

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: §
§
HIGHLAND CAPITAL MANAGEMENT, § Bankruptcy Case No. 19-34054
L.P., §
§
Debtor. §

HIGHLAND CAPITAL MANAGEMENT §
FUND ADVISORS, L.P. and NEXPOINT §
ADVISORS, L.P., §
§
Appellants, §
§
v. § Civ. Act. No. 3:21-cv-00538-N
§

HIGHLAND CAPITAL MANAGEMENT, §
L.P., §
§
Appellee. §

HIGHLAND GLOBAL ALLOCATION §
FUND, HIGHLAND INCOME FUND, §
NEXPOINT CAPITAL, INC., and §
NEXPOINT STRATEGIC §
OPPORTUNITIES FUND, §
§
Appellants, § Civ. Act. No. 3:21-cv-00539-N
§

v. §
§
HIGHLAND CAPITAL MANAGEMENT, §
L.P., §
§
Appellee. §

JAMES DONDERO, §
§
Appellant, §
§
v. § Civ. Act. No. 3:21-cv-00546-L
§

HIGHLAND CAPITAL MANAGEMENT, §
L.P., §
Appellee. §
§



the *Debtor's Fifth Amended Plan of Reorganization of Highland Capital Management, L.P. (as Modified)* [docket no. 1808], as further modified (the "Plan").¹

2. This Appeal is the Advisors' appeal of the Confirmation Order. Separately, three other appeals (with this Appeal, collectively the "Appeals") of the Confirmation Order to this Court have been filed by the following (together with the Advisors, the "Appellants") as follows:

- (i) the Funds, pending as Civil Action No. 3:21-cv-00539-N;
- (ii) Dondero, pending as Civil Action No. 3:21-cv-00546-L; and
- (iii) the Trusts, pending as Civil Action No. 3:21-cv-00550-L.

3. The foregoing appeals have yet to be consolidated with this Appeal.

4. The Appellants filed motions (or joined in motions) for a stay of the Confirmation Order with the Bankruptcy Court. After a hearing, the Bankruptcy Court denied said motions.

5. On April 1, 2021, the Advisors filed with this Court their *Appellants' Motion for Stay Pending Appeal*, together with their *Brief In Support of Appellants' Motion for Stay Pending Appeal*. The Debtor opposes the relief requested therein.

6. It is contemplated that one or all of the remaining Appellants will also file motions for a stay of the Confirmation Order pending appeal (collectively, the "Stay Motions").

7. Accordingly, for efficiency, to avoid potential inconsistent results, and to avoid potential serial filings and consideration, the Parties, representing all relevant parties, agree as follows and respectfully request that the Court order as follows pursuant to the proposed Agreed Order submitted herewith:

- (i) that the Appeals be consolidated with this proceeding, presently for the purpose of considering any motion for a stay pending appeal of the Confirmation Order that the Appellants may file or may join in;

¹ All capitalized terms used but not defined herein have the meanings given to them in the Plan.

- (ii) that the Funds, Mr. Dondero, and/or the Trusts may file, and serve electronically on the Debtor and the Committee a Stay Motion or a joinder to a Stay Motion in this proceeding on or before 5:00 p.m. (CT) on April 6, 2021, or be denied summarily as untimely;
- (iii) that the Court grant the expedited consideration of all such motions for a stay pending appeal of the Confirmation Order;
- (iv) that the Advisors, the Funds, Mr. Dondero, and the Trusts shall identify any witnesses whose testimony they intend to rely on in connection with the Stay Motions on or before 5:00 p.m. (CT) on April 6, 2021;
- (v) that the Debtor and the Committee may file responses in opposition to all Stay Motions by 5:00 p.m. (CT) on April 16, 2021;
- (vi) that the Advisors, the Funds, Mr. Dondero, and the Trusts may file a reply to such response by 5:00 p.m. (CT) on April 20, 2021;
- (vii) that, upon the Court's entry of said agreed order, the Plan shall not become effective before 5:00 p.m. (CT) on April 23, 2021;
- (viii) that the Advisors, the Funds, Mr. Dondero, and the Trusts reserve any and all rights that they may have to seek an administrative stay of the Effective Date pending the Court's resolution of the Stay Motions, and the Debtor and the Committee reserve all rights to object to any such requests.

8. Should the Court find it appropriate to convene a hearing on the motions for stay pending appeal of the Confirmation Order, the Parties request that the Court set such hearing on or before April 23, 2021.

WHEREFORE, PREMISES CONSIDERED, the Parties jointly request that the Court enter an order granting this Motion substantially in the form of the Agreed Order tendered herewith.

RESPECTFULLY SUBMITTED this 6th day of April, 2021.

MUNSCH HARDT KOPF & HARR, P.C.

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COMMITTEE OF UNSECURED CREDITORS**

CERTIFICATE OF SERVICE

The undersigned hereby certifies that, on this 6th day of April 2021, he caused a true and correct copy of this document, with the proposed order included, to be served by e-mail on the following, by and through their counsel of record, representing all appellants and appellees in this and the other referenced appellate proceedings:

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Highland Capital Fund Advisors, L.P.
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/s/ Bryan C. Assink
Bryan C. Assink

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DALLAS DIVISION

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GET GOOD TRUST and THE DUGABOY
INVESTMENT TRUST, §

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v. §

Civ. Act. No. 3:21-cv-00550-L §

HIGHLAND CAPITAL MANAGEMENT, §
L.P., §

Appellee. §

**AGREED ORDER: (I) CONSOLIDATING MOTIONS FOR STAY PENDING APPEAL;
(II) GRANTING EXPEDITED CONSIDERATION THEREOF;
AND (III) ORDERING BRIEFING SCHEDULE FOR SAME**

THE COURT, having considered the *Joint Motion: (i) to Consolidate Motions for Stay Pending Appeal; (ii) for Expedited Consideration of Motions for Stay Pending Appeal; and (iii) for Entry of Briefing Schedule for Same* (the “Motion”),¹ and finding that the relief requested in the Motion is proper based on the parties’ agreement thereto as effectuated through this Order, grants the Motion as follows:

IT IS ORDERED that, with respect to the following bankruptcy appeals, such appeals are consolidated with this proceeding solely for the purpose of considering any motion for a stay pending appeal of the Confirmation Order (as defined in the Motion), with all such motions consolidated for briefing, argument, and decision with the presently filed motion seeking such relief (docket no. 2), with respect to which the Court grants expedited consideration:

- (i) Civil Action No. 3:21-cv-00539-N;
- (ii) Civil Action No. 3:21-cv-00546-L; and
- (iii) Civil Action No. 3:21-cv-00550-L;

it is further

¹ All capitalized terms used but not defined herein have the meanings given to them in the Motion.
 AGREED ORDER: (I) CONSOLIDATING MOTIONS FOR STAY PENDING APPEAL; (II) GRANTING
 EXPEDITED CONSIDERATION THEREOF; AND (III) ORDERING BRIEFING SCHEDULE FOR SAME—
 Page 2

ORDERED that the Clerk shall enter this Order in each of the foregoing proceedings; it is further

ORDERED that the Funds, Mr. Dondero, and/or the Trusts may file, and serve electronically on the Debtor and the Committee a Stay Motion or a joinder to a Stay Motion in this proceeding on or before 5:00 p.m. (CT) on April 6, 2021, or be denied summarily as untimely; it is further

ORDERED that the Advisors, the Funds, Mr. Dondero, and the Trusts shall identify any witnesses whose testimony they intend to rely on in connection with the Stay Motions on or before 5:00 p.m. (CT) on April 6, 2021; it is further

ORDERED that the Debtor and the Committee may file responses in opposition to all Stay Motions by 5:00 p.m. (CT) on April 16, 2021; it is further

ORDER that the Advisors, the Funds, Mr. Dondero, and the Trusts may file a reply to such response by 5:00 p.m. (CT) on April 20, 2021; it is further

ORDERED that the Plan shall not become effective before 5:00 p.m. (CT) on April 23, 2021; it is further

ORDERED that the Advisors, the Funds, Mr. Dondero, and the Trusts reserve any and all rights that they may have to seek an administrative stay of the Effective Date pending the Court's resolution of the Stay Motions, and the Debtor and the Committee reserve all rights to object to any such requests.

DATED: April _____, 2021

HONORABLE DAVID C. GODBEY
UNITED STATES DISTRICT JUDGE

AGREED:

<p>MUNSCH HARDT KOPF & HARR, P.C.</p> <p>By: <u>/s/ Davor Rukavina</u> Davor Rukavina, Esq. Texas Bar No. 24030781 Julian P. Vasek, Esq. Texas Bar No. 24070790 3800 Ross Tower 500 N. Akard Street Dallas, Texas 75201-6659 Telephone: (214) 855-7500 Facsimile: (214) 855-7584 E-mail: drukavina@munsch.com</p> <p>COUNSEL FOR HIGHLAND CAPITAL MANAGEMENT FUND ADVISORS, L.P., AND NEXPOINT ADVISORS, L.P.</p>	<p>PACHULSKI STANG ZIEHL & JONES LLP</p> <p>By: <u>/s/ Gregory V. Demo (w/ permission)</u> Jeffrey N. Pomerantz Ira D. Kharasch John A. Morris Gregory V. Demo 10100 Santa Monica Blvd., 13th Floor Los Angeles, CA 90067 Telephone: (310) 277-6910 Facsimile: (310) 201-0760 E-mail: jpomerantz@pszjlaw.com ikharasch@pszjlaw.com jmorris@pszjlaw.com gdemo@pszjlaw.com</p> <p>COUNSEL FOR HIGHLAND CAPITAL MANAGEMENT, L.P.</p>
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