection by 4:00 p.m. (Eastern Time) within ten days of receipt of the Rejection Notice (the "**Contract Objection Deadline**"). Any objections to the proposed treatment of Executory Contracts or Unexpired Leases must: (1) be in writing; (2) comply with the Bankruptcy Rules and the Local Rules; (3) set forth the name of the objector; (4) state with particularity the legal and factual basis for such objections; and (5) be filed with the clerk of the Court with proof of service thereof and served upon (a) counsel to the Debtors, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Elisha D. Graff, Kathrine A. McLendon, David R. Zylberberg, and Jamie J. Fell; and CityPoint, One Ropemaker Street, London, EC2Y 9HU, England, Attn: Tyler B. Robinson and Lauren W. Brazier; (b) the Office of the United States Trustee for the Southern District of New York (Attn: Brian S. Masumoto and Greg M. Zipes); (c) VRG, VarigLog, and HJDK, and their respective counsel; and (d) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002, such that it is **actually received** by the Contract Objection Deadline.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Disclosure Statement Approval Order, the Court scheduled a hearing on **December 7, 2021 at 10:00 a.m. (Eastern Time)** (the "**Confirmation Hearing**"), at which the Court will consider, among other things, confirmation of the Plan and the assumption or rejection of Executory Contracts and Unexpired Leases (or at a later hearing, at the Debtors' election).

PLEASE TAKE FURTHER NOTICE that notwithstanding anything herein, this Rejection Notice shall not be deemed to be an assumption, assignment, adoption, rejection or termination of any of the Executory Contracts and Unexpired Leases. Moreover, the Debtors

² Capitalized terms used but not defined in this notice shall have the meaning ascribed to them in the Plan.

³ This Rejection Notice is being sent to counterparties to contracts and leases that may be Executory Contracts and Unexpired Leases. This notice is not an admission by the Debtors that such contract or lease is executory or unexpired.

explicitly reserve their rights to reject or assume each Executory Contract or Unexpired Lease pursuant to section 365(a) of the Bankruptcy Code and nothing herein (i) alters in any way the prepetition nature of the Executory Contracts and Unexpired Leases or the validity, priority, or amount of any claims of a counterparty to an Executory Contract or Unexpired Lease against the Debtors that may arise under such Executory Contract or Unexpired Lease, (ii) creates a postpetition contract or agreement or (iii) elevates to administrative expense priority any claims of a counterparty to an Executory Contract or Unexpired Lease against the Debtors that may arise under such Executory Contract or Unexpired Lease.

PLEASE TAKE FURTHER NOTICE that unless otherwise provided by an order of the Court, any Holder of a Claim arising from the rejection of an Executory Contract or Unexpired Lease pursuant to the Plan or otherwise must file a Proof of Claim with the Solicitation Agent on or before **4:00 p.m. (Eastern Time)** on the 30th day after the Effective Date (the “**Rejection Damages Claims Bar Date**”). Unless otherwise provided by an order of the Court, any Claim arising from the rejection or repudiation of an Executory Contract or Unexpired Lease for which a Proof of Claim is not timely filed with the Court shall not be Allowed, shall be forever barred from assertion, and shall not be enforceable against the Debtors, the Estates or property of the foregoing parties, without the need for any objection by the Debtors or further notice to, or action, order or approval of the Court or any other Entity, and any Claim arising out of the rejection of the Executory Contract or Unexpired Lease shall be deemed fully satisfied, released and discharged, notwithstanding anything in a Proof of Claim to the contrary. Unless the Debtors object to a timely filed and properly served Claim arising from the rejection of an Executory Contract or Unexpired Lease by the Claims Objection Deadline, such Claim shall be deemed Allowed in the amount requested. If the Debtors object to such Claim, the parties may confer to try to reach a settlement and, failing that, the Court shall determine whether such Claim should be Allowed and if so, in what amount. All Allowed Claims arising from the rejection of the Debtors’ Executory Contracts and Unexpired Leases shall constitute General Unsecured Claims and shall be treated in accordance with Article III.B of the Plan.

Copies of the Plan, the Plan Supplement, the Disclosure Statement and the Disclosure Statement Approval Order, as well as other documents filed in these Chapter 11 Cases, may be obtained (i) for a nominal fee from the Court’s electronic docket for the Debtors’ Chapter 11 Cases at <https://www.ecf.sdnycourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov), or (ii) free of charge by accessing the website of the Debtors’ Solicitation Agent, <http://www.kccllc.net/mpij>. In addition, any party entitled to receive a copy of the Plan and Disclosure Statement may request an electronic copy on a USB flash drive or a paper copy from the Solicitation Agent by (i) visiting the Debtors’ restructuring website at <http://www.kccllc.net/mpij>, (ii) calling (888) 733-1416 (U.S./Canada toll-free) or (310) 751-2630 (International/Local (Toll) number) or (iii) e-mailing (MPIInfo@kccllc.com). Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, materials filed in these Chapter 11 Cases, but may not advise you as to any legal matters.

Dated: [●], 2021
New York, NY

SIMPSON THACHER & BARTLETT LLP

/s/

Elisha D. Graff
Kathrine A. McLendon
David R. Zylberberg
Jamie J. Fell
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-and-

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Counsel to the Debtors and Debtors-in-Possession

Exhibit E

Voting Class Ballots

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
)	
MatlinPatterson Global Opportunities Partners II L.P., <i>et al.</i>,	)	Case No. 21-11255 (DSJ)
)	
Debtors. ¹	)	(Jointly Administered)

**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR
ADVICE OR TO MAKE ANY REPRESENTATION OTHER THAN WHAT IS
CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR
OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT**

**BALLOT FOR ACCEPTING OR REJECTING THE *DEBTORS' JOINT
CHAPTER 11 PLAN OF LIQUIDATION***

CLASS 4 BALLOT – Partnership Interests

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THE BALLOT.**

This Ballot may not be used for any purpose other than for submitting a vote to accept or reject the *Debtors' Joint Chapter 11 Plan of Liquidation* [Docket No. 11] (as may be amended or modified, the “*Plan*”). All capitalized terms used in this ballot (the “*Ballot*”), including in the voting instructions attached to this Ballot (the “*Voting Instructions*”), but not otherwise defined therein shall have the meaning ascribed to them in the Plan.

On [●], 2021, the United States Bankruptcy Court for the Southern District of New York (the “*Court*”) entered its *Order (I) Approving the Disclosure Statement; (II) Establishing a Voting Record Date; (III) Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases; (IV) Establishing a Schedule for Objections to Litigation Claims and Hearing Case Motions; (V) Approving Solicitation Packages and Solicitation Procedures; (VI) Approving the Forms of Ballots; (VII) Establishing Voting and Tabulation Procedures; and (VIII) Establishing Notice and a Schedule for Confirmation of the Plan* (the “*Disclosure Statement Approval Order*”). Among other things, the Disclosure Statement Approval Order approved the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Liquidation* (as may be amended,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.

modified or supplemented, the “*Disclosure Statement*”) filed by the above-referenced Debtors and debtors-in-possession (the “*Debtors*”) and authorized the Debtors to transmit the Disclosure Statement, Plan and this Ballot to holders of claims and equity security interests entitled to vote on the Plan.

The Plan can be confirmed by the Court and thereby made binding on an impaired class of interests if it is accepted by the holders of at least two-thirds in amount of the equity security interests that actually vote on the Plan. In the event the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if the Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

Please be advised that the Allowed Interest in Item 1 below was calculated based on your capital account balance in the Debtors’ books and records as of the Voting Record Date, which was provided to you in the most recent quarterly/annual report. Pursuant to the Disclosure Statement Approval Order, if you dispute the amount below, you must file a proof of interest under Bankruptcy Rule 3003(c) by fourteen (14) days before the Voting Deadline or move for temporary allowance of your Interest in another amount under Bankruptcy Rule 3018(a). If you do not file a proof of interest or motion for temporary allowance by fourteen (14) days before the Voting Deadline, the amount provided on your ballot shall be the allowed amount of your Interest for purposes of **voting**. Pursuant to the Plan, the Debtors will calculate your Interest for purposes of **distribution** using the percentage share of your capital account balance to the total capital account balances for the Limited Partnership Debtor in which you hold an Interest, all as set forth in the Debtors’ books and records.

Please be advised that the Plan contains certain release, exculpation and injunction provisions, including:

Article VIII.C of the Plan contains the following Third-Party Releases

Notwithstanding anything contained in the Plan to the contrary, as of the Effective Date, each Releasing Party (other than the Debtors) is deemed to have released and discharged each Debtor and each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership or operation thereof), any Securities issued by the Debtors and the ownership thereof, the Debtors’ in- or out-of-court restructuring efforts, any Avoidance Actions, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, solicitation, negotiation, or filing of the Disclosure Statement, the Plan, the Plan Supplement, or any contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding

anything to the contrary in the foregoing, the releases set forth above do not release (a) any post-Effective Date obligations of any party or Entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (b) any Person from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Releases, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Releases are: (a) consensual; (b) essential to the confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the Claims released by the Third-Party Releases; (e) in the best interests of the Debtors and their Estates; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for hearing; and (h) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Releases.

IF YOU DO NOT OPT OUT OF THE THIRD-PARTY RELEASES, YOU WILL BE DEEMED A RELEASING PARTY PROVIDING THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE VIII.C OF THE PLAN.

BALLOTS CAST BY FACSIMILE OR E-MAIL WILL NOT BE COUNTED.

This Ballot must be received by Kurtzman Carson Consultants LLC (the "Solicitation Agent") by November 19, 2021 at 5:00 p.m. (Eastern Time) (the "Voting Deadline"), unless the Debtor or the Court extends the period during which votes will be accepted by the Debtor, in which case the term "Voting Deadline" shall mean the last time and date to which such date is extended. Please review the enclosed voting instructions in connection with casting your ballot or accept or reject the Plan.

Item 1. Acceptance or Rejection of the Plan

The undersigned certifies that as of September 30, 2021 (the “*Voting Record Date*”), the undersigned was the holder of Class 4 Limited Partnership Interests in the following percentage _____ (the undersigned’s “*Allowed Interest*”).

CHECK ONE BOX

I hereby vote the above Interest to ACCEPT the Plan

I hereby vote the above Interest to REJECT the Plan

NOTE: You must vote all of your Class 4 Limited Partnership Interests either to accept or reject the Plan, and may not split such vote.

Item 2. Third-Party Releases.

IF YOU VOTE TO ACCEPT THE PLAN, YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE PLAN’S THIRD-PARTY RELEASES DESCRIBED ABOVE AND ANY ELECTION YOU MAKE TO NOT GRANT THE RELEASES WILL BE INVALIDATED.

IF YOU DO NOT VOTE EITHER TO ACCEPT OR REJECT THE PLAN, YOU MAY IN ANY EVENT VOLUNTARILY ELECT TO OPT-OUT OF THE THIRD-PARTY RELEASES DESCRIBED ABOVE.

REGARDLESS OF WHETHER YOU ELECT TO OPT-OUT OF THE PLAN’S THIRD-PARTY RELEASES, YOUR RECOVERY UNDER THE PLAN REMAINS UNAFFECTED.

IF YOU ELECT TO OPT-OUT OF THE PLAN’S THIRD-PARTY RELEASES, YOU WILL NOT BE A “RELEASED PARTY” UNDER THE PLAN.

The undersigned elects to:

OPT-OUT of the voluntary release in Article VIII.C of the Plan

Item 3. Certification

By signing this Ballot, the undersigned certifies with respect to the Class 4 Limited Partnership Interests identified in Item 1, above, that:

(i) such person or entity is the holder of the aggregate amount of the Class 4 Limited Partnership Interests set forth in Item 1 herein or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;

(ii) such person or entity has received and reviewed a copy of the Disclosure Statement and the Plan, the Ballot and other solicitation materials and documents related thereto, and acknowledges that the solicitation of votes to accept or reject the Plan is being made solely pursuant to the statements and conditions set forth therein;

(iii) no other Ballots with respect to the Class 4 Limited Partnership Interests identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Class 4 Limited Partnership Interests such earlier Ballots are hereby revoked;

(iv) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned; and

(v) if the opt-out box in Item 2 is checked, the entity acknowledges that the entity is opting out of the release in Article VIII.C of the Plan.

If the holder entitled to vote is a corporation, please sign in corporate name by authorized officer, or if a partnership, please sign in partnership name by authorized person.

NAME OF VOTER: _____

SIGNATURE: _____

BY: _____
(If appropriate)

TITLE: _____
(If appropriate)

ADDRESS:

TEL. NO. () _____ - _____ DATE: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE PLAN, DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT, KCC, VIA EMAIL AT MPIINFO@KCCLLC.COM AND REFERENCE "MPII SOLICITATION" IN THE SUBJECT LINE OR BY TELEPHONE BY CALLING (888) 733-1416 (U.S./CANADA TOLL-FREE) OR (310) 751-2630 (INTERNATIONAL/ LOCAL (TOLL) NUMBER).

IN ORDER FOR YOUR VOTE TO COUNT, PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT SO THAT IT IS RECEIVED BY THE SOLICITATION AGENT ON OR BEFORE THE VOTING DEADLINE TO THE ADDRESS PROVIDED BELOW.

If by first-class mail, personal delivery or overnight mail, to:

**MPII Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway
Suite 300
El Segundo, CA 90245**

Alternatively, you may submit your Ballot via the Solicitation Agent's online portal. Please visit <http://www.kccllc.net/mpii> and click on the "Submit Electronic Ballot or Election Form" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique Electronic Ballot ID #: _____

Unique Electronic Ballot PIN #: _____

Each Electronic Ballot ID# is to be used solely for voting on those Interests in Item 1 Below of your electronic ballot. Please complete and submit an electronic ballot for each Electronic Ballot ID# you receive, as applicable.

Parties who cast a Ballot using the Solicitation Agent's online portal should NOT also submit a paper Ballot.

VOTING INSTRUCTIONS

The following general voting procedures and standard assumptions are used in tabulating Ballots:

1. Except to the extent the Debtors otherwise determine, or as permitted by the Court, Ballots received after the Voting Deadline will not be accepted or counted by the Debtors in connection with the confirmation of the Plan;
2. Interests shall not be split for purposes of voting; thus, each equity security interest holder shall be deemed to have voted the full amount of its interest either to accept or reject the Plan;
3. Any executed Ballot which does not indicate an acceptance or rejection shall not be counted for purposes of voting, but shall be accepted to opt-out of the releases if so indicated on the Ballot;
4. Any executed Ballot which indicates both an acceptance and rejection of the Plan shall not be counted;
5. Votes cast pursuant to a Ballot that is not signed or does not contain an original signature shall not be counted, unless the Court orders otherwise;
6. The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each holder of a claim or equity security interest, but, except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original, executed Ballot is actually received by the Solicitation Agent or, if submitted online in accordance with the electronic voting instructions, received by the Solicitation Agent through the online portal;
7. Delivery of the original, executed Ballot to the Solicitation Agent on or before the Voting Deadline is required, except where the Ballot is submitted through a customized online balloting portal on or before the Voting Deadline. The Solicitation Agent is authorized to accept Ballots either by (a) regular mail facilitated by a return envelope that the Debtors will provide with each Ballot; (b) overnight courier to MPII Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) personal delivery. Additionally, the Solicitation Agent is authorized to accept Ballots via electronic, online transmissions through a customized online balloting portal on the Debtors' case website maintained by the Solicitation Agent. Ballots submitted via online transmission through the customized online balloting portal shall be deemed to contain an original signature;
8. **Ballots submitted by facsimile, email or other means of electronic transmission other than the online balloting portal, will not be counted;**
9. **No Ballot sent to the Debtors, or the Debtors' financial or legal advisors, shall be accepted or counted;**
10. The Debtors expressly reserve the right to amend at any time and from time to time the terms of the Plan (subject to compliance with section 1127 of the Bankruptcy Code and the terms of the Plan regarding modification). If the Debtors make material changes in the terms of the Plan, the Debtors will disseminate additional solicitation materials and will extend the solicitation, in each case to the extent

directed by the Court;

11. If multiple Ballots are received from or on behalf of an individual holder of an equity security interest with respect to the same interests prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;
12. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in- fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Debtors, must submit proper evidence satisfactory to the Debtors to so act in such capacity;
13. The Debtors, in their sole discretion, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as otherwise provided herein or otherwise ordered by the Court, the Debtors may, in its sole discretion, reject such defective Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan;
14. Unless otherwise ordered by the Court, all questions as to the validity, eligibility (including time of receipt) and revocation or withdrawal of Ballots will be determined by the Debtors, in their sole discretion, which determination shall be final and binding;
15. If a designation is requested under § 1126(e), any vote to accept or reject the Plan cast with respect to such claim or equity security interest will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless the Court orders otherwise;
16. Any holder of a claim or equity security interest who has delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
17. Unless waived or as otherwise ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not been cured or waived by the Voting Deadline) will not be counted;
18. Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to the delivery of Ballots, nor will any of them incur any liability for failure to provide such notification;
19. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots to accept the Plan;
20. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan; and
21. The Ballot does not constitute, and is not be deemed to be, a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

22. **The Allowed Interest in Item 1 of the Ballot was calculated based on each Holder's capital account balance in the Debtors' books and records as of the Voting Record Date, which was which was provided to such Holder in the most recent quarterly/annual report. Pursuant to the Disclosure Statement Approval Order, if a Holder disputes the amount listed in the Ballot, the Holder must file a proof of interest under Bankruptcy Rule 3003(c) by fourteen (14) days before the Voting Deadline or move for temporary allowance of its Interest in another amount under Bankruptcy Rule 3018(a).**

23. If a Holder does not file a proof of interest or motion for temporary allowance by fourteen (14) days before the Voting Deadline, the amount provided on the Holder's ballot shall be the allowed amount of such Holder's Interest for purposes of **voting**. Pursuant to the Plan, the Debtors will calculate a Holder's Interest for purposes of **distribution** using the percentage share of such Holder's capital account balance to the total capital account balances for the Limited Partnership Debtor in which such Holder owns an Interest, all as set forth in the Debtors' books and records.

Exhibit F

Notice of Unimpaired Status

Elisha D. Graff
Kathrine A. McLendon
David R. Zylberberg
Jamie J. Fell
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017
Tel: (212) 455-2000
Fax: (212) 455-2502

Tyler B. Robinson
Lauren W. Brazier (admitted *pro hac vice*)
SIMPSON THACHER & BARTLETT LLP
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One Ropemaker Street
London EC2Y 9HU, England
Tel: +44-(0)20-7275-6500
Fax: +44-(0)20-7275-6592

Counsel to the Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
)	
MatlinPatterson Global Opportunities Partners II L.P., <i>et al.</i>,	)	Case No. 21-11255 (DSJ)
)	
Debtors. ¹	)	(Jointly Administered)
)	

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO
UNIMPAIRED CLASSES DEEMED TO ACCEPT THE PLAN**

TO: All Holders of Claims in Class 1 (Other Priority Claims), Class 2 (General Unsecured Claims), and Class 3 (Promissory Note Claims)

On [●], 2021, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) entered its *Order (I) Approving the Disclosure Statement; (II) Establishing a Voting Record Date; (III) Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases; (IV) Establishing a Schedule for Objections to Litigation Claims and Hearing Case Motions; (V) Approving Solicitation Packages and Solicitation Procedures; (VI) Approving the Forms of Ballots; (VII) Establishing Voting and Tabulation Procedures; and (VIII) Establishing Notice and a Schedule for Confirmation of the Plan* (the “**Disclosure Statement Approval Order**”). Among other things, the Disclosure Statement Approval Order approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) filed by the above-referenced Debtors and debtors-in-possession (the “**Debtors**”). You are being provided this notice with respect to the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.

Debtors' Joint Chapter 11 Plan of Liquidation (as may be amended, modified or supplemented, the "**Plan**").²

In accordance with the terms of the Plan and the Bankruptcy Code, holders of claims in Classes 1, 2, and 3 are unimpaired under § 1124 of the Bankruptcy Code and, therefore, pursuant to § 1126(f) of the Bankruptcy Code, are conclusively presumed to have accepted the Plan and are not entitled to vote on the Plan. You have been sent this notice because you have been identified as a holder of a claim in Class 1, 2 or 3. This notice and the Confirmation Hearing Notice are provided to you for informational purposes only.

HOLDERS OF CLAIMS IN CLASS 1 (OTHER PRIORITY CLAIMS), CLASS 2 (GENERAL UNSECURED CLAIMS), AND CLASS 3 (PROMISSORY NOTE CLAIMS) MAY OPT-OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.C OF THE PLAN. ATTACHED AS ANNEX A TO THIS NOTICE IS AN ELECTION FORM TO OPT-OUT OF SUCH RELEASE. YOU MUST CHECK THE "OPT-OUT" BOX ON THE ELECTION FORM IN ORDER TO NOT GRANT THE RELEASES IN ARTICLE VIII.C OF THE PLAN.

The Court has set **December 7, 2021 at 10:00 a.m. (Eastern Time)** as the date and time for the hearing on confirmation of the Plan and to consider any objections to the Plan. The confirmation hearing will be held before the Honorable David S. Jones, United States Bankruptcy Court for the Southern District of New York. The hearing may be adjourned by the Debtors or the Court without further notice other than by announcement in open court and/or notice(s) of adjournment filed on the docket with the Court's permission. In addition, the Plan may be modified without further notice prior to or as a result of the confirmation hearing and thereafter, as otherwise provided in the Bankruptcy Code.

Any objection to confirmation of the Plan must: (1) be in writing; (2) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; (3) set forth the name of the objector, the nature and amount of Claims or Interests held or asserted by the objector against the Debtors; (4) state the basis and the specific grounds therefor and (5) be filed with the Court, together with proof of service thereof, and served upon and received by each of the following (collectively, the "**Objection Notice Parties**"): (a) counsel to the Debtors, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Elisha D. Graff, Kathrine A. McLendon, David R. Zylberberg, and Jamie J. Fell; and CityPoint, One Ropemaker Street, London, EC2Y 9HU, England, Attn: Tyler B. Robinson and Lauren W. Brazier; (b) the Office of the United States Trustee for the Southern District of New York (Attn: Brian S. Masumoto and Greg M. Zipes); (c) VRG, VarigLog, and HJDK, and their respective counsel; and (d) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 no later than the Confirmation Objection Deadline of **November 19, 2021 at 4:00 p.m. (Eastern Time)**. **UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.**

² Capitalized terms used but not defined in this notice shall have the meaning ascribed to them in the Plan.

The Debtors may file supplements to the Plan (the “Plan Supplement”) with the Court no later than **November 19, 2021**.

Copies of the Plan, the Plan Supplement, the Disclosure Statement and the Disclosure Statement Approval Order, as well as other documents filed in these Chapter 11 Cases, may be obtained (i) for a nominal fee from the Court’s electronic docket for the Debtors’ Chapter 11 Cases at <https://www.ecf.sdnyc.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov), or (ii) free of charge by accessing the website of the Debtors’ Solicitation Agent, <http://www.kccllc.net/mpii>. In addition, any party entitled to receive a copy of the Plan and Disclosure Statement may request an electronic copy on a USB flash drive or a paper copy from the Solicitation Agent by (i) visiting the Debtors’ restructuring website at <http://www.kccllc.net/mpii>, (ii) calling (888) 733-1416 (U.S./Canada toll-free) or (310) 751-2630 (International/Local (Toll) number) or (iii) e-mailing (MPIIinfo@kccllc.com). Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, materials filed in these Chapter 11 Cases, but may not advise you as to legal matters.

Alternatively, you can obtain a copy of these documents by contacting counsel for the Debtor by telephone or facsimile listed in the signature block below. Please specify whether you would like to receive copies of these documents by (i) email transmission (in which case, please include your e-mail address), (ii) on a CD-ROM or flash drive delivered by return mail, or (iii) in paper copies delivered by return mail.

Dated: [●], 2021
New York, NY

SIMPSON THACHER & BARTLETT LLP

/s/

Elisha D. Graff
Kathrine A. McLendon
David R. Zylberberg
Jamie J. Fell
425 Lexington Avenue
New York, NY 10017
Tel: (212) 455-2000
Fax: (212) 455-2502

-and-

Tyler B. Robinson
Lauren W. Brazier (admitted *pro hac vice*)
CityPoint
One Ropemaker Street
London EC2Y 9HU, England
Tel: +44-(0)20-7275-6500
Fax: +44-(0)20-7275-6592

Counsel to the Debtors and Debtors-in-Possession

Annex A

Election Form

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MatlinPatterson Global Opportunities Partners II L.P., *et al.*,

Debtors.¹

)
) Chapter 11
)

) Case No. 21-11255 (DSJ)
)

) (Jointly Administered)
)

ELECTION FORM FOR HOLDERS OF NON-VOTING UNIMPAIRED CLAIMS

Please carefully read the enclosed instructions for completing this Election Form before completing this Election Form.

The above-captioned Debtors (the “*Debtors*”) are soliciting elections with respect to the release contained in Article VIII.C of the proposed *Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “*Plan*”) as described in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “*Disclosure Statement*”).

You are receiving this Election Form because, despite your non-voting status on the Plan, **Class 1 (Other Priority Claims), Class 2 (General Unsecured Claims), and Class 3 (Promissory Note Claims)** are entitled to opt-out of the release contained in Article VIII.C of the Plan.

To opt-out of the release, you must complete, sign and return this Election Form to Kurtzman Carson Consultants LLC, MPII Ballot Processing Center c/o Kurtzman Carson Consultants LLC 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245, so that it is received no later than the Voting Deadline of November 19, 2021 at 5:00 p.m. (Eastern Time). Election Forms must be delivered to the Solicitation Agent either (a) at the address listed in the preceding sentence or (b) via the Solicitation Agent’s e-ballot platform by visiting the Solicitation Agent’s website, <http://www.kccllc.net/mpii>, clicking on the “Submit Electronic Ballot or Election Form” link and following the directions to submit your electronic Ballot. Holders are encouraged to submit their Election Forms via the e-ballot platform. If you choose to submit your Election Form via the e-ballot platform you **SHOULD NOT mail your hard copy Election Form as well. Please choose only one form of**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.

return of your Election Form. You do not need to submit this Election Form if you do not wish to opt-out of the release contained in Article VIII.C of the Plan.

This Election Form may not be used for any purpose other than for electing to opt-out of the release in Article VIII.C of the Plan. **If you believe you have received this Election Form in error please contact the Debtors' Solicitation Agent immediately via email at MPIInfo@kccllc.com and reference "MPII Solicitation" in the Subject Line or by telephone by calling (888) 733-1416 (U.S./Canada toll-free) or (310) 751-2630 (International/Local (Toll) number). Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, materials filed in these Chapter 11 Cases, but may not advise you as to legal matters.**

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you submit the Election Form. You may wish to seek legal advice concerning the Plan and the Plan's release. Your Claim has been placed in Class 1 (Other Priority Claims), Class 2 (General Unsecured Claims), or Class 3 (Promissory Note Claims) under the Plan.

If your Election Form is not received by the Debtors' Solicitation Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, you will be deemed to grant the release contained in Article VIII.C of the Plan.

VOTING DEADLINE: NOVEMBER 19, 2021 AT 5:00 P.M. (EASTERN TIME).

Election Forms will not be accepted by facsimile transmission, electronic mail or other electronic means of transmission (except via the Solicitation Agent's e-ballot platform).

You do not need to submit this Election Form if you do not wish to opt-out of the release in Article VIII.C of the Plan.

**NOTICE REGARDING CERTAIN RELEASE, EXCULPATION AND INJUNCTION
PROVISIONS IN THE PLAN**

Please be advised that the Plan contains certain release, exculpation and injunction provisions, including:

Article VIII.C of the Plan contains the following Third-Party Releases

Notwithstanding anything contained in the Plan to the contrary, as of the Effective Date, each Releasing Party (other than the Debtors) is deemed to have released and discharged each Debtor and each Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership or operation thereof), any Securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court

restructuring efforts, any Avoidance Actions, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, solicitation, negotiation, or filing of the Disclosure Statement, the Plan, the Plan Supplement, or any contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post-Effective Date obligations of any party or Entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (b) any Person from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Releases, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Releases are: (a) consensual; (b) essential to the confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the Claims released by the Third-Party Releases; (e) in the best interests of the Debtors and their Estates; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for hearing; and (h) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Releases.

IF YOU DO NOT OPT OUT OF THE PLAN'S THIRD-PARTY RELEASES, YOU WILL BE DEEMED A RELEASING PARTY PROVIDING THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE VIII.C OF THE PLAN.

REGARDLESS OF WHETHER YOU ELECT TO OPT OUT OF THE PLAN'S THIRD-PARTY RELEASES, YOUR RECOVERY UNDER THE PLAN REMAINS UNAFFECTED.

IF YOU ELECT TO OPT-OUT OF THE PLAN'S THIRD-PARTY RELEASES, YOU WILL NOT BE A "RELEASED PARTY" UNDER THE PLAN.

Item 1. Opting Out.

The undersigned Holder of the Claim elects to:

OPT-OUT of the voluntary release in Article VIII.C of the Plan

Item 2. Certifications.

By signing this Election Form, the undersigned entity certifies to the Court and the Debtors that:

- (i) the entity is either (i) the Holder of the Claims in Class 1, 2, or 3, or (ii) an authorized signatory for an entity that is the Holder of Claims in Class 1, 2, or 3; and
- (ii) the entity acknowledges that the entity is opting out of the release in Article VIII.C of the Plan.

NAME OF VOTER: _____

SIGNATURE: _____

BY: _____
(If appropriate)

TITLE: _____
(If appropriate)

ADDRESS: _____

TEL. NO. () _____ - _____ DATE: _____

IF YOU HAVE ANY QUESTIONS REGARDING THIS ELECTION FORM, OR IF YOU NEED AN ELECTION FORM OR ADDITIONAL COPIES OF THE PLAN, DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT, KCC, VIA EMAIL AT MPIIinfo@KCCLLC.COM AND REFERENCE "MPII SOLICITATION" IN THE SUBJECT LINE OR BY TELEPHONE BY CALLING (888) 733-1416 (U.S./CANADA TOLL-FREE), OR (310) 751-2630 (INTERNATIONAL/LOCAL (TOLL) NUMBER).

IN ORDER FOR YOUR ELECTION FORM TO COUNT, PLEASE COMPLETE, SIGN AND DATE THE ELECTION FORM AND RETURN IT SO THAT IT IS RECEIVED BY THE SOLICITATION AGENT ON OR BEFORE THE VOTING DEADLINE TO THE ADDRESS PROVIDED BELOW.

If by first-class mail, personal delivery or overnight mail, to:

**MPII Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway
Suite 300
El Segundo, CA 90245**

Alternatively, you may submit your Election Form via the Solicitation Agent's online portal. Please visit <http://www.kccllc.net/mpii> and click on the "Submit Electronic Ballot or Election Form" section of the website and follow the instructions to submit your Election Form.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Election Form:

Unique Electronic Election Form ID #: _____

Unique Electronic Election Form PIN #: _____

Parties who submit an Election Form using the Solicitation Agent's online portal should NOT also submit a paper Election Form.

ELECTION FORMS SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE EFFECTIVE.

This Election Form must be received by the Solicitation Agent by November 19, 2021 at 5:00 p.m. (Eastern Time) (the "Voting Deadline"), unless the Debtor or the Court extends the period during which votes will be accepted by the Debtor, in which case the term "Voting Deadline" shall mean the last time and date to which such date is extended. Please review the enclosed instructions in connection with completing this Election Form.

INSTRUCTIONS FOR COMPLETING THIS ELECTION FORM

1. Capitalized terms used in this Election Form or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan.
2. **To ensure that your Election Form is acknowledged**, you must: (a) complete this Election Form; (b) clearly indicate your decision to opt out of the release in Article VIII.C of the Plan by checking the box in Item 1 of this Election Form and (c) sign and return this Election Form to the address printed on the enclosed pre-addressed, postage pre-paid return envelope or submit the Election Form via the Solicitation Agent's e-ballot system so that it is actually received by the Debtors' Solicitation Agent on or before the Voting Deadline, which is **November 19, 2021 at 5:00 p.m. (Eastern Time)**.
3. If an Election Form is received after the Voting Deadline and if the Voting Deadline is not extended, it will **NOT** be acknowledged. Additionally, the following Election Forms will **NOT** be acknowledged:
 - Election Forms sent to the Debtors, the Debtors' agents (other than the Solicitation Agent) or the Debtors' financial or legal advisors;
 - Election Forms sent by facsimile, email or any other electronic means (other than the Solicitation Agent's e-ballot platform);
 - any Election Form that is illegible or contains insufficient information to identify the Holder of the Claim; and/or
 - any unsigned Election Form.
4. The method of delivery of Election Forms to the Debtors' Solicitation Agent is at the election and risk of each Holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Debtors' Solicitation Agent **actually receives** the original executed Election Form.
5. Please be sure to sign and date your Election Form. If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Debtors' Solicitation Agent, the Debtors or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to this Election Form.
6. You do not need to submit this Election Form if you do not wish to opt out of the release in Article VIII.C of the Plan.

PLEASE RETURN YOUR ELECTION FORM PROMPTLY IF YOU WISH TO OPT OUT OF THE RELEASES IN ARTICLE VIII.C OF THE PLAN.

Exhibit G

Notice of Plan Supplement

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Counsel to the Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
MatlinPatterson Global Opportunities Partners II L.P., <i>et al.</i>,	)	Case No. 21-11255 (DSJ)
Debtors. ¹	)	(Jointly Administered)
)	

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE that on [●], 2021, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) entered its *Order (I) Approving the Disclosure Statement; (II) Establishing a Voting Record Date; (III) Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases; (IV) Establishing a Schedule for Objections to Litigation Claims and Hearing Case Motions; (V) Approving Solicitation Packages and Solicitation Procedures; (VI) Approving the Forms of Ballots; (VII) Establishing Voting and Tabulation Procedures; and (VIII) Establishing Notice and a Schedule for Confirmation of the Plan* (the “**Disclosure Statement Approval Order**”). Among other things, the Disclosure Statement Approval Order approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) filed by the above-referenced Debtors and debtors-in-possession (the “**Debtors**”). You are being

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.

provided this notice with respect to the *Debtors' Joint Chapter 11 Plan of Liquidation* (as may be amended, modified or supplemented, the "**Plan**").²

PLEASE TAKE NOTICE that on the date hereof, the Debtors filed the Plan Supplement with the Court, which contains the following documents:

- [_____]

PLEASE TAKE NOTICE that the Court has set **December 7, 2021 at 10:00 a.m. (Eastern Time)** as the date and time for the hearing on confirmation of the Plan and to consider any objections to the Plan. The confirmation hearing will be held before the Honorable David S. Jones, United States Bankruptcy Court for the Southern District of New York. The hearing may be adjourned by the Debtors or the Court without further notice other than by announcement in open court and/or notice(s) of adjournment filed on the docket with the Court's permission. In addition, the Plan may be modified without further notice prior to or as a result of the confirmation hearing and thereafter, as otherwise provided in the Bankruptcy Code.

PLEASE TAKE NOTICE that copies of the contents of the Plan Supplement, as well as other documents filed in these Chapter 11 Cases, may be obtained (i) for a nominal fee from the Court's electronic docket for the Debtors' Chapter 11 Cases at <https://www.ecf.sdnj.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov), or (ii) free of charge by accessing the website of the Debtors' Solicitation Agent, <http://www.kccllc.net/mpij>. In addition, any party entitled to receive a copy of the Plan Supplement may request an electronic copy on a USB flash drive or a paper copy from the Solicitation Agent by (i) visiting the Debtors' restructuring website at <http://www.kccllc.net/mpij>, (ii) calling (888) 733-1416 (U.S./Canada toll-free) or (310) 751-2630 (International/Local (Toll) number) or (iii) e-mailing (MPIIinfo@kccllc.com). Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, materials filed in these Chapter 11 Cases, but may not advise you as to legal matters.

² Capitalized terms used but not defined in this notice shall have the meaning ascribed to them in the Plan.

Dated: [●], 2021
New York, NY

SIMPSON THACHER & BARTLETT LLP

/s/

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-and-

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