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*Counsel for Highland Capital Management, L.P.*

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

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,<sup>1</sup>  
Reorganized Debtor.

HIGHLAND CAPITAL MANAGEMENT, L.P.,

Plaintiff,

vs.

HIGHLAND CAPITAL MANAGEMENT FUND  
ADVISORS, L.P., AND NEXPOINT ADVISORS,  
L.P.,

Defendants.

§  
§ Chapter 11  
§  
§ Case No. 19-34054-sgj11  
§  
§  
§  
§ Adversary Proceeding No.  
§  
§ 21-03010-sgj  
§  
§  
§  
§  
§  
§

<sup>1</sup> The Reorganized Debtor's last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Reorganized Debtor is 100 Crescent Court, Suite 1850, Dallas, TX 75201.



**REORGANIZED DEBTOR'S AMENDED WITNESS AND EXHIBIT LIST  
WITH RESPECT TO TRIAL TO BE HELD ON APRIL 12 - 13, 2022**

Highland Capital Management, L.P. (the “Debtor” or the “Reorganized Debtor”, as appropriate) submits the following amended witness and exhibit list with respect to: (i) the *Debtor’s Objection to Application for Administrative Claim of Highland Capital Management Fund Advisors, L.P. and NexPoint Advisors, L.P.* [Bankr. Docket No. 2345]; and (ii) the Second Claim for Relief (Breach of Contract) asserted by the Debtor against defendants Highland Capital Management Fund Advisors, L.P. (“HCMFA”) and NexPoint Advisors, L.P. (“NexPoint”, and together with HCMFA, the “Advisors”) in that certain *Complaint for Damages and Declaratory and Injunctive Relief* [Docket No. 1], which the Court has set for trial at 9:30 a.m. (Central Time) on April 12-13, 2022 (the “Trial”) in the above-styled adversary proceeding (the “Adversary Proceeding”).

**A. Witnesses:**

1. James P. Seery, Jr.;
2. David Klos;
3. James Dondero;
4. Dustin Norris;
5. Frank Waterhouse;
6. The Retail Board;
7. Any witness identified by or called by any other party; and
8. Any witness necessary for rebuttal.

**B. Exhibits:**

<b>Number</b>	<b>Exhibit</b>	<b>Offered</b>	<b>Admitted</b>
1.	Stipulation in Connection with Retail Board Subpoena		
2.	HCMFA's Second Amended and Restated Shared Services Agreement dated as of February 8, 2013		
3.	NPA's Amended and Restated Shared Services Agreement dated as of January 1, 2018		
4.	HCMLP Shared Services Retail Fund Operations Summary		
5.	NPA's Sub-Advisory Agreement dated as of January 1, 2018		
6.	NPA Payroll Reimbursement Agreement dated as of May 1, 2018		
7.	Amendment Number One to NPA Payroll Reimbursement Agreement dated as of December 14, 2018		
8.	HCMFA Payroll Reimbursement Agreement dated as of May 1, 2018		
9.	Amendment Number One to HCMFA Payroll Reimbursement Agreement dated as of December 14, 2018		
10.	Supplemental Questions Relating to HCMLP Bankruptcy Matters		
11.	Advisors' Administrative Claim		
12.	Debtor's Objection to Advisors' Administrative Claim		
13.	Response to Debtor's Objection to Advisors' Administrative Claim ( <b>Adv. Pro. No. 21-3010</b> )		
14.	Objections and Responses to Plaintiff's Requests for Admissions, Interrogatories, and Requests For Production		
15.	Email from Ethan Powell dated June 3, 2020 to Jim Seery re HCMLP Update		
16.	Email from Jason Post dated December 1, 2020 to Highland employees (with cc to Dustin Norris) re 11/19/20 Bi-Weekly Update		
17.	Response to 15(c) Information Request dated August 13, 2020		

Number	Exhibit	Offered	Admitted
18.	Response to Supplemental 15(c) Information Request dated September 17-18, 2020		
19.	Email string re 15(c) Follow up (10/2/20 – 10/6/20)		
20.	INTENTIONALLY OMITTED		
21.	Email from Jim Seery to Thomas Surgent dated October 8, 2020 re 15(c) Follow up (10_2_20)		
22.	Supplemental 15(c) Information Request 10.23.20		
23.	Email from Lauren Thedford to Jim Seery dated November 9, 2020 re Highland Retail Funds Board Meeting Minutes - September 2020 Quarterly		
24.	Email from Lauren Thedford to Jim Seery dated November 10, 2020 re Highland Retail Funds Board Meeting Minutes - September 2020 Quarterly		
25.	Email from Jim Seery to Jason Post dated November 19, 2020 re Retail Board - Bi-Weekly HCMLP Update		
26.	INTENTIONALLY OMITTED		
27.	Email from Frank Waterhouse to Dustin Norris, David Klos, DC Sauter dated December 1, 2020 re Time for a call		
28.	Email from Dustin Norris to DC Sauter dated January 28, 2021 re HCMLP - Payment Demand		
29.	NPA's Shared Services Agreement dated as of June 5, 2013		
30.	Order on Motion for Clarification of Ruling [DE # 914] and the Joinders Thereto [DE ## 915 & 927]		
31.	Letter to Ajit Jain dated May 21, 2018 regarding transfer to HCMLP		
32.	Letter to Jean-Paul Sevilla dated February 28, 2020 regarding title change		
33.	Form 497K for Highland Funds I		
34.	March 2019 Compensation Statement of Trey Parker		
35.	Email chain attaching TerreStar Corporation Valuation Analysis as of February 29, 2020		

Number	Exhibit	Offered	Admitted
36.	Letter to Katie Irving dated February 28, 2020 regarding title change		
37.	Letter to Stephanie Vitiello dated February 28, 2020 regarding title change		
38.	Letter to Matt DiOrio dated February 28, 2020 regarding title change		
39.	Letter to Isaac Leventon dated February 28, 2020 regarding title change		
40.	Letter to Tim Cournoyer dated February 28, 2020 regarding title change		
41.	Email from Katie Irving re 3/31 TerreStar Analysis		
42.	Global Allocation Fund annual report as of 9/30/2020		
43.	Global Allocation Fund annual report as of 9/30/2019		
44.	NexPoint Strategic Opportunities Fund annual report as of 12/31/2020		
45.	NexPoint Strategic Opportunities Fund annual report as of 12/31/2019		
46.	NexPoint Capital, Inc. 10K as of 12/31/2020		
47.	NexPoint Capital, Inc. 10K as of 12/31/2019		
48.	Ajit Jain 2018 Self-Evaluation		
49.	2018 Compensation Statement of Ajit Jain		
50.	INTENTIONALLY OMITTED		
51.	INTENTIONALLY OMITTED		
52.	2018 HCMFA Payroll Summary Spreadsheet		
53.	NexPoint FY2019 Payroll Reconciliation		

Number	Exhibit	Offered	Admitted
54.	Pyxis Capital, L.P.'s Shared Services Agreement dated as of February 9, 2012		
55.	Pyxis Capital, L.P.'s Amended and Restated Shared Services Agreement dated as of September 12, 2012		
56.	Costs estimated using 12/8/20 headcount and allocations originally compiled using 9/30/19 data		
57.	01.22.2020 Highland Telephonic Board Meeting Minutes (REDACTED)		
58.	06.18-19.2020 Highland Quarterly Board Meeting Minutes (REDACTED)		
59.	08.13.2020 Highland Telephonic Board Meeting Minutes (REDACTED)		
60.	09.17.2020 Highland Quarterly Board Meeting Minutes (REDACTED)		
61.	10.13.2020 Highland Telephonic Board Meeting Minutes (REDACTED)		
62.	10.28.2020 Highland Telephonic Board Meeting Minutes (REDACTED)		
63.	11.05.2020 Highland Telephonic Board Meeting Minutes (REDACTED)		
64.	12.11.2020 Highland Quarterly Board Meeting Minutes (REDACTED)		
65.	01.15.2021 Highland Telephonic Board Meeting Minutes (REDACTED)		
66.	01.22.2021 Highland Telephonic Board Meeting Minutes (REDACTED)		
67.	01.29.2021 Highland Telephonic Board Meeting Minutes (REDACTED)		
68.	02.01.2021 Highland Telephonic Board Meeting Minutes (REDACTED)		
69.	02.08.2021 Highland Telephonic Board Meeting Minutes (REDACTED)		
70.	02.10.2021 Highland Telephonic Board Meeting Minutes (REDACTED)		
71.	02.17.2021 Highland Telephonic Board Meeting Minutes (REDACTED)		

<b>Number</b>	<b>Exhibit</b>	<b>Offered</b>	<b>Admitted</b>
72.	02.21.2021 Highland Telephonic Board Meeting Minutes (REDACTED)		
73.	02.26.2021 Highland Quarterly Board Meeting Minutes (REDACTED)		
74.	Page 3 from 01.22.2020 Highland Telephonic Board Meeting Minutes		
75.	HCMLP Headcount Report 10.31.2019 with Summary (REDACTED)		
76.	Condensed Co-Investment Analysis as of 09.30.2020		
77.	NexPoint Diversified Real Estate Trust Form N-CSR for FYE December 31, 2021		
78.	INTENTIONALLY OMITTED		
79.	INTENTIONALLY OMITTED		
80.	INTENTIONALLY OMITTED		
81.	October 9, 2020 email re 15(c) Follow-Up		
82.	October 2, 2020 memo re 15(c) Follow-Up Questions		
83.	January 27, 2021 email attaching letter from Funds to Jim Seery		
84.	January 29, 2021 email attaching materials for Board Call		
85.	January 22, 2020 email responses		
86.	2017 Review & 2018 Outlook dated January 26, 2018		
87.	Email chain re HCMFA/HCMLP Sub-Advisory Agreement		
88.	Email attaching Effective Headcount Report as of 01-31-2018		
89.	Email attaching Effective Headcount Report as of 01-31-2019		

<b>Number</b>	<b>Exhibit</b>	<b>Offered</b>	<b>Admitted</b>
90.	Email attaching Effective Headcount Report as of 01-31-2020		
91.	Email attaching Effective Headcount Report as of 01-31-2021		
92.	Email attaching Effective Headcount Report as of 02-28-2018		
93.	Email attaching Effective Headcount Report as of 02-28-2019		
94.	Email attaching Effective Headcount Report as of 02-28-2020		
95.	Email attaching Effective Headcount Report as of 03-31-2018		
96.	Email attaching Effective Headcount Report as of 03-31-2019		
97.	Email attaching Effective Headcount Report as of 03-31-2020		
98.	Email attaching Effective Headcount Report as of 04-30-2018		
99.	Email attaching Effective Headcount Report as of 04-30-2019		
100.	Email attaching Effective Headcount Report as of 04-30-2020		
101.	Email attaching Effective Headcount Report as of 05-31-2018		
102.	Email attaching Effective Headcount Report as of 05-31-2019		
103.	Email attaching Effective Headcount Report as of 05-31-2020		
104.	Email attaching Effective Headcount Report as of 06-30-2018		
105.	Email attaching Effective Headcount Report as of 06-30-2019		
106.	Email attaching Effective Headcount Report as of 06-30-2020		
107.	Email attaching Effective Headcount Report as of 07-31-2018		



<b>Number</b>	<b>Exhibit</b>	<b>Offered</b>	<b>Admitted</b>
108.	Email attaching Effective Headcount Report as of 07-31-2019		
109.	Email attaching Effective Headcount Report as of 07-31-2020		
110.	Email attaching Effective Headcount Report as of 08-31-2018		
111.	Email attaching Effective Headcount Report as of 08-31-2019		
112.	Email attaching Effective Headcount Report as of 08-31-2020		
113.	Email attaching Effective Headcount Report as of 09-30-2018		
114.	Email attaching Effective Headcount Report as of 09-30-2019		
115.	Email attaching Effective Headcount Report as of 09-30-2020		
116.	Email attaching Effective Headcount Report as of 10-31-2017		
117.	Email attaching Effective Headcount Report as of 10-31-2018		
118.	Email attaching Effective Headcount Report as of 10-31-2019		
119.	Email attaching Effective Headcount Report as of 10-31-2020		
120.	Email attaching Effective Headcount Report as of 11-30-2017		
121.	Email attaching Effective Headcount Report as of 11-30-2019		
122.	Email attaching Effective Headcount Report as of 11-30-2020		
123.	Email attaching Effective Headcount Report as of 12-31-2017		
124.	Email attaching Effective Headcount Report as of 12-31-17 (UPDATED)		
125.	Email attaching Effective Headcount Report as of 12-31-2018		

Number	Exhibit	Offered	Admitted
126.	Email attaching Effective Headcount Report as of 12-31-2019		
127.	Email attaching Effective Headcount Report as of 12-31-2020		
128.	March 7, 2018 email from David Klos to Frank Waterhouse re Cash Friday		
129.	Email chain re Employee Reimbursement Agreement		
130.	Email chain re NREA / NPA SS Agreement Amendments		
131.	HCMLP Cash Projections/Budget for Period December 18, 2017 - March 31, 2018		
132.	HCMLP Cash Projections/Budget for Period March 05, 2018 - September 30, 2018		
133.	Highland August 2021 BCC Billing Detail		
134.	Highland September 2021 BCC Billing Detail		
135.	Highland October 2021 BCC Billing Detail		
136.	Highland November 2021 BCC Billing Detail		
137.	Highland December 2021 BCC Billing Detail		
138.	Highland January 2022 BCC Billing Detail		
139.	Highland February 2022 BCC Billing Detail		
140.	TSG Reporting Invoice dated March 15, 2022 (J. Seery)		
141.	INTENTIONALLY OMITTED		
142.	2018 Review & 2019 Outlook dated February 6, 2019		
143.	2019 Review & 2020 Outlook dated February 14, 2020		

Number	Exhibit	Offered	Admitted
144.	Email from David Klos to Isaac Leventon dated November 4, 2019 attaching Intercompany analysis dated November 4, 2019		
145.	Intercompany analysis dated December 19, 2019		
146.	Email from David Klos to Frank Waterhouse, Kristin Hendrix dated January 23, 2020 re Nexpoint and HCMFA shared services and sub advisory		
147.	Email from Frank Waterhouse to David Klos (cc to Kristin Hendrix) dated February 11, 2020 re Wires for today		
148.	Letter from NexPoint Advisors dated October 16, 2020 re Shared Services Agreements and D. Norris (notes to self) re call with JP, Frank, Klos		
149.	Email from Lauren Thedford to Frank Waterhouse, Dustin Morris, Charles Miller, and Jon-Luc Dupuy dated October 13, 2020 re 15c Call Agenda		
150.	Email from Kristin Hendrix to Jim Dondero dated April 14, 2020 re NPA Cash Forecast_ Week of 4.13.20		
151.	Email from Lauren Thedford to David Klos dated January 6, 2020 re Effective Headcount Report 10/31/2019		
152.	Email from Frank Waterhouse to Kristin Hendrix (cc to David Klos) dated April 1, 2020 re Wires for today		
153.	HCMFA Termination Notice		
154.	NPA Termination Notice		
155.	Letter from K&L Gates dated November 24, 2020		
156.	Letter from K&L Gates dated December 22, 2020		
157.	Letter from K&L Gates dated December 23, 2020		
158.	Letter from K&L Gates dated December 31, 2020		
159.	Shared Services Invoice for services rendered September 2020		
160.	INTENTIONALLY OMITTED		

<b>Number</b>	<b>Exhibit</b>	<b>Offered</b>	<b>Admitted</b>
161.	Payroll Register for NexPoint Advisors LP for pay period 06/01/2020 to 06/01/2020 (REDACTED)		
162.	Any document entered or filed in the Adversary Proceeding, including any exhibits thereto		
163.	Any document entered or filed in the Reorganized Debtor's bankruptcy case, including any exhibits thereto		
164.	All exhibits necessary for impeachment and/or rebuttal purposes		
165.	All exhibits identified by or offered by any other party at the Trial		

Dated: April 18, 2022.

**PACHULSKI STANG ZIEHL & JONES LLP**

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*Counsel for Highland Capital Management, L.P.*

## **EXHIBIT 160**

**INTENTIONALLY OMITTED**

# **EXHIBIT 161**

Check Date: 06/02/2020

**Payroll Register**

NexPoint Advisors LP (31659)

Process: 2020060201

Pay Period: 06/01/2020 to 06/01/2020

**Report Parameters**

Process Date Range: 06/02/2020-01 to 06/02/2020-01

Sort Order: N/A

Show Employees: Y

Show Department: N

WATERHOUSE, FRANK		Code	Hours	Rate	Amount	Code	Status	Taxable	Amount	Code	Amount	Vchr	1508
Emp Id	1342	BONP			91,645.00	FITW	M-4	91,645.00	20,161.90			Type	BONUS
Salary	14583.33					MED		91,645.00	1,328.85			Chk Date	6/2/2020
Freq	S					SS		91,645.00	5,681.99			Net	64,472.26
						TX		91,645.00				Dir Dep	64,472.26
Totals					91,645.00	Totals			27,172.74	Totals			

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

ELLINGTON, SCOTT		Code	Hours	Rate	Amount	Code	Status	Taxable	Amount	Code	Amount	Vchr	1510
Emp Id	1400	BONP			166,799.30	FITW	S-0	166,799.30	36,695.85			Type	BONUS
Freq	S					MED		166,799.30	2,418.59			Chk Date	6/2/2020
						SS		137,700.00	8,537.40			Net	119,147.46
						TX		166,799.30				Dir Dep	119,147.46
Totals					166,799.30	Totals			47,651.84	Totals			

SURGENT, THOMAS		Code	Hours	Rate	Amount	Code	Status	Taxable	Amount	Code	Amount	Vchr	1512
Emp Id	1452	BONP			135,436.93	FITW	S-5	135,436.93	29,796.12			Type	BONUS
Salary	16666.67					MED		135,436.93	1,963.84			Chk Date	6/2/2020
Freq	S					SS		135,436.93	8,397.09			Net	95,279.88
						TX		135,436.93				Dir Dep	95,279.88
Totals					135,436.93	Totals			40,157.05	Totals			





Check Date: 06/02/2020

**Payroll Register**

Process: 2020060201

NexPoint Advisors LP (31659)

Pay Period: 06/01/2020 to 06/01/2020

LEVENTON, ISAAC	Code	Hours	Rate	Amount	Code	Status	Taxable	Amount	Code	Amount	Vchr	1511
Emp Id	1562	BONP		389,198.36	FITW	M-1	389,198.36	85,623.64			Type	BONUS
Salary	9791.67				MED		389,198.36	5,643.38			Chk Date	6/2/2020
Freq	S				MEDHI		189,198.36	1,702.79			Net	287,691.15
					SS		137,700.00	8,537.40			Dir Dep	287,691.15
					TX		389,198.36					
Totals				389,198.36	Totals			101,507.21	Totals			

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]



[REDACTED]  
(888) 873-8205