

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. §

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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. §

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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. §

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

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

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GET GOOD TRUST and THE DUGABOY	§	
INVESTMENT TRUST,	§	
	§	
Appellants,	§	
	§	
v.	§	Civ. Act. No. 3:21-cv-00550-L
	§	
HIGHLAND CAPITAL MANAGEMENT,	§	
L.P.,	§	
	§	
Appellee.	§	

**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**

TO THE HONORABLE DAVID C. GODBEY, U.S. DISTRICT JUDGE:

COME NOW: (i) Highland Capital Management, L.P. (the “Debtor”); (ii) Highland Capital Management Fund Advisors, L.P. and NexPoint Advisors, L.P. (together, the “Advisors”); (iii) Highland Global Allocation Fund, Highland Income Fund, NexPoint Capital, Inc., and NexPoint Strategic Opportunities Fund (together, the “Funds”); (iv) James Dondero (“Dondero”); and (v) Get Good Trust and The Dugaboy Investment Trust (the “Trusts”, with the Debtor, the Advisors, the Funds, and Dondero, each a “Party” and collectively the “Parties”), and file this their *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”), respectfully stating as follows:

1. On February 22, 2021, the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Bankruptcy Court”) entered that certain *Order (i) Confirming the Fifth Amended Plan of Reorganization of Highland Capital Management, L.P. (as Modified); and (ii) Granting Related Relief* (the “Confirmation Order”), by which the

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

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;

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<sup>1</sup> 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 7th day of April, 2021.

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OPPORTUNITIES FUND, HIGHLAND  
GLOBAL ALLOCATION FUND, AND  
NEXPOINT CAPITAL, INC.**

-- AND --

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TRUST**

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**COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that, on this the 7th day of April, 2021, he caused a true and correct copy of this document, with the proposed order thereon, 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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Official Committee of Unsecured Creditors

Matt Clemente ([mclemente@sidley.com](mailto:mclemente@sidley.com))

By: /s/ Artoush Varshosaz  
Artoush Varshosaz



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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”),<sup>1</sup> 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

<sup>1</sup> All capitalized terms used but not defined herein have the meanings given to them in the Motion.

(iii) Civil Action No. 3:21-cv-00550-L;

it is further

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

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HONORABLE DAVID C. GODBEY  
UNITED STATES DISTRICT JUDGE

AGREED:

<p><b>MUNSCH HARDT KOPF &amp; HARR, P.C.</b></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><b>COUNSEL FOR HIGHLAND CAPITAL MANAGEMENT FUND ADVISORS, L.P., AND NEXPOINT ADVISORS, L.P.</b></p>	<p><b>PACHULSKI STANG ZIEHL &amp; JONES LLP</b></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 <a href="mailto:gdemo@pszjlaw.com">gdemo@pszjlaw.com</a></p> <p><b>COUNSEL FOR HIGHLAND CAPITAL MANAGEMENT, L.P.</b></p>
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