

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

In re:

LINC USA GP, et al.,¹

Debtors.

CHAPTER 11

Case No. 16-32689 (DRJ)

(Jointly Administered)

**CERTIFICATION OF ANGELA M. NGUYEN WITH
RESPECT TO THE TABULATION OF VOTES ON THE JOINT PLAN OF
LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Angela M. Nguyen, depose and say under the penalty of perjury:

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

2. Patrick Leathem, Senior Consultant for KCC, also assisted in the service and tabulation described herein.

3. On June 21, 2016, the Court entered the *Order Authorizing the Retention and Appointment of Kurtzman Carson Consultants LLC as Notice, Claims and Balloting Agent* [Docket No. 133].

4. On January 9, 2017, the Court entered the *Order (A) Granting Conditional Approval of Adequacy of Disclosure Statement, (B) Approving Solicitation Materials and Procedures, (C) Approving Plan Confirmation Schedule, (D) Setting a Consolidated Hearing on Final Approval of Disclosure Statement and Confirmation of Debtors' Joint*

¹ The Debtors in these chapter cases, along with the last four digits of each Debtor’s federal tax identification number, are: Linc Energy Finance (USA), Inc. (6684); Linc USA GP (5234); Linc Energy Resources, Inc. (9613); Linc Gulf Coast Petroleum, Inc. (6790); Linc Energy Petroleum (Louisiana), LLC (1074); Linc Alaska Resources, LLC (2362); Paen Insula Holdings, LLC (1681); Linc Energy Petroleum (Wyoming), Inc. (9859); Diasu Holdings, LLC (9626); Diasu Oil & Gas Company, Inc. (8926); and Linc Energy Operations, Inc. (5806).



Chapter 11 Plan of Liquidation and (E) Granting Related Relief [Docket No. 467] (the “**Disclosure Statement Order**”) establishing, among other things, certain solicitation and voting tabulation procedures.

5. KCC worked with the Debtors and their counsel to solicit votes to accept or reject the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. 482] (the “**Plan**”) and to tabulate the ballots of creditors voting to accept or reject the Plan. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge. I am authorized to submit this Certification on behalf of KCC.

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

A. Service and Transmittal of Solicitation Packages and Related Information

7. On January 12, 2017, KCC caused to be served the Confirmation Hearing Notice on the creditor matrix and all other parties required to receive such notice pursuant to the Disclosure Statement Order. Furthermore, on January 12, 2017, KCC caused to be served Solicitation Packages (as defined in the Disclosure Statement Order) on all known members of Classes 3, 4, and 5 in accordance with the Disclosure Statement Order. Additionally, an affidavit evidencing the service of the foregoing was filed with the Court on January 23, 2017 [Docket No. 502]. Supplemental affidavits were filed with the Court on January 27, 2017 and February 3, 2017 [Docket Nos. 513 and 518].

8. On January 12, 2017, KCC posted links to the electronic versions of the Confirmation Hearing Notice, Disclosure Statement Order, Disclosure Statement and Plan on the public access website at www.kccllc.net/linc.

9. On January 19, 2017, the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Liquidation Plan for the Debtors, (B) Combined Hearing to Consider Approval of Disclosure Statement and Confirmation of Plan and (C) Related Matters and Procedures* (the “**Combined Hearing Notice**”) was published in the *Houston Chronicle and The New York Times (National Edition)*. Affidavits evidencing the publication of the Combined Hearing Notice in the respective publications listed were filed with the Court on January 23, 2017 [Docket Nos. 503 and 504].

B. The Tabulation Process

10. The Disclosure Statement Order established (i) January 9, 2017 as the “**Voting Record Date**” for determining which creditors and holders of interests were entitled to receive Solicitation Packages and, where applicable, vote on the Plan. Pursuant to the Disclosure Statement Order, holders of Claims in Class 3 (First Lien Note Claims), Class 4 (Second Lien Note Claims), and Class 5 (General Unsecured Claims) (collectively, the “**Voting Classes**”) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

11. Pursuant to the Disclosure Statement Order, KCC relied on the Debtors’ Schedules of Assets and Liabilities and the Claims information pertaining to the Debtors’ Chapter 11 Cases as reflected in KCC’s systems in order to identify the holders of Claims entitled to vote to accept or reject the Plan.

12. KCC also relied on a security position report provided by The Depository Trust Company (“**DTC**”) as of the Voting Record Date to identify the bank and

brokerage firms (the “**Nominees**”) that hold such Note Claims on behalf of underlying beneficial owners.

13. Using the information outlined above, and with specific guidance and approval from the Debtors’ counsel, KCC created a voting database reflecting the names of holders in the Voting Classes, addresses of such holders, voting amounts and classification of Claims in the Voting Classes.

14. Using its KCC CaseView voting database (“**KCC CaseView**”), KCC generated ballots for holders of Claims entitled to vote to accept or reject the Plan. The Disclosure Statement Order established February 6, 2017 as the deadline for receiving ballots to accept or reject the Plan (the “**Voting Deadline**”).

15. For the Note Claims, KCC provided solicitation packages to the Nominees appearing on the security position report received from DTC, or the Nominees’ agents, for subsequent forwarding to the underlying beneficial owners of Note Claims. KCC also provided a Master Ballot to each Nominee, or its agent, for their use in reporting the voting of the underlying beneficial owners.

16. Pursuant to the Disclosure Statement Order, KCC received and tabulated ballots as follows: (a) each returned paper ballot was opened and inspected at KCC’s offices; (b) paper ballots were date-stamped and scanned into KCC CaseView; (c) each e-Ballot was electronically received and processed; and (d) all ballots received on or before the Voting Deadline were then entered into KCC CaseView and tabulated in accordance with the tabulation rules outlined in the Disclosure Statement Order.

17. For the Note Claims, Master Ballots were tabulated against the Voting Record Date security position amounts appearing for each Nominee as listed on the security position report received from DTC.

18. Set forth below is a summary of the voting results with respect to the Voting Classes tabulated on a consolidated basis:

Total Ballots Received			
Accept		Reject	
Number	Amount	Number	Amount
Class 3 – First Lien Note Claims			
21 (100%)	\$124,670,000.00 (100%)	0 (0%)	\$0.00 (0.00%)
Class 4 – Second Lien Note Claims			
28 (66.67%)	\$190,715,450.00 (88.05%)	14 (33.33%)	\$25,882,300.00 (11.95%)
Class 5 – General Unsecured Claims			
80 (98.77%)	\$3,029,151.04 (98.39%)	1 (1.23%)	\$49,679.38 (1.61%)

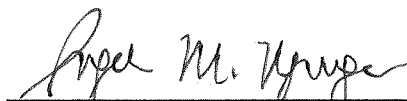
19. The final Ballot Report containing the consolidated summary Ballot Report of the Voting Classes is annexed hereto as Exhibit A.

20. KCC also examined each valid ballot to determine which creditors opted out of the release provided in Section 10.02 of the Plan (the “Release Opt Out”). Based on this review, approximately 43 holders of Claims in the aggregate selected the Release Opt Out.

Conclusion

To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: February 8, 2016



Angela M. Nguyen

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 8th day of February, 2017, by Angela M. Nguyen, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature: 



Exhibit A

Exhibit A

Class Name	Class Description	Total Members	Members Opting Out	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total \$ in Class	Total \$ Voted	\$ Accepted	\$ Rejected	\$ Abstained	% \$ Accepted	% \$ Rejected
3	First Lien Note Claims	NA	2	21	21	0	0	100.00	0.00	\$125,000,000.00	\$124,670,000.00	\$124,670,000.00	\$0.00	\$0.00	100.00	0.00
4	Second Lien Note Claims	NA	27	42	28	14	0	66.67	33.33	\$283,550,000.00	\$216,597,750.00	\$190,715,450.00	\$25,882,300.00	\$0.00	88.05	11.95
5	General Unsecured	317	14	81	80	1	0	98.77	1.23	\$9,538,745.28	\$3,078,830.42	\$3,029,151.04	\$49,679.38	\$0.00	98.39	1.61