

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

**MIDWEST CHRISTIAN VILLAGES, INC.
et al.,**

Debtors.

Chapter 11

Case No. 24-42473-659

Jointly Administered

Re: Docket No. 20

**INTERIM ORDER AUTHORIZING RETENTION AND APPOINTMENT OF
KURTZMAN CARSON CONSULTANTS, LLC D/B/A VERITA GLOBAL
AS CLAIMS AND NOTICING AGENT AND ADMINISTRATIVE ADVISOR,
EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of an order (this “Interim Order”) pursuant sections 105(a) and 327(a) of the Bankruptcy Code, section 156(c) of title 28 of the United States Code, and Bankruptcy Rules 2002(f), 2014(a), and 2016, and Local Rule 2014(A) authorizing the Debtors to retain and employ Kurtzman Carson Consultants, LLC d/b/a Verita Global (“Verita”) as Claims and Noticing Agent and Administrative Advisor in accordance with the terms and conditions set forth in the engagement agreement, all as more fully set forth in the Application; and upon consideration of the Gershbein Declaration submitted in support of this Application; and the Debtors having estimated that there are thousands of creditors and parties in interest in these chapter 11 cases, many of which are expected to file proofs of claim; and it

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.



appearing that the receiving, docketing, and maintaining of proofs of claim would be unduly time consuming and burdensome for the Clerk; and the Court being authorized under 28 U.S.C. § 156(c) to utilize, at the Debtors' expense, outside agents and facilities to provide notices to parties in title 11 cases and to receive, docket, maintain, photocopy and transmit proofs of claim; and the Court being satisfied that Verita has the capability and experience to provide such services; and this Court being satisfied, based on the representations made in the Application and in the Gershbein Declaration, that Verita is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and this Court being satisfied, based on the representations made in the Application and the Gershbein Declaration, that Verita does not hold an interest adverse to the Debtors or their estates respecting the matters upon which it is to be engaged; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having represented that adequate and proper notice of the Application has been given and that no other or further notice need be given; and this Court having reviewed the Application; and this Court having held a hearing to consider the relief requested in the Application; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and it appearing that the relief requested in the Application is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED on an interim basis** as set forth herein.
2. Notwithstanding the terms set forth in the Application and in the Engagement Agreement, the application is granted solely as set forth in this Interim Order, and the Debtors are authorized to retain Verita as the Claims and Noticing Agent under the terms of the Engagement Agreement. This Interim Order, to the extent it conflicts with the Engagement Agreement, shall take precedence.
3. The final hearing (the “Final Hearing”) on the Motion shall be held on **August 14, 2024 at 10:00 a.m. (prevailing Central Time)** in the United States Bankruptcy Court, 111 S. Tenth Street, Courtroom 7 North, St. Louis, Missouri 63102; and any objections to entry of such order shall be filed in writing with the Court by **4:00 p.m. (prevailing Central Time), on August 7, 2024**, and shall be served on: (a) the Debtors, 2 Cityplace Dr, Suite 200, Saint Louis, MO 63141-7390; (b) proposed counsel to the Debtors (i) Dentons US LLP, 211 N Broadway Ste 3000, St. Louis, MO 63102, Attention: Stephen O’Brian and 233 S. Wacker Drive, Suite 5900, Attention: Robert Richards, Samantha Ruben, and Elysa Chew, (ii) Summers Compton Wells LLC, 903 South Lindbergh Blvd., Suite 200, St. Louis, Missouri 63131, Attention: David A. Sosne; (c) the Office of the United States Trustee for the Eastern District of Missouri; (d) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (e) counsel to UMB Bank, N.A.: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Attention: Daniel Bleck and Aaron Williams, One Financial Center, Boston, MA 02111; (f) counsel to any statutory committee appointed in these chapter 11 cases; (i) the United States Attorney’s Office for the Eastern District of Missouri; (j) the Internal Revenue Service; (k) the United States Securities and Exchange Commission; (l) the state attorneys general for all states in which the Debtors conduct business; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002. If no objection or

response is timely filed and served, the Court may enter the Final Order without need for the Final Hearing.

4. Verita, as the Claims and Noticing Agent, is authorized and directed to perform the claims and noticing services as set forth below and in any non-conflicting provisions of the Application and the Engagement Agreement:

General Administrative Duties

- a. maintain a copy of the Debtors' schedules of assets and liabilities and statements of financial affairs (collectively, the "Schedules"), listing the Debtors, known creditors, and the amounts owed thereto;
- b. maintain (i) a list of all potential creditors, equity holders, and other parties in interest, and (ii) a "core" mailing list consisting of all parties described in Bankruptcy Rule 2002(i), (j), and (k), and those parties that have filed a notice of appearance to Bankruptcy Rule 9010; and file with the Court an updated creditor matrix along with a memorandum describing any change(s) thereto, in accordance with Rule 1009 of the Local Rules;
- c. identify and correct any incomplete or incorrect addresses in any mailing or service lists;
- d. monitor the Court's docket for all: (i) notices of appearance; (ii) address changes; and (iii) claims-related pleadings and orders filed, and make, as directed by the Clerk's Office, notations on and/or changes to the applicable Claims Register(s) and any service or mailing lists, including identifying and eliminating duplicative names and addresses from such lists;
- e. assist in the dissemination of information to the public and respond to requests for administrative information regarding these chapter 11 cases as directed by the Debtors or the Court, including through the use of a case website and/or call center;
- f. comply with applicable federal, state, municipal, and local statutes, ordinances, rules, regulations, orders, and other requirements.

Claims Functions

- a. maintain a post office box or address for the purpose of receiving claims and returned mail, and process all mail received;

- b. process all proofs of claims received within five (5) business days, including those received by the Clerk; electronically file with the Clerk all proofs of claim that Verita has received or will receive, noting the claim number assigned by the Court; reconcile its records with the Court for all claims received to date for each case; and if the time deadline cannot be met due to volume or unforeseen circumstances, promptly notify the Clerk;
- c. electronically file all proofs of claim that Verita has received or will receive in these cases, using the Court's ECF System as instructed by the Clerk. Upon receipt of a proof of claim or a transfer of claim, Verita shall stamp the receipt date and time on the document before filing it with the Court. The Clerk need not physically transfer any claim that she receives electronically to Verita. The Clerk may, by using Verita's overnight express account, transmit to Verita any paper proof of claim that she receives. Verita shall not accept any proofs of claim electronically or provide any access to the public on its website to electronically file the proofs of claims;
- d. maintain a duplicate claims register for each Debtor (collectively, the "Claims Registers"); and specify in the Claims Registers the following information for each claim docketed: (i) the claim number assigned; (ii) the date received; (iii) the name and address of the claimant and agent, if applicable, who filed the claim; (iv) the address for payment, if different from the notice address; (v) the amount asserted; (vi) the asserted classification(s) of the claim (e.g., secured, unsecured, priority, etc.); (vii) the applicable Debtor against which the claim is filed; and (viii) any disposition of the claim;
- e. periodically audit the claims information to assure the Clerk's Office that the claims information is being appropriately and accurately recorded in the Claims Register(s), allow the Clerk's Office to independently audit the claims information during regular business hours, and allow the Clerk's Office to inspect Verita's premises at any time during regular business hours;
- f. maintain a publicly accessible copy of the claims filed in these cases. Verita shall not unilaterally remove or alter any incorrect names or addresses from the claims register or mailing lists but shall file with the Court an updated creditor matrix along with a memorandum describing any change(s) thereto in accordance with Local Rule of Bankruptcy Procedure 1009 and pay any requisite fee;
- g. implement necessary security measures to ensure the completeness and integrity of the Claims Registers and the safekeeping of the original claims;

- h. file with and pay to the Clerk, any and all transfers of claim and accompanying filing fees received by Verita;
- i. at least seven (7) days before entry of an order closing these chapter 11 cases, reconcile all proofs of claim with the Court;
- j. with prior approval of the Clerk, at the close of these chapter 11 cases, address the destruction of proofs of claim as instructed by the Clerk.

Noticing Functions

- a. assist the Debtors with the preparation and distribution of all required notices and documents in these chapter 11 cases in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules in the form and manner directed by the Debtors and/or the Court, including: (i) notice of the commencement of these chapter 11 cases and the initial meeting of creditors under section 341(a) of the Bankruptcy Code; (ii) notice of any claims bar date; (iii) notices of transfers of claims; (iv) notices of objections to claims and objections to transfers of claims; (v) notices of hearings on motions filed by the Office of the United States Trustee for the Eastern District of Missouri (the “United States Trustee”); (vi) notices of any hearings on a disclosure statement and confirmation of the Debtors’ plan or plans of reorganization, including under Bankruptcy Rule 3017(d); (vii) notice of the effective date of any plan; and (viii) all other notices, orders, pleadings, publications and other documents as the Debtors or Court may deem necessary or appropriate for an orderly administration of these chapter 11 cases;
- b. serve notice of the commencement of these cases and the initial 11 U.S.C. § 341 meeting of the creditors using the current Official Form 309F notice as modified by the Court. Verita shall obtain this form notice from the Clerk and shall not modify the form notice it receives from the Clerk without the Clerk’s consent;
- c. furnish a notice to all potential creditors of the last date for filing proofs of claim and a form for filing a proof of claim, after such notice and form are approved by the Clerk and the Court, and notify said potential creditors of the existence, amount, and classification of their respective claims as set forth in the Schedules, which may be affected by inclusion of such information (or the lack thereof, in cases where the Schedules indicate no debt due to the subject party) on a customized proof of claim form provided to potential creditors. Any claims bar date notice and customized proof of claim form, if any, must be approved by the Clerk and the Court prior to being issued by Verita;

- d. for all notices, motions, orders, or other pleadings or documents served, prepare and file or cause to be filed with the Clerk a certificate of service within seven days of service, which includes (i) either a copy of the notice served or the docket number(s) and title(s) of the pleading(s) served, (ii) a list of persons to whom it was mailed (in alphabetical order) with their addresses, (iii) the manner of service, and (iv) the date served;
- e. if these chapter 11 cases are converted to cases under chapter 7 of the Bankruptcy Code, contact the Clerk's Office within three days of notice to Verita of entry of the order converting these chapter 11 cases;
- f. any contrary provision in the Application notwithstanding, and unless otherwise ordered by the Court, serve any document that Verita is required to serve pursuant to this Interim Order, the Application, and/or the Engagement Agreement within three (3) business days of the document being entered on the Court's docket. Verita shall file a certificate of service for any such document within seven (7) business days of the document being served. Notice of any hearing that Verita is required to serve pursuant to this Interim Order must be served within three (3) business days of the hearing being set. Verita shall file a certificate of service for any notice within seven (7) business days of notice being served.

Case Closing

- g. thirty (30) days prior to the close of these chapter 11 cases, to the extent practicable, Verita shall request that the Debtors submit to the Court a proposed order dismissing Verita as Claims and Noticing Agent and terminating its services in such capacity upon completion of its duties and responsibilities and upon the closing of these chapter 11 cases; and
 - h. at the close of these chapter 11 cases, Verita shall seek permission of the Clerk to destroy any paper proofs of claim still in its possession that it has received in these cases and that have previously been filed with the Court. Verita shall file with the Court a certificate of destruction specifying the method of destruction, the date of destruction, and any reference number or other relevant information for the destruction of the paper proofs of claim.
5. The Clerk of the Bankruptcy Court shall:
- a. Be the official record keeper for all information related to this case.
 - b. Pursuant to 28 U.S.C. § 156(e), perform her normal function as the custodian of Court records and shall maintain the official case docket and claims register for each of these Debtors. Verita shall work cooperatively with, assist, and support the Clerk in any way consistent with this Interim

Order. If Verita is unclear as to the application or applicability of any rule or procedure, it is to seek guidance from the Clerk.

- c. Provide Verita with Electronic Case Filing (“ECF”) credentials that allow Verita to receive ECF notifications, file proofs of claim, and file certificates of service.
- d. Retain exclusive responsibility to receive all transfers of claim.

6. Verita, as Administrative Advisor, is authorized to perform the Administrative Services as set forth below and in any non-conflicting provisions of the Application and the Engagement Agreement:

- a. assisting with, among other things, the preparation of the Debtors’ schedules of assets and liabilities, schedules of executory contracts and unexpired leases and statements of financial affairs;
- b. assisting with, among other things, solicitation, balloting, tabulation and calculation of votes, as well as preparing any appropriate reports required in furtherance of confirmation of any chapter 11 plan;
- c. generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results for any chapter 11 plan(s) in the chapter 11 cases;
- d. generating, providing and assisting with claims objections, exhibits, claims reconciliation and related matters; and
- e. providing such other claims processing, noticing, solicitation, balloting and administrative services as may be requested by the Debtors from time to time.

7. In addition to the services set forth in the Application and the Engagement Agreement, Verita is authorized to provide other bankruptcy administration services as the Debtors and the Clerk of the Court may request from time to time.

8. The Debtors are authorized to compensate Verita for its services as Claims and Noticing Agent pursuant to 28 U.S.C. § 156(c) in accordance with the terms of the Engagement Agreement upon the receipt of reasonably detailed invoices setting forth the services provided by

Verita and the rates charged for each, and to reimburse Verita for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation, without the need for Verita to file fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses.

9. Verita shall maintain records of all services showing dates, categories of services, fees charged, and expenses incurred, and shall serve monthly invoices on the Debtors, the Office of the U.S. Trustee, counsel for the Debtors, the Clerk of the Court, counsel for any official committee monitoring the expenses of the Debtors, and any party in interest who specifically requests service of the monthly invoices.

10. The parties shall meet and confer in an attempt to resolve any dispute that might arise relating to the Engagement Agreement or monthly invoices. If the parties, after meeting and conferring, are unable to resolve their dispute, they may seek resolution of the matter from the Court.

11. For services rendered under 11 U.S.C. § 327(a), Verita shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses which shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of this Court.

12. Pursuant to section 503(b)(1)(A) of the Bankruptcy Code, the fees and expenses of Verita for its services as Claims and Noticing Agent pursuant to 18 U.S.C. § 156(c) under this Interim Order shall be an administrative expense of the Debtors' estates.

13. Verita may apply its retainer to all prepetition invoices, which retainer shall be replenished to the original retainer amount, and thereafter, Verita may hold its retainer under the

Engagement Agreement during the chapter 11 case as security for the payment of fees and expenses incurred under the Engagement Agreement.

14. In the event of any inconsistency between the Engagement Agreement, the Application, and the Interim Order, the Interim Order shall govern.

15. Notwithstanding any term in the Engagement Agreement to the contrary, this Court will retain jurisdiction over all matters arising from or related to the implementation or interpretation of this order.

16. Notwithstanding any provisions in the Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be immediately effective upon its entry.

17. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

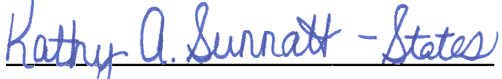
18. If Verita is unable to provide the services set out in this Interim Order, Verita will immediately notify the Clerk and the Debtors' counsel and, upon approval of the Court, cause to have all original proofs of claim and computer information turned over to another claims and noticing agent with the advice and consent of the Clerk and the Debtors' counsel, or to the Court directly.

19. Verita shall not cease providing claims processing services during these chapter 11 cases for any reason, including nonpayment, without prior order of the Court. If these convert to cases under chapter 7 of the Bankruptcy Code, Verita shall cooperate with the Clerk to turn over to the Clerk or another agent any materials that the Clerk requests unless Verita continues as Claims and Noticing Agent following the conversion.

20. For the avoidance of doubt, any payment made or to be made pursuant to this Interim Order, and all authorization contained herein, shall be in compliance with and subject to

the DIP Budget, the Interim DIP Order and any subsequent final order, and the terms and conditions of any other debtor in possession financing and/or cash collateral agreement, document, or order.

21. No later than two (2) business days after entry of this Interim Order, the Debtors shall serve a copy of this Interim Order and shall file a certificate of service no later than twenty-four (24) hours after service.


KATHY A. SURRATT-STATES
U.S. Bankruptcy Judge

DATED: July 22, 2024
St. Louis, Missouri
jjh

Order Prepared By:

Stephen O'Brien
MoBar # 43977
DENTONS US LLP
211 N Broadway Ste 3000
St. Louis, MO 63102
Telephone: (314) 241-1800
stephen.obrien@dentons.com

Robert E. Richards (*pro hac vice* pending)
Samantha Ruben (*pro hac vice* pending)
Elysa Chew (*pro hac vice* pending)
DENTONS US LLP
233 S. Wacker Drive, Suite 5900
Chicago, Illinois 60606-6404
Telephone: (312) 876-8000
robert.richards@dentons.com
samantha.ruben@dentons.com
elysa.chew@dentons.com

– and –

David A. Sosne
MoBar # 28365
SUMMERS COMPTON WELLS LLC
903 South Lindbergh Blvd., Suite 200
St. Louis, Missouri 63131
Telephone: (314) 991-4999
dsosne@scw.law

Proposed Co-Counsel to the Debtors and Debtors-in-Possession