

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

In re:	:	Chapter 11
	:	
PNG VENTURES, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 09-13162 (CSS)
	:	(Jointly Administered)
Debtors.	:	Related to Docket Nos. 219 and 251

**CERTIFICATION OF COUNSEL REGARDING ENTRY OF CONFIRMATION  
ORDER OF FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION  
OF PNG VENTURES, INC. AND ITS RELATED DEBTORS**

I, Eric M. Suttty, counsel for the above-captioned debtors and debtors in possession (the "Debtors"), hereby certify and state as follows:

1. On September 9, 2009 (the "Petition Date"), PNG Ventures, Inc. ("PNG") and its affiliated debtors in the above-captioned chapter 11 cases (collectively, the "Debtors") each filed in the United States Bankruptcy Court for the District of Delaware (the "Court") a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code").

2. On December 24, 2009, the Debtors filed their First Amended Plan of Reorganization (the "Plan") [D.I. 219] and their First Amended Disclosure Statement (the "Disclosure Statement") [D.I. 220].

3. Following a hearing commenced on January 5, 2010 and the submission of further modifications to the Plan and Disclosure Statement pursuant to Certification of Counsel in response thereto, the Court entered its Order approving the Disclosure Statement (the "Disclosure Statement Order") as containing "adequate information" within the meaning of section 1125 of the Bankruptcy Code, authorizing the solicitation

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<sup>1</sup> The Debtors herein are New Earth LNG, LLC, PNG Ventures, Inc., Arizona LNG, LLC, Applied LNG Technologies USA, LLC, Fleet Star, Inc. and Earth Leasing, Inc. The address for each Debtor is 5310 Harvest Hill Road, Dallas, TX 75230.

of acceptances and rejections of the Plan, establishing deadlines and procedures and setting March 5, 2010 as the date for the hearing on confirmation of the Plan (the “Confirmation Hearing”).

4. The Confirmation Hearing commenced on March 5, 2010. The Court overruled the objections filed by Black Forest International and the United States Trustee relating to section 11.3 of the Plan (Third Party Releases) for the reasons set forth on the record at the Confirmation Hearing. The Debtors submitted their direct case in support of confirmation of the Plan.

5. At the Confirmation Hearing, the Debtors and the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) asked for additional time to work through an issue relating to the Excise Tax Rebate. The Court advised that if such compromise could be reached by the Debtors and the Creditors’ Committee, the Order Confirming Debtors’ First Amended Chapter 11 Plan of Reorganization (the “Confirmation Order”) could be submitted to the Court upon Certification of Counsel.

6. The Debtors and the Creditors’ Committee were able to reach a compromise of the Excise Tax Rebate.

7. Accordingly, the Debtors have prepared a form of the Confirmation Order incorporating the compromise of the Excise Tax Rebate, which is set forth at Paragraph E. of the proposed Confirmation Order. A copy of the Confirmation Order is attached hereto as Exhibit A.

8. Counsel for the Creditors’ Committee, Fourth Third LLC (Medley), and Castlerigg PNG Investments, LLC have reviewed and consented to the form of Confirmation Order attached hereto.

WHEREFORE, the Debtors respectfully request that this Court enter the Confirmation Order at the Court's earliest convenience.

Dated: March 12, 2010, 2010  
Wilmington, DE

**FOX ROTHSCHILD LLP**

*/s/ Eric M. Suttty*

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