

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
FAIRWAY ENERGY, LP, et al.,¹	§	Case No. 18-12684 (LSS)
	§	
Debtors.	§	Jointly Administered
	§	
	§	Ref. Docket No. 375

ORDER (I) SCHEDULING COMBINED HEARING ON APPROVAL OF DISCLOSURE STATEMENT AND CONFIRMATION OF PLAN OF LIQUIDATION, (II) CONDITIONALLY APPROVING DISCLOSURE STATEMENT, (III) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES ON PLAN, AND (IV) APPROVING RELATED MATTERS

Upon the *Debtors’ Motion for Entry of an Order (I) Scheduling Combined Hearing on Approval of Disclosure Statement and Confirmation of Plan of Liquidation, (II) Conditionally Approving Disclosure Statement, (III) Establishing Procedures for Solicitation and Tabulation of Votes on Plan, and (IV) Approving Related Matters* (the “Motion”)² filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”); and having considered the Motion and representations of counsel; and the Court being satisfied that the relief requested is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest; and after due deliberation and sufficient cause appearing therefor; it is hereby

FOUND AND DETERMINED THAT:

A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, include: Fairway Energy, LP (4200); Fairway Energy Partners, LLC (7914); and Fairway Energy GP, LLC (7808). The location of the Debtors’ service address is Three Riverway, Suite 1550, Houston, Texas 77056.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

B. Venue of the Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

C. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

D. This Court may enter a final order consistent with Article III of the United States Constitution.

E. The Debtors have filed the *First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 392] (together with all exhibits, and as it may be further amended, the “Plan”) and *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 393] (together with all exhibits, and as it may be further amended, the “Disclosure Statement”).

F. Notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given.

G. The forms of Ballot attached hereto as Exhibit 2 comply with the applicable Bankruptcy Rules and provide adequate information to instruct all members of Classes 2 and 4 (the “Voting Classes”) how to vote.

H. Holders of interests in Class 5 (Interests) (“Interest Holders”) are conclusively presumed to reject the Plan. Accordingly, Interest Holders not entitled to vote or receive a Ballot, but only an Opt Out Election Form and Combined Hearing Notice.

I. Ballots need not be provided to Holders of unclassified Claims, and Claims in Classes 1 and 3, as such Holders are unimpaired and are conclusively presumed to have accepted

the Plan in accordance with section 1126(f) of the Bankruptcy Code. Accordingly, Holders of these Claims are entitled to receive a Combined Hearing Notice.

J. The period, as set forth below, during which the Debtors may solicit acceptances of the Plan is a reasonable period of time for entities entitled to vote on the Plan to make an informed decision regarding whether to accept or reject the Plan.

K. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

L. The notice procedures set forth below provide due, proper, and adequate notice of the Combined Hearing, and procedures for filing objections or responses to the Disclosure Statement and Plan.

M. The proposed timeline for the Combined Hearing complies with the Bankruptcy Code, Bankruptcy Rules, and Local Rules and will enable the Debtors to pursue confirmation of the Plan in a timely fashion.

N. The relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest.

O. The legal and factual bases set forth in the Motion establish just cause for the relief granted herein.

NOW, THEREFORE, IT IS ORDERED THAT:

1. The Motion is GRANTED, as set forth herein.
2. Any and all objections to the Motion not otherwise settled or withdrawn are hereby overruled.

3. The Disclosure Statement is hereby approved on a conditional basis, and the Debtors are authorized to use the Disclosure Statement in the Solicitation Packages.

4. A combined hearing shall be held on **July 17, 2019 at 11:00 a.m. (ET)** (the “Combined Hearing”) to consider entry of an order, among other things, determining that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of the Bankruptcy Code, approving the Disclosure Statement, and to consider the confirmation of the Plan.

5. Objections to the adequacy of the Disclosure Statement and confirmation of the Plan, if any, must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan to cure such Objection, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received no later than **4:00 p.m. (ET) on July 8, 2019** (the “Objection Deadline”), by: (i) counsel for the Debtors, Patrick L. Hughes and Martha Wyrick, Haynes and Boone LLP, 1121 McKinney Street, Suite 2100, Houston, Texas 77010, patrick.hughes@haynesboone.com and martha.wyrick@haynesboone.com and Edmon L. Morton, Kenneth J. Enos, and Elizabeth S. Justison, Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, emorton@ycst.com, kenos@ycst.com, and ejustison@ycst.com; David Turetsky, Andrew Zatz, and John J. Ramirez, White & Case, LLP, 1221 Avenue of the Americas, New York, NY 10020-1095, david.turetsky@whitecase.com; azatz@whitecase.com; and john.ramirez@whitecase.com; and (iii) the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Linda Richenderfer, linda.richenderfer@usdoj.gov.

6. Objections to the adequacy of the Disclosure Statement and/or to the confirmation of the Plan that are not timely filed, served, and actually received in the manner set forth above may not be considered.

7. The Combined Hearing Notice substantially in the form annexed hereto as Exhibit 1 (the “Combined Hearing Notice”) is hereby approved.

8. The Debtors are authorized to publish the Combined Hearing Notice, as modified for publication, in the national edition of *The New York Times* or *USA Today*.

9. The form of Ballots attached hereto as Exhibit 2 are hereby approved and the Balloting 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 the Balloting Agent, or (c) personal delivery. Additionally, the Balloting Agent is hereby authorized to accept Ballots via electronic, online transmissions through a customized online balloting portal on the Debtors’ case website maintained by the Balloting Agent.

10. To be counted as a vote to accept or reject the Plan, all Ballots must be properly executed, completed, and cast so as to be actually received by no later than **4:00 p.m. (ET) on July 8, 2019** (the “Voting Deadline”).

11. For the purpose of determining Creditors entitled to vote on the Plan, the record date for purposes of voting shall be **May 29, 2019** (the “Record Date”).

12. The Debtors shall complete the mailing of Solicitation Packages by no later than seven (7) business days after the entry of this Solicitation Procedures Order (the “Solicitation Date”).

13. Solicitation Packages distributed to Creditors in the Voting Classes shall contain: (a) the Notice of Combined Hearing; (b) the Disclosure Statement (with all exhibits, including

the Plan) in electronic format (i.e., on a CD-ROM or flash drive); (c) this Solicitation Procedures Order in paper or CD format; (d) an approved Ballot; and (e) a pre-addressed return envelope for use in returning the Ballot to the Balloting Agent.

14. The Debtors shall mail or cause to be mailed by first-class mail to Interest Holders an Opt Out Election Form in the form attached hereto as Exhibit 3.

15. The Opt Out Election Form is hereby approved.

16. The deadline for objecting to Claims for voting purposes is hereby set for **June 14, 2019** (the “Deadline to Objection to Claims for Voting Purposes”).

17. By the Solicitation Date, the Debtors shall distribute, or cause to be distributed, the Combined Hearing Notice to all parties included on the Debtors’ creditor matrix and the list of parties that have requested notice pursuant to Bankruptcy Rule 2002, including, but not limited to: (a) the U.S. Trustee; (b) non-voting Classes; (c) parties to Executory Contracts; (d) parties to litigation with the Debtors; (e) current and former officers, directors, and employees; (f) regulatory authorities that regulate the Debtors; (g) the United States Attorney’s Office for the District of Delaware and each state in which Debtors conduct business; (h) taxing authorities for jurisdictions in which Debtors maintain or conduct business; and (i) parties that have filed proofs of claim.

18. The Debtors shall make the Plan and Disclosure Statement, the Combined Hearing Notice, and this Order available in electronic format online at <https://cases.primeclerk.com/fairwayenergy/Home-DocketInfo>.

19. The Debtors shall not be required to distribute Ballots to any party not entitled to vote on the Plan pursuant to this Order, unless such party files a motion for temporary allowance of a claim under Bankruptcy Rule 3018 on or before **July 1, 2019**.

20. If a claimant holds more than one Claim in a Voting Class, the Debtors shall mail each voting claimant a single Ballot on behalf of all Claims held by such claimant in a particular Class of Claims. Any party that has more than one Claim within the same Voting Class shall be entitled to one (1) vote for numerosity purposes in the aggregate dollar amount of all said Claims. A Holder of more than one Claim within the same Voting Class must vote all of its Claims either to accept or reject the Plan.

21. The Debtors are authorized to make non-substantive modifications to the Disclosure Statement, Plan, Combined Hearing Notice, Solicitation Packages, Ballots, Opt Out Election Forms, and related documents without further order of the Court, including modifications to correct typographical and grammatical errors, if any, before distribution; *provided, however*, that any such non-substantive modifications shall be provided to the U.S. Trustee.

22. The following procedures shall apply for tabulating votes:

- a) Except with respect to Class 2, if no proof of claim has been timely filed, the vote amount of a Claim shall be equal to the amount listed for the particular Claim in the Schedules, as and if amended, to the extent such Claim is not listed as contingent, unliquidated, or disputed, and the Claim shall be placed in the appropriate Class, based on the Debtors' records, and consistent with the Schedules;
- b) If a proof of claim has been timely filed, and has not been objected to before the expiration of the Deadline to Object to Claims for Voting Purposes, the vote amount of that Claim shall be as specified in the proof of claim filed with the Clerk of the Court or Prime Clerk;
- c) If a proof of claim contains any amount that is either unliquidated, disputed or unknown as determined by the Debtors in their reasonable discretion, then any vote cast on account of such Claim shall only be tabulated (i) with respect to the liquidated amount set forth in the proof of claim, as determined by the Debtors in their reasonable discretion, or (ii) \$1.00 if no portion of the Claim is determined to be liquidated;
- d) Subject to subparagraph (e) below, a Claim that is the subject of an objection filed before the Deadline to Object to Claims for Voting Purposes shall be disallowed for

voting purposes, except to the extent and in the manner that the Debtors indicated in any objection or other pleading that the Claim should be allowed for voting or other purposes; *provided, however*, that the holder of such Claim may file a response to such objection no later than ten (10) days after the filing thereof, in which case this Court shall determine the amount of the Claim for voting or other purposes;

- e) If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, the vote amount and classification shall be that set by the Bankruptcy Court;
- f) If a Creditor or its authorized representative did not use the Ballot provided by the Debtors, the Official Ballot Form authorized under the Federal Rules of Bankruptcy Procedure, or a substantially similar form of ballot, such Ballot will not be counted;
- g) If the Ballot is not received by the Balloting Agent (Prime Clerk) on or before the Voting Deadline at the place fixed by the Bankruptcy Court, the Ballot will not be counted;
- h) If the Ballot is not signed by the Creditor or its authorized representative, the Ballot will not be counted;
- i) If the Ballot partially accepts and partially rejects the Plan, the Ballot will not be counted;
- j) If the individual or institution casting the Ballot (whether directly or as a representative) was not the Holder of a Claim on the Record Date, the Ballot will not be counted;
- k) If the Creditor or its authorized representative did not check one of the boxes indicating acceptance or rejection of the Plan, or checked both such boxes, the Ballot will not be counted; and
- l) Whenever a Creditor (or its authorized representative) submits more than one Ballot voting the same Claim(s) before the Voting Deadline, except as otherwise directed by the Bankruptcy Court after notice and a hearing, the last such Ballot shall be deemed to reflect the Creditor's intent and shall supersede any prior Ballots.

23. All questions concerning the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots will be determined by the Debtors in the first instance and resolved by this Court in the event of a dispute.

24. The Debtors may allow any claimant who submits a properly completed Ballot to withdraw such Ballot on or before the Voting Deadline. In the event the Debtors do permit such

withdrawal, the claimant, for cause, may change or withdraw its acceptance or rejection of the Plan in accordance with Bankruptcy Rule 3018(a). To be valid, a notice of withdrawal must: (a) contain the description of the Claim(s) to which it relates and the aggregate principal amount represented by such Claim(s); (b) be signed by the Creditor (or its authorized representative) in the same manner as the Ballot; and (c) be received by the Balloting Agent in a timely manner at the address set forth in the Disclosure Statement for the submission of Ballots. Notwithstanding anything contained in this Order to the contrary, the Balloting Agent, in its discretion, may, but is not required to, contact voters to cure any defects in the Ballots and is authorized to so cure any defects. Subject to any contrary order of the Court and except as otherwise set forth in this Order, the Debtors may waive any defects or irregularities as to any particular Ballot at any time, either before or after the Voting Deadline, and any such waivers shall be documented in the vote tabulation certification prepared by the Balloting Agent.

25. The Debtors may, but are not required to, file a reply to any objections to the Disclosure Statement or the Plan and/or file any brief in support of confirmation of the Plan on or prior to July 15, 2019 at 12:00 NOON (ET).

26. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

27. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order, including the authority to impose sanctions on any person that violates this Order.



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

COMBINED HEARING NOTICE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: § Chapter 11
FAIRWAY ENERGY, LP, et al.,¹ §
§ Case No. 18-12684 (LSS)
§
Debtors. § Jointly Administered
§

**NOTICE OF COMBINED HEARING TO CONSIDER
CONFIRMATION OF THE CHAPTER 11 PLAN AND
ADEQUACY OF THE DISCLOSURE STATEMENT FILED BY THE
DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT by Order dated May 29, 2019 the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) conditionally approved the *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code*, dated May 29, 2019 (including all exhibits thereto and as amended, modified, or supplemented from time to time, the “Disclosure Statement”) [Docket No. 393], and authorized the Debtors to solicit votes to accept or reject the *First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code*, dated May 29, 2019 (including all exhibits thereto and amended, modified, or supplemented from time to time, the “Plan”) [Docket No. 392], annexed as Exhibit A to the Disclosure Statement. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan and the adequacy of the Disclosure Statement (the “Combined Hearing”) will commence at on **July 17, 2019, at 11:00 a.m.** prevailing Eastern Time, before the Honorable Judge Laurie Selber Silverstein, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801.

PLEASE BE ADVISED: THE COMBINED HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **May 29, 2019** (the “Voting Record Date”), which is the date for determining which holders of Claims in Classes 2 and 4 are entitled to vote on the Plan.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, include: Fairway Energy, LP (4200); Fairway Energy Partners, LLC (7914); and Fairway Energy GP, LLC (7808). The location of the Debtors’ service address is Three Riverway, Suite 1550, Houston, Texas 77056.

Voting Deadline. The deadline for voting on the Plan is **July 8, 2019, at 4:00 p.m.**, prevailing Eastern Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you *must*: (a) follow the instructions carefully; (b) complete *all* of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is *actually received* by the Debtors’ claims and balloting agent, Prime Clerk, LLC (the “Balloting Agent”) on or before the Voting Deadline. *A failure to follow such instructions may disqualify your vote.*

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

PLEASE TAKE FURTHER NOTICE THAT SECTION 10.2.3 OF THE PLAN CONTAINS THE FOLLOWING THIRD-PARTY RELEASES: *As of the Effective Date, each Releasing Party is deemed to have released and discharged the Debtors, the Liquidating Debtors, each Released Party, and each of the foregoing Persons’ Related Parties from any and all obligations, rights, suits, damages, remedies, and Causes of Action (including any derivative claims asserted or that could have been asserted on behalf of a Debtor, a Liquidating Debtor, or any Estate), whether known or unknown, 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, any act or omission, transaction, event, or other occurrence, taking place on or prior to the Effective Date in any way relating to, or in any manner arising from, in whole or in part, directly or indirectly, in any manner whatsoever, the Debtors, the Debtors’ Estates, the Debtors’ affiliates, the Bankruptcy Cases, the Sale, intercompany transactions, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated under the Plan, the business or contractual arrangements between the Debtors and any Released Party, the restructuring of the Claims or Interests before or in the Bankruptcy Cases, the negotiation, formulation, consummation or preparation of the Prepetition Loan Documents, the DIP Loan Documents or other indebtedness for money borrowed by the Debtors, the Plan (including any Plan Document and any Plan Supplement), the Disclosure Statement, the Sale Order, the PSA, or any related agreement, instrument, or other document, or the solicitation of votes with respect to the Plan, the pursuit of approval of the Disclosure Statement or confirmation of the Plan, or the pursuit of Consummation of the Plan, in each case related to any act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding the foregoing release, no Released Party shall be released from acts or omissions which are the result of willful misconduct or fraud or from any obligations under the Plan or any document, instrument, or agreement executed to implement the Plan.*

The Plan defines “Released Parties” as follows: “(a) J. Chris Jones, Arthur L. Smith, William T. Wilson, Jim P. Wise, Porter Bennett, M. Scott Jones, Dana A. Grams, Nicholas L. Swyka, Jr., Robert M. Flavin, James V. Scandola and Mark Erskine, which include the Debtors’ executive management, and the Debtors’ present and former board members, (b) the Debtors, (c) the DIP Secured Parties, (d) the Prepetition Secured Parties, (e) Riverstone, and (f) any Holder of a Class 5 Interest that has not delivered a Release Opt Out Form in accordance with the procedures set forth in the Disclosure Statement Order by the Voting Deadline, and, with respect to the persons named in (b) through (e), their Related Parties. For the avoidance of doubt, the Purchaser shall not be a Releasing Party.”

OTHER RELEASES, INJUNCTIONS AND EXCULPATIONS CAN BE FOUND IN SECTIONS 10.1, 10.3, AND 10.4, OF THE PLAN.

Objection Deadline. Objections to the adequacy of the Disclosure Statement and confirmation of the Plan, if any, **OR THE APPROVAL OF THE RELEASE SET FORTH ABOVE**, must (a) be in writing, (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection or proposed

modification to the Plan to cure such Objection, and (d) be filed, together with proof of service, with the Court and served so as to be actually received no later than **4:00 p.m. prevailing Eastern Time on July 8, 2019** (the “**Objection Deadline”), by: (i) counsel for the Debtors, Patrick L. Hughes and Martha Wyrick, Haynes and Boone LLP, 1221 McKinney Street, Suite 2100, Houston, Texas 77010, patrick.hughes@haynesboone.com and martha.wyrick@haynesboone.com and Edmon L. Morton, Kenneth J. Enos, and Elizabeth S. Justison, Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, emorton@ycst.com, kenos@ycst.com, and ejustison@ycst.com; (ii) David Turetsky, Andrew Zatz, and John J. Ramirez, White & Case, LLP, 1221 Avenue of the Americas, New York, NY 10020-1095, david.turetsky@whitecase.com; azatz@whitecase.com; and john.ramirez@whitecase.com; and (iii) the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee”), 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Linda Richenderfer, linda.richenderfer@usdoj.gov. Any objections not filed and served as set forth above may not be considered by the Bankruptcy Court and may be overruled.****

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a CD-ROM or flash drive), please feel free to contact the Balloting Agent, by: (a) calling 844-596-2260 (U.S./Canada) or 929-333-8976 (international), or emailing fairwayenergyballots@primeclerk.com.; (b) visiting the Debtors’ case website at <https://cases.primeclerk.com/fairwayenergy/Home-DocketInfo>, or by request to the Balloting Agent at the following address: Fairway Energy, LP, Ballot Processing Center, c/o Prime Clerk LLC, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, NY 10165. Copies of the Disclosure Statement Order, the Plan, and the Disclosure Statement are also available for inspection on the Bankruptcy Court’s website at <http://ecf.deb.uscourts.gov>. A login and password to the Bankruptcy Court’s Public Access to Electronic Court Records (“**PACER”) website are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Please be advised that the Balloting Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may *not* advise you as to whether you should vote to accept or reject the Plan.**

The Plan Supplement. The Debtors will file the Plan Supplement (as defined in the Plan) on or before **July 1, 2019**, and will serve the Plan Supplement on all holders of Claims entitled to vote on the Plan. The Plan Supplement will also be available on the Debtors' case website at <https://cases.primeclerk.com/fairwayenergy/Home-DocketInfo>.

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 BANKRUPTCY CASES OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

Dated: May ___, 2019

HAYNES AND BOONE, LLP

Patrick L. Hughes (admitted *pro hac vice*)
Martha Wyrick (admitted *pro hac vice*)
1221 McKinney Street, Suite 2100
Houston, Texas 77010
Telephone: (713) 547-2000
Facsimile: (713) 547-2600

-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

By: /s/ _____
Edmon L. Morton (No. 3856)
Kenneth J. Enos (No. 4544)
Elizabeth S. Justison (No. 5911)
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

**ATTORNEYS FOR THE DEBTORS AND DEBTORS-
IN-POSSESSION**

EXHIBIT 2

BALLOTS

CLASS 2 BALLOT

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: § Chapter 11
FAIRWAY ENERGY, LP, et al.,¹ §
§ Case No. 18-12684 (LSS)
§
Debtors. § Jointly Administered
§

CLASS 2 ALLOWED SECURED PREPETITION CLAIMS
BALLOT FOR ACCEPTING OR REJECTING THE FIRST AMENDED JOINT PLAN OF
LIQUIDATION OF THE DEBTORS AND DEBTORS IN POSSESSION
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE

**TO BE COUNTED, YOUR VOTE MUST BE ACTUALLY RECEIVED BY
PRIME CLERK, LLC BY JULY 8, 2019 AT 4:00 P.M. (EASTERN TIME).**

This ballot (the “Ballot”) is being submitted to you by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit your vote to accept or reject the *First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code*, dated as May 29, 2019 [Docket No. 392] (together with all exhibits thereto, including, without limitation, the Plan Supplement, and as it may be amended, modified or supplemented, the “Plan”),² which Plan is described in the related *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code*, dated as of May 29, 2019 [Docket No. 393] (together with all exhibits thereto, and as it may be amended, modified or supplemented, the “Disclosure Statement”), that was conditionally approved by an order [Docket No.] of the United States Bankruptcy Court for the District of Delaware (the “Court”). The Disclosure Statement describes the Plan and provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement or Plan, you may obtain a copy free of charge on the dedicated webpage of Prime Clerk, LLC (the “Balloting Agent”) at <https://cases.primeclerk.com/fairwayenergy/Home-DocketInfo>. Copies of the Disclosure Statement and Plan are also available upon written request to the Balloting Agent at the following address: Fairway Energy, LP, Ballot Processing Center, c/o Prime Clerk LLC, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, NY 10165.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, include: Fairway Energy, LP (4200); Fairway Energy Partners, LLC (7914); and Fairway Energy GP, LLC (7808). The location of the Debtors’ service address is Three Riverway, Suite 1550, Houston, Texas 77056.

² All capitalized terms used but not otherwise defined herein have the meanings set forth in the Plan.

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Claim has been placed in Class 2 (Prepetition Credit Agreement Secured Claims) under the Plan.

If your Ballot is not actually received by the Balloting Agent on or before July 8, 2019 at 4:00 p.m. (Eastern Time) (the "Voting Deadline"), and such deadline is not extended by the Debtors, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

Paper Ballot. To cast your vote by paper Ballot, please complete and execute this paper Ballot and return it using the first-class mail pre-addressed postage pre-paid return envelope provided with this Ballot or by submitting it by overnight courier or hand delivery to the following address:

Fairway Energy, LP
Ballot Processing Center
c/o Prime Clerk LLC
One Grand Central Place
60 East 42ND Street, Suite 1440
New York, NY 10165
T: (844) 596-2260

No Ballots will be accepted by e-mail or facsimile.

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote Amount. For purposes of voting to accept or reject the Plan, as of May 29, 2019 (the "Voting Record Date"), the undersigned (the "Claimant") was a holder of a Class 2 Prepetition Credit Agreement Secured Claim in the aggregate amount set forth below.

\$ _____

Item 2. Vote on Plan. CHECK ONE BOX ONLY:

- ACCEPTS (votes FOR) the Plan.
- REJECTS (votes AGAINST) the Plan.

To submit your Ballot via the "E-Ballot" platform, please visit <https://cases.primeclerk.com/fairwayenergy>. Click on the "Submit E-Ballot" 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 E-Ballot ID#: _____

Prime Clerk's "E-Ballot" platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an E-Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who cast a Ballot using Prime Clerk's "E-Ballot" platform should NOT also submit a paper Ballot.

Item 3. Release Opt-Out Election (only for Holders of Class 2 Prepetition Credit Agreement Secured Claim that did not vote to accept or reject the Plan).

By checking the box below, the undersigned Claimant that did not vote to accept or reject the Plan, elects NOT to release the Released Parties as set forth in Section 10.2.3 of the Plan.

IF YOU DID NOT VOTE IN ITEM 2 ABOVE TO ACCEPT OR REJECT THE PLAN, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES FROM ANY AND ALL CLAIMS AND CAUSES OF ACTION TO THE EXTENT PROVIDED IN THE PLAN IF YOU DO NOT CHECK THE BOX BELOW.

EXCEPT AS OTHERWISE PROVIDED IN SECTION 10.2.3 OF THE PLAN, IF YOU VOTED IN ITEM 2 ABOVE TO ACCEPT THE PLAN, REGARDLESS OF WHETHER YOU CHECK THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES FROM ANY AND ALL CLAIMS AND CAUSES OF ACTION TO THE EXTENT PROVIDED IN THE PLAN.

- The undersigned Claimant elects not to grant (i.e., OPTS OUT of) the releases set forth in Section 10.2.3 of the Plan.

IMPORTANT INFORMATION REGARDING THE RELEASES IN THE PLAN

Following confirmation, subject to Article 6 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article 10 of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article 10 of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan—which effectuates such provisions—will affect you and any Claim(s) you may hold against the Released Parties under the Plan.

Specifically, the releases in Section 10.2.3 of the Plan (the "Releases") bind the "Releasing Parties," which the Plan defines as follows: (i) the Holders of all Claims or Interests who vote to accept the Plan; (ii) the Holders of Claims or Interests that are Unimpaired under the Plan and do not object to the releases set forth herein; (iii) the Holders of Claims or Interests whose vote to accept or reject the Plan is solicited but who do not vote either to accept or to reject the Plan and do not opt out of granting the releases set forth herein; and (iv) any Holder of a Class 5 Interest that has not delivered a Release Opt Out Form in accordance with the procedures set forth in the Disclosure Statement Order by the Voting Deadline.

The Releases provide for, among other things, the following:

As of the Effective Date, each Releasing Party is deemed to have released and discharged the Debtors, the Liquidating Debtors, each Released Party, and each of the foregoing Persons' Related Parties from any and all obligations, rights, suits, damages, remedies, and Causes of Action (including any derivative claims asserted or that could have been asserted on behalf of a Debtor, a Liquidating Debtor, or any Estate), whether known or unknown, 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, any act or omission, transaction, event, or other occurrence, taking place on or prior to the Effective Date in any way relating to, or in any manner arising from, in whole or in part, directly or indirectly, in any manner whatsoever, the Debtors, the Debtors' Estates, the Debtors' affiliates, the Bankruptcy Cases, the Sale, intercompany transactions, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated under the Plan, the business or contractual arrangements between the Debtors and any Released Party, the restructuring of the Claims or Interests before or in the Bankruptcy Cases, the negotiation, formulation, consummation or preparation of the Prepetition Loan Documents, the DIP Loan Documents or other indebtedness for money borrowed by the Debtors, the Plan (including any Plan Document and any Plan Supplement), the Disclosure Statement, the Sale Order, the PSA, or any related agreement, instrument, or other document, or the solicitation of votes with respect to the Plan, the pursuit of approval of the Disclosure Statement or confirmation of the Plan, or the pursuit of Consummation of the Plan, in each case related to any act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding the foregoing release, no Released Party shall be released from acts or omissions which are the result of willful misconduct or fraud or from any obligations under the Plan or any document, instrument, or agreement executed to implement the Plan.

The Plan defines "Released Parties" as follows: "(a) J. Chris Jones, Arthur L. Smith, William T. Wilson, Jim P. Wise, Porter Bennett, M. Scott Jones, Dana A. Grams, Nicholas L. Swyka, Jr., Robert M. Flavin, James V. Scandola and Mark Erskine, which include the Debtors' executive management, and the Debtors' present and former board members, (b) the Debtors, (c) the DIP Secured Parties, (d) the Prepetition Secured Parties, (e) Riverstone, and (f) any Holder of a Class 5 Interest that has not delivered a Release Opt Out Form in accordance with the procedures set forth in the Disclosure Statement Order by the Voting Deadline, and, with respect to the persons named in (b) through (e), their Related Parties. For the avoidance of doubt, the Purchaser shall not be a Releasing Party."

Item 4. Certification. By signing this Ballot, the Claimant certifies that: (i) on the Voting Record Date, it was the Holder of the Class 2 Prepetition Credit Agreement Secured Claim to which this Ballot pertains or an authorized signatory for such Holder, (ii) it has full power and authority to vote to accept or reject the Plan, execute, and cast the Ballot, and (iii) it has received a copy of the Disclosure Statement, the Plan, and other solicitation materials. The undersigned understands that an otherwise properly completed, executed and timely-casted Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. The undersigned also certifies that its vote on the Plan is subject to all the terms and conditions set forth in the Plan and the Disclosure Statement.

Name of Claimant: _____

Signature: _____

Name (if different from Claimant): _____

Title: _____

Address: _____

E-Mail Address: _____

Telephone Number: _____

Dated: _____

Please make sure you have provided all information requested in this Ballot. Please read and follow the instructions set forth in the attached Voting Instructions carefully. Please complete, sign and date this Ballot and cast it in the manner set forth herein so that it is actually received by the Balloting Agent by July 8, 2019 at 4:00 p.m. (Eastern Time).

VOTING INSTRUCTIONS

1. In order for your vote to count, you must:
 - (i) In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Plan by checking the appropriate box; and
 - (ii) Review and sign the certifications in Item 4 of the Ballot. Please be sure to sign and date your Ballot. Your signature is required in order for your vote to be counted. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. If the Prepetition Credit Agreement Secured Claim is held by an entity, your Ballot must be executed in the name of an authorized signatory. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
2. **To have your vote counted and for any elections made in this Ballot to be effective, you must complete, sign and cast this Ballot so that it is actually received by the Balloting Agent not later than 4:00 p.m. (Eastern Time) on July 8, 2019.**
3. DO NOT SUBMIT YOUR BALLOT BY FAX OR EMAIL TRANSMISSION. A Ballot submitted by fax or email transmission will not be counted, unless approved by the Debtors in writing or otherwise ordered by the Court.
4. A Ballot that either indicates both acceptance and rejection of the Plan or fails to indicate either an acceptance or rejection of the Plan, will not be counted.
5. You must vote all your Claims within a single Class under the Plan either to accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
6. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received by the Balloting Agent will be deemed to reflect your intent and shall supersede and revoke any earlier received Ballot. If you cast multiple Ballots on account of the same Claim, which are received by the Balloting Agent on the same day, but which are voted inconsistently, such Ballots shall not be counted.
7. Any Ballot that is illegible or that contains insufficient information to permit the identification of the Claimant will not be counted.
8. This Ballot does not constitute, and shall not be deemed to be, a proof of claim against any of the Debtors or an assertion or admission of a Claim by any of the Debtors.

9. It is important that you vote. The Plan can be confirmed by the Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Court nonetheless may confirm the Plan if it finds that the Plan: (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To confirm a plan over the objection of a dissenting Class, the Court also must find that at least one Impaired Class has accepted the plan, with such acceptance being determined without including the acceptance of any “insider” in such Class.
10. 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 SOLICITATION MATERIALS APPROVED BY THE COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.
11. PLEASE CAST YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THESE VOTING INSTRUCTIONS, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY CALLING 844-596-2260 (U.S./CANADA) OR 929-333-8976 (INTERNATIONAL), OR EMAILING FAIRWAYENERGYBALLOTS@PRIMECLERK.COM.

CLASS 4 BALLOT

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
FAIRWAY ENERGY, LP, et al.,¹	§	Case No. 18-12684 (LSS)
	§	
Debtors.	§	Jointly Administered
	§	

**CLASS 4 GENERAL UNSECURED CLAIMS
BALLOT FOR ACCEPTING OR REJECTING THE FIRST AMENDED JOINT PLAN OF
LIQUIDATION OF THE DEBTORS AND DEBTORS IN POSSESSION
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**TO BE COUNTED, YOUR VOTE MUST BE ACTUALLY RECEIVED BY
PRIME CLERK, LLC BY JULY 8, 2019 AT 4:00 P.M. (EASTERN TIME).**

This ballot (the “Ballot”) is being submitted to you by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit your vote to accept or reject the *First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code*, dated as May 29, 2019 [Docket No. 392] (together with all exhibits thereto, including, without limitation, the Plan Supplement, and as it may be amended, modified or supplemented, the “Plan”),² which Plan is described in the related *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code*, dated as of May 29, 2019 [Docket No. 393] (together with all exhibits thereto, and as it may be amended, modified or supplemented, the “Disclosure Statement”), that was conditionally approved by an order [Docket No.] of the United States Bankruptcy Court for the District of Delaware (the “Court”). The Disclosure Statement describes the Plan and provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement or Plan, you may obtain a copy free of charge on the dedicated webpage of Prime Clerk, LLC (the “Balloting Agent”) at <https://cases.primeclerk.com/fairwayenergy/Home-DocketInfo>. Copies of the Disclosure Statement and Plan are also available upon written request to the Balloting Agent at the following address: Fairway Energy, LP, Ballot Processing Center, c/o Prime Clerk LLC, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, NY 10165.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, include: Fairway Energy, LP (4200); Fairway Energy Partners, LLC (7914); and Fairway Energy GP, LLC (7808). The location of the Debtors’ service address is Three Riverway, Suite 1550, Houston, Texas 77056.

² All capitalized terms used but not otherwise defined herein have the meanings set forth in the Plan.

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Claim has been placed in Class 4 (General Unsecured Claims) under the Plan.

If your Ballot is not actually received by the Balloting Agent on or before July 8, 2019 at 4:00 p.m. (Eastern Time) (the “Voting Deadline”), and such deadline is not extended by the Debtors, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

Paper Ballot. To cast your vote by paper Ballot, please complete and execute this paper Ballot and return it using the first-class mail pre-addressed postage pre-paid return envelope provided with this Ballot or by submitting it by overnight courier or hand delivery to the following address:

Fairway Energy, LP
Ballot Processing Center
c/o Prime Clerk LLC
One Grand Central Place
60 East 42ND Street, Suite 1440
New York, NY 10165
T: (844) 596-2260

No Ballots will be accepted by e-mail or facsimile.

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote Amount. For purposes of voting to accept or reject the Plan, as of May 29, 2019 (the “Voting Record Date”), the undersigned (the “Claimant”) was a holder of a Class 4 General Unsecured Claim in the aggregate amount set forth below.

\$ _____

Item 2. Vote on Plan. CHECK ONE BOX ONLY:

- ACCEPTS (votes FOR) the Plan.
- REJECTS (votes AGAINST) the Plan.

To submit your Ballot via the “E-Ballot” platform, please visit <https://cases.primeclerk.com/fairwayenergy>. Click on the “Submit E-Ballot” 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 E-Ballot ID#: _____

Prime Clerk’s “E-Ballot” platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an E-Ballot for each E-Ballot ID# you receive, as applicable.

Item 3. Release Opt-Out Election (only for Holders of Class 4 General Unsecured Claim that did not vote to accept or reject the Plan).

By checking the box below, the undersigned Claimant that did not vote to accept or reject the Plan, elects **NOT** to release the Released Parties as set forth in Section 10.2.3 of the Plan.

IF YOU DID NOT VOTE IN ITEM 2 ABOVE TO ACCEPT OR REJECT THE PLAN, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES FROM ANY AND ALL CLAIMS AND CAUSES OF ACTION TO THE EXTENT PROVIDED IN THE PLAN IF YOU DO NOT CHECK THE BOX BELOW.

EXCEPT AS OTHERWISE PROVIDED IN SECTION 10.2.3 OF THE PLAN, IF YOU VOTED IN ITEM 2 ABOVE TO ACCEPT THE PLAN, REGARDLESS OF WHETHER YOU CHECK THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES FROM ANY AND ALL CLAIMS AND CAUSES OF ACTION TO THE EXTENT PROVIDED IN THE PLAN.

- The undersigned Claimant elects not to grant (i.e., OPTS OUT of) the releases set forth in Section 10.2.3 of the Plan.

IMPORTANT INFORMATION REGARDING THE RELEASES IN THE PLAN

Following confirmation, subject to Article 6 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article 10 of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article 10 of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan—which effectuates such provisions—will affect you and any Claim(s) you may hold against the Released Parties under the Plan.

Specifically, the releases in Section 10.2.3 of the Plan (the “Releases”) bind the “Releasing Parties,” which the Plan defines as follows: (i) the Holders of all Claims or Interests who vote to accept the Plan; (ii) the Holders of Claims or Interests that are Unimpaired under the Plan and do not object to the releases set forth herein; (iii) the Holders of Claims or Interests whose vote to accept or reject the Plan is solicited but who do not vote either to accept or to reject the Plan and do not opt out of granting the releases set forth herein; and (iv) any Holder of a Class 5 Interest that has not delivered a Release Opt Out Form in accordance with the procedures set forth in the Disclosure Statement Order by the Voting Deadline.

The Releases provide for, among other things, the following:

As of the Effective Date, each Releasing Party is deemed to have released and discharged the Debtors, the Liquidating Debtors, each Released Party, and each of the foregoing Persons’ Related Parties from any and all obligations, rights, suits, damages, remedies, and Causes of Action (including any derivative claims asserted or that could have been asserted on behalf of a Debtor, a Liquidating Debtor,

or any Estate), whether known or unknown, 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, any act or omission, transaction, event, or other occurrence, taking place on or prior to the Effective Date in any way relating to, or in any manner arising from, in whole or in part, directly or indirectly, in any manner whatsoever, the Debtors, the Debtors' Estates, the Debtors' affiliates, the Bankruptcy Cases, the Sale, intercompany transactions, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated under the Plan, the business or contractual arrangements between the Debtors and any Released Party, the restructuring of the Claims or Interests before or in the Bankruptcy Cases, the negotiation, formulation, consummation or preparation of the Prepetition Loan Documents, the DIP Loan Documents or other indebtedness for money borrowed by the Debtors, the Plan (including any Plan Document and any Plan Supplement), the Disclosure Statement, the Sale Order, the PSA, or any related agreement, instrument, or other document, or the solicitation of votes with respect to the Plan, the pursuit of approval of the Disclosure Statement or confirmation of the Plan, or the pursuit of Consummation of the Plan, in each case related to any act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding the foregoing release, no Released Party shall be released from acts or omissions which are the result of willful misconduct or fraud or from any obligations under the Plan or any document, instrument, or agreement executed to implement the Plan.

The Plan defines "Released Parties" as follows: "(a) J. Chris Jones, Arthur L. Smith, William T. Wilson, Jim P. Wise, Porter Bennett, M. Scott Jones, Dana A. Grams, Nicholas L. Swyka, Jr., Robert M. Flavin, James V. Scandola and Mark Erskine, which include the Debtors' executive management, and the Debtors' present and former board members, (b) the Debtors, (c) the DIP Secured Parties, (d) the Prepetition Secured Parties, (e) Riverstone, and (f) any Holder of a Class 5 Interest that has not delivered a Release Opt Out Form in accordance with the procedures set forth in the Disclosure Statement Order by the Voting Deadline, and, with respect to the persons named in (b) through (e), their Related Parties. For the avoidance of doubt, the Purchaser shall not be a Releasing Party."

Item 4. Certification. By signing this Ballot, the Claimant certifies that: (i) on the Voting Record Date, it was the Holder of the Class 4 General Unsecured Claim to which this Ballot pertains or an authorized signatory for such Holder, (ii) it has full power and authority to vote to accept or reject the Plan, execute, and cast the Ballot, and (iii) it has received a copy of the Disclosure Statement, the Plan, and other solicitation materials. The undersigned understands that an otherwise properly completed, executed and timely-casted Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. The undersigned also certifies that its vote on the Plan is subject to all the terms and conditions set forth in the Plan and the Disclosure Statement.

Name of Claimant: _____

Signature: _____

Name (if different from Claimant): _____

Title: _____

Address: _____

E-Mail Address: _____

Telephone Number: _____

Dated: _____

Please make sure you have provided all information requested in this Ballot. Please read and follow the instructions set forth in the attached Voting Instructions carefully. Please complete, sign and date this Ballot and cast it in the manner set forth herein so that it is actually received by the Balloting Agent by July 8, 2019 at 4:00 p.m. (Eastern Time).

VOTING INSTRUCTIONS

1. In order for your vote to count, you must:
 - (i) In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Plan by checking the appropriate box; and
 - (ii) Review and sign the certifications in Item 4 of the Ballot. Please be sure to sign and date your Ballot. Your signature is required in order for your vote to be counted. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. If the Prepetition Credit Agreement Secured Claim is held by an entity, your Ballot must be executed in the name of an authorized signatory. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
2. **To have your vote counted and for any elections made in this Ballot to be effective, you must complete, sign and cast this Ballot so that it is actually received by the Balloting Agent not later than 4:00 p.m. (Eastern Time) on July 8, 2019.**
3. DO NOT SUBMIT YOUR BALLOT BY FAX OR EMAIL TRANSMISSION. A Ballot submitted by fax or email transmission will not be counted, unless approved by the Debtors in writing or otherwise ordered by the Court.
4. A Ballot that either indicates both acceptance and rejection of the Plan or fails to indicate either an acceptance or rejection of the Plan, will not be counted.
5. You must vote all your Claims within a single Class under the Plan either to accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
6. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received by the Balloting Agent will be deemed to reflect your intent and shall supersede and revoke any earlier received Ballot. If you cast multiple Ballots on account of the same Claim, which are received by the Balloting Agent on the same day, but which are voted inconsistently, such Ballots shall not be counted.
7. Any Ballot that is illegible or that contains insufficient information to permit the identification of the Claimant will not be counted.
8. This Ballot does not constitute, and shall not be deemed to be, a proof of claim against any of the Debtors or an assertion or admission of a Claim by any of the Debtors.

9. It is important that you vote. The Plan can be confirmed by the Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Court nonetheless may confirm the Plan if it finds that the Plan: (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To confirm a plan over the objection of a dissenting Class, the Court also must find that at least one Impaired Class has accepted the plan, with such acceptance being determined without including the acceptance of any “insider” in such Class.
10. 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 SOLICITATION MATERIALS APPROVED BY THE COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.
11. PLEASE CAST YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THESE VOTING INSTRUCTIONS, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY CALLING 844-596-2260 (U.S./CANADA) OR 929-333-8976 (INTERNATIONAL), OR EMAILING FAIRWAYENERGYBALLOTS@PRIMECLERK.COM.

EXHIBIT 3

CLASS 5 OPT OUT NOTICE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: § Chapter 11
FAIRWAY ENERGY, LP, et al.,¹ §
§ Case No. 18-12684 (LSS)
§
Debtors. § Jointly Administered
§

NOTICE OF NON-VOTING STATUS AND NON-DEBTOR RELEASE CONSENT ELECTION

1. By Order dated May 29, 2019 the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) conditionally approved the *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code*, dated May 29, 2019 (including all exhibits thereto and as amended, modified, or supplemented from time to time, the “Disclosure Statement”) [Docket No. 393], and authorized the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes to accept or reject the *First Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession Pursuant to Chapter 11 of the Bankruptcy Code*, dated May 29, 2019 (including all exhibits thereto and amended, modified, or supplemented from time to time, the “Plan”) [Docket No. 392], annexed as Exhibit A to the Disclosure Statement. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

2. Under the terms of the Plan, Holders of Interests in Class 5 (Interests) will neither receive nor retain any consideration nor retain any property under the Plan and, accordingly, are (a) conclusively presumed to have rejected the Plan, and (b) not entitled to vote on the Plan on account of such Claims and Interests. However, any Holder of an Interest that has not delivered by **JULY 8, 2019 AT 4:00 P.M. (PREVAILING EASTERN TIME)**, a Release Opt Out Form in accordance with the procedures set forth herein shall be a Released Party and, as such, shall receive the releases set forth in Section 10.2 of the Plan.

3. **YOU ARE RECEIVING THIS NOTICE BECAUSE YOU HAVE BEEN IDENTIFIED AS HOLDING AN INTEREST IN CLASS 5 IDENTIFIED ABOVE THAT IS NOT ENTITLED TO VOTE ON THE PLAN.**

OPT-OUT ELECTION FOR HOLDERS OF INTERESTS IN CLASS 5

4. Following confirmation, subject to Article 6 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article 10 of the Plan will become effective.

Specifically, the releases in Section 10.2.3 of the Plan (the “Releases”) bind the “Releasing Parties,” which the Plan defines as follows: (i) the Holders of all Claims or Interests who vote to accept the Plan; (ii) the Holders of Claims or Interests that are Unimpaired under the Plan and do not object to

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, include: Fairway Energy, LP (4200); Fairway Energy Partners, LLC (7914); and Fairway Energy GP, LLC (7808). The location of the Debtors’ service address is Three Riverway, Suite 1550, Houston, Texas 77056.

the releases set forth herein; (iii) the Holders of Claims or Interests whose vote to accept or reject the Plan is solicited but who do not vote either to accept or to reject the Plan and do not opt out of granting the releases set forth herein; and (iv) any Holder of a Class 5 Interest that has not delivered a Release Opt Out Form in accordance with the procedures set forth in the Disclosure Statement Order by the Voting Deadline.

The Releases provide for, among other things, the following:

As of the Effective Date, each Releasing Party is deemed to have released and discharged the Debtors, the Liquidating Debtors, each Released Party, and each of the foregoing Persons Related Parties from any and all obligations, rights, suits, damages, remedies, and Causes of Action (including any derivative claims asserted or that could have been asserted on behalf of a Debtor, a Liquidating Debtor, or any Estate), whether known or unknown, 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, any act or omission, transaction, event, or other occurrence, taking place on or prior to the Effective Date in any way relating to, or in any manner arising from, in whole or in part, , directly or indirectly, in any manner whatsoever, the Debtors, the Debtors' Estates, the Debtors' affiliates, the Bankruptcy Cases, the Sale, intercompany transactions, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated under the Plan, the business or contractual arrangements between the Debtors and any Released Party, the restructuring of the Claims or Interests before or in the Bankruptcy Cases, the negotiation, formulation, consummation or preparation of the Prepetition Loan Documents, the DIP Loan Documents or other indebtedness for money borrowed by the Debtors, the Plan (including any Plan Document and any Plan Supplement), the Disclosure Statement, the Sale Order, the PSA, or any related agreement, instrument, or other document, or the solicitation of votes with respect to the Plan, the pursuit of approval of the Disclosure Statement or confirmation of the Plan, or the pursuit of Consummation of the Plan, in each case related to any act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding the foregoing release, no Released Party shall be released from acts or omissions which are the result of willful misconduct or fraud or from any obligations under the Plan or any document, instrument, or agreement executed to implement the Plan.

The Plan defines "Released Parties" as follows: "(a) J. Chris Jones, Arthur L. Smith, William T. Wilson, Jim P. Wise, Porter Bennett, M. Scott Jones, Dana A. Grams, Nicholas L. Swyka, Jr., Robert M. Flavin, James V. Scandola and Mark Erskine, which include the Debtors' executive management, and the Debtors' present and former board members, (b) the Debtors, (c) the DIP Secured Parties, (d) the Prepetition Secured Parties, (e) Riverstone, and (f) any Holder of a Class 5 Interest that has not delivered a Release Opt Out Form in accordance with the procedures set forth in the Disclosure Statement Order by the Voting Deadline, and, with respect to the persons named in (b) through (e), their Related Parties."

5. PLEASE TAKE FURTHER NOTICE THAT IF YOU DO NOT COMPLETE AND RETURN THE ATTACHED FORM INDICATING THAT YOU DO NOT CONSENT TO THE NON-DEBTOR RELEASE TO THE BALLOTING AGENT SO THAT IT IS **ACTUALLY RECEIVED** BY **JULY 8, 2019 AT 4:00 P.M. (PREVAILING EASTERN TIME)**, UPON THE BANKRUPTCY COURT'S APPROVAL AND CONFIRMATION OF THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES CONTAINED IN SECTION 10.2.3 OF THE PLAN, AND YOU WILL BE A RELEASED PARTY IN ACCORDANCE WITH SECTION 10.2.3 OF THE PLAN, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW.

6. FORMS SHOULD BE RETURNED TO: FAIRWAY ENERGY, LP, BALLOT PROCESSING CENTER, C/O PRIME CLERK LLC, ONE GRAND CENTRAL PLACE, 60 EAST 42ND STREET, SUITE 1440, NEW YORK, NY 10165.

COMBINED HEARING

7. On **July 17, 2019 at 11:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, a hearing (the “Combined Hearing”) will be held before the Honorable Laurie Selber Silverstein, in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Courtroom No. 2, Wilmington, DE 19801 to consider the adequacy of the Disclosure Statement and confirmation of the Plan, as the same may be amended, modified, or supplemented from time to time, and for such other and further relief as may be just. The Combined Hearing may be adjourned from time to time without further notice to creditors or other parties in interest, other than by an announcement of such an adjournment in open court at the Combined Hearing or any adjournment thereof or the filing of a notice or hearing agenda providing for the adjournment on the docket of the Bankruptcy Cases with the Bankruptcy Court. The Plan may be modified in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Plan, and other applicable law, without further notice, prior to or as a result of the Combined Hearing.

DEADLINE FOR OBJECTIONS

8. Objections to the adequacy of the Disclosure Statement and confirmation of the Plan, if any, must (a) be in writing, (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection or proposed modification to the Plan to cure such Objection, and (d) be filed, together with proof of service, with the Court and served so as to be actually received no later than **4:00 p.m. prevailing Eastern Time on July 8, 2019** (the “Objection Deadline”), by: (i) counsel for the Debtors, Patrick L. Hughes and Martha Wyrick, Haynes and Boone LLP, 1221 McKinney Street, Suite 2100, Houston, Texas 77010, patrick.hughes@haynesboone.com and martha.wyrick@haynesboone.com and Edmon L. Morton, Kenneth J. Enos, and Elizabeth S. Justison, Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, emorton@ycst.com, kenos@ycst.com, and ejustison@ycst.com; (ii) David Turetsky, Andrew Zatz, and John J. Ramirez, White & Case, LLP, 1221 Avenue of the Americas, New York, NY 10020-1095, david.turetsky@whitecase.com; azatz@whitecase.com; and john.ramirez@whitecase.com; and (iii) the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Linda Richenderfer, linda.richenderfer@usdoj.gov.. Any objections not filed and served as set forth above will not be considered by the Bankruptcy Court and shall be overruled and deemed waived.

9. Copies of the Disclosure Statement Order, the Plan, and the Disclosure Statement may be obtained online at the website of the Debtors’ claims and balloting agent, Prime Clerk, LLC (“Balloting Agent”), at <https://cases.primeclerk.com/fairwayenergy/Home-DocketInfo>, or by request to the Balloting Agent at the following address: Fairway Energy, LP, Ballot Processing Center, c/o Prime Clerk LLC, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, NY 10165. Copies of the Disclosure Statement Order, the Plan, and the Disclosure Statement are also available for inspection on the Bankruptcy Court’s website at <http://ecf.deb.uscourts.gov>. A login and password to the Bankruptcy Court’s Public Access to Electronic Court Records (“PACER”) website are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>.

10. General information, including frequently asked questions regarding the Bankruptcy Cases and the Debtors' restructuring, are available at the Debtors' case website, <https://cases.primeclerk.com/fairwayenergy/Home-DocketInfo>. Creditors may also contact the Debtors' restructuring information center managed by Balloting Agent by calling 844-596-2260 (U.S./Canada) or 929-333-8976 (International), or emailing fairwayenergyballots@primeclerk.com, if they have questions about the Bankruptcy Cases. Please note, however, that neither the Balloting Agent nor the staff of the Bankruptcy Court can provide you with legal advice regarding the Debtors and the Bankruptcy.

Dated: May ___, 2019

HAYNES AND BOONE, LLP

Patrick L. Hughes (admitted *pro hac vice*)

Martha Wyrick (admitted *pro hac vice*)

1221 McKinney Street, Suite 2100

Houston, Texas 77010

Telephone: (713) 547-2000

Facsimile: (713) 547-2600

-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

By: _____

Edmon L. Morton (No. 3856)

Kenneth J. Enos (No. 4544)

Elizabeth S. Justison (No. 5911)

1000 North King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

**ATTORNEYS FOR THE DEBTORS AND DEBTORS-
IN-POSSESSION**

NON-DEBTOR RELEASE ELECTION FOR HOLDERS OF INTERESTS IN CLASS 5

Non-Debtor Release Disclosure and Election. Section 10.2.3 of the Plan includes the following release from the Debtors' creditors and interest holders in favor of Debtors and certain specified non-Debtor parties that will be granted to the maximum extent permitted by applicable law (such release, as set forth in Section 10.2.3 of the Plan, the "Non-Debtor Release"):

As of the Effective Date, each Releasing Party is deemed to have released and discharged the Debtors, the Liquidating Debtors, each Released Party, and each of the foregoing Persons' Related Parties from any and all obligations, rights, suits, damages, remedies, and Causes of Action (including any derivative claims asserted or that could have been asserted on behalf of a Debtor, a Liquidating Debtor, or any Estate), whether known or unknown, 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, any act or omission, transaction, event, or other occurrence, taking place on or prior to the Effective Date in any way relating to, or in any manner arising from, in whole or in part, directly or indirectly, in any manner whatsoever, the Debtors, the Debtors' Estates, the Debtors' affiliates, the Bankruptcy Cases, the Sale, intercompany transactions, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated under the Plan, the business or contractual arrangements between the Debtors and any Released Party, the restructuring of the Claims or Interests before or in the Bankruptcy Cases, the negotiation, formulation, consummation or preparation of the Prepetition Loan Documents, the DIP Loan Documents or other indebtedness for money borrowed by the Debtors, the Plan (including any Plan Document and any Plan Supplement), the Disclosure Statement, the Sale Order, the PSA, or any related agreement, instrument, or other document, or the solicitation of votes with respect to the Plan, the pursuit of approval of the Disclosure Statement or confirmation of the Plan, or the pursuit of Consummation of the Plan, in each case related to any act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding the foregoing release, no Released Party shall be released from acts or omissions which are the result of willful misconduct or fraud or from any obligations under the Plan or any document, instrument, or agreement executed to implement the Plan.

The Plan defines "Released Parties" as follows: "(a) J. Chris Jones, Arthur L. Smith, William T. Wilson, Jim P. Wise, Porter Bennett, M. Scott Jones, Dana A. Grams, Nicholas L. Swyka, Jr., Robert M. Flavin, James V. Scandola and Mark Erskine, which include the Debtors' executive management, and the Debtors' present and former board members, (b) the Debtors, (c) the DIP Secured Parties, (d) the Prepetition Secured Parties, (e) Riverstone, and (f) any Holder of a Class 5 Interest that has not delivered a Release Opt Out Form in accordance with the procedures set forth in the Disclosure Statement Order by the Voting Deadline, and, with respect to the persons named in (b) through (e), their Related Parties."

As the Holder of an Interest in the Debtors, you should read Section 10.2.3 of the Plan carefully as it affects your rights by releasing claims that you may hold against the Released Parties. You should check the box below if you do not consent to the Non-Debtor Release. If you do not return this Election Form with the box set forth below checked, you will be deemed consent to the Non-Debtor Release and you will be a Released Party under the Plan.

The undersigned does not consent to the Non-Debtor Release.

Acknowledgments. By signing this opt-out election, the undersigned certifies that the undersigned has the power and authority to elect whether to grant the Non-Debtor Releases contained in Section 10.2.3 of the Plan.

Name of Creditor

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Taxpayer Identification Number

Telephone Number

Email Address

Date Completed

THIS FORM SHOULD BE RETURNED TO: FAIRWAY ENERGY, LP, BALLOT PROCESSING CENTER, C/O PRIME CLERK LLC, ONE GRAND CENTRAL PLACE, 60 EAST 42ND STREET, SUITE 1440, NEW YORK, NY 10165, SO THAT IT IS **ACTUALLY RECEIVED** BY **July 8, 2019 AT 4:00 P.M. (PREVAILING EASTERN TIME)**,

IF YOU FAIL TO TIMELY COMPLETE AND RETURN THIS ELECTION FORM INDICATING THAT YOU DO NOT CONSENT TO THE NON-DEBTOR RELEASE AS SET FORTH HEREIN, UPON THE BANKRUPTCY COURT'S APPROVAL AND CONFIRMATION OF THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE NON-DEBTOR RELEASES CONTAINED IN SECTION 10.2.3 OF THE PLAN, AND YOU WILL BE A RELEASED PARTY IN ACCORDANCE WITH SECTION 10.2.3 OF THE PLAN, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW.