

Judith W. Ross
State Bar No. 21010670
Frances A. Smith
State Bar No. 24033084
Eric Soderlund
State Bar No. 24037525
Ross & Smith, PC
700 N. Pearl Street, Suite 1610
Dallas, Texas 75201
Telephone: 214-377-7879
Facsimile: 214-377-9409
Email: judith.ross@judithwross.com
frances.smith@judithwross.com
eric.soderlund@judithwross.com

Michelle Hartmann
State Bar No. 24032402
BAKER & MCKENZIE LLP
1900 North Pearl
Suite 1500
Dallas, TX 75201
Telephone: 214-978-3000
Facsimile: 214-978-3099
Email: michelle.hartmann@bakermckenzie.com

Debra A. Dandeneau
BAKER & MCKENZIE LLP
452 Fifth Ave
New York, NY 10018
Telephone: 212-626-4875
Email: debra.dandeneau@bakermckenzie.com
(Admitted pro hac vice)

**COUNSEL FOR SCOTT ELLINGTON, THOMAS SURGENT,
FRANK WATERHOUSE, AND ISAAC LEVENTON**

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

In re: Highland Capital	§	Case No. 19-34054-sgj-11
Management, L.P.,	§	
	§	Chapter 11
Debtor.	§	
	§	

**SENIOR EMPLOYEES' WITNESS AND EXHIBIT LIST FOR
THE HEARING SCHEDULED FOR JANUARY 26, 2021 AT 9:30 A.M.
(PREVAILING CENTRAL TIME)**

Scott Ellington, Thomas Surgent, Frank Waterhouse, and Isaac Leventon (collectively, the "Senior Employees") file this Witness and Exhibit List for the hearing scheduled on **Wednesday, January 26, 2021 at 9:30 am.**

Senior Employees' Witness List

At the hearing, Senior Employees may call the following persons to testify as witnesses:

1. Isaac Leventon;



2. James Seery, Jr.;
3. J.P. Sevilla;
4. Any witness designated or called by any other party; and
5. Any rebuttal witnesses, as necessary.

Senior Employees' Exhibit List

EXHIBIT	DESCRIPTION OF EXHIBIT	OFFERED	OBJECTION	ADMITTED
SE1	Plan of Reorganization of Highland Capital Management, L.P. [Docket No. 944]			
SE2	First Amended Plan of Reorganization of Highland Capital Management, L.P. [Docket No. 1079]			
SE3	Second Amended Plan of Reorganization of Highland Capital Management, L.P. [Docket No. 1287]			
SE4	Third Amended Plan of Reorganization of Highland Capital Management, L.P. [Docket No. 1383]			
SE5	Redline Third Amended Plan of Reorganization of Highland Capital management, L.P. [Docket No. 1385]			
SE6	Fourth Amended Plan of Reorganization of Highland Capital Management, L.P. with Exhibits thereto [Docket No. 1450]			
SE7	Fifth Amended Plan of Reorganization of Highland Capital Management, L.P. with Exhibits thereto [Docket No. 1472]			
SE8	Redline Comparison of Second to Fifth Amended Plan of Reorganization of Highland Capital Management, L.P.			
SE9	Debtor's Notice of Filing of Plan Supplement to the Fifth Amended Plan of Reorganization of Highland Capital Management, L.P. and exhibits thereto [Docket No. 1606]			
SE10	Senior Employees' Limited Objection to Debtor's Fifth Amended Plan [Docket 1669]			

EXHIBIT	DESCRIPTION OF EXHIBIT	OFFERED	OBJECTION	ADMITTED
SE11	Email from David Neier to Scott Ellington dated 11.16.2020			
SE12	Email from David Neier to Thomas Surgent dated 11.20.2020			
SE13	Bonus Award letters 2018, 2017, 2016 – Isaac Leventon			
SE14	Bonus Award Letters 2018, 2017, 2016 – Scott Ellington			
SE15	Bonus Award Letters 2018, 2017, 2016 – Frank Waterhouse			
SE16	Bonus Award Letters 2018, 2017, 2016 – Thomas Surgent			
SE17	Appointment for Claims Meeting December 2, 2020			
SE18	Isaac Leventon's Notes from Claims Meeting December 2, 2020			
SE19	Thomas Surgent's Handwritten Notes from Claims Meeting December 2, 2020			
SE20	Email from JP Sevilla to Isaac Leventon dated October 26, 2020			
SE21	Email from Jeff Pomerantz to Debra Dandeneau dated January 4, 2021			
SE22	Proof of Claim filed by Frank Waterhouse [Claim No. 182]			
SE23	Proof of Claim filed by Thomas Surgent [Claim No. 183]			
SE24	Proof of Claim filed by Isaac D. Leventon [Claim No. 184]			
SE25	Proof of Claim filed by Scott B. Ellington [Claim No. 192]			
SE26	Notice of Filing of Debtor's Amended Schedules [Docket No. 1082]			
SE27	Monthly Operating Report [Docket No. 913]			
SE28	Monthly Operating Report [Docket No. 1014]			
SE29	Monthly Operating Report [Docket 1115]			
SE30	Monthly Operating Report [Docket No. 1329]			
SE31	Monthly Operating Report [Docket No. 1493]			
SE32	Monthly Operating Report [Docket No. 1710]			

EXHIBIT	DESCRIPTION OF EXHIBIT	OFFERED	OBJECTION	ADMITTED
SE33	Ballot submitted by Scott Ellington (Class 7)			
SE34	Ballot Submitted by Scott Ellington (Class 8)			
SE35	Ballot Submitted by Frank Waterhouse (Class 7)			
SE36	Ballot Submitted by Frank Waterhouse (Class 8)			
SE37	Ballot Submitted by Isaac Leventon (Class 7)			
SE38	Ballot Submitted by Isaac Leventon (Class 8)			
SE39	Ballot Submitted by Thomas Surgent (Class 7)			
SE40	Ballot Submitted by Thomas Surgent (Class 8)			
	Any exhibits produced by the Debtor or other third party after the filing of this Witness and Exhibit List			
	Any exhibits designated by any other party			
	Any exhibits necessary and appropriate as rebuttal evidence			

Respectfully submitted January 22, 2021.

By: /s/ Frances A. Smith
Judith W. Ross
State Bar No. 21010670
Frances A. Smith
State Bar No. 24033084
Eric Soderlund
State Bar No. 24037525
ROSS & SMITH, PC
700 N. Pearl Street, Suite 1610
Dallas, Texas 75201
Telephone: 214-377-7879
Facsimile: 214-377-9409
Email: judith.ross@judithwross.com
frances.smith@judithwross.com
eric.soderlund@judithwross.com

Michelle Hartmann
State Bar No. 24032402
BAKER & MCKENZIE LLP
1900 North Pearl
Suite 1500
Dallas, TX 75201
Telephone: 214-978-3000
Facsimile: 214-978-3099
Email: michelle.hartmann@bakermckenzie.com

Debra A. Dandeneau
BAKER & MCKENZIE LLP
452 Fifth Ave
New York, NY 10018
Telephone: 212-626-4875
Email: debra.dandeneau@bakermckenzie.com
(Admitted pro hac vice)

**COUNSEL FOR SCOTT ELLINGTON,
THOMAS SURGENT, FRANK
WATERHOUSE, AND ISAAC LEVENTON**

KCC eBallot Summary

For phone assistance: Domestic (866) 381-9100 | International 001-310-823-9000

Debtor: Highland Capital Management, L.P.
District: Northern District of Texas Dallas Division

Voter Certification:

Scott B. Ellington
200 Park Avenue
New York, NY 10166

Title:

"subject to the reservation of rights set forth in the objection to Plan filed 1-5-2021"

By:

Scott Ellington

Phone:

214-649-5475

Email:

ellingtonscottb@gmail.com

Name (Signature):

Scott Ellington

Address or Contact Change:

Scott Ellington c/o Francis A Smith,
Ross & Smith PC
Plaza of the Americas
700 N Pearl Street, Suite 1610
Dallas, Texas 75201
USA

Time Submitted:

1/5/2021 12:56:07 PM Pacific Time

Plan:

Fifth Amended Plan of
Reorganization of Highland Capital
Management, L.P.

Class:

7 - Convenience Claims

Ballot Response(s):

CHECK ONE BOX below to vote to ACCEPT or REJECT the Plan.

Response: Reject

I hereby elect to have my Class 7 Convenience Claim identified in Item 1 treated as a Class 8 General Unsecured Claim for all purposes (Select "Yes" below to Elect).

Response: No

EXHIBIT
SE33



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

In re: HIGHLAND CAPITAL MANAGEMENT, L.P., Debtor. ¹
Chapter 11, Case No. 19-34054-sgj11

¹The 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.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE OR TO MAKE ANY REPRESENTATION OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT

BALLOT FOR ACCEPTING OR REJECTING THE *FIFTH AMENDED PLAN OF REORGANIZATION OF HIGHLAND CAPITAL MANAGEMENT, L.P.*

CLASS 7 BALLOT – Convenience Claims

PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT.

This Ballot may not be used for any purpose other than for submitting a vote to accept or reject the *Fifth Amended Plan of Reorganization of Highland Capital Management, L.P.* [Docket No. 1472] (as may be amended or modified, the "Plan"). All capitalized terms used in this ballot (the "Ballot"), including in the voting instructions attached to this Ballot (the "Voting Instructions"), but not otherwise defined therein shall have the meaning ascribed to them in the Plan.

On November 24, 2020, the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court") entered an Order [Docket No. 1476] approving the *Disclosure Statement for the Fifth Amended Plan of Reorganization of Highland Capital Management, L.P.* (as may be modified or amended) (the "Disclosure Statement") as containing adequate information and authorized the above-captioned debtor (the "Debtor") to transmit the Disclosure Statement, Plan and this Ballot to holders of claims and equity security interests entitled to vote on the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on an impaired class if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of claims that actually vote in the class of claims voting on the Plan and more than half of the equity security interests that actually vote on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy

BALLOTS CAST BY FACSIMILE OR E-MAIL WILL NOT BE COUNTED.

This Ballot must be received by Kurtzman Carson Consultants LLC (the “Balloting Agent”) by 5:00 p.m. prevailing Central Time, on or before January 5, 2021 (the “Voting Deadline”), unless the Debtor or the Bankruptcy Court extends the period during which votes will be accepted by the Debtor, in which case the term “Voting Deadline” shall mean the last time and date to which such date is extended. Please review the enclosed voting instructions in connection with casting your ballot or accept or reject the Plan.

Please click [here](#) to view the instructions for completing the ballot.

Item 1. Acceptance or Rejection of the Plan

The undersigned certifies that as of November 23, 2020 (the “Record Date”), the undersigned was the holder of a Class 7 Convenience Claim in the aggregate outstanding amount set forth below.

Voting Amount: (For voting purposes only. Subject to tabulation rules.)
\$510,000.00

CHECK ONE BOX below to vote to ACCEPT or REJECT the Plan.

Reject

NOTE: You must vote all of your Class 7 Convenience Claim either to accept or reject the Plan, and may not split such vote.

Item 2. GUC Election – Optional and Voluntary Election to Receive the Treatment Provided to Class 8 General Unsecured Claims.

If you check the box below, your Claim will receive the treatment provided to Class 8 General Unsecured Claims and you will receive (i) your Pro Rata share of the Claimant Trust Interests or (ii) such other less favorable treatment as to which you and the Claimant Trustee shall have agreed upon in writing.

If you check the box below and elect to have your Class 7 Convenience Claim treated as a Class 8 General Unsecured Claim; (i) your vote on this Ballot to accept or reject the Plan will still be tabulated as a vote in Class 7 with respect to the Plan, but your Claim will receive the treatment afforded to Class 8 General Unsecured Claims; and (ii) you will be giving up all distributions to Class 7 Convenience Class Claims in exchange for the treatment provided to

I hereby elect to have my Class 7 Convenience Claim identified in Item 1 treated as a Class 8 General Unsecured Claim for all purposes (Select "Yes" below to Elect).

No

Item 3. Certification

By signing this Ballot, the undersigned certifies with respect to the claim(s) identified in Item 1, above, that:

(i) such person or entity is the holder of the aggregate amount of the Class 7 Convenience Claim(s) set forth in Item 1 herein or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;

(ii) such person or entity has received and reviewed a copy of the Disclosure Statement and the Plan, the Ballot and other solicitation materials and documents related thereto, and acknowledges that the solicitation of votes to accept or reject the Plan is being made solely pursuant to the statements and conditions set forth therein;

(iii) such person or entity has cast the same vote on every Ballot completed by such person or Entity with respect to holdings of Class 7 Convenience Claims;

(iv) no other Ballots with respect to the Class 7 Convenience Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Class 7 Convenience Claims, such earlier Ballots are hereby revoked;

(v) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

If the holder entitled to vote is a corporation, please sign in corporate name by authorized officer, or if a partnership, please sign in partnership name by authorized person.

Name of Voter
Scott B. Ellington

Email:
ellingtonscottb@gmail.com

Title:

Name (Signature):
Scott Ellington

By:
Scott Ellington

Phone:

the objection to Plan filed 1-5-2021"

Street Address

200 Park Avenue New York, NY 10166

Address or Contact Change:

Street Address:

Scott Ellington c/o Francis A Smith, Ross & Smith PC

Plaza of the Americas

700 N Pearl Street, Suite 1610

City:

Dallas

State:

Texas

Zip:

75201

Country:

USA

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE PLAN, DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT, KCC, VIA EMAIL AT HIGHLANDINFO@KCCLLC.COM AND REFERENCE "HIGHLAND CAPITAL MANAGEMENT, L.P." IN THE SUBJECT LINE OR BY TELEPHONE AT TOLL FREE: (877) 573-3984, OR INTERNATIONAL: (310) 751-1829.

IN ORDER FOR YOUR VOTE TO COUNT, PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT SO THAT IT IS RECEIVED BY THE BALLOTING AGENT ON OR BEFORE THE VOTING DEADLINE.