Case 19-12239-CSS Doc 162 Filed 11/2

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹

Debtor.

Chapter 11

Case No. 19-12239 (CSS)

Re: Docket Nos. 76, 99

NOTICE OF FILING OF <u>SECOND AMENDED EXHIBIT B</u> TO MOTION FOR AN ORDER AUTHORIZING THE DEBTOR TO RETAIN, EMPLOY, AND COMPENSATE CERTAIN PROFESSIONALS UTILIZED BY THE DEBTOR IN THE ORDINARY COURSE OF BUSINESS

TO: (a) the Office of the United States Trustee; (b) the Office of the United States Attorney for the District of Delaware; (c) the Debtor's principal secured parties; (d) counsel to any statutory committee appointed in the case; and (e) any party that has requested notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE NOTICE that on October 29, 2019, the above-captioned debtor

and debtor in possession (collectively, the "Debtor"), filed the Motion for an Order Authorizing

the Debtor to Retain, Employ, and Compensate Certain Professionals Utilized By the Debtor in

the Ordinary Course of Business (the "Motion") [Docket No. 76] with the United States

Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington,

Delaware 19801. A copy of the Motion was previously served on you.

PLEASE TAKE FURTHER NOTICE that on November 7, 2019, the Debtor

amended Exhibit B to the Motion (the "Amended Exhibit B") [Docket No. 99].

PLEASE TAKE FURTHER NOTICE that the Debtor has further amended

Exhibit B to the Motion (the "Second Amended Exhibit B"). The Second Amended Exhibit B is

attached hereto as Exhibit 1.

¹ The Debtor's last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.



Case 19-12239-CSS Doc 162 Filed 11/25/19 Page 2 of 2

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit 2** is a

blackline of the Second Amended Exhibit B against the Amended Exhibit B.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the relief

sought in the Motion will be held on November 19, 2019 at 12:00 P.M. (Eastern Time) before

the Honorable Christopher S. Sontchi, Chief United States Bankruptcy Court Judge, at the

United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor,

Courtroom No. 6, Wilmington, Delaware 19801.

Dated: November 25, 2019

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill Richard M. Pachulski (CA Bar No. 62337) Jeffrey N. Pomerantz (CA Bar No.143717) Ira D. Kharasch (CA Bar No. 109084) Maxim B. Litvak (CA Bar No. 215852) James E. O'Neill (DE Bar No. 4042) 919 North Market Street, 17th Floor P.O. Box 8705 Wilmington, DE 19899-8705 (Courier 19801) Telephone: (302) 652-4100 Facsimile: (302) 652-4400 rpachulski@pszjlaw.com E-mail: jpomerantz@pszjlaw.com ikharasch@pszjlaw.com mlitvak@pszjlaw.com joneill@pszjlaw.com

Proposed Counsel for the Debtor and Debtor in Possession

- ----

1

<u>Exhibit 1</u>

EXHIBIT B

Professionals Utilized in the Ordinary Course of Business

.

ł

Professional	Service Provided
Reid Collins Tsai	Litigation Counsel
DLA Piper	Employment Law Counsel
Maples (Cayman)	Cayman Regulatory Counsel
Hunton Andrews Kurth	ERISA/Employee Benefits Counsel & Tax Counsel
Bell Nunnally	Immigration counsel
Rowlett Hill Collins LLP	Transactional counsel
Anderson Mori & Tomotsune	Transactional counsel (Japan)
Culhane Meadows PLLC	Transactional counsel (insurance)
Kim & Chang	Transactional counsel (Korea)
Wilmer Hale	U.S. Regulatory and Compliance Counsel
Carey Olsen	Cayman Counsel
ASW Law	Bermudian Counsel
Dechert LLP	Structured Products Counsel
Houlihan Lokey Financial Advisors, Inc.	Valuation of Portfolio Investments
Harder, LLP	Litigation Counsel

<u>Exhibit 2</u>

EXHIBIT B

Professionals Utilized in the Ordinary Course of Business

DOCS_NY:39785.1<u>39785.3</u> 36027/002

Professional	Service Provided
Reid Collins Tsai	Litigation Counsel
DLA Piper	Employment Law Counsel
Deloitte-	Tax and Compliance Consultants
PriceWaterhouseCoopers-	Tax and Compliance Consultants
Maples (Cayman)	Cayman Regulatory Counsel
Hunton Andrews Kurth	ERISA/Employee Benefits Counsel & Tax Counsel
Bell Nunnally	Immigration counsel
Rowlett Hill Collins LLP	Transactional counsel
Anderson Mori & Tomotsune	Transactional counsel (Japan)
Culhane Meadows PLLC	Transactional counsel (insurance)
Kim & Chang	Transactional counsel (Korea)
Wilmer Hale	U.S. Regulatory and Compliance Counsel
Carey Olsen	Cayman Counsel
ASW Law	Bermudian Counsel
Dechert LLP	Structured Products Counsel
Houlihan Lokey Financial Advisors. Inc.	Valuation of Portfolio Investments
Harder, LLP	Litigation Counsel

Document comparison by Workshare 9 on Friday, November 22, 2019 3:31:17 PM

Input:	
Document 1 ID	PowerDocs://DOCS_NY/39785/2
Description	DOCS_NY-#39785-v2-HighlandUpdated_OCP_List
Document 2 ID	PowerDocs://DOCS_NY/39785/3
Description	DOCS_NY-#39785-v3-HighlandUpdated_OCP_List
Rendering set	Standard

Legend:	
Insertion	
Deletion-	
Moved from-	
Moved to	
Style change	
Format change	
Moved-deletion-	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:		
	Count	
Insertions	8	
Deletions	8	
Moved from	0	
Moved to	0	
Style change	0	
Format changed	0	
Total changes	16	

Case 19-12239-CSS Doc 162-3 Filed 11/25/19 Page 1 of 7

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:

Chapter 11

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹

L.P.,¹)

Debtor.

Case No. 19-12239 (CSS)

CERTIFICATE OF SERVICE

I, James E. O'Neill, hereby certify that on the 25th day of November, 2019, I

caused a copy of the following document(s) to be served on the individual(s) on the attached

service list(s) in the manner indicated:

Notice of Filing of Second Amended Exhibit B to Motion for an Order Authorizing the Debtor to Retain, Employ, and Compensate Certain Professionals Utilized By the Debtor in the Ordinary Course of Business

/s/ James E. O'Neill James E. O'Neill (DE Bar No. 4042)

¹ The Debtor's last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

Highland Capital 2002 Service List FCM Case No. 19-12239 (CSS) Document No. 225797 01 – Interoffice Mail 13 – Hand Delivery 46 – First Class Mail

([Proposed] Counsel for the Debtor and Debtor in Possession) James O'Neill, Esquire Pachulski Stang Ziehl & Jones LLP 919 N. Market Street, 17th Floor P.O. Box 8705 Wilmington, DE 19899-8705 (Courier 19801)

INTEROFFICE MAIL

([Proposed] Counsel for the Debtor and Debtor in Possession) Richard M. Pachulski, Esquire Jeffrey N. Pomerantz, Esquire Ira D. Kharasch, Esquire Maxim B. Litvak, Esquire John A. Morris, Esquire Gregory V. Demo, Esquire Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Blvd, 13th Floor Los Angeles, CA 90067

HAND DELIVERY

(United States Trustee) Jane M. Leamy, Esquire Office of the U.S. Trustee J. Caleb Boggs Federal Building 844 King Street, Suite 2207 Lockbox 35 Wilmington, DE 19801

HAND DELIVERY

(State Attorney General) Kathy Jennings, Esquire Delaware Department of Justice Carvel State Office Building, 6th Floor 820 N. French Street Wilmington, DE 19801

HAND DELIVERY

Zillah A. Frampton Bankruptcy Administrator Delaware Division of Revenue Carvel State Office Building, 8th Floor 820 N. French Street Wilmington, DE 19801

HAND DELIVERY

(United States Attorney) David C. Weiss c/o Ellen Slights US Attorney's Office District of Delaware Hercules Building, Suite 400 1313 N. Market Street Wilmington, DE 19801

HAND DELIVERY

(Counsel to Alvarez & Marsal CRF Management, LLC) Jeremy W. Ryan, Esquire R. Stephen McNeill, Esquire D. Ryan Slaugh, Esquire Potter Anderson & Corroon LLP 1313 North Market Street, 6th Floor Wilmington, DE 19801

HAND DELIVERY

(Counsel to the Redeemer Committee of the Highland Crusader Fund) Curtis S. Miller, Esquire Morris, Nichols, Arsht & tunnel LLP Kevin M. Coen, Esquire 1201 North Market Street, Suite 1600 Wilmington, DE 19801

HAND DELIVERY

(Counsel to Acis Capital Management GP LLC and Acis Capital Management, L.P.) John E. Lucian, Esquire Josef W. Mintz, Esquire Jose F. Bibiloni, Esquire Blank Rome LLP 1201 N Market Street, Suite 800 Wilmington, DE 19801

HAND DELIVERY

(Counsel to Patrick Daugherty) Michael L. Vild, Esquire Cross & Simon, LLC 1105 N. Market Street, Suite 901 Wilmington, DE 19801

HAND DELIVERY

(Counsel to Hunter Mountain Trust) William A. Hazeltine, Esquire Sullivan Hazeltine Allinson LLC 901 North Market Street, Suite 1300 Wilmington, DE 19801

HAND DELIVERY

(Counsel to UBS Securities LLC and UBS AG London Branch) Michael J. Merchant, Esquire Sarah E. Silveira, Esquire Richards, Layton & Finger, P.A. One Rodney Square 920 N. King Street Wilmington, DE 19801

HAND DELIVERY

(Counsel to Jefferies LLC) William P. Bowden, Esquire Michael D. DeBaecke, Esquire Ashby & Geddes, P.A. 500 Delaware Avenue, 8th Floor Wilmington, DE 19801

HAND DELIVERY

(Proposed Counsel to Official Committee of Unsecured Creditors) Michael R. Nestor, Esquire Edmon L. Morton, Esquire Sean M. Beach, Esquire Jaclyn C. Weissgerber, Esquire Young Conaway Stargatt & Taylor, LLP Rodney Square 1000 North King Street Wilmington, DE 19801

HAND DELIVERY

(Counsel to the Intertrust Entities and the CLO Entities) Mark L. Desgrosseilliers, Esquire Chipman, Brown, Cicero & Cole, LLP Hercules Plaza 1313 N. Market Street, Suite 5400 Wilmington, DE 19801

FIRST CLASS MAIL

(United States Attorney General) William Barr, Esquire Office of the US Attorney General U.S. Department of Justice 950 Pennsylvania Avenue, NW, Room 4400 Washington, DC 20530-0001

FIRST CLASS MAIL

State of Delaware Division of Corporations - Franchise Tax PO Box 898 Dover, DE 19903

FIRST CLASS MAIL

Delaware Secretary of Treasury 820 Silver Lake Blvd, Suite 100 Dover, DE 19904

FIRST CLASS MAIL

Office of General Counsel U.S. Department of the Treasury 1500 Pennsylvania Avenue, NW Washington, DC 20220

Office of General Counsel Securities & Exchange Commission 100 F Street, NE Washington, DC 20554

FIRST CLASS MAIL

Sharon Binger, Regional Director Philadelphia Regional Office Securities & Exchange Commission One Penn Center, Suite 520 1617 JFK Boulevard Philadelphia, PA 19103

FIRST CLASS MAIL

Andrew Calamari, Regional Director New York Regional Office Securities & Exchange Commission Brookfield Place, Suite 400 200 Vesey Street New York, NY 10281

FIRST CLASS MAIL

Office of the General Counsel Michael I. Baird, Esquire Pension Benefit Guaranty Corporation 1200 K Street, NW Washington, DC 20005-4026

FIRST CLASS MAIL

Internal Revenue Service Centralized Insolvency Operation PO Box 7346 Philadelphia, PA 19101

FIRST CLASS MAIL BBVA Michael Doran 8080 N. Central Expressway, Suite 1500 Dallas, TX 75206

FIRST CLASS MAIL

NexBank John Danilowicz 2515 McKinney Avenue, Suite 1100 Dallas, TX 75201

FIRST CLASS MAIL

KeyBank National Association as Administrative Agent 225 Franklin Street, 18th Floor Boston, MA 02110

FIRST CLASS MAIL

KeyBank National Association as Agent 127 Public Square Cleveland, OH 44114

FIRST CLASS MAIL

Prime Brokerage Services Jefferies LLC 520 Madison Avenue New York, NY 10022

FIRST CLASS MAIL

Office of the General Counsel Re: Prime Brokerage Services Jefferies LLC 520 Madison Avenue, 16th Floor New York, NY 10022

FIRST CLASS MAIL

Director of Compliance Re: Prime Brokerage Services Jefferies LLC 520 Madison Avenue, 16th Floor New York, NY 10022

FIRST CLASS MAIL

Frontier State Bank Attn: Steve Elliot 5100 South I-35 Service Road Oklahoma City, OK 73129

Strand Advisors, Inc. 300 Crescent Court, Suite 700 Dallas, TX 75201

FIRST CLASS MAIL

The Dugaboy Investment Trust 300 Crescent Court, Suite 700 Dallas, TX 75201

FIRST CLASS MAIL

Mark K. Okada 300 Crescent Court, Suite 700 Dallas, TX 75201

FIRST CLASS MAIL

The Mark and Pamela Okada Family Trust – Exempt Trust #1 300 Crescent Court, Suite 700 Dallas, TX 75201

FIRST CLASS MAIL

The Mark and Pamela Okada Family Trust – Exempt Trust #2 300 Crescent Court, Suite 700 Dallas, TX 75201

FIRST CLASS MAIL

Hunter Mountain Investment Trust c/o Rand Advisors LLC John Honis 87 Railroad Place, Suite 403 Saratoga Springs, NY 12866

FIRST CLASS MAIL

Cole, Schotz, Meisel, Forman & Leonard, P.A. Michael D. Warner, Esquire 301 Commerce Street, Suite 1700 Fort Worth, TX 76102

FIRST CLASS MAIL

Lynn Pinker Cox & Hurst, L.L.P. Michael K. Hurst, Esquire 2100 Ross Avenue, Suite 2700 Dallas, TX 75201

FIRST CLASS MAIL

(Counsel to Alvarez & Marsal CRF Management, LLC) Marshall R. King, Esquire Michael A. Rosenthal, Esquire Alan Moskowitz, Esquire Gibson, Dunn & Crutcher LLP 200 Park Avenue New York, NY 10066

FIRST CLASS MAIL

(Counsel to Alvarez & Marsal CRF Management, LLC) Matthew G. Bouslog, Esquire Gibson, Dunn & Crutcher LLP 3161 Michelson Drive Irvine, CA 92612

FIRST CLASS MAIL

(Counsel to California Public Employees' Retirement System ("CalPERS") Louis J. Cisz, III, Esquire Nixon Peabody LLP One Embarcadero Center, 32nd Floor San Francisco, CA 94111

FIRST CLASS MAIL

(Counsel to Redeemer Committee of the Highland Crusader Fund) Marc B. Hankin, Esquire Richard Levin, Esquire Jenner & Block LLP 919 Third Avenue New York, NY 10022-3908

FIRST CLASS MAIL

(Counsel to Coleman County TAD, et al.) Elizabeth Weller, Esquire Linebarger Goggan Blair & Sampson, LLP 2777 N. Stemmons Freeway, Suite 1000 Dallas, TX 75207

(Counsel to Jefferies LLC) Lee S. Attanasio, Esq. Sidley Austin LLP 787 Seventh Avenue New York, NY 10019

FIRST CLASS MAIL

(Counsel to Acis Capital Management GP LLC and Acis Capital Management, L.P.) Rakhee V. Patel, Esquire Phillip Lamberson, Esquire Annmarie Chiarello, Esquire Winstead PC 2728 N. Harwood Street, Suite 500 Dallas, TX 75201

FIRST CLASS MAIL

(Counsel to Acis Capital Management GP LLC and Acis Capital Management, L.P.) Brian P. Shaw, Esquire Rogge Dunn Group, PC 500 N. Akard Street, Suite 1900 Dallas, TX 75201

FIRST CLASS MAIL

(Counsel to UBS Securities LLC and UBS AG London Branch) Jeffrey E. Bjork, Esquire Latham & Watkins LLP 355 S. Grand Avenue, Suite 100 Los Angeles, CA 90071

FIRST CLASS MAIL

(Counsel to UBS Securities LLC and UBS AG London Branch) Asif Attarwala, Esquire Latham & Watkins LLP 330 N. Wabash Avenue, Suite 2800 Chicago, IL 60611

FIRST CLASS MAIL

(Counsel to Jefferies LLC) Patrick C. Maxcy, Esquire Dentons US LLP 233 S. Wacker Drive, Suite 5900 Chicago, IL 60606-6361

FIRST CLASS MAIL

(Counsel to Jefferies LLC) Lauren Macksoud, Esquire Dentons US LLP 1221 Avenue of the Americas New York, NY 10020-1089

FIRST CLASS MAIL

(Proposed Counsel to the Official Committee of Unsecured Creditors) Bojan Guzina, Esquire Matthew Clemente, Esquire Alyssa Russell, Esquire Sidley Austin LLP One S. Dearborn Street Chicago, IL 60603

FIRST CLASS MAIL

(Proposed Counsel to the Official Committee of Unsecured Creditors) Jessica Boelter, Esquire Sidley Austin LLP 787 Seventh Avenue New York, NY 10019

FIRST CLASS MAIL

(Proposed Counsel to the Official Committee of Unsecured Creditors) Penny P. Reid, Esquire Paige Holden Montgomery, Esquire Sidley Austin LLP 2021 McKinney Avenue, Suite 2000 Dallas, TX 75201

(Counsel to BET Investments II, L.P.) Jeffrey Kurtzman, Esquire Kurtzman Steady, LLC 401 S. 2nd Street, Suite 200 Philadelphia, PA 19147

FIRST CLASS MAIL

(Counsel to Integrated Financial Associates, Inc.)
Candace C. Carlyon, Esquire
Tracy M. O'Steen, Esquire
Carlyon Cica CHTD.
265 E. Warm Springs Road, Suite 107
Las Vegas, NV 89199

FIRST CLASS MAIL

(Counsel to Crescent TC Investors, L.P.) Michael S. Held, Esquire Jackson Walker L.L.P. 2323 Ross Avenue, Suite 600 Dallas, TX 75201

FIRST CLASS MAIL

(Counsel to the Intertrust Entities and the CLO Entities) James T. Bentley, Esquire Schulte Roth & Zabel LLP 919 Third Avenue New York, NY 10022

FIRST CLASS MAIL

(Counsel to CLO Holdco, Ltd.) John J. Kane, Esquire Kane Russell Coleman Logan PC 901 Main Street, Suite 5200 Dallas, TX 75202

FIRST CLASS MAIL

(Counsel to Meta-e Discovery, LLC) Joseph T. Moldovan, Esquire Sally Siconolfi, Esquire Morrison Cohen LLP 909 Third Avenue New York, NY 10022