

SOLICITATION PROCEDURES

2 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion, the Plan or the Disclosure Statement, as applicable. A copy of the Motion, the Disclosure Statement, and the Plan may be obtained: (a) from Epiq (i) free of charge at its website at <http://dm.epiq11.com/Horsehead>; (ii) by writing to Epiq Bankruptcy Solutions, LLC, Attn: Horsehead Holding Corp. Ballot Processing Department, 777 Third Avenue 3rd Floor, New York, NY 10017; or (iii) by calling (800) 572-0455; or (b) for a fee via PACER at <http://www.deb.uscourts.gov>. Canadian Holders of Claims or Interests may consult the Information Officer's website at richter.ca/en/folder/insolvency-cases/h/horsehead-holdings for additional information.

Definitions

1. **“Ballot”** means the ballots accompanying the Disclosure Statement upon which certain Holders of Impaired Claims entitled to vote shall, among other things, indicate their acceptance or rejection of the Plan in accordance with the Plan and the procedures governing the solicitation process, and which must be actually received on or before the Voting Deadline.
2. **“Bankruptcy Court”** means the United States Bankruptcy Court for the District of Delaware having jurisdiction over the chapter 11 cases.
3. **“Beneficial Holder”** means a beneficial owner of Secured Notes, Unsecured Notes, or Convertible Notes whose Claims have not been satisfied prior to the Voting Record Date pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees holding through U.S. Bank, N.A., in its capacity as indenture trustee for the Secured Notes, Wilmington Trust, in its capacity as indenture trustee for the Unsecured Notes, or Delaware Trust Company, in its capacity as indenture trustee for the Convertible Notes, or other relevant security depository and/or the indenture trustee, as of the Voting Record Date (collectively, the **“Indenture Trustees”**).
4. **“Confirmation Hearing”** means the hearing conducted by the Bankruptcy Court pursuant to section 1128(a) of the Bankruptcy Code to consider confirmation of the Plan, as such hearing may be adjourned or continued from time to time in consultation with the Requisite Plan Sponsors and which currently is scheduled for **August 30–31, 2016 at 10:00 a.m.** (prevailing Eastern Time).
5. **“Confirmation Hearing Notice”** means that certain notice of the Confirmation Hearing approved by the Bankruptcy Court in the Disclosure Statement Order.
6. **“Disclosure Statement”** means the Debtors’ Disclosure Statement approved by the Bankruptcy Court in the Disclosure Statement Order.
7. **“Disclosure Statement Order”** means the *Order Approving (I) the Disclosure Statement for the Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code; (II) Approving Certain Dates Related to Plan Confirmation; (III) Approving Procedures for Soliciting, Voting, and Tabulating Votes on, and for, Filing Objection to the Plan and Approving the Forms of Ballots and Notices; and (IV) Granting Related Relief* to which these Solicitation Procedures are attached.
8. **“Notice, Claims, and Solicitation Agent”** means Epiq Bankruptcy Solutions, LLC, retained as the Debtors’ notice, claims, voting, and administrative agent.
9. **“General Tabulation Procedures”** means the procedures set forth herein for the purposes of tabulating votes to accept or reject the Plan.

10. **“Master Ballot”** means the master ballots accompanying the Disclosure Statement upon which certain Holders of Secured Notes Claims, Unsecured Notes Claims, or Convertible Notes Claims entitled to vote shall, among other things, indicate their acceptance or rejection of the Plan in accordance with the Plan and the procedures governing the solicitation process, and which must be actually received on or before the Voting Deadline.
11. **“Nominee”** means a bank, broker or other nominee holding Securities on behalf of Beneficial Holders, or such firm’s agent.
12. **“Non-Voting Status Notice (Deemed to Accept)”** means the notice of non-voting status that the Holders of Claims in Classes 1, 2, 3, and 8-A, who are each deemed to accept the Plan will receive in lieu of a Ballot.
13. **“Non-Voting Status Notice (Deemed to Reject)”** means the notice the Holders of Claims or Interests in Classes 9, 10, 11, and 12 who are deemed to reject the Plan will receive in lieu of a Ballot.
14. **“Plan”** means the *Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code*, as may be amended from time to time.
15. **“Plan Objection Deadline”** means **August 19, 2016 at 5:00 p.m. (prevailing Eastern Time)**, the date set by the Bankruptcy Court as the deadline to file and serve objections to the Plan.
16. **“Resolution Event”** has the meaning set forth in section D.6. of the Solicitation Procedures.
17. **“Solicitation Package”** consists of the documents identified in section C of the Solicitation Procedures.
18. **“Solicitation Procedures”** means the procedures set forth herein.
19. **“Voting Deadline”** means **August 19, 2016 at 5:00 p.m. (prevailing Eastern Time)**, the date set by the Bankruptcy Court as the deadline for receipt of Ballots and Master Ballots by Epiq.
20. **“Voting Record Date”** has the meaning set forth in section A of the Solicitation Procedures.

Solicitation Procedures

A. The Voting Record Date

The Bankruptcy Court has approved July 7, 2016, as the record date (the “Voting Record Date”) for purposes of determining, among other things, which Holders of Claims are entitled to vote on the Plan.

B. The Voting Deadline

The Bankruptcy Court has approved August 19, 2016 at 5:00 p.m. (prevailing Eastern Time) as the deadline for the receipt of Ballots, Master Ballots and Beneficial Ballots voting to accept or reject the Plan (the “Voting Deadline”). To be counted as votes to accept or reject the Plan, all Ballots and Master Ballots, as applicable, must be properly executed, completed, and delivered by using the return envelope provided or by delivery by: (a) first class mail; (b) overnight courier; or (c) personal delivery, so that they are actually received no later than the Voting Deadline by Epiq. To be counted as voted to accept or reject the Plan, all Beneficial Ballots must be properly executed, completed, and delivered by the Beneficial Holders of the Beneficial Ballots to their appropriate Nominee, in sufficient time so that their Nominee may verify, tabulate, and include such Beneficial Ballots in a Master Ballot and timely return the Master Ballots so that they are actually received no later than the Voting Deadline by Epiq. The Ballots and Master Ballots will clearly indicate the appropriate return address (or, in the case of the Beneficial Holders of the Debtors’ Secured Notes, Unsecured Notes, or Convertible Notes who hold their position through a Nominee, such Beneficial Holders will be instructed to comply with the return instructions provided by the Nominee).

C. Solicitation Procedures

1. **The Solicitation Package:** The Solicitation Package for holders of Claims and Interests entitled to vote shall contain copies of the following:

- a. either the Disclosure Statement and Plan with all exhibits thereto, and the Disclosure Statement Order (excluding exhibits, except for the Solicitation Procedures, which shall be attached as **Exhibit A** thereto) either in paper format or in PDF format on a CD-ROM, at the Debtors discretion and an appropriate form of Ballot, Master Ballot, or Beneficial Ballot and voting instructions with respect thereto, if applicable (with a pre-addressed, postage prepaid return envelope, if applicable); or (ii) a Non-Voting Status Notice;
- b. to the extent a Holder of any Claim receives the materials set forth in clause (a)(i) above, such Holder also shall receive a letter from the Debtors, substantially in the form attached to the Disclosure Statement Order as **Exhibit B-1**, urging the Holders in each Class, entitled to vote on the Plan to vote to accept the Plan and a letter from the Committee, substantially in the form attached to the Disclosure Statement Order as **Exhibit B-2**;

- c. the Confirmation Hearing Notice; and
- d. such other materials as the Bankruptcy Court or the Canadian Court may direct.

2. **Distribution of the Solicitation Packages:** The Solicitation Package shall be served on the following Entities:

- a. Holders of Claims for which a Proof of Claim has been timely-filed, as reflected on the Claims Register as of the Voting Record Date; provided, however, that Holders of Claims to which an objection is pending at least forty-three (43) days prior to the Confirmation Hearing shall not be entitled to vote unless such Holders become eligible to vote through a Resolution Event in accordance with section D.6. herein;
- b. All Entities listed in the Debtors' Schedules in classes entitled to vote to accept or reject the Plan shall receive a Solicitation Package with the exception of those Claims that are scheduled as contingent, unliquidated, disputed, or any combination thereof (excluding such scheduled Claims that have been superseded by a timely-filed Proof of Claim); provided, however, that Holders of Claims that are scheduled as contingent, unliquidated or disputed for which the applicable claims bar date for such Holder or Beneficial Holder has not passed shall receive Solicitation Packages;
- c. Holders whose Claims arise pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim has been filed;
- d. Holders of Class 4 Secured Notes Claims, Class 5 Unsecured Notes Claims, Class 6 Convertible Notes Claims, Class 7 Banco Bilbao Credit Agreement Claims, and Class 8-B General Unsecured Claims (non-Zochem Debtors), each as of the Voting Record Date; and
- e. With respect to any Beneficial Holder who holds its position through a Nominee, to the applicable Nominee, as reflected in the relevant records as of the Voting Record Date.

3. **Distribution of Materials:** The following Entities shall be served the Disclosure Statement Order, the Disclosure Statement and all exhibits to the Disclosure Statement, including the Plan: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the official committee of unsecured creditors; (c) counsel to the official committee of equity security holders; (d) the Office of the United States Attorney for the District of Delaware; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; (g) counsel to Macquarie Bank Limited; (h) the indenture trustee under Horsehead Holding Corp.'s 10.50% senior secured notes; (i) the indenture trustee under Horsehead Holding Corp.'s 9.00% senior

unsecured notes; (j) the indenture trustee under Horsehead Holding Corp.'s 3.80% convertible senior notes; (k) Banco Bilbao Vizcaya Argentaria, S.A.; (l) counsel to PNC Bank, National Association; (m) counsel for the lenders under the Debtors' DIP Facility and the ad hoc group of holders of the Debtors' Secured Notes; (n) the agent to the DIP Facility; (o) Richter Advisory Group Inc. in its capacity as information officer in the Debtors' foreign recognition proceedings; (p) counsel to Cetus Capital, LLC; and (q) any party that has requested notice pursuant to Bankruptcy Rule 2002.

D. Voting and General Tabulation Procedures

1. **Who May Vote:** Only the following Holders of Claims for the applicable Debtors are entitled to vote:

- a. Holders of Claims for which Proofs of Claim have been timely-filed, as reflected on the Claims Register as of the Voting Record Date; provided, however, that certain Holders of Claims subject to a pending objection shall not be entitled to vote unless they become eligible to vote through a Resolution Event, as set forth in more detail in section D.6. herein;
- b. Holders of Claims that are listed in the Debtors' Schedules, with the exception of those Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled Claims that have been superseded by a timely-filed Proof of Claim);
- c. Holders whose Claims arise pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court, or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim or Interest has been filed;
- d. The assignee of any transferred or assigned Claim, only if: (i) transfer or assignment has been fully effectuated pursuant to the procedures dictated by Bankruptcy Rule 3001(e); and (ii) such transfer is reflected on the Claims Register on or before the Voting Record Date; and
- e. Holders of Class 4 Secured Notes Claims, Class 5 Unsecured Notes Claims, Class 6 Convertible Notes Claims, Class 7 Banco Bilbao Credit Agreement Claims, and Class 8-B General Unsecured Claims (non-Zochem Debtors), each as of the Voting Record Date.

2. **Establishing Claim Amounts:** In tabulating votes, the following hierarchy will be used to determine the amount of the Claim associated with each vote:

- a. each Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be allowed in an amount equal to the amount of such Claim as set forth in a timely filed proof of Claim, or, if no proof of Claim was filed, the liquidated, noncontingent, undisputed amount of such Claim as set forth in the Schedules; provided, however, that a party whose Claim

has been indefeasibly paid, in full or in part, shall only be permitted to vote the unpaid amount of such Claim, if any, to accept or reject the Plan;

- b. the Claim amount settled and/or agreed upon by the Debtors, (whether temporarily or otherwise), as reflected in a document filed with the Court, in an order of the Court, or in a document executed by the Debtors pursuant to authority granted by the Court but for voting purposes only, and not for purposes of allowance or distribution;
- c. if a Claim is listed in the Schedules as contingent, unliquidated, or disputed and a Proof of Claim that has been filed was not (i) filed by the applicable Claims Bar Date for the filing of Proofs of Claim established by the Court; or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, the Debtors propose such Claim shall not be allowed for voting;
- d. if a Claim is listed in the Schedules as contingent, unliquidated, or disputed and the applicable Claims Bar Date for the filing of Proofs of Claim established by the Court has not occurred as of the Voting Record Date, the amount for voting shall be \$1.00;
- e. [Intentionally Omitted];
- f. if a Claim for which a Proof of Claim has been timely filed for unknown or undetermined amounts, or is wholly unliquidated, or contingent or disputed (as determined on the face of the Claim or after a reasonable review of the supporting documentation by Debtors or the Voting Agent) and such claim has not been paid; and allowed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- g. if a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, such Claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- h. for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one Claim against the Debtor in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan;
- i. notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims;

- j. claims filed for \$0.00 are not entitled to vote;
- k. if a Proof of Claim has been amended by a later filed proof of claim, only the later filed amending Claim will be entitled to vote, regardless of whether the Debtors have objected to such earlier filed Claim; and
- l. a Claim subject to an filed objection cannot vote any disputed portion of its Claim unless a Resolution Event, takes place at least five business days before the Voting Deadline.

The amount of the Claim established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Notice, Claims, and Solicitation Agent are not binding for any purpose, including for purposes of voting and distribution.

3. General Ballot Tabulation: The following voting procedures and standard assumptions will be used in tabulating Ballots and Master Ballots:

- a. except as otherwise provided herein or unless waived by the Debtors or permitted by order of the Bankruptcy Court, unless the Ballot or Master Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors shall reject such Ballot or Master Ballot as invalid and, therefore, decline to count it in connection with Confirmation;
- b. Epiq will date stamp all Ballots and Master Ballots when received. Epiq shall retain all original Ballots and Master Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court;
- c. an original executed Ballot or Master Ballot is required to be submitted by the Entity submitting such Ballot or Master Ballot. Delivery of a Ballot or Master Ballot to Epiq by facsimile, email, or any other electronic means shall not be valid;
- d. the Debtors shall file the Voting Report with the Bankruptcy Court prior to the Confirmation Hearing. The Voting Report shall, among other things, delineate every irregular Ballot and Master Ballot including, without limitation, those Ballots and Master Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, received via facsimile or electronic mail, or damaged. The Voting Report shall indicate the Debtors' intentions with regard to such irregular Ballots and Master Ballots;
- e. the method of delivery of Ballots or Master Ballots to Epiq is at the election and risk of each Holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when Epiq actually receives the originally executed Ballot or Master Ballot;

- f. no Ballot or Master Ballot should be sent to any of the Debtors, the Debtors' agents (other than Epiq), the Indenture Trustees (unless specifically instructed to do so), or the Debtors' financial or legal advisors and if so sent will not be counted;
- g. the Debtors expressly reserve the right to amend, from time to time, the terms of the Plan (subject to compliance with the requirements of section 1127 of the Bankruptcy Code and the terms of the Plan);
- h. if multiple Ballots or Master Ballots are received from the same Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the latest-dated valid Ballot or Master Ballot received prior to the Voting Deadline will supersede and revoke any prior dated Ballot or Master Ballot;
- i. Subject to paragraph (j) hereof, separate Ballots or Master Ballots received from the same Holder of Claims on account of separate Claims shall be counted separately for purposes of determining acceptances or rejections of the Plan pursuant to section 1126(c) of the Bankruptcy Code;
- j. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any such votes. Accordingly, a Ballot (other than a Master Ballot) that partially rejects and partially accepts the Plan will not be counted. Further, if a Holder has multiple Claims within the same Class, the Debtors shall aggregate the Claims of any particular Holder within a Class for the purpose of counting votes, as if such creditor held one Claim against the Debtor in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan;
- k. a person signing a Ballot, Master Ballot, or Beneficial Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested by the applicable Nominee or its agent, Epiq, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder or Beneficial Holder;
- l. the Debtors, subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Ballot or Master Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report;
- m. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots and Master Ballots other than as provided in the Voting Report,

nor will any of them incur any liability for failure to provide such notification;

- n. unless waived by the Debtors, in consultation with the Requisite Plan Sponsors, subject to contrary order of the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots and Master Ballots must be cured prior to the Voting Deadline or such Ballots and Master Ballots will not be counted;
- o. in the event a designation for lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected by such Claim;
- p. subject to any contrary order of the Bankruptcy Court, the Debtors reserve the right to reject any and all Ballots and Master Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided, however, that any such rejections shall be documented in the Voting Report;
- q. if a Claim has been estimated or otherwise Allowed for voting purposes by an order of the Bankruptcy Court pursuant to Bankruptcy Rule 3018(a), such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only and not for purposes of allowance or distribution;
- r. if an objection to a Claim is Filed, such Claim shall be treated in accordance with the procedures set forth herein;
- s. the following Ballots and Master Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot or Master Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim; (ii) any Ballot or Master Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan; (iii) any unsigned Ballot or Master Ballot; (iv) any Ballot or Master Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; or (v) any Ballot or Master Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures; and
- t. Holders of Secured Notes Claims and Unsecured Notes Claims will only receive one Ballot on account of such Claims, and any Ballot submitted by such Holder of such Claims to accept or reject the Plan shall be counted against each Debtor other than Zochem.

4. The Master Ballot Voting Procedures: The following additional procedures, as well as the procedures set forth in section D.3. herein, shall apply to Claims of Beneficial Holders of Class 4 Secured Notes Claims, Class 5 Unsecured Notes Claims, and Class 6 Convertible Notes Claims who hold their position through a Nominee:

- a. July 7, 2016, is the Record Date for determining the identity of Beneficial Holders eligible to vote on the Plan;
- b. Epiq shall distribute or cause to be distributed the appropriate number of copies of Ballots to Nominees identified by Epiq as Entities through which Beneficial Holders hold their Claims relating to Secured Notes, Unsecured Notes, or Convertible Notes for Beneficial Holders holding a Claim as of the Voting Record Date;
- c. any Nominee that is a Holder of record with respect to Secured Notes, Unsecured Notes, or Convertible Notes (together, the “Notes”) shall solicit votes from Beneficial Holders of such Notes by: (i) immediately distributing the Solicitation Package, including Ballots, it receives from Epiq to all such Beneficial Holders; (ii) providing such Beneficial Holders with a return address and envelope to send Ballots; (iii) promptly collecting Ballots from such Beneficial Holders that cast votes on the Plan; (iv) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (v) transmitting the Master Ballot to Epiq by the Voting Deadline.
- d. any Beneficial Holder holding the Notes as a record Holder in its own name shall vote on the Plan by completing and signing a Ballot and returning it directly to Epiq on or before the Voting Deadline;
- e. the Indenture Trustees (unless otherwise empowered to do so) will not be entitled to vote on behalf of Beneficial Holders;
- f. any Beneficial Holder holding Notes in “street name” through a Nominee must vote on the Plan through such Nominee by completing and signing the Beneficial Ballot and returning such Beneficial Ballot to the appropriate Nominee as promptly as possible and in sufficient time to allow such Nominee to process the Beneficial Ballot and return the Master Ballot to Epiq prior to the Voting Deadline. Any Beneficial Holder holding Notes in “street name” that submits a Beneficial Ballot to the Debtors, the Debtors’ agents, or the Debtors’ financial or legal advisors will not have such Beneficial Ballot counted for purposes of accepting or rejecting the Plan;
- g. any Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to Epiq a Master Ballot that reflects the vote of such Beneficial Holders by the Voting Deadline or otherwise

validates the Ballot in a manner acceptable to Epiq. Nominees shall retain all Ballots returned by Beneficial Holders for a period of one (1) year after the Effective Date of the Plan;

- h. if a Beneficial Holder holds Notes through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Ballot and each such Beneficial Holder should execute a separate Ballot for each block of Notes that it holds through any Nominee and must return each such Ballot to the appropriate Nominee;
- i. if a Beneficial Holder holds a portion of its Notes through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures described in section D.3. herein to vote the portion held in its own name and the procedures described in the rest of this section D.4. to vote the portion held by the Nominee(s);
- j. Beneficial Holders holding Notes through a Nominee must return their paper Beneficial Ballot to their Nominee, unless, at the option of the Nominee, the Nominee instructs their Beneficial Holders that they may relay votes or voting instructions electronically to the Nominee or the entity preparing the Master Ballot on such Nominee's behalf, and Nominees may use their customary procedures for obtaining such votes electronically; and
- k. the respective Indenture Trustees are entitled to receive, upon request, copies of all Beneficial Holder Ballots from the applicable Nominees.

5. The Master Ballot Tabulation Procedures: These rules will apply with respect to the tabulation of Master Ballots cast by Nominees:

- a. votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Class 4, Class 5, or Class 6 as applicable, as of the Voting Record Date, as evidenced by the applicable records. Votes submitted by a Nominee, whether pursuant to a Master Ballot, will not be counted in excess of the amount of such Securities held by such Nominee as of the Voting Record Date;
- b. if conflicting votes or "over-votes" are submitted by a Nominee, whether pursuant to a Master Ballot, the Debtors will use reasonable efforts to reconcile discrepancies with the Nominees;
- c. if over-votes on a Master Ballot are not reconciled prior to the preparation of the vote certification, the Debtors shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the Nominee's position in Class 4, Class 5, or Class 6 as applicable;

- d. for purposes of tabulating votes, each Nominee or Beneficial Holder with a prevalidated Beneficial Ballot will be deemed to have voted the principal amount of its Claims in Class 4, Class 5, or Class 6 as applicable, although any principal amounts may be adjusted by Epiq to reflect the amount of the Claim actually voted, including prepetition interest; and
- e. a single Nominee may complete and deliver to Epiq multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last-dated valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior dated Master Ballot.

6. Temporary Allowance of Claims for Voting Purposes: If a Holder of a Claim is subject to a pending objection on or after the Voting Record Date, the Holder or Beneficial Holder of such Claim cannot vote unless one or more of the following events have taken place at least five (5) business days before the Voting Deadline (each, a “Resolution Event”):

- a. an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
- b. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
- c. an order of the Bankruptcy Court is entered estimating the claim for voting purposes pursuant to section 502(c) of the Bankruptcy Code, after notice and a hearing;
- d. a stipulation or other agreement is executed between the Holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount;
- e. a stipulation or other agreement is executed between the Holder or Beneficial Holder of such Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or
- f. the pending objection to such Claim is voluntarily withdrawn by the Debtors.

No later than two (2) business days after a Resolution Event, Epiq shall distribute a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder of such temporarily allowed Claim that has been allowed for voting purposes only (or for other purposes as set forth in an applicable order of the Bankruptcy Court) by such Resolution Event, which must be returned according to the instructions on the Ballot by no later than the Voting Deadline.

If the Holder of a Claim receives a Solicitation Package and the Debtors object to such Claim after the Voting Record Date but at least forty-three (43) calendar days prior to the Confirmation Hearing, the Debtors' shall provide a Disputed Claim Notice to such Holder informing such Holder of the rules applicable to Claims subject to a pending objection and the procedures for temporary allowance for voting purposes. Further, if the Holder of a Claim receives a Solicitation Package and the Debtors object to such Claim less than forty-three (43) calendar days prior to the Confirmation Hearing, the Holder's Claim shall be deemed temporarily allowed for voting purposes only, without further action by the Holder of such Claim and without further order of the Court, unless the Court orders otherwise.

7. Forms of Notices to Unimpaired Classes: Certain Holders of Claims and Interests that are not entitled to vote because they are Unimpaired or are otherwise conclusively presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, will receive only the Confirmation Hearing Notice and the Non-Voting Status Notice (Deemed to Accept). The Non-Voting Status Notice (Deemed to Accept), substantially in the form attached to the Motion as **Exhibit G**, will instruct the Holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots and Master Ballots).

8. Forms of Notices to Impaired Classes: Certain Holders of Interests that are not entitled to vote because they are Impaired entitled to receive no recovery under the Plan and are therefore deemed to reject the Plan under section 1126(g) of the Bankruptcy Code, will receive only the Confirmation Hearing Notice and the Non-Voting Status Notice (Deemed to Reject). The Non-Voting Status Notice (Deemed to Reject), substantially in the form attached to the Motion as **Exhibit G**, will instruct the Holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots and Master Ballots).

9. Forms of Notice to Executory Contract and Unexpired Lease Counterparties: Unless otherwise ordered by the Court, counterparties to Executory Contracts and Unexpired Leases shall have until thirty (30) days after the service of the Assumed Executory Contract and Unexpired Lease Schedule to file an objection to the Debtors' proposed assumption, or cure amount. Certain counterparties to rejected Executory Contracts or Unexpired Leases may be entitled to vote as Holders of Class 8-B General Unsecured Claims (non-Zochem Debtors) and will receive only the Confirmation Hearing Notice and the Contract and Lease Counterparties Notice. The Contract and Lease Counterparties Notice, substantially in the form attached to the Motion as **Exhibit I**, will instruct the Holders on how they may file a Proof of Claim in order to vote on the Plan and obtain copies of the documents contained in the Solicitation Package.

E. Amendments to the Plan and the Solicitation Procedures

The Debtors expressly reserve the right to amend, from time to time, the terms of the Plan in accordance with the terms thereof (subject to compliance with the requirements of section 1127 of the Bankruptcy Code and the terms of the Plan). The Debtors also expressly reserve their right to amend or supplement, in consultation with the Requisite Plan Sponsors, the Solicitation Procedures and the contents of the Solicitation Package to better facilitate the solicitation process.

F. Release, Exculpation, and Injunction Language in the Plan

THE RELEASE, EXCULPATION, AND INJUNCTION LANGUAGE IN ARTICLE VIII OF THE PLAN WILL BE INCLUDED IN THE DISCLOSURE STATEMENT AND FURTHER NOTICE IS PROVIDED WITH RESPECT TO SUCH PROVISIONS IN THE CONFIRMATION HEARING NOTICE. PURSUANT TO THE PLAN, A VOTE TO ACCEPT THE PLAN IS AUTOMATICALLY DEEMED A VOTE TO ACCEPT THE THIRD-PARTY RELEASE PROVISIONS IN ARTICLE VIII OF THE PLAN UNLESS ONE OPTS OUT OF THE THIRD-PARTY RELEASE PROVISIONS BY CHECKING A BOX SPECIFICALLY PROVIDING FOR THE REJECTION OF THE THIRD PARTY RELEASE PROVISIONS.
