

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

<p>IN RE:</p> <p>NEIGHBORS LEGACY HOLDINGS, INC., <i>et al.</i>,</p> <p>DEBTORS.¹</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>CHAPTER 11</p> <p>CASE NO. 18-33836-MI</p> <p>Jointly Administered</p>
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LIMITED OBJECTION AND RESERVATION OF RIGHTS OF CERTAIN NEIGHBORS D&Os REGARDING FIRST AMENDED JOINT PLAN OF LIQUIDATION OF NEIGHBORS LEGACY HOLDINGS, INC. AND ITS DEBTOR AFFILIATES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

TO THE HONORABLE MARVIN ISGUR, UNITED STATES BANKRUPTCY JUDGE:

Drs. Setul Patel, M.D., Michael Chang, M.D. Andy Chen, M.D., Quang Henderson, M.D., and Hitesh Patel, M.D.² (collectively, “**Movants**” or “**Neighbors D&Os**”), by and through their undersigned counsel, submit this Limited Objection and Reservation of Rights (“**Reservation of Rights**”) regarding the First Amended Joint Plan of Liquidation of Neighbors Legacy Holdings, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code (“**Amended Plan**”) and respectfully state as follows:

¹ Due to the large number of Debtors in these chapter 11 cases, a complete list of the Debtors and the last four digits of their tax identification numbers is not provided. A complete list of this information may be obtained on the website of the Debtors’ claims and noticing agent at www.kcclcc.net/neighbors. The location of the Debtors’ principal place of business and the Debtors’ service address is: 10800 Richmond Avenue, Houston, Texas, 77042.

² There are D&Os that may file objections.

PRELIMINARY STATEMENT

1. Collectively, the Neighbors D&Os are former or current directors and/or officers of the Debtor.³ The Neighbors D&Os are presently defendants in an adversary proceeding pending before this Court. Also, the Amended Plan indicates that D&O Claims (as defined in the Amended Plan) will be brought against the Neighbors D&Os post confirmation. Article XIII of the Plan provides as follows: “Notwithstanding the entry of the Confirmation Order and the occurrence of the Effective Date, the Bankruptcy Court shall, after the Effective Date, retain jurisdiction over the Chapter 11 Cases and all Entities with respect to all matters related to the Chapter 11 Cases, the Debtors, and this Plan to the fullest extent permitted by law, including, without limitation, jurisdiction to. . . .” [Doc. No. 772, p. 45]. Dr. Patel and the Neighbors D&Os have expressed concern that their failure to object to this provision could be construed as a waiver of either their right to a trial by jury or their right to seek withdrawal of the reference for any litigation initiated against the Neighbors D&Os. Both the Debtor and the Official Committee of Unsecured Creditors (“**Committee**”) have refused to include language in the Amended Plan or the Confirmation Order. The Committee has advised that it will neither accept proposed revisions nor approve a plan with the included language. Thus, Neighbors D&Os file this Reservation of Rights to make the Court and other parties aware of this issue and to submit the proposed language that should be included in the Confirmation Order.

BACKGROUND

2. Collectively, the Neighbors D&Os are former or current directors and/or officers of the Debtor.

3. On July 12, 2018, the Debtor and certain of its affiliates each filed a voluntary petition under the Bankruptcy Code.

4. No Trustee or examiner has been requested or appointed in these Chapter 11 cases.

5. On July 23, 2018, the Office of the United States Trustee for the Southern District of Texas appointed the Committee pursuant to 11 U.S.C. § 1102.

6. On February 20, 2019, the Debtors filed the Amended Plan. Since that time, the Neighbors D&Os have requested inclusion in the Amended Plan of language confirming that the Amended Plan will not affect their rights to a trial by jury and right to seek withdrawal of the reference. Thus far the Debtors and the Committee have rebuffed these requests, even though the Debtors requested a jury trial in the previously referenced adversary proceeding. Infinity Emergency Management Group, LLC has also requested a jury trial.

DISCUSSION

THE AMENDED PLAN SHOULD EXPLICITLY PROVIDE THAT RIGHTS ARE NOT WAIVED

7. Pursuant to 11 U.S.C. § 1129(b), a plan must be “fair and equitable” with respect to each class of impaired claimants who do not accept the plan. Here, the Neighbors D&Os have filed their proofs of claim and constitute an impaired class of claimants under the Plan. Movants have not accepted the Plan. For those Movants who are currently directors of the Debtors, such Movants approved filing of the Plan with the express reservation that “this Unanimous Consent is being signed by the individual board members solely in their capacity as such and solely for advancing the best interests of the Company,

its creditors, employees, members and other interested parties, and that such consent is not a waiver of the undersigned board members' rights, as individuals and/or officers of the Debtors, to object to the Joint Plan of Liquidation, if necessary." The Debtors' directors approved the Plan based, in part, on statements by the Committee counsel that the Plan "would not divest any party of its individual rights." Further, the Plan can be read to accomplish an impermissible waiver of Movants' constitutional rights without their consent.

8. Through the Reservation of Rights, the Neighbors D&Os request language in the confirmation order that provides the following: "Nothing in the Amended Plan or Confirmation Order shall be construed as a waiver by the former and/or current Neighbors' D&Os to their right to a trial by jury under the Seventh Amendment of the United States Constitution, their right to seek that a suit be remanded to state court, and/or their right to withdraw the reference to the federal district court for the Southern District of Texas. Neither shall the approval of the Amended Plan have any negative inference toward the former and/or current Neighbors' D&Os regarding these rights."

9. The Neighbors D&Os are right to be concerned. *In re Coral Petroleum, Inc.*, 249 B.R. 721, 733 (noting that a liquidating trustee's submission to summary jurisdiction of the bankruptcy court via a confirmed plan of reorganization, among other factors, was sufficient to effect waiver of whatever Seventh Amendment right to jury trial he might otherwise have had). The Confirmation Order should be amended as set forth above.

RESERVATION OF RIGHTS

10. The Neighbors D&Os advised the Debtor that the Amended Plan purports to transfer D&O policy proceeds to a post-confirmation trust and asked that language be included in the confirmation order stating that the Amended Plan does not prejudice the rights of the Neighbors D&Os to receive advancement of defense costs in accordance with the D&O Policy. The Debtor agreed that this request seemed reasonable and asked for proposed language. The Neighbors D&Os provided proposed language to the Debtor. As of the filing of this motion, the Neighbors D&Os have not seen a revised confirmation order. The Neighbors D&Os preserve their objection and request that the following language be included in the confirmation order: “For the avoidance of doubt, the terms of the Confirmed Plan and creation of the Unsecured Creditor Trust under Article V of the Confirmed Plan shall not affect the rights of the former officers and directors of the Debtors designated as Insureds under the D&O Policies to seek and receive coverage for losses under the D&O Policies, including but not limited to reimbursement of defense costs.”

11. Additionally, nothing here shall be construed as a waiver of any rights or claims that the Neighbors D&Os might have against the Debtors, their subsidiaries and affiliates, or waiver of any rights, claims, or defenses the Neighbors D&Os might have pertaining to any litigation against the Neighbors D&Os including without limitation D&O Claims brought by a post-confirmation trustee. The submission of this Reservation of rights is not intended as, and shall not be construed as:

- a. the Neighbors D&Os admission of any liability or waiver of any defenses or limitations of any rights with respect to any claims against them by a post-

- confirmation trustee;
- b. the Neighbors D&Os waiver or release of any rights pertaining to any D&O policy;
 - c. An election of remedies; or
 - d. Consent to the determination of any causes of action against the Neighbors D&Os by a particular Court, including, without limitations, the Bankruptcy Court.

WHEREFORE, the Neighbors D&Os respectfully request that this Court include their requested language in the Amended Plan and/or the Confirmation Order; and grant such other and further relief as is just and proper.

Dated: March 20, 2019

Respectfully submitted
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CERTIFICATE OF SERVICE

The undersigned certifies that on March 20, 2019, a true and correct copy of the foregoing Objection was served electronically on all parties registered to receive electronic notice of filings in this case via this Court's ECF notification system, pursuant to the attached ECF Service List. In addition, the Notice was mailed via first-class, US Mail as follows:

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