

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

In re:)	Chapter 11
)	
APCO LIQUIDATING TRUST and,)	Case No. 05-12355 (PJW)
APCO MISSING STOCKHOLDER TRUST,)	
)	Jointly Administered
Debtors.)	

**NOTICE OF (A) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT
PROPOSED LIQUIDATING PLAN OF REORGANIZATION, (B) HEARING TO
CONSIDER CONFIRMATION OF PROPOSED LIQUIDATING PLAN OF
REORGANIZATION AND (C) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On December 16, 2005, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the Debtors’ First Amended Liquidating Plan of Reorganization (as it may be amended, the “Plan”), and the Disclosure Statement with Respect to the Debtors’ First Amended Liquidating Plan of Reorganization, as Further Revised (as it may be amended, the “Disclosure Statement”).
2. Pursuant to orders of the Court dated on or about September 30, 2005 and November 21, 2005 (the “Disclosure Statement Orders”), the Disclosure Statement and certain related materials (collectively, the “Solicitation Materials”) have been approved for solicitation of votes to accept or reject the Plan.
3. A hearing to consider the confirmation of the Plan (the “Confirmation Hearing”) will be held before the Honorable Peter J. Walsh, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington Delaware 19801 on January 26, 2006 at 9:30 a.m. (prevailing Eastern Time).
4. Pursuant to the Disclosure Statement Orders, the Court approved certain procedures for tabulation of votes to accept or reject the Plan. If you are the holder of a claim

against or beneficial interest in the Debtors as of November 21, 2005 (the Record Date as established in the Disclosure Statement Orders) in a class entitled to vote on the Plan, you have received with this Notice a ballot form (a “Ballot”) and voting instructions appropriate for your claim or interest. The following procedures apply with respect to voting your claim or interest:

a. Except as provided in subparagraph (b) below, for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m., prevailing Eastern Time, on January 17, 2006 (the “Voting Deadline”). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote.

b. Your claim or beneficial interest has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with the following tabulation rules approved by the Court in the Disclosure Statement Order (the “Tabulation Rules”):

- (i) Unless otherwise provided in the Tabulation Rules described below, a claim or interest will be deemed temporarily allowed for voting purposes in an amount equal to (i) the amount of such claim or interest as set forth in a timely filed proof of claim or proof of interest or (ii) if no proof of claim or interest has been timely filed, the amount of such claim or interest as set forth in the respective Debtors’ Schedules of Assets and Liabilities, dated August 19, 2005 (collectively, the “Schedules”) if such claim is listed in the Schedules or as set forth in the Debtors’ books and records;
- (ii) If a claim or interest is deemed allowed in accordance with the Plan, such claim or interest will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- (iii) If a claim for which a proof of claim has been timely filed is marked as contingent, unliquidated or disputed on its face it will be

temporarily allowed for voting purposes only in the amount of \$1.00;

- (iv) If a claim for which a proof of claim has been timely filed is marked as a priority claim, either in whole or in part, but is listed in the Schedules as a nonpriority claim or as a priority claim only in part, such claim will be temporarily allowed for voting purposes as a nonpriority claim in an amount equal to the lesser of (i) the entire amount of such claim as set forth in the proof of claim or (ii) the nonpriority claim set forth in the Schedules, provided that such claim is not listed in the Schedules or marked on the proof of claim as contingent, unliquidated or disputed;
- (v) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court;
- (vi) If the Debtors have filed and served an objection to a claim or interest at least ten (10) days before the Voting Deadline, such claim or interest will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection;
- (vii) If a claim holder or interest holder identifies a claim amount or interest percentage on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the claim or interest will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot; and
- (viii) Any Ballot received from a holder of a claim listed as contingent, disputed, or unliquidated in the Debtors' Schedules will not be counted unless the holder of such claim filed a proof of claim on or before the Voting Deadline.

c. The temporary allowance of your claim or interest for voting purposes does not constitute an allowance of your claim or interest for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtors in any other context, including the right to contest the amount or validity of any claim or interest for purposes of allowance and distribution under the Plan. If you wish to challenge the temporary allowance of your claim or interest for voting purposes, you must file a motion, pursuant to

Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim or interest in a different amount, percentage or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received not more than 10 days from the later of (a) the date of service of the Confirmation Hearing Notice and (b) the date of service of a notice of objection, if any, to your claim or interest. Unless the Court orders otherwise, your claim or interest will not be counted for voting purposes in excess of the amount as determined in accordance with the Tabulation Rules.

5. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with the Court and served so as to be received by (i) counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, P.O. Box 551, Wilmington, Delaware 19899, (Attention: John H. Knight, Esq.); (ii) counsel for any Official Committee of Unsecured Creditors appointed in the Debtors' chapter 11 cases; and (iii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, DE 19801, (Attention: William K. Harrington, Esq.), no later than 4:00 p.m., prevailing Eastern Time, on January 17, 2006. For purposes of filing pleadings in this case, the address of the Court is 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

6. Requests for additional copies of the Disclosure Statement and the Plan by parties in interest may be made in writing to Delaware Claims Agency, LLC, P.O. Box 515, Wilmington, Delaware 19899, Attention: Joseph L. King. Copies of the Disclosure Statement and the Plan (with all exhibits filed with the Court) are available for review at the office of the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and

may be reviewed by any party in interest during normal business hours. In addition, copies of the Disclosure Statement and the Plan (with all exhibits filed with the Court) are available through Delaware Document Retrieval at (302) 658-9971.

7. The Confirmation Hearing may be continued from time to time without further notice except for (i) an announcement made at the Confirmation Hearing or any adjourned confirmation hearing or (ii) a written notice filed with the Bankruptcy Court and served on to all parties who have filed objections to confirmation of the Debtors' Plan and all parties entitled to receive notice in these chapter 11 case pursuant to Bankruptcy Rule 2002.

Dated: December 16, 2005
Wilmington, Delaware

/s/ John H. Knight
Gregory P. Williams (No. 2168)
John H. Knight (No. 3848)
Rebecca L. Booth (No. 4031)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
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Wilmington, Delaware 19899

ATTORNEYS FOR DEBTORS AND DEBTORS
IN POSSESSION