

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

<p>In re:</p> <p>HIGHLAND CAPITAL MANAGEMENT, L.P.,¹</p> <p style="text-align: right;">Debtor.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 19-12239 (CSS)</p> <p>Hearing Date: N/A</p> <p>Objection Deadline: N/A</p>
---	---	--

**EMERGENCY MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR AN ORDER SHORTENING NOTICE WITH RESPECT TO THE
MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO TRANSFER VENUE OF THIS CASE TO THE UNITED STATES
BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS**

The official committee of unsecured creditors (the “Committee”) of Highland Capital Management, L.P. (the “Debtor”), hereby submits this emergency motion (this “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), pursuant to 11 U.S.C. § 105, rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), shortening the notice period required under Bankruptcy Rules 2002 and 9006 with respect to and scheduling an expedited hearing on the *Motion of the Official Committee of Unsecured Creditors to Transfer Venue of this Case to the United States Bankruptcy Court for the Northern District of Texas* (the “Venue Motion”),² filed contemporaneously herewith, so that the Venue Motion may be heard at the hearing previously scheduled for November 7, 2019, at 3:00 p.m. (prevailing Eastern Time).

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.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Venue Motion.



JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Committee confirms its consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order or judgment by the Court in connection with this Motion if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. The statutory bases for the relief sought herein are section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1014.

BACKGROUND

3. On October 16, 2019, the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Court held a first day hearing on October 18, 2019, granting interim relief with respect to certain “first day” motions. No other hearing has been held as of the date hereof. The next hearing is scheduled for November 19, 2019.

4. The Committee was appointed by the United States Trustee on October 29, 2019 [Docket No. 65].

RELIEF REQUESTED

5. By this Motion, the Committee requests entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, shortening notice with respect to the Venue Motion so

that the Venue Motion may be heard at a hearing previously scheduled for November 7, 2019, at 3:00 p.m. (prevailing Eastern Time).

BASIS FOR RELIEF

6. Local Rule 9006-1(c) requires that a movant provide at notice of a motion at least 14 days prior to the scheduled hearing. Such notice period may be shortened, however, “by order of the Court, on written motion (served on all interested parties) specifying the exigencies justifying shortened notice.” Local Rule 9006-1(e). Bankruptcy Rule 9006(c) further provides that “the court for cause shown may in its discretion with or without motion or notice order the period reduced.”

7. Sufficient cause exists to shorten the notice period for the Venue Motion so that the Venue Motion may be heard by the Court on November 7th, or as soon thereafter as the Court deems appropriate. As of the date hereof, the Court has only held the “first day” hearing, with the next hearing not scheduled until November 19, 2019 (the “Second Day Hearing”). The objection deadline for the motions to be heard at the Second Day Hearing is set for November 12, 2019, and the meeting of creditors is scheduled for November 20, 2019. It is essential that the Venue Motion be heard prior to these dates to ensure that the parties’ resources, including those of this Court and the Debtor’s estate, are not needlessly wasted.

8. Moreover, as set forth in the Venue Motion, timeliness is one of the factors that this Court will have to consider as part of its analysis under 28 U.S.C. § 1412. It is therefore important that the Venue Motion be heard as soon as possible instead of on regular notice.

9. The Committee informed the Debtor of its intent to seek shortened notice on the Venue Motion prior to filing the Motion and understands that the Debtor intends to oppose the relief sought herein. The Committee nevertheless respectfully submits that shortening the notice

period for the Venue Motion and allowing the Venue Motion to be heard on an expedited basis is reasonable and appropriate under the circumstances.

NOTICE

10. Notice of this Motion will be provided to (i) the Debtor, (ii) the Office of the United States Trustee for the District of Delaware, and (iii) any party that has requested notice pursuant to Local Rule 2002-1 as of the date of this Motion. In light of the nature of the relief requested herein, the Committee submits that no other or further notice is necessary.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Committee respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and any further relief as the Court may deem just and proper.

Dated: November 1, 2019
Wilmington, Delaware

SIDLEY AUSTIN LLP

/s/ Bojan Guzina

Bojan Guzina
Matthew A. Clemente
Alyssa Russell
One South Dearborn Street
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

-and-

Jessica C. K. Boelter
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599

-and-

Penny P. Reid
Paige Holden Montgomery
2021 McKinney Avenue
Suite 2000
Dallas, Texas 74201
Telephone: (214) 981-3300
Facsimile: (214) 981-3400

PROPOSED ATTORNEYS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS

Exhibit A

Proposed Order

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

<p>In re:</p> <p>HIGHLAND CAPITAL MANAGEMENT, L.P.,¹</p> <p style="text-align: center;">Debtor.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 19-12239 (CSS)</p> <p>Ref. Docket No.: ____</p>
--	--	---

**ORDER SHORTENING NOTICE WITH RESPECT TO THE MOTION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO
TRANSFER VENUE OF THIS CASE TO THE UNITED STATES
BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS**

Upon the motion (the “Motion”)² of the Committee requesting entry of an order (this “Order”) seeking entry of an order expediting consideration of, and shortening the notice period applicable to, the *Motion of the Official Committee of Unsecured Creditors to Transfer Venue of this Case to the United States Bankruptcy Court for the Northern District of Texas* [Docket No. ____] (the “Venue Motion”); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this Motion being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having determined that sufficient cause exists to shorten the notice period for the Venue Motion, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Venue Motion shall be heard on November __, 2019, at __: __ .m. (prevailing Eastern Time).

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.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

3. Any response or objections to the Venue Motion must be filed with the Court and served on all parties required to receive notice in this chapter 11 case by November __, 2019, at __: __ .m. (prevailing Eastern Time)

Dated: _____, 2019
Wilmington, Delaware

Honorable Christopher S. Sontchi
United States Bankruptcy Judge

CERTIFICATE OF SERVICE

I, Elliot Bromagen, certify that I am not less than 18 years of age, and that service of the foregoing was caused to be made on November 1, 2019, in the manner indicated on the parties on the attached service list.

Date: November 1, 2019

/s/ Elliot Bromagen
Elliot Bromagen

HAND DELIVERY

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

OVERNIGHT DELIVERY

([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
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

(Top 20 Unsecured Creditor)
Ryan P. Newell, Esquire
Connolly Gallagher LLP
1201 N. Market Street, 20th Floor
Wilmington, DE 19801

HAND DELIVERY

(Counsel to Alvarez & Marsal CRF Management, LLC)
Sean M. Beach, Esquire
Jaclyn C. Weissgerber, Esquire
Young Conaway Stargatt & Taylor, LLP
1000 North King Street, Rodney Square
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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

(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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Acis Capital Management, L.P.
and Acis Capital Management GP, LLC
c/o Brian P. Shaw, Esquire
Rogge Dunn Group, PC
500 N. Akard Street, Suite 1900
Dallas, TX 75201

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
American Arbitration Association
Elizabeth Robertson, Esquire
120 Broadway, 21st Floor,
New York, NY 10271

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Andrews Kurth LLP
Scott A. Brister, Esquire
111 Congress Avenue, Ste 1700
Austin, TX 78701

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Bates White, LLC
Karen Goldberg, Esquire
2001 K Street NW
North Bldg Suite 500
Washington, DC 20006

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
CLO Holdco, Ltd.
Grant Scott, Esquire
Myers Bigel Sibley & Sajovec, P.A.
4140 Park Lake Ave, Ste 600
Raleigh, NC 27612

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Debevoise & Plimpton LLP
Michael Harrell, Esquire
c/o Accounting Dept 28th Floor
919 Third Avenue
New York, NY 10022

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
DLA Piper LLP (US)
Marc D. Katz, Esquire
1900 N Pearl St, Suite 2200
Dallas, TX 75201

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Duff & Phelps, LLC
c/o David Landman
Benesch, Friedlander, Coplan & Aronoff
LLP
200 Public Square, Suite 2300
Cleveland, OH 44114-2378

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Foley Gardere
Holly O'Neil, Esquire
Foley & Lardner LLP
2021 McKinney Avenue Suite 1600
Dallas, TX 75201

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Joshua & Jennifer Terry
c/o Brian P. Shaw, Esquire
Rogge Dunn Group, PC
500 N. Akard Street, Suite 1900
Dallas, TX 75201

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Lackey Hershman LLP
Paul Lackey, Esquire
Stinson LLP
3102 Oak Lawn Avenue, Ste 777
Dallas, TX 75219

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
McKool Smith, P.C.
(Top 20 Unsecured Creditor)
Gary Cruciani, Esquire
300 Crescent Court, Suite 1500
Dallas, TX 75201

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Meta-e Discovery LLC
Paul McVoy
Six Landmark Square, 4th Floor
Stamford, CT 6901

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
NWCC, LLC
c/o of Michael A. Battle, Esquire
Barnes & Thornburg, LLP
1717 Pennsylvania Ave N.W. Ste 500
Washington, DC 20006-4623

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Patrick Daugherty
c/o Thomas A. Uebler, Esquire
McCollom D'Emilio Smith Uebler LLC
2751 Centerville Rd #401
Wilmington, DE 19808

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Redeemer Committee of the Highland
Crusader Fund
c/o Terri Mascherin, Esquire
Jenner & Block
353 N. Clark Street
Chicago, IL 60654-3456

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Reid Collins & Tsai LLP
William T. Reid, Esquire
810 Seventh Avenue, Ste 410
New York, NY 10019

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
UBS AG, London Branch and UBS
Securities LLC
c/o Andrew Clubock, Esquire
Latham & Watkins LLP
555 Eleventh Street NW Suite 1000
Washington, DC 20004-130

OVERNIGHT DELIVERY

(Top 20 Unsecured Creditor)
Scott E. Gant, Esquire
Boies, Schiller & Flexner LLP
1401 New York Avenue, NW
Washington, DC 20005

OVERNIGHT DELIVERY

(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

OVERNIGHT DELIVERY

(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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

(Counsel to Jefferies)
Patrick Maxcy, Esq.
Dentons US LLP
233 South Wacker Drive Suite 5900
Chicago, Illinois 60606-6361

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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

OVERNIGHT DELIVERY

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