

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

In re:)	
)	Chapter 11
LONGVIEW POWER, LLC, <u>et al.</u> , ¹)	Case No. 13-12211 (BLS)
)	
Debtors.)	(Jointly Administered)
)	
)	

**DECLARATION OF JUNG W. SONG ON BEHALF OF DONLIN, RECANO &
COMPANY, INC. REGARDING VOTING AND TABULATION OF BALLOTS
ACCEPTING AND REJECTING DEBTORS’ SECOND AMENDED JOINT PLAN OF
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Jung W. Song, declare, under penalty of perjury to the best of my knowledge, information, and belief:²

1. I am the Managing Director of Balloting and Distribution at Donlin, Recano & Company, Inc. (“**DRC**”) located at 6201 15th Avenue Brooklyn, New York 11219. I am over the age of 18 years and competent to testify.

2. I submit this Declaration with respect to the *Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1776] (as may be amended or modified, the “**Plan**”). Except as otherwise indicated, all facts set forth herein are

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: (a) Longview Power, LLC (1860); and Longview Intermediate Holdings C, LLC (1008) (collectively, the “Longview Debtors”); and (b) Mepco Holdings, LLC (6654); Mepco Intermediate Holdings A, LLC (0502); Mepco Intermediate Holdings, LLC (4248); Mepco, LLC (3172); Coresco, LLC (6397); Dana Mining Company of Pennsylvania, LLC (8721); Dana Mining Company, LLC (4499); Mepco Conveyor, LLC (0477); Shannopin Materials LLC (1616); Border Energy, LLC (2798); and Alternate Energy, LLC (2428) (the foregoing excluding the Longview Debtors, collectively, the “Mepco Debtors”). The Longview Debtors’ principal offices are located at 966 Crafts Run Road, Maidsville, West Virginia 26541. The Mepco Debtors’ principal offices are located at 308 Dents Run Road, Morgantown, West Virginia 26501.

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan, the Solicitation Procedures Order, the Continued Solicitation Order, and the Second Continued Solicitation Order (each as defined below), as applicable.

based upon my personal knowledge, information supplied to me by the Debtors or their advisors, including DRC, and my review of relevant documents. If I were called to testify, I could and would testify competently as to the facts set forth herein on that basis.

3. In accordance with the *Order Approving the Employment and Retention of Donlin, Recano & Company, Inc. as the Administrative Advisor for the Debtors, Effective Nunc Pro Tunc to the Petition Date* entered at [Docket No. 251], DRC was authorized to assist the Debtors in connection with, *inter alia*, soliciting, receiving, and tabulating Ballots accepting or rejecting the Plan.

I. Service and Transmittal of Solicitation Packages and Related Information

4. Pursuant to the Plan, holders of Claims in Classes 3, 4, 5, 6, and 7 as of the Voting Record Date were entitled to vote to accept or reject the Plan (collectively, the “**Voting Classes**”).

Class	Type of Claim
Class 3 (all Debtors)	Longview Credit Agreement Claims
Class 4 (Longview Power only)	Foster Wheeler Mechanics’ Lien Claims
Class 5 (Longview Power only)	Kvaerner Mechanics’ Lien Claims
Class 6 (Longview Power only)	Siemens Mechanics’ Lien Claims
Class 7 (all Debtors)	General Unsecured Claims

5. The procedures for the solicitation and tabulation of votes on the Plan are set forth by the *Order (A) Approving the Adequacy of the Debtors’ Disclosure Statement, (B) Approving*

Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' proposed Joint Plan of Reorganization, (C) Approving the Form of Various Ballots and Notices in Connection Therewith, (D) Scheduling Certain Dates with Respect Thereto, And (E) Granting Related Relief [Docket No. 663] (the "**Solicitation Procedures Order**"), the *Order (A) Approving the Debtors' Continued Solicitation of the Amended Plan and the Adequacy of the Supplemental Disclosure in Connection Therewith, (B) Establishing Certain Deadlines and Procedures in Connection with Plan Confirmation, and (C) Granting Related Relief* [Docket No. 1214] (the "**Continued Solicitation Order**"), and the *Order (A) Approving the Debtors' Continued Solicitation of the Second Amended Plan and the Adequacy of the Supplemental Disclosure in Connection therewith, (B) Establishing Certain Deadlines and Procedures in Connection with Plan Confirmation and Shortening Notice with Respect thereto, (C) Approving the Form of Ballot in Connection Therewith, and (D) Granting Related Relief* [Docket No. 1771] (the "**Second Continued Solicitation Order**"). DRC was instructed to solicit, review, determine the validity of, and tabulate Ballots submitted to vote for the acceptance or rejection of the Plan by the holders of Claims in the Voting Classes in accordance with the Solicitation Procedures Order, Continued Solicitation Procedures Order, and Second Continued Solicitation Order.

6. On or around February 20, 2015, DRC posted links on the Debtors' restructuring website maintained by DRC at <http://www.donlinrecano.com/longview> providing parties with access to, among other documents, copies of the Plan, the *Disclosure Statement Supplement for the Debtors' Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1778], the Second Continued Solicitation Procedures Order, and the Confirmation Hearing Notice [Docket No. 1786].

7. In accordance with the Solicitation Procedures Order, on December 27, 2013, DRC initially caused Solicitation Packages to be distributed to holders of Claims in the Voting Classes as of the Voting Record Date. DRC filed the *Affidavit of Donlin, Recano and Company, Inc. Regarding Service of Solicitation Packages with Respect to Disclosure Statement for the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Affidavit of Service**") dated December 27, 2013 [Docket No. 703].

8. In accordance with the Solicitation Procedures Order and the Continued Solicitation Procedures Order, on June 12, 2014, DRC subsequently caused the Supplemental Solicitation Package (as defined in the Continued Solicitation Procedures Order) to be distributed to holders of Claims in the Voting Classes as of the Voting Record Date. DRC filed the *Affidavit of Donlin, Recano and Company, Inc. Regarding Service of Solicitation Packages with Respect to Disclosure Statement for the Debtors' First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Supplemental Affidavit of Service**") dated June 18, 2014 [Docket No. 1289].

9. In accordance with the Solicitation Procedures Order, the Continued Solicitation Procedures Order, and Second Continued Solicitation Order, on February 20, 2015 DRC caused the additional solicitation materials identified at Paragraph 4 of the Second Continued Solicitation Order to be distributed to holders of Claims in the Voting Classes as of the Voting Record Date. DRC filed the *Affidavit of Donlin, Recano and Company, Inc. Regarding Service of Solicitation Packages with Respect to Disclosure Statement Supplement for the Debtors' Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Second Supplemental Affidavit of Service**") dated February 24, 2015 [Docket No. 1792].

II. General Tabulation Process

10. As specified in the Solicitation Procedures Order, December 18, 2013 (the “**Voting Record Date**”) was established as the record date for determining the holders of Claims in the Voting Classes who would be entitled to vote to accept or reject the Plan.

11. Pursuant to the Solicitation Procedures Order, the Continued Solicitation Procedures Order, and the Second Continued Solicitation Procedures Order, DRC relied on the following information to identify and solicit Holders of Claims in the Voting Classes: (a) the *Statements of Financial Affairs* and the *Schedules of Assets and Liabilities* filed with the Court by the Debtors on November 12, 2013 [Docket Nos. 414, 416, 418, 420, 422, 424, 426, 428, 430, 432, 434, 436, and 438]; (b) a lender list for holders of Longview Credit Agreement Claims provided by the Administrative Agent; and (c) Claims information pertaining to the Debtors’ chapter 11 cases as reflected in DRC’s internal database to which this information was loaded. Using this information, and with guidance from the Debtors and their advisors, DRC created a voting database reflecting the name, address, voting amount, and classification of Claims and Interests in the Voting Classes. Using this voting database, DRC generated Ballots for Holders of Claims entitled to vote to accept or reject the Plan.

12. Ballots returned by mail, hand delivery, or overnight delivery were received by personnel of DRC at its offices in New York, New York and Brooklyn, New York. Ballots received by DRC were processed in accordance with the Solicitation Procedures Order, Continued Solicitation Procedures Order and Second Solicitation Procedures Order. Upon receiving Ballots, DRC took the following actions:

- a. The envelopes containing the Ballots were opened, and the contents were removed and stamped with the date and time received. Each Ballot was then scanned into DRC’s system and sequentially numbered (the “**Sequence Number**”); and
- b. DRC then entered into a computer database all pertinent information from each of the Ballots, including among other things, the date and time the Ballot was received,

the Sequence Number, the voting dollar amount, whether the creditor submitting the Ballot elected not to grant the Third Party Release provided for in Article VIII.E of the Plan, and whether the creditor submitting the Ballot voted to accept or reject the Plan.

13. In order for a Ballot to be counted as valid, the Ballot must have been properly completed in accordance with the Solicitation Procedures Order, the Continued Solicitation Order, and/or the Second Continued Solicitation Procedures Order, as applicable, and executed by the relevant holder, or such holder's authorized representative, and must have been actually received by DRC by 4:00 p.m. (prevailing Eastern Time) on March 9, 2015 (the "**Extended Voting Deadline**"). All Ballots were to be delivered to DRC as follows: (a) if by hand delivery or overnight courier, to Donlin, Recano & Company, Inc., c/o Longview Power, LLC, et al., Attn: Voting Department, 419 Park Avenue South, Suite 1206, New York, New York 10016 or 6215 15th Avenue Brooklyn, New York 11219; or (b) if by regular mail, to Donlin, Recano & Company, Inc., c/o Longview Power, LLC, et al., Attn: Voting Department, P.O. Box 2034, Murray Hill Station, New York, New York 10156-0701.

14. All validly executed Ballots cast by holders of Claims in Voting Classes received by DRC on or before the Voting Deadline were tabulated as outlined in the Solicitation Procedures Order and Continued Solicitation Order.

15. DRC is in possession of the Ballots received by it, and copies of same are available for review during DRC's normal business hours at 6201 15th Avenue, Brooklyn, New York, 11219.

III. The Voting Results

15. The results of the aforesaid tabulation of properly executed Ballots received on or before the Voting Deadline are set forth below and in the report annexed hereto as **Exhibit A** (the "**Final Tabulation Results**").

CLASSES	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class 3 – Longview Credit Agreement Claims (All Debtors)	\$ 772,244,419.18 (100%)	82 (100%)	\$0.00 (0.00%)	0 (0.00%)
Class 4 – Foster Wheeler Mechanics’ Lien Claims (Longview Power only)	\$ 0.00 (100%)	1 (100%)	\$0.00 (0.00%)	0 (0.00%)
Class 5 – Kvaerner Mechanics’ Lien Claims (Longview Power only)	\$ 242,228,659.00 (100%)	1 (100%)	\$0.00 (0.00%)	0 (0.00%)
Class 6 – Siemens Mechanics’ Claims (Longview Power only)	\$ 0.00 (100%)	1 (100%)	\$0.00 (0.00%)	0 (0.00%)
Class 7A – General Unsecured Claims (Longview Power)	\$ 606,385.80 (88.99%)	23 (95.83%)	\$75,000.00 (11.01%)	1 (4.17%)
Class 7B – General Unsecured Claims (Alternate Energy, LLC)	\$ 0.00 (0.00%)	1 (50.00%)	\$337,363.41 (100%)	1 (50.00%)
Class 7C – General Unsecured Claims (Border Energy, LLC)	\$ 9,570.81 (100%)	4 (100%)	\$0.00 (0.00%)	0 (0.00%)
Class 7D – General Unsecured Claims (Coresco, LLC)	\$ 74,295.13 (100%)	17 (100%)	\$0.00 (0.00%)	0 (0.00%)
Class 7E – General Unsecured Claims (Dana Mining Company of PA, LLC)	\$ 311,900.57 (97.37%)	32 (96.97%)	\$8,430.34 (2.63%)	1 (3.03%)

CLASSES	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class 7F – General Unsecured Claims (Dana Mining Company, LLC)	\$ 421,127.76 (96.26%)	22 (75.86%)	\$16,349.60 (3.74%)	7 (24.14%)
Class 7G – General Unsecured Claims (Longview Intermediate Holdings C, LLC)	\$ 1.00 (100%)	1 (100%)	\$0.00 (0.00%)	0 (0.00%)
Class 7H – General Unsecured Claims (Mepco Conveyor, LLC)	\$ 16,102.85 (100%)	4 (100%)	\$0.00 (0.00%)	0 (0.00%)
Class 7I – General Unsecured Claims (Mepco Holdings, LLC)	\$ 3,244.24 (1.27%)	3 (75.00%)	\$252,176.00 (98.73%)	1 (25.00%)
Class 7J – General Unsecured Claims (Mepco Intermediate Holdings A, LLC)	\$ 0.00 (0.00%)	0 (00.00%)	\$0.00 (0.00%)	0 (0.00%)
Class 7K – General Unsecured Claims (Mepco Intermediate Holdings, LLC)	\$ 0.00 (0.00%)	0 (00.00%)	\$0.00 (0.00%)	0 (0.00%)
Class 7L – General Unsecured Claims (Mepco, LLC)	\$ 693,574.01 (78.26%)	30 (85.71%)	\$192,725.85 (21.74%)	5 (14.29%)
Class 7M – General Unsecured Claims (Shannopin Materials LLC)	\$ 7,231.54 (100%)	3 (100%)	\$0.00 (0.00%)	0 (0.00%)

19. At the Debtors' authorization, the timely submitted Ballot (Ballot ID. 539) via email by Kvaerner North American Construction Inc. was included in the Final Tabulation Results.

20. At the Debtors' authorization, page two of the timely submitted Ballot (Ballot ID. 424) by Foster Wheeler North American Corp. was replaced by a revised page which was submitted via email after the Voting Deadline.

21. In accordance with the Solicitation Procedure Order, the Continued Solicitation Order, and the Second Continued Solicitation Order, any Ballot not bearing an original signature was excluded from the Final Tabulation Results and was assigned a defect code "A."

22. Pursuant to the Solicitation Procedure Order, the Continued Solicitation Order, and the Second Continued Solicitation Order, a ballot was deemed superseded and revoked if DRC received a subsequent properly executed and timely ballot respective of the same Claim(s). Under these circumstances, the superseded and revoked ballot was assigned a defect code of "D" and was excluded from the Final Tabulation Results.

16. In accordance with the Solicitation Procedure Order, the Continued Solicitation Order, and the Second Continued Solicitation Order, any Ballot received after the Extended Voting Deadline was excluded from the Final Tabulation Results and was assigned a defect code "G."

17. A complete list of all Ballots which indicated an election not to grant the third party release is attached hereto as **Exhibit B**.

18. A complete list of all defective Ballots with the above-mentioned defective codes is set forth on **Exhibit C**.

I declare under penalty of perjury that the foregoing is true and correct and to the best of my knowledge, information and belief.

Dated: March 10, 2015
New York, New York

/s/ Jung W. Song
Jung W. Song
Donlin, Recano & Company, Inc.