

Fill in this information to identify the case:

Debtor Highland Capital Management, L.P.

United States Bankruptcy Court for the: Northern District of Texas
(State)

Case number 19-34054

Official Form 410
Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. **Who is the current creditor?** Matthew DiOrio
Name of the current creditor (the person or entity to be paid for this claim)
Other names the creditor used with the debtor _____

2. **Has this claim been acquired from someone else?** No
 Yes. From whom? _____

3. **Where should notices and payments to the creditor be sent?**

Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
<u>Matthew DiOrio</u> <u>See Rider 2</u> <u>See Rider 2, See Rider See Rider</u>	

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Contact phone _____ Contact phone _____
Contact email See Rider 2 Contact email _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one):

4. **Does this claim amend one already filed?** No
 Yes. Claim number on court claims registry (if known) See Rider 1 Filed on _____
MM / DD / YYYY

5. **Do you know if anyone else has filed a proof of claim for this claim?** No
 Yes. Who made the earlier filing? _____



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ _

7. How much is the claim? \$ See Rider 3. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
See Rider 3

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature or property:
 Real estate: If the claim is secured by the debtor's principle residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

No

Yes. Check all that apply:

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input checked="" type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$ <u>See Rider 4</u>

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 03/02/2021
MM / DD / YYYY

/s/Matthew DiOrio
Signature

Print the name of the person who is completing and signing this claim:

Name Matthew DiOrio
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____

Contact phone _____ Email _____



KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (877) 573-3984 | International (310) 751-1829

Debtor: 19-34054 - Highland Capital Management, L.P.		
District: Northern District of Texas, Dallas Division		
Creditor: Matthew DiOrio See Rider 2 See Rider 2, See Rider , See Rider Phone: Phone 2: Fax: Email: See Rider 2	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Creditor	
Other Names Used with Debtor:	Amends Claim: Yes - See Rider 1 Acquired Claim: No	
Basis of Claim: See Rider 3	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: See Rider 3	Includes Interest or Charges: Yes	
Has Priority Claim: Yes	Priority Under: 11 U.S.C. §507(a)(): See Rider 4	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: No	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: Matthew DiOrio on 02-Mar-2021 11:20:11 a.m. Eastern Time Title: Company:		

In re Highland Capital Management, L.P.
Chapter 11 Case No. 19-34054
(Bankr. N.D. Tex.)

Rider 1

This Rider relates to the proof of claim filed by Matthew DiOrio (the “**Employee Creditor**”) against the estate of Highland Capital Management, L.P. (the “**Debtor**”), the debtor in the chapter 11 case now pending in the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”) as Case No. 19-34054 (the “**Chapter 11 Case**”). This Rider constitutes a part of such proof of claim as if set forth in full on the face of such proof of claim.

Pursuant to that certain *Order Approving Joint Stipulation of the Debtor and the Official Committee of Unsecured Creditors Modifying Bar Date Order*, dated May 8, 2020 [D.I. 628] (the “**Employee Bar Date Order**”), the Employee Creditor was not required to file a proof of claim with respect to certain compensation claims, including those set forth in this proof of claim. Instead, bonus and deferred compensation claims awarded to the Employee Creditor prior to the commencement of the Chapter 11 Case were included in the aggregate amount scheduled for all covered employees on Schedule E/F of the Debtor’s Schedules, and the Employee Creditor received a letter (the “**Employee Letter**”) that set forth the scheduled claims of the Employee Creditor. By this proof of claim, the Employee Creditor is amending the claims set forth in the Employee Letter to reflect amounts owed as of January 31, 2021.

In re Highland Capital Management, L.P.
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Rider 2

This Rider relates to the proof of claim filed by the Employee Creditor against the estate of the Debtor in the Chapter 11 Case. This Rider constitutes a part of such proof of claim as if set forth in full on the face of such proof of claim.

The Employee Creditor's address is being withheld to protect the Employee Creditor from harm associated with identifying private information or other unlawful injury. The Employee Creditor will provide an address to the Debtor or any other party in interest entitled to such information upon a reasonable request.

In re Highland Capital Management, L.P.
Chapter 11 Case No. 19-34054
(Bankr. N.D. Tex.)

Rider 3

This Rider relates to the proof of claim filed by the Employee Creditor against the estate of the Debtor in the Chapter 11 Case. This Rider constitutes a part of such proof of claim as if set forth in full on the face of such proof of claim.

The claims of the Employee Creditor set forth in this proof of claim arise out of the “Annual Bonus Plan” and the “Deferred Bonus Plan,” as such terms are defined in that certain *Motion of the Debtor for Entry of an Order Authorizing the Debtor to Pay and Honor Ordinary Course Obligations Under Employee Bonus Plans and Granting Related Relief*, dated November 26, 2019 [D.I. 170], together with award letters that the Debtor provided to the Employee Creditor.

Set forth below are the deferred compensation amounts and bonuses owed to the Employee Creditor as of January 31, 2021. To the extent that any part of an award may fluctuate on the basis of the value of a security, or may increase as a result of additional dividends paid prior to the payment of such award, such value may change, and the Employee Creditor reserves the right to amend this proof of claim to reflect any updated value of the Employee Creditor’s claim.

Performance Bonuses		
Description	Amount	
2019 Performance Bonus Part III	\$50,000	
2019 Performance Bonus Part IV	\$50,000	
Deferred Bonuses		
Description	Amount	
2017 Deferred Performance Award		
Statement Date Share Value (as of 1/31/21)	\$10,442.04	
Cumulative Dividends (as of 1/31/21)	\$5,290.63	
Aggregate Award Value (as of 1/31/21)		\$15,732.67
2018 Deferred Performance Award		
Statement Date Share Value (as of 1/31/21)	\$15,460.38	
Cumulative Dividends (as of 1/31/21)	\$4,535.04	
Aggregate Award Value (as of 1/31/21)		\$19,995.42
2019 Deferred Performance Award		
Statement Date Share Value (as of 1/31/21)	\$34,517.57	
Cumulative Dividends (as of 1/31/21)	\$1,715.87	
Aggregate Award Value (as of 1/31/21)		\$36,233.44

As of January 31, 2021, the value of the Employee Creditor’s claims covered by this proof of claim totalled \$171,961.53.

This proof of claim, covers only the claims described above. It does not apply to any other claims that the Employee Creditor may have against the Debtor, including, without limitation, any claims related to PTO (paid time off), other unpaid wages or salary, or any other prepetition or postpetition obligations owed by the Debtor to the Employee Creditor, all of which claims are expressly preserved and are not superseded by this proof of claim.

Supporting Documentation

The Debtor should have copies of the all documents relating to the claims covered by this proof of claim, including the Employee Letter, documents relating to the Annual Bonus Plan and the Deferred Bonus Plan, and correspondence with the Employee Creditor relating to awards under the Annual Bonus Plan and the Deferred Bonus Plan. Due to the voluminous, confidential, and/or commercially sensitive nature of the these documents, such documents are not attached hereto. Copies of any such documents will be made available to any party in interest upon reasonable request and subject to any additional protections as may be needed to preserve the confidentiality of such documents.

In re Highland Capital Management, L.P.
Chapter 11 Case No. 19-34054
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Rider 4

This Rider relates to the proof of claim filed by the Employee Creditor against the estate of the Debtor in the Chapter 11 Case. This Rider constitutes a part of such proof of claim as if set forth in full on the face of such proof of claim.

The Employee Creditor believes that the claims set forth in this proof of claim are entitled to be paid as administrative expenses under sections 503(b)(1) and 507(a)(2) of the Bankruptcy Code, and the Employee Creditor reserves the right to file with the Bankruptcy Court a request for payment of the claims set forth in this proof of claim as administrative expenses. Such claims also may be entitled to priority under section 507(a)(4) or section 507(a)(5) of the Bankruptcy Code, and the Employee Creditor reserves the right to seek priority treatment under such sections.

This proof of claim also is without prejudice to any other claims that the Employee Creditor may assert constitute administrative expenses under section 503(b)(1) of the Bankruptcy Code.