

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

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In re:	: Chapter 11
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LEGEND PARENT, INC., <i>et al.</i> ,	: Case No. 14-10701 (RG)
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Debtors.	: Jointly Administered
	:
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ORDER APPROVING (I) DISCLOSURE STATEMENT, (II) FORM OF AND MANNER OF NOTICES, (III) FORM OF BALLOTS AND (IV) SOLICITATION MATERIALS AND SOLICITATION PROCEDURES

Upon the motion of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order approving (i) the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession Under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Disclosure Statement**”), (ii) the form and manner of notices, (iii) the form of ballots to be used for voting on the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession Under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”), and (iv) the solicitation materials and solicitation procedures (the “**Motion**”);¹ and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 11 U.S.C. § 157(a)(2)(A), (B) and (O); and a hearing on the approval of the Disclosure Statement having been held on June 3, 2014 (the “**Hearing**”);

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

NOW, THEREFORE, the Court hereby finds as follows:

A. The Disclosure Statement complies with the requirements of the Bankruptcy Code and the Bankruptcy Rules and contains adequate information as such term is defined in section 1125 of the Bankruptcy Code.

B. Proper and adequate notice of the time fixed for filing objections to the Disclosure Statement and the Hearing on approval of the Disclosure Statement has been given to all parties in interest.

C. The Solicitation Procedures proposed in the Motion are fair and reasonable.

ACCORDINGLY, after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that, the Motion is granted to the extent set forth herein; and it is further

ORDERED that, the Disclosure Statement is hereby approved; and it is further

ORDERED that, the Debtors are authorized to (i) make non-material changes to the Disclosure Statement and related documents (including, without limitation, the exhibits thereto) and (ii) revise the Disclosure Statement and related documents (including, without limitation, the exhibits thereto) to add further disclosure concerning events occurring at or after the Hearing prior to distributing it to each entity whose Claim against the Debtors is Impaired and is entitled to vote on the Plan; and it is further

ORDERED that, the Confirmation Hearing will be held in the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton U.S. Custom House, Room 601, One Bowling Green, New York, New York 10004, on **July 15, 2014, at 10:00 a.m. (prevailing Eastern Time)**; and it is further

ORDERED that, objections or proposed modifications, if any, to the Plan 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, and (iv) comply with the Bankruptcy Rules and the Local Rules to be filed with the Clerk of the Court, with a copy delivered to Chambers, and served so as to be received by (a) counsel to the Debtors, (b) counsel to the Committee, (c) Latham & Watkins, counsel to the First Lien Agent, (d) Akin Gump Strauss Hauer & Feld LLP, counsel to holders of the majority of Notes outstanding under the Indenture, and (e) the United States Trustee no later than **4:00 p.m. (prevailing Eastern Time) on July 9, 2014**; and it is further

ORDERED that, the Confirmation Hearing Notice, substantially in the form attached to the Motion, is hereby approved; and it is further

ORDERED that, the Publication Notice, substantially in the form attached to the Motion, is hereby approved; and it is further

ORDERED that, the Cure Notice, substantially in the form attached to the Motion, is hereby approved; and it is further

ORDERED that, the Debtors shall, no later than June 27, 2014, file and serve a pleading with the Bankruptcy Court listing the cure amount, if any, of each Executory Contract or Unexpired Lease to be assumed or assumed and assigned under the Plan; and it is further

ORDERED that, any objections to the Cure Notice shall be filed on or before **July 8, 2014, at 4:00 p.m. (prevailing Eastern Time)** (the “**Cure Objection Deadline**”); and it is further

ORDERED that, if any objections to the Cure Notice are filed by the Cure Objection Deadline, the Bankruptcy Court may hold a hearing, which may be the Confirmation

Hearing, to determine such cure amounts or other issues pertaining to the assumption or assumption and assignment of such Executory Contract or Unexpired Lease; and it is further

ORDERED that, any counterparty that does not file an objection by the Cure Objection Deadline shall be forever barred from objecting to the Cure Notice and the assumption or assumption and assignment of the Executory Contracts and/or Unexpired Leases designated in the Cure Notice; and it is further

ORDERED that, the Unimpaired Creditor Notice to Claim and Interest holders in Classes 1, 3, 6, and 8, substantially in the form attached to the Motion as Exhibit D, and the Non-Voting Status Notice to Claims and Interest holders in Classes 5, 7, and 9, substantially in the form attached to the Motion as Exhibit E, are hereby approved; and it is further

ORDERED that, the Ballots, substantially in the form attached to the Motion, are hereby approved; and it is further

ORDERED that, the Solicitation Procedures are hereby approved; *provided, however,* that the Debtors have reserved the right to modify, amend or supplement the Solicitation Procedures with the consent of the Required Consenting Holders (as such term is defined in the Plan Support Agreement); and it is further

ORDERED that, the Debtors shall cause the Confirmation Hearing Notice to be served on all holders of Claims and Interests on or before June 11, 2014; and it is further

ORDERED that, the Debtors, on or before June 11, 2014, shall cause (i) the Plan, the Disclosure Statement and the Confirmation Hearing Notice to be distributed to all holders of Administrative Expense Claims and Priority Tax Claims, and (ii) the Solicitation Package be distributed to all holders of Claims in Class 2 and Class 4 (other than holders of Disputed Voting Claims); and it is further

ORDERED that, the Debtors shall cause the Publication Notice to be published one time in the national edition of *USA Today* on or before June 12, 2014; and it is further

ORDERED that, the Debtors are authorized (but not required) to distribute the Plan, the Disclosure Statement, and this Order (without exhibits) in PDF format on a CD-ROM. The Ballots, as well as the Confirmation Hearing Notice and other materials, will be provided in paper format; and it is further

ORDERED that, consistent with section 1126 of the Bankruptcy Code and Bankruptcy Rule 3017(d), the Solicitation Package will not be distributed to holders of Claims against or interests in the Debtors that are placed in a class under the Plan that is deemed to accept or reject the Plan under section 1126 of the Bankruptcy Code; and it is further

ORDERED that, the first day of the Disclosure Statement Hearing (the “**Voting Record Date**”) is the date for purposes of determining which creditors are entitled to vote on the Plan; and it is further

ORDERED that, Ballots of the holders of Claims in Classes 2 and 4 shall be delivered by only one of the following methods: (a) via electronic mail to mmodalballots@primeclerk.com; or (b) by first class mail, overnight courier, or by hand delivery to:

Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022

so as to be received no later than 4:00 p.m. (prevailing Eastern Time) on or before **July 9, 2014** (the “**Voting Deadline**”); and it is further

ORDERED that, the Solicitation Agent shall file its declaration regarding the voting results no later than two (2) business days prior to the Confirmation Hearing; and it is further

ORDERED that, with respect to any transferred Claim in a Voting Class (other than a Disputed Claim), the transferee shall be entitled to receive the Solicitation Package and vote to accept or reject the Plan on account of the transferred Claim only if: (i) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date, or (ii) the transferee files, no later than the Voting Record Date, (a) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer of the Claim and (b) a sworn statement of the transferor supporting the validity of the transfer; and it is further

ORDERED that, in the event a Claim is transferred after the transferor has completed a Ballot, the transferee of such Claim shall be bound by any vote (and the consequences thereof) made on the Ballot by the holder of such transferred Claim; and it is further

ORDERED that, any motion for temporary claim allowance pursuant to Bankruptcy Rule 3018(a) shall be filed at least ten (10) days prior to the Voting Deadline (the “**Resolution Deadline**”); and it is further

ORDERED that, for voting purposes only, and not for the purpose of determining who has an Allowed Claim or who is entitled to receive a distribution under the Plan, the following voting procedures are approved:

- (a) Tabulation Rules:
 - (1) The Claim amount for voting purposes shall be the Claim amount contained on a timely filed proof of claim or, if no proof of claim was filed, the non-contingent, liquidated and undisputed claim amount that is listed in the Schedules;
 - (2) Ballots cast by creditors who timely file proofs of claim for unknown, undetermined, unliquidated, or contingent amounts, including all Claims based on pending litigations not subject to a judgment against any of the Debtors, will count for satisfying the numerosity requirement of section

1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purpose of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code;

- (3) If a Claim is partially liquidated and partially unliquidated, such Claim shall be allowed for voting purposes only in the liquidated amount;
- (4) If a creditor casts a Ballot and is listed on the Schedules as holding a Claim that is contingent, unliquidated or disputed, undetermined in amount, or for \$0.00, and has not filed a proof of claim, such creditor's Ballot shall not be counted (for the avoidance of doubt, if a creditor is listed on the Schedules as holding a Claim that is contingent, unliquidated or disputed, undetermined in amount, or for \$0.00, and has not filed a proof of claim, such creditor shall not be entitled to vote or receive a Solicitation Package containing a Ballot; *provided, however*, that the Solicitation Agent will distribute a Confirmation Hearing Notice to such creditor);
- (5) Notwithstanding anything to the contrary set forth herein, if the Claim is deemed allowed in accordance with the Plan, an order of the Court or a stipulated agreement between the parties, such Claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth therein;
- (6) 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;
- (7) If a proof of claim has been amended by a later filed proof of claim, the later filed amending Claim will be entitled to vote in a manner consistent with the tabulation rules, and the earlier filed amended Claim will not be entitled to vote, regardless of whether the Debtors have objected to such amended claim;
- (8) Claims filed for \$0.00 are not entitled to vote; and
- (9) For purposes of the numerosity and amount requirement of Section 1126(c) of the Bankruptcy Code, the following rules apply:

- i. separate Claims held by a single creditor in a particular Class shall be aggregated (based on the reasonable efforts of the Debtors and the Solicitation Agent) as if such creditor held one Claim against the Debtors in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan.
- ii. separate Claims held by a single creditor in a particular Voting Class held or filed against one Debtor or multiple Debtors on account of the same liability will be treated as if such creditor held one Claim in such Voting Class, the votes related to such Claims will be treated as a single vote to accept or reject the Plan, only in an amount of one such Claim.

(b) Except as provided herein, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors may, in their sole discretion, reject such Ballot as invalid and, therefore, decline to utilize it in connection with seeking confirmation of the Plan by the Bankruptcy Court.

(c) If a Ballot is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations, or others acting in a fiduciary or representative capacity, each such person should indicate such capacity when signing its Ballot and, if so requested by the Debtors or the Solicitation Agent, must submit proper evidence satisfactory to the Debtors of their authority to so act.

(d) Any entity that is required to file a proof of claim, but that fails to do so by the applicable bar date is barred, estopped and enjoined from asserting such Claim against the Debtors, or voting upon, or receiving distributions under, any plan or plans of reorganization in these Chapter 11 Cases in respect of such Claim. Thus, no claimants asserting late-filed Claims shall be entitled to vote to accept or reject the Plan, unless such late-filed Claim has been deemed timely-filed under applicable law by an applicable order of the Bankruptcy Court.

(e) Any holder of a Voting Claim against the Debtors (i) for which the Debtors have filed an objection on or before the Voting Deadline to the extent and in the manner as may be set forth in such objection unless such Claim is subsequently allowed on or before the Voting Deadline, or (ii) who is a defendant in an adversary proceeding where such Claim would be subject to disallowance under section 502(d) of the Bankruptcy Code (such Claims in clauses (i) and (ii) being referred to herein as “**Disputed Voting Claims**”), shall not be entitled to vote on the Plan and shall not be counted in determining whether the requirements of section 1126 of the Bankruptcy Code have been met. If any holder of a Disputed Voting Claim disagrees with such voting status (or if a holder of a Voting Claim disagrees with the classification and/or vote amount provided on its

Ballot), then it must file with the Bankruptcy Court and serve upon the undersigned, by the Resolution Deadline, a motion (a “**Claimant Voting Motion**”) requesting temporary allowance of its Claim for voting purposes only, in accordance with Bankruptcy Rule 3018(a). No later than two (2) business days after the filing and service of such Claimant Voting Motion, the Solicitation Agent will send the movant a Solicitation Package (as appropriate), and the movant shall be required to return its Ballot to the Solicitation Agent by the Voting Deadline. If the Debtors and the movant cannot resolve consensually the temporary allowance of the Claim subject to the Claimant Voting Motion, the Debtors will request that the Bankruptcy Court consider the Claimant Voting Motion at the Confirmation Hearing. The Debtors and the Solicitation Agent would reserve all rights with respect to the Claimant Voting Motion and the Claim subject thereto.

(f) The allowance of any Voting Claim for voting purposes on the Plan shall not constitute a waiver of any rights of the Debtors to object to such Claim for purposes of allowance or Distribution under the Plan or otherwise; and it is further

ORDERED that, to ensure that its vote is counted, each holder of a Claim in Class 2 and Class 4 must (i) complete a Ballot, (ii) indicate the holder’s decision whether to accept or reject the Plan in the boxes provided in the Ballot, and (iii) sign and return the Ballot, by the Voting Deadline, to the address set forth on the envelope enclosed therewith; and it is further

ORDERED that, the following general voting procedures and standard assumptions be used in tabulating ballots:

- (a) All votes must be cast either to accept or to reject the Plan and may not be split;
- (b) Any Ballot (other than the Master Ballot) that partially rejects and partially accepts, or conditionally accepts the Plan, will not be counted;
- (c) A properly executed Ballot that either (i) indicates both an acceptance and rejection of the Plan or (ii) fails to indicate an acceptance or rejection of the Plan will not be counted;
- (d) Except as the Debtors may otherwise agree in their discretion, a Ballot may be submitted by only one of the following methods: (a) in the provided postage prepaid envelope, (b) via electronic mail, or (c) by first class mail, overnight courier, or hand delivery;
- (e) Only properly executed and signed Ballots that are timely received will be counted, and Ballots not containing a signature will not be counted;

- (f) Whenever more than one Ballot voting the same claim is received prior to the Voting Deadline, only the latest properly completed Ballot received prior to the Voting Deadline will be counted and deemed to supersede any prior received Ballot;
- (g) If a creditor simultaneously casts inconsistent Ballots, such Ballots shall not be counted;
- (h) The Debtors further propose, without further order of the Court, that any holder of a Claim entitled to vote that has delivered a valid Ballot may withdraw such Ballot solely in accordance with Bankruptcy Rule 3018(a);
- (i) Any Ballot that is illegible or contains insufficient information to permit identification of the claimant or Interest holder may not be counted;
- (j) Any Ballot cast by a person or entity that does not hold a Claim in a Voting Class will not be counted;
- (k) Subject to any order of the Court to the contrary, the Debtors, in their sole discretion, reserve the right to waive any defect in any Ballot at any time, whether before or after the Voting Deadline, and without notice; and
- (l) None of the Debtors, the Solicitation Agent or any other person or entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor will any of them incur any liability for failure to provide such notification; and it is further

ORDERED that, the following additional procedures shall apply with respect to tabulating Master Ballots:

- (a) votes cast by holders of securities through Nominees² will be applied to the applicable positions held by such Nominees as of the Voting Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee shall not be counted in excess of the amount of securities held by such Nominee as of the Voting Record Date;
- (b) if conflicting votes or “over-votes” are submitted by a Nominee, the Solicitation Agent shall use reasonable efforts to reconcile discrepancies with the Nominee;
- (c) if over-votes are submitted by a Nominee which are not reconciled prior to the preparation of the certification of voting results, the votes to accept and to reject the Plan shall be approved in the same proportion as the votes to accept and

² For the avoidance of doubt, the Indenture Trustee will not be considered a Nominee and shall have no obligation with respect to distribution and/or tabulation of Master Ballots or Beneficial Owner Ballots for Class 4.

to reject the Plan submitted by the Nominee, but only to the extent of the Nominee's Voting Record Date position in the securities; and

(d) for the purposes of tabulating votes, each Beneficial Owner shall be deemed (regardless of whether such holder includes interest in the amount voted on its Ballot) to have voted only the principal amount of its securities; any principal amounts thus voted will be thereafter adjusted by the Solicitation Agent, on a proportionate basis with a view to the amount of securities actually voted, to reflect the corresponding claim amount, including any accrued but unpaid prepetition interest, with respect to the securities thus voted;

(e) a single Nominee may complete and deliver to the Solicitation Agent multiple Master Ballots. Votes reflected on multiple Master Ballots shall be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last properly completed Master Ballot received prior to the Voting Deadline shall, to the extent of such inconsistency, supersede any prior received Master Ballot; and it is further

ORDERED that, where an impaired Class of Claims is otherwise entitled to vote on the Plan, but no Claim in such Class is voted, such Class may be deemed to have accepted the Plan; and it is further

ORDERED that, the Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein; and it is further

ORDERED that, this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
June 4, 2014

s/ Robert E. Grossman
HONORABLE ROBERT E. GROSSMAN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

**NOTICE OF (A) HEARING TO CONFIRM PLAN OF
REORGANIZATION, (B) VOTING DEADLINES AND PROCEDURES AND
(C) OBJECTION DEADLINE AND PROCEDURES**

THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING THE PLAN OF REORGANIZATION. YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

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

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In re:	:	Chapter 11
	:	
LEGEND PARENT, INC., <i>et al.</i> ,	:	Case No. 14-10701 (RG)
	:	
Debtors.	:	Jointly Administered
	:	
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NOTICE OF (A) HEARING TO CONFIRM PLAN OF REORGANIZATION, (B) VOTING DEADLINES AND PROCEDURES AND (C) OBJECTION DEADLINE AND PROCEDURES

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT:

PLEASE TAKE NOTICE that a hearing to confirm the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”)¹ has been scheduled by the Court, and the following deadlines and procedures have been established hereto:

HEARING TO CONFIRM PLAN OF REORGANIZATION

1. A hearing to confirm the Plan (the “**Confirmation Hearing**”) will commence on **July 15, 2014, at 10:00 a.m.** (prevailing Eastern Time) before the Honorable Robert E. Grossman, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, Courtroom No. 601, One Bowling Green, New York, New York. The Confirmation Hearing may be continued from time to time by announcing such continuance

¹ Capitalized terms used but not otherwise defined in this notice have the meanings ascribed to them in the Plan.

in open court or otherwise, all without further notice to parties in interest. The Court, in its discretion and prior to the Confirmation Hearing, may implement additional procedures governing the Confirmation Hearing.

2. The Debtors are soliciting acceptance of the Plan from holders of Claims that are actually entitled to vote on the Plan. The Bankruptcy Court can confirm the Plan and bind all holders of Claims and Interests if (i) the Plan is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired class entitled to vote who actually vote on the Plan and (ii) the Plan otherwise satisfies the applicable requirements of section 1129 of the Bankruptcy Code.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

3. In accordance with sections 1122 and 1123 of the Bankruptcy Code, the Plan contemplates classifying holders of Claims and Interests into various classes for all purposes, including with respect to voting on the Plan, as follows:

<u>CLASS</u>	<u>CLAIMS AND INTERESTS</u>	<u>STATUS</u>	<u>STATUS</u>
1	Priority Claims	Unimpaired	Deemed to Accept
2	First Lien Claims	Impaired	Entitled to Vote
3	Other Secured Claims	Unimpaired	Deemed to Accept
4	General Unsecured Claims (including Noteholder Claims)	Impaired	Entitled to Vote
5	Subordinated Claims	Impaired	Deemed to Reject
6	Convenience Class Claims	Unimpaired	Deemed to Accept
7	Intercompany Claims	Impaired	Deemed to Reject
8	Intercompany Interests	Unimpaired	Deemed to Accept
9	Holdings Equity Interests	Impaired	Deemed to Reject

4. Voting Record Date and Voting Deadline. June 3, 2014 is the record date (the “**Voting Record Date**”) for purposes of determining which creditors are entitled to vote on

the Plan. Holders of Claims in Class 2 and Class 4 must return the Ballots to Prime Clerk LLC, the solicitation agent (the “**Solicitation Agent**”) by no later than July 9, 2014 at 4:00 p.m. (prevailing Eastern Time) (the “**Voting Deadline**”). **For a vote to be counted, a creditor must (a) complete all the required information on the Ballot and (b) sign, date and return the completed Ballot by electronic mail, first class mail, overnight courier or hand delivery, so that it is actually received by the Solicitation Agent by no later than the Voting Deadline.**

The Ballot should be returned (a) via electronic mail to mmodalballots@primeclerk.com or (b) by first class mail, overnight courier or hand delivery to:

Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022

5. Disallowed Claims for Voting Purposes; Temporary Allowance of Claims for Voting Purposes. Any holder of a Voting Claim against the Debtors (i) for which the Debtors have filed an objection on or before the Voting Deadline to the extent and in the manner as may be set forth in such objection unless such claim is subsequently allowed on or before the Voting Deadline, or (ii) who is a defendant in an adversary proceeding where such Claim would be subject to disallowance under section 502(d) of the Bankruptcy Code (such Claims in clauses (i) and (ii) being referred to herein as “**Disputed Voting Claims**”), shall not be entitled to vote on the Plan and shall not be counted in determining whether the requirements of section 1126 of the Bankruptcy Code have been met. Ballots cast by creditors who timely file proofs of claim for unknown, undetermined, unliquidated, or contingent amounts will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for claims in the amount of \$1.00 solely for the purpose of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code. If any holder of a Disputed Voting Claim disagrees with such voting status (or if a holder of a Voting Claim disagrees with the classification and/or

voting amount provided on its Ballot), then it must file with the Bankruptcy Court and serve upon counsel to the Debtors, counsel to the Committee, and counsel to the First Lien Agent, by ten (10) days prior to the Voting Deadline (the “**Resolution Deadline**”), a motion (a “**Claimant Voting Motion**”) requesting temporary allowance of its Claim for voting purposes only in accordance with Bankruptcy Rule 3018(a). No later than two (2) business days after the filing and service of such Claimant Voting Motion, the Solicitation Agent will send the movant a Solicitation Package (as appropriate), and the movant shall be required to return its Ballot to the Solicitation Agent by the Voting Deadline. If the Debtors and the movant cannot resolve consensually the temporary allowance of the applicable Claim subject to the Claimant Voting Motion, the Debtors will request that the Bankruptcy Court consider the Claimant Voting Motion at the Confirmation Hearing. The Debtors and the Solicitation Agent’s rights with respect to the Claimant Voting Motion and the Claim subject thereto are reserved. The allowance of any Voting Claim for voting purposes on the Plan shall not constitute a waiver of any rights of the Debtors to object to such Claim for purposes of allowance or distribution under the Plan or otherwise.

ESTABLISHMENT OF OBJECTION DEADLINE AND PROCEDURES

6. The Court established **July 9, 2014, at 4:00 p.m.** (prevailing Eastern Time) as the last date and time for filing and serving objections to the approval of the Plan (the “**Plan Objection Deadline**”). Objections not filed and served by the Plan Objection Deadline in the manner set forth in paragraph 7 below will not be considered by the Court.

7. In order to be considered by the Court, objections, if any, to the Plan, 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 legal and factual basis and nature of any objection or proposed modification to the Plan, and (d) be filed with the Clerk of

the Court, with a copy delivered to chambers, and served so that they are received on or before
the Plan Objection Deadline by:

**Counsel to Debtors and
Debtors in Possession:**

Dechert LLP
1095 Avenue of the Americas
New York, New York 10036
Attn: Allan S. Brilliant
Shmuel Vasser
Jeffrey T. Mispagel

United States Trustee:

Office of the United States Trustee
201 Varick Street, Room 2006
New York, New York 10014
Attn: Andrea Schwartz
Richard Morrissey

**Counsel to the Official Committee of
Unsecured Creditors:**

Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038
Attn: Kristopher M. Hansen
Frank A. Merola
Matthew G. Garofalo

Counsel to the First Lien Agent:

Latham & Watkins LLP
330 North Wabash Avenue, Suite 2800
Chicago, Illinois 60611
Attn: Richard A. Levy
Peter P. Knight

Counsel to the Indenture Trustee:

Loeb & Loeb LLP,
345 Park Avenue
New York, NY 10154
Attn: Walter H. Curchack
Vadim J. Rubinstein

Counsel to the Consenting Noteholders

Akin Gump Strauss Hauer & Feld LLP,
One Bryant Park, Bank of America Tower
New York, NY 10036-6745
Attn: Michael Stamer
James Savin

**The Court may consider only written objections filed and served by the Plan Objection
Deadline. Objections not timely filed and served in accordance with the provisions of this
Notice may not be heard and may be overruled.**

8. All documents filed with the Court, including the Plan, are available for
inspection at <http://cases.primeclerk.com/mmodal> (free of charge), the Office of the Clerk of the
Bankruptcy Court, or on the Court's website (www.nysb.uscourts.gov) (a PACER account is
required). You may also call Prime Clerk at (855) 388-4578 to obtain copies of such documents.

EXECUTORY CONTRACTS AND UNEXPIRED LEASES

9. All Executory Contracts and Unexpired Leases not (i) previously assumed or rejected, (ii) subject to a previous rejection or assumption motion or (iii) listed in the Plan Supplement pursuant to Section 8.1 of the Plan as rejected will be deemed assumed under the terms of the Confirmation Order.

ADDITIONAL INFORMATION

10. Plan Supplement. The Debtors will file a Plan Supplement no fewer than ten (10) business days prior to the Voting Deadline. Copies of the Plan Supplement will be available for inspection at <http://cases.primeclerk.com/mmodal> (free of charge), the Office of the Clerk of the Bankruptcy Court, or on the Court's website, www.nysb.uscourts.gov (a PACER account is required).

INJUNCTIONS, RELEASES AND EXCULPATION

11. Following confirmation, subject to Section 9 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Section 10 will become effective. It is important to read the provisions contained in Section 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 you may hold against the Debtors.

Dated: New York, New York
_____, 2014

DECHERT LLP

Allan S. Brilliant
Shmuel Vasser
Jeffrey T. Mispagel
1095 Avenue of the Americas
New York, New York 10036
Telephone: (212) 698-3500
Facsimile: (212) 698-3599
Email: allan.brilliant@dechert.com
shmuel.vasser@dechert.com
jeffrey.mispagel@dechert.com

*Attorneys for the Debtors and
Debtors in Possession*

EXHIBIT C

PUBLICATION NOTICE

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

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	:	
In re:	:	Chapter 11
	:	
LEGEND PARENT, INC., <i>et al.</i> ,	:	Case No. 14-10701 (RG)
	:	
Debtors.	:	Jointly Administered
	:	
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**NOTICE OF (A) HEARING TO CONFIRM PLAN OF
REORGANIZATION, (B) VOTING DEADLINES AND PROCEDURES AND
(C) OBJECTION DEADLINE AND PROCEDURES**

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT:

PLEASE TAKE NOTICE that a hearing to confirm the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”)¹ has been scheduled by the Court, and the following deadlines and procedures have been established thereto:

HEARING TO CONFIRM PLAN OF REORGANIZATION

A hearing to confirm the Plan (the “**Confirmation Hearing**”) will commence on **July 15, 2014, at 10:00 a.m.** (prevailing Eastern Time) before the Honorable Robert E. Grossman, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 601, New York, New York. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court or otherwise, all without further notice to parties in interest. The Court, in its discretion and prior to the Confirmation Hearing, may implement additional procedures governing the Confirmation Hearing.

The Debtors are soliciting acceptance of the Plan from holders of Claims that are actually entitled to vote on the Plan. The Bankruptcy Court can confirm the Plan and bind all holders of Claims and Interests if (i) the Plan is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired class entitled to vote who actually vote on the Plan and (ii) the Plan otherwise satisfies the applicable requirements of section 1129 of the Bankruptcy Code.

¹ Capitalized terms used but not otherwise defined in this notice have the meanings ascribed to them in the Plan.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

In accordance with sections 1122 and 1123 of the Bankruptcy Code, the Plan contemplates classifying holders of Claims and Interests into various classes for all purposes, including with respect to voting on the Plan, as follows:

<u>CLASS</u>	<u>CLAIMS AND INTERESTS</u>	<u>STATUS</u>	<u>STATUS</u>
1	Priority Claims	Unimpaired	Deemed to Accept
2	First Lien Claims	Impaired	Entitled to Vote
3	Other Secured Claims	Unimpaired	Deemed to Accept
4	General Unsecured Claims (including Noteholder Claims)	Impaired	Entitled to Vote
5	Subordinated Claims	Impaired	Deemed to Reject
6	Convenience Class Claims	Unimpaired	Deemed to Accept
7	Intercompany Claims	Impaired	Deemed to Reject
8	Intercompany Interests	Unimpaired	Deemed to Accept
9	Holdings Equity Interests	Impaired	Deemed to Reject

Voting Record Date and Voting Deadline. June 3, 2014 is the record date (the “**Voting Record Date**”) for purposes of determining which creditors are entitled to vote on the Plan. Holders of Claims in Class 2 and Class 4 must return the Ballots to Prime Clerk LLC, the solicitation agent (the “**Solicitation Agent**”) by no later than July 9, 2014 at 4:00 p.m., (prevailing Eastern Time) (the “**Voting Deadline**”). **For a vote to be counted, a creditor must (a) complete all the required information on the Ballot and (b) sign, date and return the completed Ballot by electronic mail, first class mail, overnight courier or hand delivery, so that it is actually received by the Solicitation Agent by no later than the Voting Deadline.** The Ballot should be returned (a) via electronic mail to mmodalballots@primeclerk.com or (b) by first class mail, overnight courier or hand delivery to:

Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022

Disallowed Claims for Voting Purposes; Temporary Allowance of Claims for Voting Purposes. Any holder of a Voting Claim against the Debtors (i) for which the Debtors have filed an objection on or before the Voting Deadline to the extent and in the manner as may be set forth in such objection unless such claim is subsequently allowed on or before the Voting Deadline, or

(ii) who is a defendant in an adversary proceeding where such Claim would be subject to disallowance under section 502(d) of the Bankruptcy Code (such Claims in clauses (i) and (ii) being referred to herein as “**Disputed Voting Claims**”), shall not be entitled to vote on the Plan and shall not be counted in determining whether the requirements of section 1126 of the Bankruptcy Code have been met. Ballots cast by creditors who timely file proofs of claim for unknown, undetermined, unliquidated, or contingent amounts will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for claims in the amount of \$1.00 solely for the purpose of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code. If any holder of a Disputed Voting Claim disagrees with such voting status (or if a holder of a Voting Claim disagrees with the classification and/or voting amount provided on its Ballot), then it must file with the Bankruptcy Court and serve upon counsel to the Debtors, counsel to the Committee, and counsel to the First Lien Agent, by ten (10) days prior to the Voting Deadline (the “**Resolution Deadline**”), a motion (a “**Claimant Voting Motion**”) requesting temporary allowance of its Claim for voting purposes only in accordance with Bankruptcy Rule 3018(a). No later than two (2) business days after the filing and service of such Claimant Voting Motion, the Solicitation Agent will send the movant a Solicitation Package (as appropriate), and the movant shall be required to return its Ballot to the Solicitation Agent by the Voting Deadline. If the Debtors and the movant cannot resolve consensually the temporary allowance of the applicable Claim subject to the Claimant Voting Motion, the Debtors will request that the Bankruptcy Court consider the Claimant Voting Motion at the Confirmation Hearing. The Debtors and the Solicitation Agent’s rights with respect to the Claimant Voting Motion and the Claim subject thereto are reserved. The allowance of any Voting Claim for voting purposes on the Plan shall not constitute a waiver of any rights of the Debtors to object to such Claim for purposes of allowance or distribution under the Plan or otherwise.

ESTABLISHMENT OF OBJECTION DEADLINE AND PROCEDURES

The Court established **July 9, 2014, at 4:00 p.m.** (prevailing Eastern Time) as the last date and time for filing and serving objections to the approval of the Plan (the “**Plan Objection Deadline**”). Objections not filed and served by the Plan Objection Deadline in the manner set forth in paragraph 7 below will not be considered by the Court.

In order to be considered by the Court, objections, if any, to the Plan, 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 legal and factual basis and nature of any objection or proposed modification to the Plan, and (d) be filed with the Clerk of the Court, with a copy delivered to chambers, and served so that they are received on or before the Plan Objection Deadline.

The Court may consider only written objections filed and served by the Plan Objection Deadline. Objections not timely filed and served in accordance with the provisions of this Notice may not be heard and may be overruled.

INJUNCTIONS, RELEASES AND EXCULPATION

Following confirmation, subject to Section 9 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Section 10 will become effective. It is important to read the provisions contained in Section 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 you may hold against the Debtors.

ADDITIONAL INFORMATION

FOR COMPLETE INFORMATION REGARDING THE FILING OF THE PLAN SUPPLEMENT, EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND PERSONS AND ENTITIES THAT MUST RECEIVE OBJECTIONS TO THE PLAN, PLEASE REVIEW THE ‘NOTICE OF (A) HEARING TO CONFIRM PLAN OF REORGANIZATION AND (B) DATE BY WHICH TO SUBMIT OBJECTIONS’ POSTED ON PRIME CLERK’S WEB SITE (<http://cases.primeclerk.com/mmodal>)

All documents filed with the Court, including the Plan, are available for inspection at <http://cases.primeclerk.com/mmodal> (free of charge), the Office of the Clerk of the Bankruptcy Court, or on the Court’s website (www.nysb.uscourts.gov) (a PACER account is required). You may also call Prime Clerk at (855) 388-4578 to obtain copies of such documents.

Dated: New York, New York
_____, 2014

BY ORDER OF THE COURT

EXHIBIT D

PROPOSED FORM OF CURE NOTICE

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

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	:	
In re:	:	Chapter 11
	:	
LEGEND PARENT, INC., <i>et al.</i> ,	:	Case No. 14-10701 (RG)
	:	
Debtors.	:	Jointly Administered
	:	
-----	X	

**EXECUTORY CONTRACT OR UNEXPIRED
LEASE ASSUMPTION AND CURE NOTICE**

IF YOU ARE A NON-DEBTOR COUNTERPARTY TO A CONTRACT WITH ANY OF THE DEBTORS THAT IS NOT DESIGNATED TO BE REJECTED, SUCH CONTRACT IS DEEMED TO BE ASSUMED OR ASSUMED AND ASSIGNED. YOU ARE RECEIVING THIS NOTICE BECAUSE YOU OR ONE OF YOUR AFFILIATES IS A NON-DEBTOR COUNTERPARTY TO A NON-DESIGNATED CONTRACT THAT IS DEEMED ASSUMED OR ASSUMED AND ASSIGNED IN CONNECTION WITH THE PLAN. THE DEBTORS ENCOURAGE ALL NON-DEBTOR COUNTERPARTIES TO NON-DESIGNATED CONTRACTS TO REVIEW THE SCHEDULE OF REJECTED CONTRACTS AND UNEXPIRED LEASES ATTACHED HERETO, AS WELL AS ALL TERMS AND CONDITIONS OF THE MOTION, THE DISCLOSURE STATEMENT ORDER, AND THE PLAN.

PLEASE TAKE NOTICE that, on March 20, 2014, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that, on May __, 2014, the Debtors filed the *Debtors’ Motion for an Entry of an Order Approving (i) Disclosure Statement, (ii) Form of and Manner of Notices, (iii) Form of Ballots, and (iv) Solicitation Materials and Solicitation Procedures* (the “**Motion**”) [Dkt No. __] for the entry of an order, among other things, for entry of an order approving (i) the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession Under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Disclosure Statement**”), (ii) the form and manner of notices, (iii) the form of ballots to be used for voting on the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession Under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”),¹ and (iv) the solicitation materials and solicitation procedures. A list of each Debtor’s Executory Contracts and Unexpired Leases is included in Schedule G –

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

Executory Contracts and Unexpired Leases to each voluntary petition filed with the Bankruptcy Court (each, a “**Schedule G – Executory Contracts and Unexpired Leases**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Plan, the Debtors seek, among other things, to reject under the Plan certain Executory Contracts or Unexpired Leases (the “**Designated Contracts**”) pursuant to section 365 of the Bankruptcy Code. All Executory Contracts or Unexpired Leases that are not so rejected shall be deemed assumed or assumed and assigned (such Executory Contracts and Unexpired Leases, the “**Non-Designated Contracts**”).

PLEASE TAKE FURTHER NOTICE that, on _____, 2014, the Bankruptcy Court entered an order approving the Motion (the “**Disclosure Statement Order**”) [Dkt No. ___], which includes the following procedures:

- Notice and Payment of Cure Amount. Pursuant to the Plan and the Disclosure Statement Order, the Debtors are sending this notice (the “**Cure Notice**”), which is accompanied by a schedule attached hereto, identifying those Designated Contracts to be rejected, via first-class mail to each non-Debtor counterparty of a Non-Designated Contract that the Debtors intend to assume or assume and assign. The cure cost (the “**Cure Amount**”), if any, corresponding to each Non-Designated Contract is listed in a schedule attached hereto.

If the non-Debtor counterparty to a Non-Designated Contract does not object to the corresponding Cure Amount, or to the assumption or assumption and assignment of the Non-Designated Contract by **4:00 p.m. (prevailing Eastern Time) on July 8, 2014** in the manner set forth below, then such Cure Amount shall be fixed and, upon assumption and assignment of the Non-Designated Contract, paid by the Reorganized Debtors or the assignee in cash to the non-Debtor counterparty.

If a non-Debtor counterparty objects to the Cure Amount or the assumption or assumption and assignment of a Non-Designated Contract, then as set forth in this Cure Notice, such non-Debtor counterparty shall have the opportunity to appear before the Bankruptcy Court at the Confirmation Hearing to assert the objections. The Confirmation Hearing to consider any objections filed to Cure Amounts, assumption or assumption and assignment of the Non-Designated Contracts shall be held before the Honorable Robert E. Grossman, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom No. 601, New York, New York 10004 on **July 15, 2014 at 10:00 a.m. (prevailing Eastern Time)**, or at such time thereafter as counsel may be heard. The Confirmation Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Confirmation Hearing.

- Cure Objection Procedures. Any objection filed to the Cure Amount, assumption or assumption and assignment of a Non-Designated Contract (a “**Cure**

Objection”) **must:** (a) be in writing; (b) identify the Non-Designated Contract to which the objector is a party; (c) describe with particularity the nature of the objecting party’s claim against or interest in the Debtors’ estates, and the basis for the objection and specific grounds therefor; (d) if the objection relates to adequate assurance of future performance under a Non-Designated Contract, state with specificity what the objecting party believes is required to provide adequate assurance; (e) attach all documents supporting or evidencing the objection, if applicable; (f) comply with the Bankruptcy Rules, the Local Bankruptcy Rules, and other orders of this Court; and (g) be filed with the Bankruptcy Court and served upon the following parties so as to be **actually received** no later than **4:00 p.m. (prevailing Eastern Time) on July 8, 2014:** (i) the Chambers of the Honorable Robert E. Grossman, One Bowling Green, New York, New York, 10004; (ii) counsel to the Debtors, Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036, Attn: Allan S. Brilliant, Shmuel Vasser, and Jeffrey T. Mispagel; (iii) William K. Harrington, United States Trustee, U.S. Department of Justice, Office of the U.S. Trustee, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Schwartz and Richard Morrissey; (iv) counsel to the Official Committee of Unsecured Creditors, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038, Attn: Kristopher M. Hansen, Frank A. Merola, and Matthew G. Garofalo, (v) counsel to the First Lien Agent, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611, Attn: Richard A. Levy and Peter P. Knight, (vi) the First Lien Agent, Royal Bank of Canada, 4th Floor, 20 King Street West, Toronto, Ontario M5H 1C4, Attn: Ann Hurley, Senior Manager, Agency Services Group, (vii) the Indenture Trustee, U.S. Bank National Association, 214 N. Tryon Street, 27th Floor, Charlotte, NC 28202, Attn: Corporate Trust Department, (xiii) counsel to the Indenture Trustee, Loeb & Loeb LLP, 345 Park Avenue, New York, NY 10154, Attn: Walter H. Curchack and Vadim J. Rubinstein, and (ix) counsel to the Consenting Noteholders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, Bank of America Tower, New York, NY 10036-6745, Attn: Michael Stamer and James Savin.

- **Failure to Timely File a Cure Objection.** If a Cure Objection is not timely and properly filed and served in accordance with the above procedures, (a) the Cure Amount corresponding to the Non-Designated Contract shall be controlling notwithstanding anything to the contrary in any Non-Designated Contract or other document, (b) the non-Debtor counterparty to the Non-Designated Contract shall be deemed to have consented to the assumption or assumption and assignment of the Non-Designated Contract, and be forever barred from asserting any other claim arising prior to the assumption and assignment of the Non-Designated Contract against the Debtors, their Estates, the Reorganized Debtors, the assignee of the Non-Designated Contract, and their property, and (c) with respect to a Non-Designated Contract, the Reorganized Debtors or the assignee’s promise to perform under the Non-Designated Contract shall be deemed adequate assurance of future performance under the Non-Designated Contract.

- Reservation of Rights. Until the Effective Date, the Debtors, subject to the prior written consent of the First Lien Agent and the Required Consenting Holders, shall retain the right to reject any of the Executory Contracts or Unexpired Leases, including any Non-Designated Contracts and such contracts or leases that are subject to a dispute concerning amounts necessary to cure any defaults.
- Unresolved Cure Objections. The Debtors and the Reorganized Debtors will have the right to settle any Cure Objection without further order of the Bankruptcy Court. Any Cure Objections, if not consensually resolved, shall be heard by the Bankruptcy Court at the Confirmation Hearing or at a date scheduled by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that this Cure Notice and the Confirmation Hearing are subject to the full terms and conditions of the Motion, the Disclosure Statement Order, and the Plan, which shall control in the event of any conflict. A copy of the Motion, the Disclosure Statement Order, the Cure Amounts, the Plan, and the applicable Schedule G – Executory Contracts and Unexpired Leases may be obtained (a) via PACER, (b) at <http://cases.primeclerk.com/mmodal>, (c) by contacting Negisa Balluku at negisa.balluku@dechert.com, or (d) by request made to the Debtors’ noticing agent, Prime Clerk LLC:

Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022

(855) 388-4578

mmodalballots@primeclerk.com

Dated: New York, New York
_____, 2014

DECHERT LLP

Allan S. Brilliant
Shmuel Vasser
Jeffrey T. Mispagel
1095 Avenue of the Americas
New York, New York 10036
Telephone: (212) 698-3500
Facsimile: (212) 698-3599
Email: allan.brilliant@dechert.com
shmuel.vasser@dechert.com
jeffrey.mispagel@dechert.com

*Attorneys for the Debtors and
Debtors in Possession*

EXHIBIT E

**NOTICE OF NON-VOTING STATUS
WITH RESPECT TO UNIMPAIRED CLAIMS**

Hearing Date and Time: July 15, 2014 at 10:00 a.m. (Eastern Time)
Objection Deadline: July 9, 2014 at 4:00 p.m. (Eastern Time)

DECHERT LLP
1095 Avenue of the Americas
New York, New York 10036
Telephone: (212) 698-3500
Facsimile: (212) 698-3599
Allan S. Brilliant
Shmuel Vasser
Jeffrey T. Mispagel

*Attorneys for the Debtors
and Debtors in Possession*

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

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In re:	:	Chapter 11
	:	
LEGEND PARENT, INC., <i>et al.</i> ,	:	Case No. 14-10701 (RG)
	:	
Debtors.	:	Jointly Administered
	:	
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**NOTICE OF NON-VOTING STATUS
WITH RESPECT TO UNIMPAIRED CLAIMS**

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT:

PLEASE TAKE NOTICE, that a hearing to confirm the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”),¹ has been scheduled by the Court, and the following deadlines and procedures have been established:

¹ Capitalized terms used but not otherwise defined in this notice have the meanings ascribed to them in the Plan.

HEARING TO CONFIRM PLAN OF REORGANIZATION

1. A hearing to confirm the Plan (the “**Confirmation Hearing**”) will commence on **July 15, 2014, at 10:00 a.m.** (prevailing Eastern Time) before the Honorable Robert E. Grossman, United States Bankruptcy Judge, Alexander Hamilton U.S. Courthouse, United States Bankruptcy Court for the Southern District of New York. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court or otherwise, all without further notice to parties in interest. The Court, in its discretion and prior to the Confirmation Hearing, may implement additional procedures governing the Confirmation Hearing.

NON-VOTING STATUS

2. UNDER THE PLAN, AND IN ACCORDANCE WITH SECTION 1126(f) OF THE BANKRUPTCY CODE, YOUR CLAIM(S) WILL BE SATISFIED IN FULL. AS A RESULT, YOUR CLAIM(S) IS/ARE UNIMPAIRED AND YOU ARE NOT ENTITLED TO VOTE ON THE PLAN. YOU ARE, HOWEVER, ENCOURAGED TO REVIEW THE PLAN AND DISCLOSURE STATEMENT.

3. Copies of the Plan and the Disclosure Statement may be viewed at <http://cases.primeclerk.com/mmodal> (free of charge), or may be viewed at the Court’s website, www.nysb.uscourts.gov (PACER account required).

ESTABLISHMENT OF OBJECTION DEADLINE AND PROCEDURES

4. The Court established **July 9, 2014, at 4:00 p.m.** (prevailing Eastern Time) as the last date and time for filing and serving objections to the approval of the Plan (the “**Plan Objection Deadline**”). Objections not filed and served by the Plan Objection Deadline in the manner set forth in paragraph 5 below will not be considered by the Court.

5. In order to be considered by the Court, objections, if any, to the Plan, 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, and (d) be filed with the Clerk of the Court, with a copy delivered to chambers, and served so that they are received on or before the Plan Objection

Deadline by:

Counsel to Debtors and Debtors in Possession:

Dechert LLP
1095 Avenue of the Americas
New York, New York 10036
Attn: Allan S. Brilliant
Shmuel Vasser
Jeffrey T. Mispagel

United States Trustee:

Office of the United States Trustee
201 Varick Street, Room 2006
New York, New York 10014
Attn: Andrea Schwartz
Richard Morrissey

Counsel to the Official Committee of Unsecured Creditors:

Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038
Attn: Kristopher M. Hansen
Frank A. Merola
Matthew G. Garofalo

Counsel to the First Lien Agent:

Latham & Watkins LLP
330 North Wabash Avenue, Suite 2800
Chicago, Illinois 60611
Attn: Richard A. Levy
Peter P. Knight

Counsel to the Indenture Trustee:

Loeb & Loeb LLP,
345 Park Avenue
New York, NY 10154
Attn: Walter H. Curchack
Vadim J. Rubinstein

Counsel to the Consenting Noteholders

Akin Gump Strauss Hauer & Feld LLP,
One Bryant Park, Bank of America Tower
New York, NY 10036-6745
Attn: Michael Stamer
James Savin

6. The Court may consider only written objections filed and served by the Plan Objection Deadline. Objections not timely filed and served in accordance with the provisions of this Notice will not be heard and may be overruled.

7. All documents filed with the Court, including the Plan, are available for inspection at <http://cases.primeclerk.com/mmodal> (free of charge), the Office of the Clerk of the Bankruptcy Court, or on the Court's website, www.nysb.uscourts.gov (PACER account required).

INJUNCTIONS, RELEASES AND EXCULPATION

8. Following confirmation, subject to Section 9 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Section 10 will become effective. It is important to read the provisions contained in Section 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 you may hold against the Debtors.

Dated: New York, New York
_____, 2014

DECHERT LLP

/s/ _____
Allan S. Brilliant
Shmuel Vasser
Jeffrey T. Mispagel
1095 Avenue of the Americas
New York, New York 10036
Telephone: (212) 698-3500
Facsimile: (212) 698-3599
Email: allan.brilliant@dechert.com
shmuel.vasser@dechert.com
jeffrey.mispagel@dechert.com

*Attorneys for the Debtors and
Debtors in Possession*

EXHIBIT F

**NOTICE OF NON-VOTING STATUS
WITH RESPECT TO IMPAIRED CLAIMS**

Hearing Date and Time: July 15, 2014 at 10:00 a.m. (Eastern Time)
Objection Deadline: July 9, 2014 at 4:00 p.m. (Eastern Time)

DECHERT LLP
1095 Avenue of the Americas
New York, New York 10036
Telephone: (212) 698-3500
Facsimile: (212) 698-3599
Allan S. Brilliant
Shmuel Vasser
Jeffrey T. Mispagel

*Attorneys for the Debtors
and Debtors in Possession*

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

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In re:	:	Chapter 11
	:	
LEGEND PARENT, INC., <i>et al.</i> ,	:	Case No. 14-10701 (RG)
	:	
Debtors.	:	Jointly Administered
	:	
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**NOTICE OF NON-VOTING STATUS
WITH RESPECT TO IMPAIRED CLAIMS**

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT:

PLEASE TAKE NOTICE, that a hearing to confirm the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”),¹ has been scheduled by the Court, and the following deadlines and procedures have been established:

¹ Capitalized terms used but not otherwise defined in this notice have the meanings ascribed to them in the Plan.

HEARING TO CONFIRM PLAN OF REORGANIZATION

1. A hearing to confirm the Plan (the “**Confirmation Hearing**”) will commence on **July 15, 2014, at 10:00 a.m.** (prevailing Eastern Time) before the Honorable Robert E. Grossman, United States Bankruptcy Judge, Alexander Hamilton U.S. Courthouse, United States Bankruptcy Court for the Southern District of New York. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court or otherwise, all without further notice to parties in interest. The Court, in its discretion and prior to the Confirmation Hearing, may implement additional procedures governing the Confirmation Hearing.

NON-VOTING STATUS

2. UNDER THE PLAN, HOLDERS OF CERTAIN CLAIMS AND INTERESTS (AS DEFINED IN THE PLAN) WILL NOT RECEIVE OR RETAIN ANY PROPERTY UNDER THE PLAN. YOU ARE A HOLDER OF SUCH A CLAIM OR INTEREST. THUS, IN ACCORDANCE WITH SECTION 1126(g) OF THE BANKRUPTCY CODE, HOLDERS OF INTERESTS ARE CONCLUSIVELY PRESUMED TO REJECT THE PLAN. YOU ARE, HOWEVER, ENCOURAGED TO REVIEW THE PLAN AND DISCLOSURE STATEMENT.

3. Copies of the Plan and the Disclosure Statement may be viewed at <http://cases.primeclerk.com/mmodal> (free of charge), or may be viewed at the Court’s website, www.nysb.uscourts.gov (PACER account required).

ESTABLISHMENT OF OBJECTION DEADLINE AND PROCEDURES

4. The Court established **July 9, 2014, at 4:00 p.m.** (prevailing Eastern Time) as the last date and time for filing and serving objections to the approval of the Plan (the

“**Plan Objection Deadline**”). Objections not filed and served by the Plan Objection Deadline in the manner set forth in paragraph 5 below will not be considered by the Court.

5. In order to be considered by the Court, objections, if any, to the Plan, 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, and (d) be filed with the Clerk of the Court, with a copy delivered to chambers, and served so that they are received on or before the Plan Objection

Deadline by:

Counsel to Debtors and Debtors in Possession:

Dechert LLP
1095 Avenue of the Americas
New York, New York 10036
Attn: Allan S. Brilliant
Shmuel Vasser
Jeffrey T. Mispagel

United States Trustee:

Office of the United States Trustee
201 Varick Street, Room 2006
New York, New York 10014
Attn: Andrea Schwartz
Richard Morrissey

Counsel to the Official Committee of Unsecured Creditors:

Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038
Attn: Kristopher M. Hansen
Frank A. Merola
Matthew G. Garofalo

Counsel to the First Lien Agent:

Latham & Watkins LLP
330 North Wabash Avenue, Suite 2800
Chicago, Illinois 60611
Attn: Richard A. Levy
Peter P. Knight

Counsel to the Indenture Trustee:

Loeb & Loeb LLP,
345 Park Avenue
New York, NY 10154
Attn: Walter H. Curchack
Vadim J. Rubinstein

Counsel to the Consenting Noteholders

Akin Gump Strauss Hauer & Feld LLP,
One Bryant Park, Bank of America Tower
New York, NY 10036-6745
Attn: Michael Stamer
James Savin

6. The Court may consider only written objections filed and served by the Plan Objection Deadline. Objections not timely filed and served in accordance with the provisions of this Notice will not be heard and may be overruled.

7. All documents filed with the Court, including the Plan, are available for inspection at <http://cases.primeclerk.com/mmodal> (free of charge), the Office of the Clerk of the Bankruptcy Court, or on the Court's website, www.nysb.uscourts.gov (PACER account required).

INJUNCTIONS, RELEASES AND EXCULPATION

8. Following confirmation, subject to Section 9 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Section 10 will become effective. It is important to read the provisions contained in Section 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 you may hold against the Debtors.

Dated: New York, New York
_____, 2014

DECHERT LLP

/s/

Allan S. Brilliant
Shmuel Vasser
Jeffrey T. Mispagel
1095 Avenue of the Americas
New York, New York 10036
Telephone: (212) 698-3500
Facsimile: (212) 698-3599
Email: allan.brilliant@dechert.com
shmuel.vasser@dechert.com
jeffrey.mispagel@dechert.com

*Attorneys for the Debtors and
Debtors in Possession*

EXHIBIT G

**CLASS 2 BALLOT FOR ACCEPTING OR
REJECTING PLAN OF REORGANIZATION**

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

-----	X	
	:	
In re:	:	Chapter 11
	:	
LEGEND PARENT, INC., <i>et al.</i> ,	:	Case No. 14-10701 (RG)
	:	
Debtors.	:	Jointly Administered
	:	
-----	X	

**CLASS 2 BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

Legend Parent Inc., *et al.*, the jointly administered debtors and debtors in possession (the “**Debtors**”) filed the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”).¹

The Court has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession Under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Disclosure Statement**”). The Disclosure Statement provides information to assist you in deciding how to vote the ballots (the “**Ballots**”). If you do not have a Disclosure Statement, you may obtain a copy at <http://cases.primeclerk.com/mmodal> (free of charge), from the Office of the Clerk of the Bankruptcy Court, on the Court’s website, www.nysb.uscourts.gov (a PACER account is required), or by contacting Prime Clerk LLC, the solicitation agent (the “**Solicitation Agent**”) by email at mmodalballots@primeclerk.com, by telephone at (855) 388-4578 or by writing to: Legend Holdings, Inc. Balloting Processing Center, c/o Prime Clerk LLC,

¹ Capitalized terms used but not otherwise defined in herein have the meanings ascribed to them in the Plan.

830 3rd Avenue, 9th Floor, New York, NY 10022. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

PLEASE READ, VOTE AND RETURN YOUR BALLOT
THE VOTING DEADLINE IS JULY 9, 2014 AT 4:00 P.M. (PREVAILING EASTERN TIME) (the
“Voting Deadline”)

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 First Lien Claims under the Plan. If you hold Claims or Interests in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If your Ballot is not received by the Solicitation Agent on or before July 9, 2014 at 4:00 p.m. (prevailing Eastern Time), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

You may return your Ballot by only one of the following methods: (a) in the return envelope provided in your package; (b) via electronic mail to mmodalballots@primeclerk.com; or (c) by first class mail, overnight courier, or by hand delivery to:

**Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022**

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote Amount.

For purposes of voting to accept or reject the Plan, as of June 3, 2014 (the “**Voting Record Date**”) the undersigned was a holder of Class 2 First Lien Claim in the aggregate amount set forth below.

\$ _____

Item 2. Vote on Plan (Please check one.)

CHECK ONE BOX ONLY

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

Item 3. Release (OPTIONAL). YOU MAY ONLY COMPLETE THIS ITEM IF YOU VOTED TO REJECT THE PLAN IN ITEM 2 ABOVE.

By checking the box below, the undersigned holder of the Class 2 First Lien Claim identified herein that voted to **REJECT** the Plan elects **NOT** to release the Released Parties as set forth in Section 10 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE TO REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN).**

- I elect to **OPT OUT** of the release provisions.

IMPORTANT INFORMATION REGARDING THE RELEASE

Following confirmation, subject to Section 9 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Section 10 will become effective. It is important to read the provisions contained in Section 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 you may hold against the Debtors so that you cast your vote accordingly.

Specifically, the “Releases” in section 10.6 of the Plan, which bind those holders of Claims that (i) are Unimpaired by the Plan, (ii) have not voted to reject the Plan, or (iii) have voted

to reject the Plan but have not checked the box indicating that they opt not to grant the releases provided in the Plan, provide, among other things, the following:

As of the Effective Date, in consideration for the obligations of the Debtors and the Reorganized Debtors under the Plan and the Cash, contracts, instruments, releases, agreements or documents to be entered into or delivered in connection with the Plan, each holder of a Claim (solely in its capacity as such) that (i) is Unimpaired by the Plan, (ii) has not voted to reject the Plan, or (iii) has voted to reject the Plan but has not checked the box on the applicable ballot indicating that such holder opts not to grant the releases provided in the Plan; provided, however, that the Consenting Lenders and Consenting Noteholders are and shall be deemed to elect to grant the releases provided in the Plan, will be deemed to forever release, waive and discharge all Causes of Action in any way relating to a Debtor, the Chapter 11 Cases, the Estates, the Plan, the exhibits to the Plan, the Plan Supplement, the Disclosure Statement, the First Lien Facility, or the Indenture that such entity has, had or may have against any Released Party or any employees, agents or partners of the Debtors (which release will be in addition to the discharge of Claims provided herein and under the Confirmation Order and the Bankruptcy Code), except with respect to any obligations arising under the Plan, the New Term Loan Agreement, or any of the Definitive Documents that by their terms survive the Effective Date, or any act, event, injury, omission, transaction, or agreement arising after the Effective Date (other than Causes of Action relating to such act, event, injury, omission, transaction or agreement first arising or occurring prior to the Effective Date); provided, however, that the foregoing provisions will have no effect on the liability of any entity that would otherwise result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted fraud, theft, gross negligence, willful misconduct or a violation of the Rules of Professional Conduct, 22 N.Y.C.R.R. § 1200, Rule 1.8(h). For the avoidance of doubt and notwithstanding anything else to the contrary therein, unless the conditions set forth in Section 5.1(c) of the Plan are satisfied and no OEP Exclusion Event has occurred, the Release will not apply to the Specified OEP Entities.

Entry of the Confirmation Order will constitute the Bankruptcy Court's approval, pursuant to section 363 of the Bankruptcy Code and Bankruptcy Rule 9019, of the releases in Section 10.6 of the Plan, the relevant portion of which is discussed above, which includes by reference each of the related provisions and definitions contained in the Plan, and further, will constitute the Bankruptcy Court's finding that such releases are (i) in exchange for the good and valuable consideration provided by the Debtors and the other Released Parties, representing a good faith settlement and compromise of the Claims released herein, (ii) in the best interests of the Debtors and all holders of Claims, (iii) fair, equitable, and reasonable, (iv) approved after due notice and opportunity for hearing, and (v) a bar to any of the releasing parties asserting any Claim released by the releasing parties against any of the Debtors or the other Released Parties or their respective property.

Each Person to which Section 10.6 of the Plan, the relevant portion of which is discussed above, applies shall be deemed to have granted the releases set forth in that Section notwithstanding that such Person may hereafter discover facts in addition to, or different from, those which it now knows or believes to be true, and without regard to the subsequent discovery or existence of such different or additional facts, and such Person expressly waives any and all rights that it may have under any statute or common law principle which would limit the effect of such releases to those

claims or causes of action actually known or suspected to exist at the time of execution of the release.

Item 4. Certification. By signing this Ballot, the undersigned hereby certifies that: (a) on June 3, 2014, it was the holder of the Class 2 First Lien Claim to which this Ballot pertains (or an authorized signatory for such holder), (b) it has full power and authority to vote to accept or reject the Plan, (c) it had received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes to accept or reject the Plan is subject to the terms and conditions set forth in the Disclosure Statement and Plan, and (d) no other Ballots with respect to the Class 2 First Lien Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such claims, then any such earlier received Ballots are hereby revoked.

Name of Claimant: _____

Signature: _____

Federal tax I.D. or social security number of Claimant: _____

Name (if different from Claimant): _____

Title (if corporation or partnership): _____

Address: _____

Telephone Number: _____

Email Address: _____

Dated: _____

VOTING INSTRUCTIONS

- (a) All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan.
- (b) Please read and follow these instructions carefully.
- (c) You must submit your Ballot to Prime Clerk so that it is received no later than 4:00 p.m. (prevailing Eastern Time) on July 9, 2014, the Voting Deadline. If your Ballot is not received by the Voting Deadline and such time is not extended, your vote will not count. You may submit your Ballot by only one of the following methods: (a) in the provided postage prepaid envelope, (b) via electronic mail, or (c) by first class mail, overnight courier, or hand delivery.

- (d) In order for your vote to count, you must:
- (i) Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2;
 - (ii) If you voted to reject the Plan, review the release disclosure in Item 3 and determine whether you will opt out of the releases, and check the box in Item 3, if appropriate;
 - (iii) Review and sign the certifications in Item 4;
 - (iv) 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, and if requested provide proof of your authorization to so sign. 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; and
 - (v) Return the completed Ballot to Prime Clerk by only one of the following methods: (a) in the preaddressed, postage prepaid envelope enclosed with this Ballot, (b) via electronic mail to mmodalballots@primeclerk.com, or (c) by first class mail, overnight courier, or by hand delivery to:

Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022

- (e) A properly executed Ballot that either (a) indicates both an acceptance and rejection of the Plan or (b) fails to indicate an acceptance or rejection of the Plan will not be counted.
- (f) Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.
- (g) If multiple Ballots are received from the same person with respect to the same Claims prior to the Voting Deadline, only the latest properly completed Ballot received prior to the Voting Deadline will be counted and deemed to supersede any prior received Ballot.
- (h) This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.
- (i) If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Please complete and return each Ballot you receive.

- (j) **Please be sure to sign and date your Ballot.**

PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES
GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER
ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT BY
TELEPHONE AT (855)388-4578 OR BY EMAIL AT
MMODALBALLOTS@PRIMECLERK.COM

EXHIBIT H

**CLASS 4 BALLOT FOR ACCEPTING OR
REJECTING PLAN OF REORGANIZATION**

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

----- X
:
In re: : Chapter 11
:
LEGEND PARENT, INC., *et al.*, : Case No. 14-10701 (RG)
:
Debtors. : Jointly Administered
:
----- X

**CLASS 4 BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

Legend Parent Inc., *et al.*, the jointly administered debtors and debtors in possession (the “**Debtors**”) filed the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”).¹

The Court has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession Under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Disclosure Statement**”). The Disclosure Statement provides information to assist you in deciding how to vote the ballots (the “**Ballots**”). If you do not have a Disclosure Statement, you may obtain a copy at <http://cases.primeclerk.com/mmodal> (free of charge), from the Office of the Clerk of the Bankruptcy Court, on the Court’s website, www.nysb.uscourts.gov (a PACER account is required), or by contacting Prime Clerk LLC, the solicitation agent (the “**Solicitation Agent**”) by email at mmodalballots@primeclerk.com, by telephone at (855) 388-4578 or by writing to: Legend Holdings, Inc. Balloting Processing Center, c/o Prime Clerk LLC,

¹ Capitalized terms used but not otherwise defined in herein have the meanings ascribed to them in the Plan.

830 3rd Avenue, 9th Floor, New York, NY 10022. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

PLEASE READ, VOTE AND RETURN YOUR BALLOT
THE VOTING DEADLINE IS JULY 9, 2014, AT 4:00 P.M. (PREVAILING EASTERN TIME) (the
“Voting Deadline”)

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 you hold Claims or Interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your Ballot is not received by the Solicitation Agent on or before July 9, 2014, at 4:00 p.m. (prevailing Eastern Time), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

You may return your Ballot by only one of the following methods: (a) in the return envelope provided in your package; (b) via electronic mail to mmodalballots@primeclerk.com; or (c) by first class mail, overnight courier, or by hand delivery to:

**Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022**

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote Amount.

For purposes of voting to accept or reject the Plan, as of June 3, 2014 (the “**Voting Record Date**”) the undersigned was a holder of Class 4 General Unsecured Claim in the aggregate amount set forth below.

\$ _____

Item 2a. Vote on Plan (Please check one.)

CHECK ONE BOX ONLY

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

Item 2b. Optional Elections. YOU MAY ONLY COMPLETE THIS ITEM IF YOU VOTED TO ACCEPT THE PLAN IN ITEM 2a ABOVE. You have the option of checking ONE box below. If you check both boxes, you will be deemed to have elected the option that provides you with the larger Distribution. PLEASE NOTE THAT ANY ELECTIONS MADE BELOW SHALL BE BINDING ON ANY SUBSEQUENT TRANSFEREES OF THE CLAIM(S) VOTED ON THIS BALLOT.

Optional Elections (if desired, only check <u>ONE</u> box below)		
<p>By checking the box below, I elect to REDUCE MY CLASS 4 GENERAL UNSECURED CLAIM TO \$125,000 and receive, in lieu of the Distribution provided to holders of Class 4 General Unsecured Claims, Distribution as if the Claim is a Class 6 Convenience Class Claim. This election is for distribution purposes only. Your vote in Item 2a will be counted in Class 4 regardless of whether you check the box below.</p> <p><input type="checkbox"/></p>	<p><u>OR</u></p>	<p>By checking the box below, I elect to remain in Class 4 and receive a distribution in cash in an amount equal to 3.4% of my Allowed Class 4 General Unsecured Claim.</p> <p><input type="checkbox"/></p>

Item 3. Release (OPTIONAL). YOU MAY ONLY COMPLETE THIS ITEM IF YOU VOTED TO REJECT THE PLAN IN ITEM 2a ABOVE.

By checking the box below, the undersigned holder of the Class 4 General Unsecured Claim identified herein that voted to **REJECT** the Plan elects **NOT** to release the Released Parties as set forth in Section 10 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE TO REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN).**

- I elect to **OPT OUT** of the release provisions.

IMPORTANT INFORMATION REGARDING THE RELEASE

Following confirmation, subject to Section 10 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Section 10 will become effective. It is important to read the provisions contained in Section 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 you may hold against the Debtors so that you cast your vote accordingly.

Specifically, the “Releases” in section 10.6 of the Plan, which bind those holders of Claims that (i) are Unimpaired by the Plan, (ii) have not voted to reject the Plan, or (iii) have voted to reject the Plan but have not checked the box indicating that they opt not to grant the releases provided in the Plan, provide, among other things, the following:

As of the Effective Date, in consideration for the obligations of the Debtors and the Reorganized Debtors under the Plan and the Cash, contracts, instruments, releases, agreements or documents to be entered into or delivered in connection with the Plan, each holder of a Claim (solely in its capacity as such) that (i) is Unimpaired by the Plan, (ii) has not voted to reject the Plan, or (iii) has voted to reject the Plan but has not checked the box on the applicable ballot indicating that such holder opts not to grant the releases provided in the Plan; provided, however, that the Consenting Lenders and Consenting Noteholders are and shall be deemed to elect to grant the releases provided in the Plan, will be deemed to forever release, waive and discharge all Causes of Action in any way relating to a Debtor, the Chapter 11 Cases, the Estates, the Plan, the exhibits to the Plan, the Plan Supplement, the Disclosure Statement, the First Lien Facility, or the Indenture that such entity has, had or may have against any Released Party or any employees, agents or partners of the Debtors (which release will be in addition to the discharge of Claims provided herein and under the Confirmation Order and the Bankruptcy Code), except with respect to any obligations arising under the Plan, the New Term Loan Agreement, or any of the Definitive Documents that by their terms survive the Effective Date, or any act, event, injury, omission, transaction, or agreement arising after the Effective Date (other than Causes of Action

relating to such act, event, injury, omission, transaction or agreement first arising or occurring prior to the Effective Date); provided, however, that the foregoing provisions will have no effect on the liability of any entity that would otherwise result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted fraud, theft, gross negligence, willful misconduct or a violation of the Rules of Professional Conduct, 22 N.Y.C.R.R. § 1200, Rule 1.8(h). For the avoidance of doubt and notwithstanding anything else to the contrary therein, unless the conditions set forth in Section 5.1(c) of the Plan are satisfied and no OEP Exclusion Event has occurred, the Release will not apply to the Specified OEP Entities.

Entry of the Confirmation Order will constitute the Bankruptcy Court's approval, pursuant to section 363 of the Bankruptcy Code and Bankruptcy Rule 9019, of the releases in Section 10.6 of the Plan, the relevant portion of which is discussed above, which includes by reference each of the related provisions and definitions contained in the Plan, and further, will constitute the Bankruptcy Court's finding that such releases are (i) in exchange for the good and valuable consideration provided by the Debtors and the other Released Parties, representing a good faith settlement and compromise of the Claims released herein, (ii) in the best interests of the Debtors and all holders of Claims, (iii) fair, equitable, and reasonable, (iv) approved after due notice and opportunity for hearing, and (v) a bar to any of the releasing parties asserting any Claim released by the releasing parties against any of the Debtors or the other Released Parties or their respective property.

Each Person to which Section 10.6 of the Plan, the relevant portion of which is discussed above, applies shall be deemed to have granted the releases set forth in that Section notwithstanding that such Person may hereafter discover facts in addition to, or different from, those which it now knows or believes to be true, and without regard to the subsequent discovery or existence of such different or additional facts, and such Person expressly waives any and all rights that it may have under any statute or common law principle which would limit the effect of such releases to those claims or causes of action actually known or suspected to exist at the time of execution of the release.

Item 4. Certification. By signing this Ballot, the undersigned hereby certifies that: (a) on June 3, 2014, it was the holder of the Class 4 General Unsecured Claims to which this Ballot pertains (or an authorized signatory for such holder), (b) it has full power and authority to vote to accept or reject the Plan, (c) it had received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes to accept or reject the Plan is subject to the terms and conditions set forth in the Disclosure Statement and Plan, and (d) no other Ballots with respect to the General Unsecured Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such claims, then any such earlier received Ballots are hereby revoked.

Name of Claimant: _____

Signature: _____

Federal tax I.D. or social security number of Claimant: _____

Name (if different from Claimant): _____

Title (if corporation or partnership): _____

Address: _____

Telephone Number: _____

Email Address: _____

Dated: _____

VOTING INSTRUCTIONS

- (a) All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan.
- (b) Please read and follow these instructions carefully.
- (c) You must submit your Ballot to Prime Clerk so that it is received no later than 4:00 p.m. (prevailing Eastern Time) on July 9, 2014, the Voting Deadline. If your Ballot is not received by the Voting Deadline and such time is not extended, your vote will not count. You may submit your Ballot by only one of the following methods: (a) in the provided postage prepaid envelope, (b) via electronic mail, or (c) by first class mail, overnight courier, or hand delivery.
- (d) In order for your vote to count, you must:
 - (i) Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2a;
 - (ii) If you voted to accept the Plan, review the optional elections in Item 2b and determine whether you elect to either reduce your Class 4 General Unsecured Claim to \$125,000 for Distribution purposes only, or (ii) elect to receive cash distribution in an amount equal to 3.4% of your Allowed Claim. You may only check ONE box in Item 2b. If you check both boxes, you will be deemed to have elected the option that provides you with the larger Distribution;
 - (iii) If you voted to reject the Plan, review the release disclosure in Item 3 and determine whether you will opt out of the releases, and check the box in Item 3, if appropriate;

- (iv) Review and sign the certifications in Item 4;
- (v) 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, and if requested provide proof of your authorization to so sign. 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; and
- (vi) Return the completed Ballot to Prime Clerk by only one of the following methods: (a) in the preaddressed, postage prepaid envelope enclosed with this Ballot, (b) via electronic mail to mmodalballots@primeclerk.com, or (c) by first class mail, overnight courier, or by hand delivery to:

Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022

- (e) A properly executed Ballot that either (a) indicates both an acceptance and rejection of the Plan or (b) fails to indicate an acceptance or rejection of the Plan will not be counted.
- (f) Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.
- (g) If multiple Ballots are received from the same person with respect to the same Claims prior to the Voting Deadline, only the latest properly completed Ballot received prior to the Voting Deadline will be counted and deemed to supersede any prior received Ballot.
- (h) This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.
- (i) If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Please complete and return each Ballot you receive.
- (j) **Please be sure to sign and date your Ballot.**

PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES
GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER
ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT BY
TELEPHONE AT (855)388-4578 OR BY EMAIL AT
M_MODALBALLOTS@PRIMECLERK.COM

EXHIBIT I

**CLASS 4 BENEFICIAL OWNER BALLOT FOR ACCEPTING OR
REJECTING PLAN OF REORGANIZATION**

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

-----	X	
	:	
In re:	:	Chapter 11
	:	
LEGEND PARENT, INC., <i>et al.</i> ,	:	Case No. 14-10701 (RG)
	:	
Debtors.	:	Jointly Administered
	:	
-----	X	

**CLASS 4 BENEFICIAL OWNER BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

Legend Parent Inc., *et al.*, the jointly administered debtors and debtors in possession (the “**Debtors**”) filed the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”).¹

The Court has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession Under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Disclosure Statement**”). The Disclosure Statement provides information to assist you in deciding how to vote the ballots (any ballot, including the Beneficial Owner Ballot (as defined below) and the Master Ballot (as defined below), the “**Ballots**”). If you do not have a Disclosure Statement, you may obtain a copy at <http://cases.primeclerk.com/mmodal> (free of charge), from the Office of the Clerk of the Bankruptcy Court, on the Court’s website, www.nysb.uscourts.gov (a PACER account is required), or by contacting Prime Clerk LLC, the solicitation agent (the “**Solicitation Agent**”) by email at mmodalballots@primeclerk.com, by telephone at (855) 388-4578 or by writing to: Legend Holdings, Inc. Balloting Processing

¹ Capitalized terms used but not otherwise defined in herein have the meanings ascribed to them in the Plan.

Center, c/o Prime Clerk LLC, 830 3rd Avenue, 9th Floor, New York, NY 10022. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Beneficial Owner Ballot (the “**Beneficial Owner Ballot**”) is being sent to you as the beneficial owner of notes (the “**Beneficial Owner**”) issued pursuant to the Indenture dated August 17, 2012 (the “**Indenture**”) between MModal, Inc., as issuer, Legend Parent, Inc., as guarantor, and U.S. Bank National Association, as trustee (the “**Trustee**”), which Indenture governs all obligations arising under or in connection with the 10.75% senior unsecured notes due in 2020 (the “**Notes**”). As such, you are the holder of a General Unsecured Claim under the Plan. The Plan classifies the General Unsecured Claims in Class 4.

Please note that you must vote the entire claim you hold to accept or reject the Plan. For purposes of tabulating the votes, you will be deemed to have voted the full amount of your claim in your vote. You may not split your vote. If you are submitting a vote with respect to any Notes that you own, you must vote all of your Notes in the same way (i.e., all "Accepts" or all "Rejects"). To the extent that you are voting on behalf of the actual Beneficial Owner, you must provide the name and address of the Beneficial Owner on this Beneficial Owner Ballot and may be required to submit evidence to the Debtors and the Bankruptcy Court demonstrating your authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Beneficial Owner Ballot for each Beneficial Owner.

You may receive multiple mailings containing Beneficial Owner Ballots, especially if you own your Notes through more than one bank, broker or other intermediary or agent thereof (each, a "**Nominee**"). You should vote each Beneficial Owner Ballot that you receive for all of the Notes that you beneficially own through the respective Nominee.

You must provide all of the information requested by this Beneficial Owner Ballot. Failure to do so may result in the disqualification of your vote.

PLEASE READ, VOTE AND RETURN YOUR BENEFICIAL OWNER BALLOT AS DIRECTED BY YOUR NOMINEE

THE VOTING DEADLINE IS JULY 9, 2014, AT 4:00 P.M. (PREVAILING EASTERN TIME) (the “Voting Deadline”). IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO RECEIVE YOUR BENEFICIAL OWNER BALLOT, PROCESS YOUR VOTE ON A MASTER BALLOT (the “Master Ballot”), AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BY JULY 9, 2014, THE VOTING DEADLINE (OR ELSE YOUR VOTE MAY NOT BE COUNTED).

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 you hold Claims or Interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

Please read carefully and follow the attached instructions for returning your Beneficial Owner Ballot. If your vote is not received by the Solicitation Agent, on or before July 9, 2014, at 4:00 p.m. (prevailing Eastern Time), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If you received a return envelope addressed to your Nominee, please allow sufficient time for your Nominee to process your vote so that your Nominee may return a Master Ballot reflecting your vote on or before July 9, 2014, the Voting Deadline.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

If you received this Beneficial Owner Ballot directly from the Solicitation Agent (or a pre-validated Beneficial Owner Ballot from your Nominee), a return envelope addressed to the Solicitation Agent was provided in your solicitation package and you must return this Beneficial Owner Ballot to the Solicitation Agent in the return envelope provided in your package on or before July 9, 2014, the Voting Deadline (or contact the Solicitation Agent at (855) 388-4578 or mmodalballots@primeclerk.com for other approved methods to return your pre-validated Beneficial Owner Ballot).

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote Amount.

For purposes of voting to accept or reject the Plan, as of June 3, 2014 (the “**Voting Record Date**”) the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the aggregate principal amount set forth below. **(If your Notes are held by a Nominee on your behalf and you do not know the amount, please contact your Nominee immediately.)**

\$ _____

Item 2. Vote on Plan (Please check one.)

CHECK ONE BOX ONLY

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

Item 3. Release (OPTIONAL). YOU MAY ONLY COMPLETE THIS ITEM IF YOU VOTED TO REJECT THE PLAN IN ITEM 2 ABOVE.

By checking the box below, the undersigned holder of the Class 4 General Unsecured Claim identified herein that voted to **REJECT** the Plan elects **NOT** to release the Released Parties as set forth in Section 10 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE TO REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN).**

- I elect to **OPT OUT** of the release provisions.

IMPORTANT INFORMATION REGARDING THE RELEASE

Following confirmation, subject to Section 10 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Section 10 will become effective. It is important to read the provisions contained in Section 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 you may hold against the Debtors so that you cast your vote accordingly.

Specifically, the “Releases” in section 10.6 of the Plan, which bind those holders of Claims that (i) are Unimpaired by the Plan, (ii) have not voted to reject the Plan, or (iii) have voted to reject the Plan but have not checked the box indicating that they opt not to grant the releases provided in the Plan, provide, among other things, the following:

As of the Effective Date, in consideration for the obligations of the Debtors and the Reorganized Debtors under the Plan and the Cash, contracts, instruments, releases, agreements or documents to be entered into or delivered in connection with the Plan, each holder of a Claim (solely in its capacity as such) that (i) is Unimpaired by the Plan, (ii) has not voted to reject the Plan, or (iii) has voted to reject the Plan but has not checked the box on the applicable ballot indicating that such holder opts not to grant the releases provided in the Plan; provided, however, that the Consenting Lenders and Consenting Noteholders are and shall be deemed to elect to grant the releases provided in the Plan, will be deemed to forever release, waive and discharge all Causes of Action in any way relating to a Debtor, the Chapter 11 Cases, the Estates, the Plan, the exhibits to the Plan, the Plan Supplement, the Disclosure Statement, the First Lien Facility, or the Indenture that such entity has, had or may have against any Released Party or any employees, agents or partners of the Debtors (which release will be in addition to the discharge of Claims provided herein and under the Confirmation Order and the Bankruptcy Code), except with respect to any obligations arising under the Plan, the New Term Loan Agreement, or any of the Definitive Documents that by their terms survive the Effective Date, or any act, event, injury, omission, transaction, or agreement arising after the Effective Date (other than Causes of Action relating to such act, event, injury, omission, transaction or agreement first arising or occurring prior to the Effective Date); provided, however, that the foregoing provisions will have no effect on the liability of any entity that would otherwise result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted fraud, theft, gross negligence, willful misconduct or a violation of the Rules of Professional Conduct, 22 N.Y.C.R.R. § 1200, Rule 1.8(h). For the avoidance of doubt and notwithstanding anything else to the contrary therein, unless the conditions set forth in Section 5.1(c) of the Plan are satisfied and no OEP Exclusion Event has occurred, the Release will not apply to the Specified OEP Entities.

Entry of the Confirmation Order will constitute the Bankruptcy Court’s approval, pursuant to section 363 of the Bankruptcy Code and Bankruptcy Rule 9019, of the releases in Section 10.6 of the Plan, the relevant portion of which is discussed above, which includes by reference each of the related provisions and definitions contained in the Plan, and further, will constitute the Bankruptcy Court’s finding that such releases are (i) in exchange for the good and valuable consideration provided by the Debtors and the other Released Parties, representing a good faith settlement and compromise of the Claims released herein, (ii) in the best interests of the Debtors and all holders of Claims, (iii) fair, equitable, and reasonable, (iv) approved after due notice and opportunity for hearing, and (v) a bar to any of the releasing parties asserting any Claim released by the releasing parties against any of the Debtors or the other Released Parties or their respective property.

Each Person to which Section 10.6 of the Plan, the relevant portion of which is discussed above, applies shall be deemed to have granted the releases set forth in that Section notwithstanding that such Person may hereafter discover facts in addition to, or different from, those which it now knows or believes to be true, and without regard to the subsequent discovery or existence of such

different or additional facts, and such Person expressly waives any and all rights that it may have under any statute or common law principle which would limit the effect of such releases to those claims or causes of action actually known or suspected to exist at the time of execution of the release.

Item 4. Certification as to Other Noteholder Claims in Class 4 (General Unsecured Claims) Held in Additional Accounts. By signing and returning this Beneficial Owner Ballot, the undersigned certifies that either (a) it has not submitted any other Beneficial Owner Ballots for Noteholder Claims in Class 4 (General Unsecured Claims) held in other accounts or other record names, or (b) it has provided the information specified in the following table for all other Noteholder Claims in Class 4 (General Unsecured Claims) for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary).

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED SEPARATE BALLOTS FOR OTHER NOTEHOLDER CLAIMS IN CLASS 4

Name of Holder (Insert your name if the Notes are held by you in record name or, if held in street name, insert name of Nominee)	Account Number (if applicable)	Principal Amount of Other Noteholder Claims Voted in Class 4	CUSIP of Other Noteholder Claims Voted in Class 4	Nominee Name / DTC Participant Number
1.		\$		
2.		\$		
3.		\$		
4.		\$		
5.		\$		

Item 5. Authorization. By returning this Beneficial Owner Ballot, the undersigned hereby certifies that: (a) it was, as of the Voting Record Date, either (i) the holder of the General Unsecured Claims identified in Item 1 or (ii) the authorized signatory for the holder of the General Unsecured Claims identified in Item 1, (b) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes to accept or reject the Plan is subject to the terms and conditions set forth in the Disclosure Statement and Plan, (c) it has cast the same vote with respect to all its General Unsecured Claims; (d) no other Beneficial Owner Ballots with respect to the General Unsecured Claims identified in Item 1 have

been cast or, if any other Beneficial Owner Ballots have been cast with respect to such claims, then any such earlier received Beneficial Owner Ballots are hereby revoked.

Name of Claimant: _____

Signature: _____

Account Number: _____

Federal tax I.D. or social security number of Claimant: _____

Name (if different from Claimant): _____

Title (if corporation or partnership): _____

Address: _____

Telephone Number: _____

Email Address: _____

Dated: _____

VOTING INSTRUCTIONS

- (a) All capitalized terms used in this Beneficial Owner Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan.
- (b) Please read and follow these instructions carefully.
- (c) To ensure your vote is counted, if you received this Beneficial Owner Ballot directly from the Solicitation Agent (or a pre-validated Beneficial Owner Ballot from your Nominee), you must complete, sign and return this Beneficial Owner Ballot to the Solicitation Agent in the provided postage prepaid envelope (or contact the Solicitation Agent at (855) 388-4578 or mmodalballots@primeclerk.com for other approved methods to return your pre-validated Beneficial Owner Ballot). Unsigned ballots will not be counted. Pre-validated Beneficial Owner Ballots or Master Ballots (transmitting the vote cast on this Beneficial Owner Ballot) must be received by the Solicitation Agent, Prime Clerk LLC, no later than 4:00 p.m. (prevailing Eastern Time) on July 9, 2014, the Voting Deadline. If you received a return envelope addressed to your Nominee, be sure to return your Beneficial Owner Ballot early enough for your vote to be processed on a Master Ballot and then forwarded and received by the Solicitation Agent by the Voting Deadline. If a pre-validated Beneficial Owner Ballot (or the Master Ballot transmitting your vote) is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the signed pre-validated Beneficial

Owner Ballot or Master Ballot is actually received by the Solicitation Agent. In all cases, sufficient time should be allowed to assure timely delivery. No Beneficial Owner Ballot should be sent to the Debtors or any financial or legal advisor of the Debtors. If you believe that you have received the wrong Beneficial Owner Ballot, please contact the Solicitation Agent, Prime Clerk LLC, by e-mail at mmodalballots@primeclerk.com or by telephone at (855) 388-4578, or your Nominee, immediately.

- (d) In order for your vote to count, you must:
- (i) Make sure that the information required by Item 1 has been inserted. If you do not know the principal amount of your Notes, please contact your Nominee or the Solicitation Agent immediately.
 - (ii) Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2;
 - (iii) If you voted to reject the Plan, review the release disclosure in Item 3 and determine whether you will opt out of the releases and check the box in Item 3, if appropriate;
 - (iv) Provide the information in Item 4, if applicable to you;
 - (v) Review and sign the authorization in Item 5;
 - (vi) If you are completing this Beneficial Owner Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing, and if requested provide proof of your authorization to so sign. 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 Beneficial Owner Ballot; and
 - (vii) Return the completed Beneficial Owner Ballot using the enclosed envelope, or as otherwise instructed.
- (e) A properly executed Beneficial Owner Ballot that either (a) indicates both an acceptance and rejection of the Plan or (b) fails to indicate an acceptance or rejection of the Plan will not be counted.
- (f) Any Beneficial Owner Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.
- (g) If multiple Ballots are received from the same person with respect to the same Claims prior to the Voting Deadline, only the latest properly completed Ballot received prior to the Voting Deadline will be counted and deemed to supersede any prior received Ballot.
- (h) This Beneficial Owner Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

- (i) If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Please complete and return each Ballot you receive.
- (j) **Please be sure to sign and date your Beneficial Owner Ballot** (applicable only if this Beneficial Owner Ballot has not been signed or “pre-validated” by your Nominee).

PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL OWNER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT BY TELEPHONE AT (855)388-4578 OR BY EMAIL AT MMODALBALLOTS@PRIMECLERK.COM

EXHIBIT J

**CLASS 4 MASTER BALLOT FOR ACCEPTING OR
REJECTING PLAN OF REORGANIZATION**

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

-----	X	
	:	
In re:	:	Chapter 11
	:	
LEGEND PARENT, INC., <i>et al.</i> ,	:	Case No. 14-10701 (RG)
	:	
Debtors.	:	Jointly Administered
	:	
-----	X	

**CLASS 4 MASTER BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

Legend Parent Inc., *et al.*, the jointly administered debtors and debtors in possession (the “**Debtors**”) filed the *Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Plan**”).¹

The Court has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of MModal Holdings, Inc., and its Affiliated Debtors and Debtors in Possession Under Chapter 11 of the Bankruptcy Code*, dated June 2, 2014 (the “**Disclosure Statement**”). The Disclosure Statement provides information to assist you in deciding how to vote the ballots (any ballot, including the Beneficial Owner Ballot (as defined below) and the Master Ballot (as defined below), the “**Ballots**”). If you do not have a Disclosure Statement, you may obtain a copy at <http://cases.primeclerk.com/mmodal> (free of charge), from the Office of the Clerk of the Bankruptcy Court, on the Court’s website, www.nysb.uscourts.gov (a PACER account is required), or by contacting Prime Clerk LLC, the solicitation agent (the “**Solicitation Agent**”) by email at mmodalballots@primeclerk.com, by telephone at (855) 388-4578 or by writing to: Legend Holdings, Inc. Balloting Processing

¹ Capitalized terms used but not otherwise defined in herein have the meanings ascribed to them in the Plan.

Center, c/o Prime Clerk LLC, 830 3rd Avenue, 9th Floor, New York, NY 10022. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Master Ballot (the “**Master Ballot**”) is being sent to record holder banks, brokers and other nominees (a “**Nominee**”) of beneficial owners (the “**Beneficial Owners**”) of notes issued pursuant to the Indenture dated August 17, 2012 (the “**Indenture**”) between MModal, Inc., as issuer, Legend Parent, Inc., as guarantor, and U.S. Bank National Association, as trustee (the “**Trustee**”), which Indenture governs all obligations arising under or in connection with the 10.75% senior unsecured notes due in 2020 (the “**Notes**”). As such, you are the Nominee of the holder of a General Unsecured Claim under the Plan. The Plan classifies the General Unsecured Claims in Class 4.

You are required to deliver a Beneficial Owner Ballot (the “**Beneficial Owner Ballot**”) to each Beneficial Owner for whom you hold Notes along with the Disclosure Statement, the Plan, notice of the Confirmation Hearing, order approving the Disclosure Statement, a pre-addressed postage paid return envelope and such other materials as the Court may direct (collectively, the “**Solicitation Package**”) and take any action required to enable such Beneficial Owner to timely vote its Notes to accept or reject the Plan. With regard to any Beneficial Owner Ballots returned to you, you must (1) complete and execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold the Notes and (2) forward this Master Ballot to the Solicitation Agent by July 9, 2014, at 4:00 p.m. (prevailing Eastern Time) (the “**Voting Deadline**”). If you are both the registered or record holder and Beneficial Owner of any Notes and you wish to vote such Notes, you may complete a Beneficial Owners Ballot or this Master Ballot.

PLEASE READ, VOTE AND RETURN YOUR BALLOT
THE VOTING DEADLINE IS JULY 9, 2014, AT 4:00 P.M. (PREVAILING EASTERN TIME)

IMPORTANT

You should review the Disclosure Statement and the Plan before completing this Master Ballot.

If the Master Ballot is not received by the Solicitation Agent, on or before July 9, 2014, at 4:00 p.m. (prevailing Eastern Time), and such deadline is not extended, the vote of your Beneficial Owner will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on your Beneficial Owner whether or not you or your Beneficial Owner vote.

You may return your Master Ballot by only one of the following methods: (a) in the return envelope provided in your package; (b) via electronic mail to mmodalballots@primeclerk.com; or (c) by first class mail, overnight courier, or by hand delivery to:

**Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022**

Item 1. Certification of Authority to Vote. The undersigned certifies that as of June 3, 2014 (the “**Voting Record Date**”), the undersigned (please check applicable box):

is a bank, broker or other nominee for the Beneficial Owners of the aggregate principal amount of the Notes listed in Item 2 below, or

is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker or other nominee that is the registered holder of the aggregate principal amount of the Notes listed in Item 2 below, or

has been granted a proxy (an original of which is annexed hereto) from a bank, broker, other nominee of a Beneficial Owner, that is the registered holder of the aggregate principal amount of the Notes listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 3.

Item 2. Tabulation of Class 4 Beneficial Owners Voting on the Plan. The undersigned certifies that the chart below is accurate and complete.

<u>Acceptance</u>		<u>Rejections</u>	
<u>No. of Acceptances</u>	<u>Aggregate Principal Amount</u>	<u>No. of Rejections</u>	<u>Aggregate Principal Amount</u>

Item 3. General Unsecured Claims (Class 4) Vote on Plan — Number of Beneficial Owners. The undersigned certifies that the following Beneficial Owners of Notes, as identified by their respective customer account numbers or the respective sequence numbers set forth below, have delivered to the undersigned Beneficial Owner Ballots casting votes (indicate the aggregate principal amount for each respective account under the appropriate column) (please use additional sheets of paper if necessary):

Customer Name and/or Account Number for Each Beneficial Owner of Notes Voting	Items 1 and 2. Principal Amount of the Notes Voted		Item 3. (Optional) Release Opt-Out. Check the box below if the Beneficial Owner checked the box in Item 3 of the Beneficial Owner Ballot thereby electing to OPT OUT of the release provisions.
	ACCEPTS (votes FOR) the Plan	REJECTS (votes AGAINST) the Plan	
1.	\$	\$	<input type="checkbox"/>
2.	\$	\$	<input type="checkbox"/>
3.	\$	\$	<input type="checkbox"/>
4.	\$	\$	<input type="checkbox"/>
5.	\$	\$	<input type="checkbox"/>
TOTALS	\$	\$	

Please note that each Beneficial Owner of the Notes who votes must vote all the Notes owned by such Beneficial Owner. For purposes of tabulating the vote, each Beneficial Owner who votes should be deemed to have voted the full principal amount of the Notes owned by such Beneficial Owner according to your records. A Beneficial Owner may not split the vote and, accordingly, a

Beneficial Owner Ballot received from a Beneficial Owner that partially accepts and partially rejects the Plan may not be counted. In addition, a Beneficial Owner Ballot that is signed and neither accepts nor rejects or both accepts and rejects the Plan will not be counted.

IMPORTANT INFORMATION REGARDING THE RELEASE

Following confirmation, subject to Section 10 of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Section 10 will become effective. It is important to read the provisions contained in Section 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 you may hold against the Debtors so that you cast your vote accordingly.

Specifically, the “Releases” in section 10.6 of the Plan, which bind those holders of Claims that (i) are Unimpaired by the Plan, (ii) have not voted to reject the Plan, or (iii) have voted to reject the Plan but have not checked the box indicating that they opt not to grant the releases provided in the Plan, provide, among other things, the following:

As of the Effective Date, in consideration for the obligations of the Debtors and the Reorganized Debtors under the Plan and the Cash, contracts, instruments, releases, agreements or documents to be entered into or delivered in connection with the Plan, each holder of a Claim (solely in its capacity as such) that (i) is Unimpaired by the Plan, (ii) has not voted to reject the Plan, or (iii) has voted to reject the Plan but has not checked the box on the applicable ballot indicating that such holder opts not to grant the releases provided in the Plan; provided, however, that the Consenting Lenders and Consenting Noteholders are and shall be deemed to elect to grant the releases provided in the Plan, will be deemed to forever release, waive and discharge all Causes of Action in any way relating to a Debtor, the Chapter 11 Cases, the Estates, the Plan, the exhibits to the Plan, the Plan Supplement, the Disclosure Statement, the First Lien Facility, or the Indenture that such entity has, had or may have against any Released Party or any employees, agents or partners of the Debtors (which release will be in addition to the discharge of Claims provided herein and under the Confirmation Order and the Bankruptcy Code), except with respect to any obligations arising under the Plan, the New Term Loan Agreement, or any of the Definitive Documents that by their terms survive the Effective Date, or any act, event, injury, omission, transaction, or agreement arising after the Effective Date (other than Causes of Action relating to such act, event, injury, omission, transaction or agreement first arising or occurring prior to the Effective Date); provided, however, that the foregoing provisions will have no effect on the liability of any entity that would otherwise result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted fraud, theft, gross negligence, willful misconduct or a violation of the Rules of Professional Conduct, 22 N.Y.C.R.R. § 1200, Rule 1.8(h). For the avoidance of doubt and notwithstanding anything else to the contrary therein, unless the conditions set forth in Section 5.1(c) of the Plan are satisfied and no OEP Exclusion Event has occurred, the Release will not apply to the Specified OEP Entities.

Entry of the Confirmation Order will constitute the Bankruptcy Court’s approval, pursuant to section 363 of the Bankruptcy Code and Bankruptcy Rule 9019, of the releases in Section 10.6 of the Plan, the relevant portion of which is discussed above, which includes by reference each of the related provisions and definitions contained in the Plan, and further, will constitute the Bankruptcy Court’s finding that such releases are (i) in exchange for the good and valuable consideration provided by the Debtors and the other Released Parties, representing a good faith settlement and compromise of the Claims released herein, (ii) in the best interests of the Debtors and all holders of Claims, (iii) fair, equitable, and reasonable, (iv) approved after due notice and opportunity for hearing, and (v) a bar to any of the releasing parties asserting any Claim released by the releasing parties against any of the Debtors or the other Released Parties or their respective property.

Each Person to which Section 10.6 of the Plan, the relevant portion of which is discussed above, applies shall be deemed to have granted the releases set forth in that Section notwithstanding that such Person may hereafter discover facts in addition to, or different from, those which it now knows or believes to be true, and without regard to the subsequent discovery or existence of such different or additional facts, and such Person expressly waives any and all rights that it may have under any statute or common law principle which would limit the effect of such releases to those claims or causes of action actually known or suspected to exist at the time of execution of the release.

Item 4. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that it has transcribed below the information, if any, provided in Item 4 of each Beneficial Owner Ballot received from a Beneficial Owner.

Customer Name and/or Account Number for Each Beneficial Owner of the Notes	TRANSCRIBE FROM ITEM 4 OF BENEFICIAL OWNER BALLOT				
	Name of Holder	Account Number (if applicable)	Principal Amount of Other Noteholder Claims Voted in Class 4	CUSIP of Other Noteholder Claims Voted in Class 4	Nominee Name / DTC Participant Number
1.			\$		
2.			\$		
3.			\$		
4.			\$		
5.			\$		

Item 5. Acknowledgments and Certification. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes whose votes are being transmitted by this Master Ballot has been provided with a copy of the Disclosure Statement (including the exhibits thereto) and the rest of the Solicitation Package materials. The undersigned also acknowledges that the solicitation of votes to accept or reject the Plan is subject to the terms and conditions set forth in the Disclosure Statement and Plan.

Name of Nominee: _____

Participant Number: _____

Name of Proxy Holder
or Agent for Bank, Broker
or Other Nominee: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

Telephone Number: _____

Email Address: _____

Dated: _____

VOTING INSTRUCTIONS

- (a) All capitalized terms used in this Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan.
- (b) Please read and follow these instructions carefully.
- (c) You must submit your Master Ballot to Prime Clerk so that it is received no later than 4:00 p.m. (prevailing Eastern Time) on July 9, 2014, the Voting Deadline. If your Master Ballot is not received by the Voting Deadline and such time is not extended, your vote (or the votes contained on this Master Ballot) will not count. You may submit your Master Ballot by only one of the following methods: (a) in the provided postage prepaid envelope, (b) via electronic mail, or (c) by first class mail, overnight courier, or hand delivery.
- (d) If you are both the registered or record holder *and* the beneficial owner of any Notes and you wish to vote such Notes, you may complete a Beneficial Owner Ballot or a Master Ballot.

- (e) If you are transmitting the votes of any Beneficial Owners of the Notes other than yourself, you may *either*:
- (i) Deliver the Beneficial Owners Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other Solicitation Package materials and a return envelope addressed to you, and take any action required to enable each such Beneficial Owner to (i) complete and execute such Beneficial Owners Ballot with a vote to accept or reject the Plan and (ii) return the completed, executed Beneficial Owner Ballot to you in sufficient time to enable you to complete this Master Ballot and deliver it to the Solicitation Agent prior to the Voting Deadline; or
 - (ii) Pre-validate the Beneficial Owner Ballot contained in the Solicitation Package (by signing that Beneficial Owner Ballot and by indicating on that Beneficial Owner Ballot the record holder of the Notes, the principal amount and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed pre-validated Beneficial Owner Ballot directly to the Solicitation Agent in the return envelope provided by and addressed to the Solicitation Agent.
 - (iii) With regard to any Beneficial Owner Ballots returned to you, you must (i) execute this Master Ballot so as to reflect the information given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Notes (ii) forward this Master Ballot to the Solicitation Agent and (iii) retain, for inspection by the Court, the Beneficial Owner Ballots cast by Beneficial Owners for at least one (1) year following the Voting Deadline.
- (f) In order for your vote (or the votes reflected on this Master Ballot) to count, you must:
- (i) Record the votes to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee. Beneficial Owner Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan, will not be counted.
 - (ii) Provide appropriate information for each of the items on this Master Ballot. Please note that Item 2 and Item 3 requests information for each individual Beneficial Owner for whom you are voting Notes held in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number and retain such list for at least one (1) year following the Voting Deadline).
 - (iii) Fill in the information requested in Item 4 for each Beneficial Owner that completed Item 4 of the Beneficial Owner Ballot, if applicable.

- (iv) Review and sign the certifications in Item 5;
- (v) Provide your name and mailing address; and
- (vi) Return the completed Master Ballot to Prime Clerk by only one of the following methods: (a) in the preaddressed, postage prepaid envelope enclosed with this Master Ballot, (b) via electronic mail to mmodalballots@primeclerk.com, or (c) by first class mail, overnight courier, or by hand delivery to:

Legend Holdings, Inc. Balloting Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022

- (g) A properly executed Master Ballot that either (a) indicates both an acceptance and rejection of the Plan or (b) fails to indicate an acceptance or rejection of the Plan will not be counted.
- (h) Any Master Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.
- (i) **Please be sure to sign and date your Master Ballot.**

PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT BY TELEPHONE AT (855)388-4578 OR BY EMAIL AT M_MODALBALLOTS@PRIMECLERK.COM