

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TEXAS (SHERMAN DIVISION)

In re:
 GTL (USA), INC.,
 Debtor.

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Case No. 15-40248-BR-11
 Chapter 11

BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S FIRST AMENDED PLAN OF REORGANIZATION

GTL (USA), Inc. (the "Plan Proponent") filed its First Amended Plan of Reorganization dated August 5, 2015 (as revised, the "Plan") in this Case. The Court has approved on a preliminary basis the First Amended Disclosure Statement With Respect to the First Amended Plan of Reorganization dated of even date therewith (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy at www.chapter11dallas.com/GTL. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. **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. The Disclosure Statement discusses your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, you may submit a ballot for each class in which you are entitled to vote. Return your completed ballot to Richard G. Grant, CULHANE MEADOWS, PLLC, 100 Crescent Court, Suite 700, Dallas, Texas 75201 Facsimile: 214-224-0198, Email: rgrant@culhanemeadows.com so that it is received at or before 4:30p.m. (prevailing Central Time) on August 17, 2015. If you do not so timely cast your vote and such deadline is not extended, your vote will not count as either an acceptance or a rejection of the Plan without leave of Court. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

The undersigned, a creditor of the Debtor in the unpaid principal amount of \$_____ (if unknown, you may estimate the amount of your claim) as of February 9, 2015, hereby votes as follows on the Plan (check only one):

____ **ACCEPT** ____ **REJECT**

Please check all boxes that apply:

- My claim is for a tax owed to a governmental entity, other than a property tax (e.g., a sales tax).
- My claim is for goods sold, services provided, or for unpaid lease obligations.
- I hold a lien or security interest in property owned by the Debtor to secure the payment of my claim. If checked, answer the following:
 My collateral is the following (please describe): _____
 I filed my deed of trust or financing statement on (date, month, year): _____
 Jurisdiction where filed: _____
- My claim does not fall within one of the categories above. (Description of claim is attached)

NOTE: If no box is checked indicating acceptance or rejection of the Plan, this ballot will be presumed to be a ballot accepting the Plan. This ballot does not constitute a proof of claim, whether or not tabulated. This ballot does not constitute an acknowledgement of the allowance, extent, priority or classification of any claim.

Article 12.5 of the Plan provides for certain releases by creditors (the "Creditor Releases") by providing that all persons who have (i) voted to accept this plan or who are presumed or deemed to have voted to accept this plan under section 1126(f) of the bankruptcy code, (ii) are entitled to vote to accept or reject this Plan and who vote to reject this Plan or abstain from voting, and (iii) do not mark their Ballots as opting out of the releases granted under this section, shall, to the fullest extent permitted by applicable law, be deemed to forever release, waive and discharge the GTL Released Parties and each of their respective constituents, principals, officers, directors, employees, agents, representatives, attorneys, professionals, advisors, affiliates, funds, successors, predecessors, and assigns, of and from all liens, claims, causes of action, liabilities, encumbrances, security interests, interests or charges of any nature or description whatsoever relating to the debtor, the Chapter 11 Case or affecting property of the Estate, whether known or unknown, suspected or unsuspected, scheduled or unscheduled, contingent or not contingent, unliquidated or fixed, admitted or disputed, matured or unmatured, senior or subordinated, whether assertable directly or derivatively by, through, or related to the Debtor, against successors or assigns of the Debtor and the individuals and entities listed above whether at law, in equity or otherwise, based upon any condition, event, act, omission occurrence, transaction or other activity, inactivity, instrument or other agreement of any kind or nature occurring, arising or existing prior to the effective date in any way relating to or arising out of, in whole or in part, the debtor, the chapter 11 case, the pursuit of confirmation of this plan, the negotiation and consummation of the transactions contemplated thereby, the consummation of this plan or the administration of this plan, including without limitation, the negotiation and solicitation of this plan, all regardless of whether (a) a proof of claim or equity interest has been filed or is deemed to have been filed, (b) such claim or equity interest is allowed or (c) the holder of such claim or equity interest has voted to accept or reject this plan, except for willful misconduct or gross negligence. For the avoidance of doubt, nothing contained herein shall impact the right of any holder of an allowed claim to receive a distribution on account of its allowed claim in accordance with section 4 hereof. If you do not wish to grant such Creditor Releases and elect to be treated in Class 3A of the Plan, you must check this box.

By returning this Ballot, the voter certifies and/or acknowledges that: (a) the Claim Holder has been provided with a copy of the Disclosure Statement, including the Plan; and (b) the Claim Holder has full power and authority to vote to accept or reject the Plan.

PRINTED NAME OF PERSON/ENTITY VOTING:

Signature: _____
 Name of Signatory: _____
 Office or Title of Signatory (if applicable): _____
 Date: _____
 Street Address: _____
 City/State/Zip: _____
 Telephone: _____
 Email (if available): _____

Richard G. Grant
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