

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re: : Chapter 11
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PARAGON OFFSHORE PLC, *et al.*, : Case No. 16-10386 (CSS)
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Debtors.¹ : Jointly Administered
:

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**CERTIFICATION OF JAMES LEE WITH
RESPECT TO THE TABULATION OF VOTES
ON THE FIFTH JOINT CHAPTER 11 PLAN OF
PARAGON OFFSHORE PLC AND ITS AFFILIATED DEBTORS**

I, James Lee, depose and say under the penalty of perjury:

1. I am a Senior Managing Consultant of Corporate Restructuring Services and Public Securities Services, employed by Kurtzman Carson Consultants LLC (“KCC”), located at 1290 Avenue of the Americas, 9th Floor, New York, NY 10104. I am over the age of 18 and not a party to this action.

2. David Hartie, the Managing Director of Public Securities Services for KCC, also assisted in the service and tabulation described herein.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Paragon Offshore plc (in administration) (6017); Paragon Offshore Finance Company (6632); Paragon International Finance Company (8126); Paragon Offshore Holdings US Inc. (1960); Paragon Offshore Drilling LLC (4541); Paragon FDR Holdings Ltd. (4731); Paragon Duchess Ltd.; Paragon Offshore (Luxembourg) S.à r.l. (5897); PGN Offshore Drilling (Malaysia) Sdn. Bhd. (9238); Paragon Offshore (Labuan) Pte. Ltd. (3505); Paragon Holding SCS 2 Ltd. (4108); Paragon Asset Company Ltd. (2832); Paragon Holding SCS 1 Ltd. (4004); Paragon Offshore Leasing (Luxembourg) S.à r.l. (5936); Paragon Drilling Services 7 LLC (7882); Paragon Offshore Leasing (Switzerland) GmbH (0669); Paragon Offshore do Brasil Ltda.; Paragon Asset (ME) Ltd. (8362); Paragon Asset (UK) Ltd.; Paragon Offshore International Ltd. (6103); Paragon Offshore (North Sea) Ltd.; Paragon (Middle East) Limited (0667); Paragon Holding NCS 2 S.à r.l. (5447); Paragon Leonard Jones LLC (8826); Paragon Offshore (Nederland) B.V.; and Paragon Offshore Contracting GmbH (2832). The Debtors’ mailing address is 3151 Briarpark Drive, Suite 700, Houston, Texas 77042. Neville Barry Kahn and David Philip Soden, each of Deloitte LLP, are the joint administrators of Paragon Offshore plc (in administration) (the “**Joint Administrators**”). The affairs, business and property of Paragon Offshore plc (in administration) are managed by the Joint Administrators.



3. On February 17, 2016, the Court entered the *Order Authorizing the Appointment and Retention of Kurtzman Carson Consultants LLC as Claims and Noticing Agent to the Debtors Nunc Pro Tunc to the Petition Date Pursuant to 28 U.S.C. § 156(c) and Local Rule 2002-1(f)* [Docket No. 71].

4. On April 5, 2016, the Court entered the *Order Authorizing Debtors to Appoint and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1* [Docket No. 226].

5. On May 2, 2017 the Court entered the *Order (I) Approving Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing and (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan Pursuant to Sections 105, 502, 1125, 1126, and 1128 of the Bankruptcy Code and Bankruptcy Rules 2002, 3003, 3017, 3018, 3020, and 9006 and Local Rules 2002-1, 3017-1, and 9006-1* [Docket No. 1456] (the “**Disclosure Statement Order**”). Consistent with the Disclosure Statement Order, KCC solicited votes to accept or reject the *Fifth Joint Chapter 11 Plan of Paragon Offshore PLC and Its Affiliated Debtors* [Docket No. 1459] (as may be amended, supplemented or modified from time to time, the “**Plan**”).

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

A. Service and Transmittal of Solicitation Packages and Related Information

7. On May 5, 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. KCC also caused to be served the Confirmation Hearing Notice and Notice of Non-Voting Status on members of Classes 1, 2, 7 and 8 and other non-voting claimants. Additionally, 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. Affidavits evidencing the service of the foregoing was filed with the Court on May 9, 2017 [Docket No. 1475] and May 30, 2017 [Docket No. 1554].

B. The Tabulation Process

8. Pursuant to the Disclosure Statement Order, holders of Claims in Class 3 (Secured Lender Claims), Class 4 (Senior Notes 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. The Disclosure Statement Order established April 28, 2017 as the record date (the “**Record Date**”) for determining which creditors and holders of interests were entitled to receive the Solicitation Packages and, where applicable, vote on the Plan.

9. KCC relied upon information provided by counsel to the Revolving Credit Facility Agent² and counsel to the Term Loan Agent³ to the Debtors’ counsel to identify the holders of Claims in Class 3 entitled to vote to accept or reject the Plan.

² As defined in the Plan, the Revolving Credit Agreement Agent means JPMorgan Chase Bank, N.A., solely in its capacities as administrative agent under the Revolving Credit Agreement and as collateral agent with respect to the Revolving Credit Facility and the Secured Term Loan Facility, and together with any of its successors in such capacities.

³ As defined in the Plan, the Term Loan Agent means Cortland Capital Market Services LLC, solely in its capacity as successor administrative agent under the Term Loan Agreement, and together with any of its successors in such capacity.

10. KCC also relied on a security position report provided by The Depository Trust Company (“**DTC**”) as of the Record Date to identify the banks and brokerage firms (the “**Nominees**”) that hold Class 4 Senior Notes Claims on behalf of underlying beneficial owners.

11. 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.

12. Using its KCC CaseView voting database (“**KCC CaseView**”), KCC generated ballots for holders of Class 3 and Class 5 Claims entitled to vote to accept or reject the Plan.

13. For the Senior Notes Claims in Class 4, 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 Senior Notes 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.

14. The Disclosure Statement Order established May 31, 2017 at 5:00 p.m. (prevailing Eastern Time) as the deadline for receiving ballots to accept or reject the Plan (the “**Voting Deadline**”). 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) ballots were date-stamped and scanned into KCC CaseView; and (c) 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.

15. For the Senior Notes Claims in Class 4, Master Ballots were tabulated against the Record Date security position amounts appearing for each Nominee as listed on the security position report received from DTC.

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

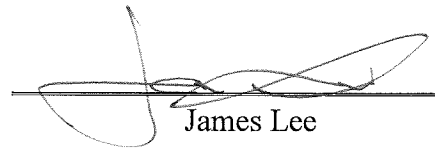
Total Ballots Received			
Accept		Reject	
Number	Amount	Number	Amount
Class 3 – Secured Lender Claims			
173 (99.43%)	\$1,172,564,443.38 (99.16%)	1 (0.57%)	\$9,875,000.00 (0.84%)
Class 4 – Senior Notes Claims			
99 (97.06%)	\$921,803,080.65 (99.55%)	3 (2.94%)	\$4,156,934.00 (0.45%)
Class 5 – General Unsecured Claims			
0 (0.00%)	\$0.00 (0.00%)	2 (100.00%)	\$7,498,003.67 (100.00%)

17. The final Ballot Report containing the consolidated summary Ballot Report of the Voting Classes is annexed hereto as Exhibit A. The detailed Ballot Report for Voting Class 3 is attached to this Certification as Exhibit B-1. The detailed Ballot Report for Voting Class 5 is attached to this Certification as Exhibit B-2. Attached as Exhibit C to this Certification is a report of ballots that were not included in the above tabulation because they did not satisfy the requirements for a valid ballot as set forth in the Disclosure Statement Order.

Conclusion

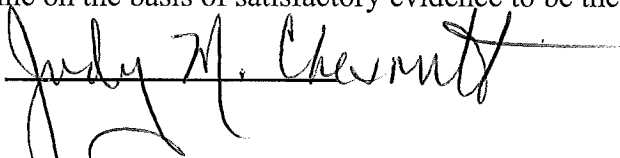
To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: June 1, 2017


James Lee

State of New York
County of New York

Subscribed and sworn to (or affirmed) before me on this 1st day of June, 2017, by James Lee, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature: 

JUDY M. CHESNUTT
Notary Public, State of New York
No. 01CH5029474
Qualified in Kings County
Commission Expires June 20, 2018

Exhibit A

Summary Ballot Report by Class

Class	Class Description	Total Members	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total \$ in Class	Total \$ Voted	\$ Accepted	\$ Rejected	% \$ Accepted	% \$ Rejected
3	Secured Lender Claims	241	4	174	173	1	99.43%	0.57%	\$1,419,605,084.00	\$1,182,439,443.38	\$1,172,564,443.38	\$9,875,000.00	99.16%	0.84%
4	Senior Notes Claims	N/A	1	102	99	3	97.06%	2.94%	\$1,020,750,383.68	\$925,960,014.65	\$921,803,080.65	\$4,156,934.00	99.55%	0.45%
5	General Unsecured Claims	22	1	2	0	2	0.00%	100.00%	\$32,099,154.18	\$7,498,003.67	\$0.00	\$7,498,003.67	0.00%	100.00%

Exhibit B-1

Class 3: Secured Lender Claims

Creditor Name	Date Received	Voting Amount	Total Votes	Votes Accept	Votes Reject	Total Dollars	Dollars Accept	Dollars Reject	Vote on the Plan	Opt Out of Releases
A VOCE CLO, LTD	5/26/2017	\$559,993.21	1	1	0	\$559,993.21	\$559,993.21	\$0.00	Accept	No
AGF FLOATING RATE INCOME FUND	5/19/2017	\$370,312.50	1	1	0	\$370,312.50	\$370,312.50	\$0.00	Accept	No
AIG Flexible Credit Fund (FKA SUNAMERICA FLEXIBLE CREDIT FUND)	5/24/2017	\$263,655.08	1	1	0	\$263,655.08	\$263,655.08	\$0.00	Accept	No
AMERICAN GENERAL LIFE INSURANCE COMPANY	5/26/2017	\$323,977.27	1	1	0	\$323,977.27	\$323,977.27	\$0.00	Accept	No
AMERICAN HOME ASSURANCE COMPANY	5/26/2017	\$95,725.73	1	1	0	\$95,725.73	\$95,725.73	\$0.00	Accept	No
ARGO RE LTD	5/30/2017	\$294,562.50	1	1	0	\$294,562.50	\$294,562.50	\$0.00	Accept	No
ARGONAUT INSURANCE COMPANY	5/30/2017	\$284,562.50	1	1	0	\$284,562.50	\$284,562.50	\$0.00	Accept	No
Arrowood Indemnity Company	5/25/2017	\$1,387,894.08	1	1	0	\$1,387,894.08	\$1,387,894.08	\$0.00	Accept	No
Arrowood Indemnity Company as administrator of the Pension Plan of Arrowood Indemnity Company	5/25/2017	\$652,284.03	1	1	0	\$652,284.03	\$652,284.03	\$0.00	Accept	No
BABSON CAPITAL FLOATING RATE INCOME MASTER FUND, L.P.	5/25/2017	\$2,526,914.06	1	1	0	\$2,526,914.06	\$2,526,914.06	\$0.00	Accept	No
BABSON CAPITAL LOAN STRATEGIES MASTER FUND LP	5/25/2017	\$1,745,030.42	1	1	0	\$1,745,030.42	\$1,745,030.42	\$0.00	Accept	No
BABSON CLO LTD. 2012-II	5/25/2017	\$503,356.06	1	1	0	\$503,356.06	\$503,356.06	\$0.00	Accept	No
Babson CLO Ltd. 2013-I	5/25/2017	\$1,999,174.46	1	1	0	\$1,999,174.46	\$1,999,174.46	\$0.00	Accept	No
BABSON CLO LTD. 2013-II	5/25/2017	\$1,620,666.26	1	1	0	\$1,620,666.26	\$1,620,666.26	\$0.00	Accept	No
BABSON CLO LTD. 2014-I	5/25/2017	\$3,953,100.97	1	1	0	\$3,953,100.97	\$3,953,100.97	\$0.00	Accept	No
BABSON CLO LTD. 2014-II	5/25/2017	\$2,464,883.57	1	1	0	\$2,464,883.57	\$2,464,883.57	\$0.00	Accept	No
Babson CLO Ltd. 2014-III	5/25/2017	\$1,690,509.67	1	1	0	\$1,690,509.67	\$1,690,509.67	\$0.00	Accept	No
BABSON CLO LTD. 2015-I	5/25/2017	\$970,407.59	1	1	0	\$970,407.59	\$970,407.59	\$0.00	Accept	No
Bank of America, N.A.	5/31/2017	\$244,660,928.00	1	1	0	\$244,660,928.00	\$244,660,928.00	\$0.00	Accept	No
BANK OF AMERICA, N.A.	5/31/2017	\$18,628,169.44	1	1	0	\$18,628,169.44	\$18,628,169.44	\$0.00	Accept	No
Barclays Bank PLC	5/30/2017	\$74,532,464.00	1	1	0	\$74,532,464.00	\$74,532,464.00	\$0.00	Accept	No
Barclays Bank PLC	5/30/2017	\$16,145,803.95	1	1	0	\$16,145,803.95	\$16,145,803.95	\$0.00	Accept	No
Barings Global Credit Income Opportunities Fund (f.k.a. BABSON GLOBAL CREDIT INCOME OPPORTUNITIES FUND)	5/25/2017	\$479,873.64	1	1	0	\$479,873.64	\$479,873.64	\$0.00	Accept	No
Barings Global Floating Rate Fund (f.k.a. BABSON GLOBAL FLOATING RATE FUND)	5/25/2017	\$545,862.99	1	1	0	\$545,862.99	\$545,862.99	\$0.00	Accept	No
Barings Global High Yield Credit Strategies Limited (f.k.a. BABSON CAPITAL CREDIT 1 LIMITED)	5/25/2017	\$3,293,422.01	1	1	0	\$3,293,422.01	\$3,293,422.01	\$0.00	Accept	No
Barings Global Loan Limited (f.k.a. BABSON CAPITAL GLOBAL LOANS LIMITED)	5/25/2017	\$47,329,989.85	1	1	0	\$47,329,989.85	\$47,329,989.85	\$0.00	Accept	No

Class 3: Secured Lender Claims

Creditor Name	Date Received	Voting Amount	Total Votes	Votes Accept	Votes Reject	Total Dollars	Dollars Accept	Dollars Reject	Vote on the Plan	Opt Out of Releases
Barings Global Special Situations Credit 1 Limited (f.k.a. BABSON CAPITAL LOANS 1 LIMITED)	5/25/2017	\$1,697,100.16	1	1	0	\$1,697,100.16	\$1,697,100.16	\$0.00	Accept	No
BCGSS 2 S.AR.L	5/25/2017	\$6,535,639.79	1	1	0	\$6,535,639.79	\$6,535,639.79	\$0.00	Accept	No
BENEFIT STREET PARTNERS CLO II, LTD.	5/31/2017	\$824,562.50	1	1	0	\$824,562.50	\$824,562.50	\$0.00	Accept	No
BENEFIT STREET PARTNERS CLO III, LTD.	5/31/2017	\$822,587.50	1	1	0	\$822,587.50	\$822,587.50	\$0.00	Accept	No
BENEFIT STREET PARTNERS CLO IV, LTD.	5/31/2017	\$821,600.00	1	1	0	\$821,600.00	\$821,600.00	\$0.00	Accept	No
BENEFIT STREET PARTNERS CLO V, LTD.	5/31/2017	\$4,937,500.00	1	1	0	\$4,937,500.00	\$4,937,500.00	\$0.00	Accept	No
BENEFIT STREET PARTNERS CLO VI, LTD.	5/31/2017	\$2,962,500.00	1	1	0	\$2,962,500.00	\$2,962,500.00	\$0.00	Accept	No
BLUE HILL CLO, LTD.	5/26/2017	\$467,035.02	1	1	0	\$467,035.02	\$467,035.02	\$0.00	Accept	No
BOC PENSION INVESTMENT FUND	5/26/2017	\$248,250.23	1	1	0	\$248,250.23	\$248,250.23	\$0.00	Accept	No
CATAMARAN CLO 2012-1 LTD.	5/15/2017	\$2,962,500.00	1	1	0	\$2,962,500.00	\$2,962,500.00	\$0.00	Accept	No
CATAMARAN CLO 2014-1 LTD.	5/15/2017	\$493,750.00	1	1	0	\$493,750.00	\$493,750.00	\$0.00	Accept	No
CATAMARAN CLO 2014-2 LTD.	5/15/2017	\$4,443,750.00	1	1	0	\$4,443,750.00	\$4,443,750.00	\$0.00	Accept	No
Citibank, N.A.	5/24/2017	\$64,810,840.00	1	1	0	\$64,810,840.00	\$64,810,840.00	\$0.00	Accept	No
CM LIFE INSURANCE COMPANY	5/25/2017	\$296,951.95	1	1	0	\$296,951.95	\$296,951.95	\$0.00	Accept	No
COLUMBIA FUNDS VARIABLE SEREIS TRUST II-VARIABLE PORTFOLIO - EATON VANCE FLOATING-RATE INCOME FUND	5/19/2017	\$666,562.50	1	1	0	\$666,562.50	\$666,562.50	\$0.00	Accept	No
CREDIT SUISSE LOAN FUNDING LLC	5/30/2017	\$12,500,000.01	1	1	0	\$12,500,000.01	\$12,500,000.01	\$0.00	Accept	No
Cross Sound Energy Opportunity Fund LP	5/25/2017	\$32,181,055.67	1	1	0	\$32,181,055.67	\$32,181,055.67	\$0.00	Accept	No
Crown Point CLO Ltd.	5/18/2017	\$1,975,000.00	1	1	0	\$1,975,000.00	\$1,975,000.00	\$0.00	Accept	No
CSAA Insurance Exchange	5/30/2017	\$449,312.50	1	1	0	\$449,312.50	\$449,312.50	\$0.00	Accept	No
Deutsche Bank AG New York Branch	5/30/2017	\$74,532,464.00	1	1	0	\$74,532,464.00	\$74,532,464.00	\$0.00	Accept	No
DIVERSIFIED CREDIT PORTFOLIO LTD	5/26/2017	\$718,211.63	1	1	0	\$718,211.63	\$718,211.63	\$0.00	Accept	No
DOLL TRUST FOR QUALIFIED INSTITUTIONAL INVESTORS	5/26/2017	\$493,750.00	1	1	0	\$493,750.00	\$493,750.00	\$0.00	Accept	No
DUNHAM FLOATING RATE BOND FUND	5/24/2017	\$174,257.86	1	1	0	\$174,257.86	\$174,257.86	\$0.00	Accept	No
EASTSPRING INVESTMENTS US BANK LOAN SPECIAL ASSET MOTHER INV TR LOAN CLAIM	5/12/2017	\$296,250.00	1	1	0	\$296,250.00	\$296,250.00	\$0.00	Accept	No
EATON VANCE FLOATING RATE PORTFOLIO	5/19/2017	\$23,179,149.44	1	1	0	\$23,179,149.44	\$23,179,149.44	\$0.00	Accept	No
EATON VANCE FLOATING-RATE INCOME PLUS FUND	5/19/2017	\$222,187.50	1	1	0	\$222,187.50	\$222,187.50	\$0.00	Accept	No
EATON VANCE FLOATING-RATE INCOME TRUST	5/19/2017	\$938,125.00	1	1	0	\$938,125.00	\$938,125.00	\$0.00	Accept	No

Class 3: Secured Lender Claims

Creditor Name	Date Received	Voting Amount	Total Votes	Votes Accept	Votes Reject	Total Dollars	Dollars Accept	Dollars Reject	Vote on the Plan	Opt Out of Releases
EATON VANCE INSTITUTIONAL SENIOR LOAN FUND	5/19/2017	\$11,430,312.50	1	1	0	\$11,430,312.50	\$11,430,312.50	\$0.00	Accept	No
EATON VANCE INTERNATIONAL (CAYMAN ISLANDS) FLOATING-RATE INCOME PORTFOLIO	5/19/2017	\$666,562.50	1	1	0	\$666,562.50	\$666,562.50	\$0.00	Accept	No
EATON VANCE LIMITED DURATION INCOME FUND	5/19/2017	\$1,110,937.50	1	1	0	\$1,110,937.50	\$1,110,937.50	\$0.00	Accept	No
EATON VANCE SENIOR FLOATING RATE TRUST	5/19/2017	\$839,375.00	1	1	0	\$839,375.00	\$839,375.00	\$0.00	Accept	No
EATON VANCE SENIOR INCOME TRUST	5/19/2017	\$419,687.50	1	1	0	\$419,687.50	\$419,687.50	\$0.00	Accept	No
EATON VANCE SHORT DURATION DIVERSIFIED INCOME FUND	5/19/2017	\$148,125.00	1	1	0	\$148,125.00	\$148,125.00	\$0.00	Accept	No
EATON VANCE VARIABLE TRUST FLOATING RATE INCOME FUND	5/19/2017	\$641,875.00	1	1	0	\$641,875.00	\$641,875.00	\$0.00	Accept	No
Goldman Sachs Lending Partners	5/31/2017	\$32,405,420.00	1	1	0	\$32,405,420.00	\$32,405,420.00	\$0.00	Accept	No
HARTFORD MULTI-ASSET INCOME FUND	5/31/2017	\$459,187.50	1	1	0	\$459,187.50	\$459,187.50	\$0.00	Accept	No
ICG US CLO 2014-1,LTD.	5/15/2017	\$1,481,250.00	1	1	0	\$1,481,250.00	\$1,481,250.00	\$0.00	Accept	No
ICG US CLO 2014-2, LTD	5/15/2017	\$2,962,500.00	1	1	0	\$2,962,500.00	\$2,962,500.00	\$0.00	Accept	No
INVESCO BL FUND, LTD.	5/26/2017	\$9,375.19	1	1	0	\$9,375.19	\$9,375.19	\$0.00	Accept	No
INVESCO DYNAMIC CREDIT OPPORTUNITIES	5/26/2017	\$1,406,711.53	1	1	0	\$1,406,711.53	\$1,406,711.53	\$0.00	Accept	No
INVESCO FLOATING RATE FUND	5/26/2017	\$2,525,461.47	1	1	0	\$2,525,461.47	\$2,525,461.47	\$0.00	Accept	No
INVESCO SENIOR INCOME TRUST	5/26/2017	\$1,268,478.53	1	1	0	\$1,268,478.53	\$1,268,478.53	\$0.00	Accept	No
INVESCO SENIOR LOAN FUND	5/26/2017	\$1,453,725.51	1	1	0	\$1,453,725.51	\$1,453,725.51	\$0.00	Accept	No
INVESCO ZODIAC FUNDS - INVESCO US SENIOR LOAN FUND	5/26/2017	\$4,324,869.55	1	1	0	\$4,324,869.55	\$4,324,869.55	\$0.00	Accept	No
JFIN CLO 2015 LTD.	5/31/2017	\$1,975,000.00	1	1	0	\$1,975,000.00	\$1,975,000.00	\$0.00	Accept	No
JMP CREDIT ADVISORS CLO II LTD.	5/23/2017	\$1,719,194.33	1	1	0	\$1,719,194.33	\$1,719,194.33	\$0.00	Accept	No
JMP CREDIT ADVISORS CLO III LTD.	5/23/2017	\$1,491,421.25	1	1	0	\$1,491,421.25	\$1,491,421.25	\$0.00	Accept	No
JNL/PPM AMERICA FLOATING RATE INCOME FUND	5/12/2017	\$1,185,000.00	1	1	0	\$1,185,000.00	\$1,185,000.00	\$0.00	Accept	No
John Hancock Funds II Short Duration Credit Opportunities Fund	5/15/2017	\$1,481,250.00	1	1	0	\$1,481,250.00	\$1,481,250.00	\$0.00	Accept	No
JPMorgan Chase Bank, N.A.	5/24/2017	\$74,532,464.00	1	1	0	\$74,532,464.00	\$74,532,464.00	\$0.00	Accept	No
KAISER FOUNDATION HOSPITALS	5/26/2017	\$290,868.20	1	1	0	\$290,868.20	\$290,868.20	\$0.00	Accept	No
KAISER PERMANENTE GROUP TRUST	5/26/2017	\$290,844.17	1	1	0	\$290,844.17	\$290,844.17	\$0.00	Accept	No
Kapitalforeningen Investin Pro, US Leveraged Loans I	5/26/2017	\$480,522.70	1	1	0	\$480,522.70	\$480,522.70	\$0.00	Accept	No
KVK CLO 2013-1 LTD.	5/31/2017	\$1,229,437.50	1	1	0	\$1,229,437.50	\$1,229,437.50	\$0.00	Accept	No
KVK CLO 2013-2 LTD.	5/31/2017	\$903,562.50	1	1	0	\$903,562.50	\$903,562.50	\$0.00	Accept	No
KVK CLO 2014-1 LTD.	5/31/2017	\$2,419,375.00	1	1	0	\$2,419,375.00	\$2,419,375.00	\$0.00	Accept	No
KVK CLO 2014-2 LTD.	5/31/2017	\$469,062.50	1	1	0	\$469,062.50	\$469,062.50	\$0.00	Accept	No

Class 3: Secured Lender Claims

Creditor Name	Date Received	Voting Amount	Total Votes	Votes Accept	Votes Reject	Total Dollars	Dollars Accept	Dollars Reject	Vote on the Plan	Opt Out of Releases
KVK CLO 2014-3 LTD.	5/31/2017	\$2,666,250.00	1	1	0	\$2,666,250.00	\$2,666,250.00	\$0.00	Accept	No
LEXINGTON INSURANCE COMPANY	5/26/2017	\$47,866.24	1	1	0	\$47,866.24	\$47,866.24	\$0.00	Accept	No
LIMEROCK CLO II, LTD.	5/26/2017	\$609,698.46	1	1	0	\$609,698.46	\$609,698.46	\$0.00	Accept	No
LIMEROCK CLO III, LTD	5/26/2017	\$606,659.27	1	1	0	\$606,659.27	\$606,659.27	\$0.00	Accept	No
LINDE PENSION PLAN TRUST	5/26/2017	\$74,807.95	1	1	0	\$74,807.95	\$74,807.95	\$0.00	Accept	No
Loomis Sayles Bond Fund	5/30/2017	\$8,124,987.64	1	1	0	\$8,124,987.64	\$8,124,987.64	\$0.00	Accept	No
Loomis Sayles CLO II, Ltd.	5/30/2017	\$3,324,912.50	1	1	0	\$3,324,912.50	\$3,324,912.50	\$0.00	Accept	No
Loomis Sayles Strategic Income Fund	5/30/2017	\$5,413,154.28	1	1	0	\$5,413,154.28	\$5,413,154.28	\$0.00	Accept	No
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY	5/25/2017	\$1,352,781.19	1	1	0	\$1,352,781.19	\$1,352,781.19	\$0.00	Accept	No
MET INVESTORS SERIES TRUST - MET/EATON VANCE FLOATING RATE PORTFOLIO	5/19/2017	\$839,375.00	1	1	0	\$839,375.00	\$839,375.00	\$0.00	Accept	No
METROPOLITAN SERIES FUND WMC BALANCED PORTFOLIO	5/31/2017	\$98,750.00	1	1	0	\$98,750.00	\$98,750.00	\$0.00	Accept	No
Morgan Stanley Senior Funding, Inc.	5/25/2017	\$1,638,841.41	1	1	0	\$1,638,841.41	\$1,638,841.41	\$0.00	Accept	No
MOUNTAIN VIEW CLO 2014-1 LTD.	5/31/2017	\$3,950,000.00	1	1	0	\$3,950,000.00	\$3,950,000.00	\$0.00	Accept	No
NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA	5/26/2017	\$95,728.67	1	1	0	\$95,728.67	\$95,728.67	\$0.00	Accept	No
NCRAM LOAN TRUST	5/31/2017	\$246,875.00	1	1	0	\$246,875.00	\$246,875.00	\$0.00	Accept	No
New York Life Insurance and Annuity Corporation	5/31/2017	\$3,209,375.00	1	1	0	\$3,209,375.00	\$3,209,375.00	\$0.00	Accept	No
NEW YORK LIFE INSURANCE COMPANY	5/31/2017	\$9,134,375.00	1	1	0	\$9,134,375.00	\$9,134,375.00	\$0.00	Accept	No
NOMAD CLO, LTD	5/26/2017	\$374,896.44	1	1	0	\$374,896.44	\$374,896.44	\$0.00	Accept	No
NOMURA BOND & LOAN FUND	5/31/2017	\$246,875.00	1	1	0	\$246,875.00	\$246,875.00	\$0.00	Accept	No
NORTH END CLO, LTD	5/26/2017	\$374,838.34	1	1	0	\$374,838.34	\$374,838.34	\$0.00	Accept	No
OAKTREE CLO 2014-1 LTD	5/30/2017	\$2,468,750.00	1	1	0	\$2,468,750.00	\$2,468,750.00	\$0.00	Accept	No
OAKTREE CLO 2014-2 LTD.	5/30/2017	\$2,822,500.00	1	1	0	\$2,822,500.00	\$2,822,500.00	\$0.00	Accept	No
OAKTREE EIF I SERIES A1, LTD	5/30/2017	\$865,708.33	1	1	0	\$865,708.33	\$865,708.33	\$0.00	Accept	No
Oaktree EIF II Series A1 Ltd	5/30/2017	\$3,952,500.00	1	1	0	\$3,952,500.00	\$3,952,500.00	\$0.00	Accept	No
OAKTREE EIF II SERIES A2 LTD	5/30/2017	\$3,105,000.00	1	1	0	\$3,105,000.00	\$3,105,000.00	\$0.00	Accept	No
OAKTREE EIF II SERIES B1 LTD.	5/30/2017	\$1,975,000.00	1	1	0	\$1,975,000.00	\$1,975,000.00	\$0.00	Accept	No
OAKTREE ENHANCED INCOME FUNDING SERIES IV, LT	5/30/2017	\$1,311,479.80	1	1	0	\$1,311,479.80	\$1,311,479.80	\$0.00	Accept	No
Oaktree Enhanced Income Funding, Ltd.	5/30/2017	\$65,808.08	1	1	0	\$65,808.08	\$65,808.08	\$0.00	Accept	No
OAKTREE SENIOR LOAN FUND LP	5/30/2017	\$3,908,260.73	1	1	0	\$3,908,260.73	\$3,908,260.73	\$0.00	Accept	No
Octagon High Income Master Fund Ltd.	5/26/2017	\$498,737.37	1	1	0	\$498,737.37	\$498,737.37	\$0.00	Accept	No
OCTAGON INVESTMENT PARTNERS XIV LTD.	5/26/2017	\$3,456,250.00	1	1	0	\$3,456,250.00	\$3,456,250.00	\$0.00	Accept	No
OCTAGON INVESTMENT PARTNERS XIX, LTD.	5/26/2017	\$2,221,875.00	1	1	0	\$2,221,875.00	\$2,221,875.00	\$0.00	Accept	No

Class 3: Secured Lender Claims

Creditor Name	Date Received	Voting Amount	Total Votes	Votes Accept	Votes Reject	Total Dollars	Dollars Accept	Dollars Reject	Vote on the Plan	Opt Out of Releases
OCTAGON INVESTMENT PARTNERS XV, LTD.	5/26/2017	\$1,975,000.00	1	1	0	\$1,975,000.00	\$1,975,000.00	\$0.00	Accept	No
OCTAGON INVESTMENT PARTNERS XVI, LTD.	5/26/2017	\$2,962,500.00	1	1	0	\$2,962,500.00	\$2,962,500.00	\$0.00	Accept	No
OCTAGON INVESTMENT PARTNERS XVII, LTD.	5/26/2017	\$1,728,125.00	1	1	0	\$1,728,125.00	\$1,728,125.00	\$0.00	Accept	No
OCTAGON INVESTMENT PARTNERS XVIII LTD.	5/26/2017	\$2,221,875.00	1	1	0	\$2,221,875.00	\$2,221,875.00	\$0.00	Accept	No
OCTAGON INVESTMENT PARTNERS XX, LTD	5/26/2017	\$987,500.00	1	1	0	\$987,500.00	\$987,500.00	\$0.00	Accept	No
OCTAGON INVESTMENT PARTNERS XXII LTD	5/26/2017	\$2,962,500.00	1	1	0	\$2,962,500.00	\$2,962,500.00	\$0.00	Accept	No
OCTAGON LOAN FUNDING LTD	5/26/2017	\$1,975,000.00	1	1	0	\$1,975,000.00	\$1,975,000.00	\$0.00	Accept	No
OCTAGON MULTI-STRATEGY CORPORATE CREDIT MASTER FUND LP	5/26/2017	\$997,474.75	1	1	0	\$997,474.75	\$997,474.75	\$0.00	Accept	No
OCTAGON PAUL CREDIT FUND SERIES I, LTD	5/26/2017	\$735,056.40	1	1	0	\$735,056.40	\$735,056.40	\$0.00	Accept	No
OCTAGON SENIOR SECURED CREDIT MASTER FUND LTD	5/26/2017	\$491,893.80	1	1	0	\$491,893.80	\$491,893.80	\$0.00	Accept	No
PACIFIC SELECT FUND FLOATING RATE LOAN PORTFOLIO	5/19/2017	\$715,937.50	1	1	0	\$715,937.50	\$715,937.50	\$0.00	Accept	No
RIVERNORTH/OAKTREE HIGH INCOME FUND	5/30/2017	\$227,125.00	1	1	0	\$227,125.00	\$227,125.00	\$0.00	Accept	No
SAFETY INSURANCE COMPANY	5/31/2017	\$311,062.50	1	1	0	\$311,062.50	\$311,062.50	\$0.00	Accept	No
SEASONS SERIES TRUST-DIVERSIFIED FIXED INCOME PORTFOLIO	5/31/2017	\$98,750.00	1	1	0	\$98,750.00	\$98,750.00	\$0.00	Accept	No
SENIOR DEBT PORTFOLIO	5/19/2017	\$9,112,162.42	1	1	0	\$9,112,162.42	\$9,112,162.42	\$0.00	Accept	No
SENTRY INSURANCE A MUTUAL COMPANY	5/26/2017	\$190,337.34	1	1	0	\$190,337.34	\$190,337.34	\$0.00	Accept	No
Silver Point Luxembourg Platform S.a.r.l.	5/26/2017	\$16,305,711.45	1	1	0	\$16,305,711.45	\$16,305,711.45	\$0.00	Accept	No
Sirene Global Investments LP	5/25/2017	\$7,601,887.52	1	1	0	\$7,601,887.52	\$7,601,887.52	\$0.00	Accept	No
Standard Chartered Bank	5/26/2017	\$48,608,132.00	1	1	0	\$48,608,132.00	\$48,608,132.00	\$0.00	Accept	No
Stone Harbor Global Funds PLC - Stone Harbor Leveraged Loan Portfolio	5/15/2017	\$987,500.00	1	1	0	\$987,500.00	\$987,500.00	\$0.00	Accept	No
Stone Harbor Leveraged Loan Fund LLC	5/15/2017	\$493,750.00	1	1	0	\$493,750.00	\$493,750.00	\$0.00	Accept	No
Sumitomo Mitsui Banking Corporation	5/26/2017	\$34,025,692.00	1	1	0	\$34,025,692.00	\$34,025,692.00	\$0.00	Accept	No
SUMITOMO MITSUI BANKING CORPORATION-NY	5/26/2017	\$9,875,000.00	1	1	0	\$9,875,000.00	\$9,875,000.00	\$0.00	Accept	No
SUNAMERICA SENIOR FLOATING RATE FUND INC	5/31/2017	\$987,500.00	1	1	0	\$987,500.00	\$987,500.00	\$0.00	Accept	No
TAIWAN COOPERATIVE BANK - SEATTLE BRANCH	5/19/2017	\$9,875,000.00	1	0	1	\$9,875,000.00	\$0.00	\$9,875,000.00	Reject	Yes
THE CITY OF NEW YORK GROUP TRUST	5/26/2017	\$250,760.88	1	1	0	\$250,760.88	\$250,760.88	\$0.00	Accept	No

Class 3: Secured Lender Claims

Creditor Name	Date Received	Voting Amount	Total Votes	Votes Accept	Votes Reject	Total Dollars	Dollars Accept	Dollars Reject	Vote on the Plan	Opt Out of Releases
THE CITY OF NEW YORK GROUP TRUST	5/25/2017	\$2,392,162.74	1	1	0	\$2,392,162.74	\$2,392,162.74	\$0.00	Accept	No
THE HARTFORD FLOATING RATE FUND	5/31/2017	\$17,775,012.38	1	1	0	\$17,775,012.38	\$17,775,012.38	\$0.00	Accept	No
THE HARTFORD FLOATING RATE HIGH INCOME FUND	5/31/2017	\$2,974,899.56	1	1	0	\$2,974,899.56	\$2,974,899.56	\$0.00	Accept	No
THE HARTFORD STRATEGIC INCOME FUND	5/31/2017	\$291,312.50	1	1	0	\$291,312.50	\$291,312.50	\$0.00	Accept	No
THE VARIABLE ANNUITY LIFE INSURANCE COMPANY	5/26/2017	\$60,509.12	1	1	0	\$60,509.12	\$60,509.12	\$0.00	Accept	No
Thracia, LLC	5/30/2017	\$5,000,000.00	1	1	0	\$5,000,000.00	\$5,000,000.00	\$0.00	Accept	No
TRINITAS CLO II, LTD.	5/31/2017	\$4,443,750.00	1	1	0	\$4,443,750.00	\$4,443,750.00	\$0.00	Accept	No
VALCOUR OPPORTUNITIES MASTER FUND LTD.	5/18/2017	\$3,950,000.00	1	1	0	\$3,950,000.00	\$3,950,000.00	\$0.00	Accept	No
VENTURE XI CLO LIMITED	5/31/2017	\$2,468,750.00	1	1	0	\$2,468,750.00	\$2,468,750.00	\$0.00	Accept	No
VENTURE XII CLO, LIMITED	5/31/2017	\$1,481,250.00	1	1	0	\$1,481,250.00	\$1,481,250.00	\$0.00	Accept	No
VENTURE XIII CLO, LIMITED	5/31/2017	\$1,481,250.00	1	1	0	\$1,481,250.00	\$1,481,250.00	\$0.00	Accept	No
VENTURE XIV CLO, LIMITED	5/31/2017	\$1,481,250.00	1	1	0	\$1,481,250.00	\$1,481,250.00	\$0.00	Accept	No
VENTURE XV CLO, LIMITED	5/31/2017	\$1,481,250.00	1	1	0	\$1,481,250.00	\$1,481,250.00	\$0.00	Accept	No
VENTURE XVI CLO, LIMITED	5/31/2017	\$987,500.00	1	1	0	\$987,500.00	\$987,500.00	\$0.00	Accept	No
VENTURE XVII CLO, LIMITED	5/31/2017	\$987,500.00	1	1	0	\$987,500.00	\$987,500.00	\$0.00	Accept	No
VENTURE XVIII CLO, LIMITED	5/31/2017	\$3,950,000.00	1	1	0	\$3,950,000.00	\$3,950,000.00	\$0.00	Accept	No
VIRTUS GF MULTI-SECTOR SHORT DURATION BOND FUND	5/24/2017	\$20,918.16	1	1	0	\$20,918.16	\$20,918.16	\$0.00	Accept	No
VIRTUS LOW DURATION INCOME FUND	5/24/2017	\$137,354.08	1	1	0	\$137,354.08	\$137,354.08	\$0.00	Accept	No
VIRTUS MULTI-SECTOR SHORT TERM BOND FUND	5/24/2017	\$9,932,873.92	1	1	0	\$9,932,873.92	\$9,932,873.92	\$0.00	Accept	No
VIRTUS SENIOR FLOATING RATE FUND	5/24/2017	\$1,711,985.94	1	1	0	\$1,711,985.94	\$1,711,985.94	\$0.00	Accept	No
VIRTUS VARIABLE INSURANCE TRUST VIRTUS MULTI-SECTOR FIXED INCOME SERIES	5/24/2017	\$187,085.48	1	1	0	\$187,085.48	\$187,085.48	\$0.00	Accept	No
VIRTUS VARIABLE INSURANCE TRUST VIRTUS STRATEGIC ALLOCATION SERIES	5/24/2017	\$32,562.74	1	1	0	\$32,562.74	\$32,562.74	\$0.00	Accept	No
WASATCH CLO LTD	5/26/2017	\$583,690.47	1	1	0	\$583,690.47	\$583,690.47	\$0.00	Accept	No
WELLINGTON MGT PORTFOLIOS (LUX) IV SICAV -MULTI-SEC CREDIT POR	5/31/2017	\$2,147,812.50	1	1	0	\$2,147,812.50	\$2,147,812.50	\$0.00	Accept	No
Wells Fargo Bank, National Association	5/26/2017	\$64,810,840.00	1	1	0	\$64,810,840.00	\$64,810,840.00	\$0.00	Accept	No
WESPATH FUNDS TRUST	5/31/2017	\$345,625.00	1	1	0	\$345,625.00	\$345,625.00	\$0.00	Accept	No
WORKERS COMPENSATION FUND	5/31/2017	\$320,937.50	1	1	0	\$320,937.50	\$320,937.50	\$0.00	Accept	No
WTC-CIF II MULTI SECTOR CREDIT PORTFOLIO	5/31/2017	\$814,687.50	1	1	0	\$814,687.50	\$814,687.50	\$0.00	Accept	No
WTC-CTF CORE BOND PLUS/HIGH YIELD BOND PORTFOLIO	5/31/2017	\$153,062.50	1	1	0	\$153,062.50	\$153,062.50	\$0.00	Accept	No

Class 3: Secured Lender Claims

Creditor Name	Date Received	Voting Amount	Total Votes	Votes Accept	Votes Reject	Total Dollars	Dollars Accept	Dollars Reject	Vote on the Plan	Opt Out of Releases
WTC-CTF II CORE BOND PLUS HIGH YIELD PORTFOLIO	5/31/2017	\$676,437.50	1	1	0	\$676,437.50	\$676,437.50	\$0.00	Accept	No
WTC-CTF OPPORTUNISTIC FIXED INCOME ALLOCATION PORTFOLIO	5/31/2017	\$612,250.00	1	1	0	\$612,250.00	\$612,250.00	\$0.00	Accept	No
ZAIS CLO 1, LIMITED	5/18/2017	\$987,500.00	1	1	0	\$987,500.00	\$987,500.00	\$0.00	Accept	No
ZAIS CLO 2 LIMITED	5/18/2017	\$1,975,000.00	1	1	0	\$1,975,000.00	\$1,975,000.00	\$0.00	Accept	No

Exhibit B-2

Class 5: General Unsecured Claims

Creditor Name	Date Received	Voting Amount	Total Votes	Votes Accept	Votes Reject	Total Dollars	Dollars Accept	Dollars Reject	Vote on the Plan	Opt Out of Releases
Aspen American Insurance Company and Aspen Insurance UK Limited	5/25/2017	\$58,214.20	1	0	1	\$58,214.20	\$0.00	\$58,214.20	Reject	Yes
HPetroconsult LTDA	5/31/2017	\$7,439,789.47	1	0	1	\$7,439,789.47	\$0.00	\$7,439,789.47	Reject	Yes

Exhibit C

Unacceptable Ballots

Class	Class Description	Creditor Name	Date Received	Voting Amount	Opt Out of Releases	Reason for Unacceptable Ballot
4	Senior Notes Claims	Credit Suisse Securities (USA) LLC	6/1/2017	\$3,762,000.00	No	Master ballot received after the Voting Deadline
3	Secured Lender Claims	CUTWATER 2014-1. LTD.	6/1/2017	\$4,942,462.32	No	Ballot received after the Voting Deadline
3	Secured Lender Claims	CUTWATER 2014-11, LTD	6/1/2017	\$1,975,000.00	No	Ballot received after the Voting Deadline
3	Secured Lender Claims	HSBC Bank USA, National Association	5/31/2017	\$64,810,840.00	No Answer	Claimant failed to provide complete ballot
3	Secured Lender Claims	JFIN CLO 2013 LTD.	5/31/2017	\$1,484,962.40	No	Ballot does not indicate either an acceptance or rejection of the Proposed Plan
5	General Unsecured Claims	Thomas D. Smart	6/2/2017	\$95,168.00	No	Ballot received after the Voting Deadline