

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE: §
§ CASE NO 18-33836
NEIGHBORS LEGACY HOLDINGS, INC, §
§ CHAPTER 11
§
§ JUDGE MARVIN ISGUR
DEBTOR.

CENTURY SQUARE COMMERCIAL VENTURE, LLC’S LIMITED OBJECTION TO DEBTORS’ SECOND AMENDED DISCLOSURE STATEMENT AND FIRST AMENDED PLAN

[Relates to Doc. No. 772 and 773]

CENTURY SQUARE COMMERCIAL VENTURE, LLC SUCCESSOR IN INTEREST TO MIDWAY HOSPITALITY, LP (“Century”) files this Limited Objection to assert only the issues specific to Century:

PRELIMINARY STATEMENT

Debtors assert an alleged contract claim against Century, who terminated a certain ground lease with Debtor NEC College Station Emergency Center, LP prior to this bankruptcy filing. Said contract claim is being assigned to the Unsecured Creditor Trust. There were no claims against Century set out in the Debtors Schedules, and the Debtors’ Second Amended Disclosure Statement fails to adequately disclose the alleged contract claim against Century. Furthermore, Century’s rights to defensively assert counterclaims and defenses against the alleged contract claims appear to be released by the Proposed First Amended Plan. Accordingly, without a discussion of those alleged contract claims, Century does not have adequate information to decide whether to vote for or against the proposed First Amended Plan.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §1334. This matter is a core proceeding within the meaning of 28 U.S.C. §157(b). This Court has the constitutional



authority to enter a final order in this matter. If the Court determines that it does not have such authority, Century consents to entry of a final order by this Court in this matter.

2. Venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

3. On July 12, 2018 (the “Petition Date”), Neighbors Legacy Holdings, Inc. *et al.* (“Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas.
4. On July 13, 2018, Debtors filed the *Debtors’ First Omnibus Motion to Authorize and Approve the Rejection of Certain Unexpired Leases and Executory Contracts Nunc Pro Tunc* (Doc. No. 32) (“Motion”). The Motion sought to reject the lease, dated on or about June 18, 2015, between Midway Hospitality, LP (“Landlord”) and NEC College Station Emergency Center, LP¹ (“Tenant/Debtor”) regarding property in College Station, Texas (“Lease”). The Lease was terminated on or about December 17, 2017. However, Century reserved its rights for damages and filed its Proof of Claim at Claim No. 34 on November 14, 2018.
5. The Court entered the *Order Granting Debtors’ First Omnibus Motion to Authorize and Approve the Rejection of Certain Unexpired Leases and Executory Contracts Nunc Pro Tunc* (Doc. No. 201) (the “Order”) on August 8, 2018. The Order states at paragraph 4 that in the event Midway Hospitality, LP and Tenant/Debtor lease was not validly terminated prior to the Petition Date, it is hereby rejected. If it was validly terminated prior to the Petition Date, Midway’s rights are unchanged by this Order.
6. On February 20, 2019, Debtors filed its First Amended Chapter 11 Plan (Doc. No. 55) and Second Amended Disclosure Statement (Doc. No. 773).

¹ Debtors incorrectly reference Century Square Commercial Venture, LLC as the NEC Entity.

7. On February 20, 2019, the *Order (1) Conditionally Approving Disclosure Statement; (2) Scheduling Confirmation Hearing; (3) Establishing Voting Deadline and Procedures for Filing Objections to Confirmation; and (4) Approving Form of Ballots; and (5) Establishing Solicitation and Tabulation Procedures* (Doc. No. 775) was entered.
8. On March 15, 2019, Debtors filed the Plan Supplement in Support of First Amended Joint Plan of Liquidation. (Doc. No. 802)

LIMITED OBJECTIONS TO THE SECOND AMENDED DISCLOSURE

STATEMENT

9. Section 1125(b) of the Bankruptcy Code requires a plan proponent to furnish creditors with “a written disclosure statement approved, after notice and a hearing, by the court as containing adequate information” in order to solicit acceptances or rejections of a proposed chapter 11 plan. 11 U.S.C. § 1125(b). “Adequate information” is defined in the Bankruptcy Code as:

[I]nformation of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records ... that would enable ... a hypothetical investor of the relevant class to make an informed judgment about the plan[.]

10. Importantly, “[t]he code requires that the debtors adequately, not selectively, disclose fully and precisely all information a creditor would reasonably want before voting on the plan.” *Westland Oil Dev. Corp. v. MCorp Mgmt. Solutions, Inc. v. Fed. Deposit Ins. Corp. (In re Westland Oil)*, 157 B.R. 100, 104 (S.D. Tex. 1993). “The determination of what is adequate information is made on a case by case basis.” *In the matter of Tex. Extrusion Corp.*, 844 F.2d 1142, 1157 (5th Cir. 1988); see also *In re Cajun Elec. Power Co-op, Inc.* 150 F.3d 503, 518 (5th Cir. 1998) (citing legislative history and indicating that

determination of what constitutes adequate information must be made by presiding court on circumstances of case).

11. Century asserts that the Debtors' Second Amended Disclosure Statement lacks adequate information because it does not specify what claims the Debtors have against Century.
12. The Schedule of Contract Claims attached to the Debtors' Plan Supplement sets forth an alleged contract claim against Century. However, the Debtor's Schedules and Statement of Financial Affairs do not reflect any potential claims against Century.
13. Further, Century asserts that the Lease cannot be rejected because it was terminated prior to the Debtors' filing bankruptcy. Century reserved all rights to damages and filed its Proof of Claim at Claim No. 34 on November 14, 2018.
14. For the reasons set forth below, the Disclosure Statement in its current form is both facially and substantively deficient, fails to satisfy the basic disclosure requirements of section 1125(a) of the Bankruptcy Code.

LIMITED OBJECTIONS TO THE FIRST AMENDED PLAN

15. Century objects to the First Amended Plan to the extent that section B and C of Article XI seeks to release any of Century's claims or defenses relevant to Debtors' alleged contract claim. Additionally, Century objects to the First Amended Plan to the extent that section E of Article XI seeks to enjoin Century from pursuing its claims or defenses relevant to the Debtors' alleged contract claim against Century.

RESERVATION OF RIGHTS; NO WAIVER

16. Century reserves its right to object on other grounds, join in other objections, and/or assert further affirmative or defensive claims and objections.

CONCLUSION

For all the foregoing reasons, Century respectfully requests that the Court:

1. Sustain Century's limited objections; and
2. Deny final approval of the disclosure statement; alternatively,
3. Allow Century's Counsel the opportunity to review and comment on the form of the proposed confirmation order before it is submitted to this Court for entry; and
4. Grant Century such other and further relief as the Court may deem just and appropriate.

Dated: March 20, 2019

Respectfully submitted,

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CERTIFICATE OF SERVICE

This is to certify that on March 20, 2019, I served a true and correct copy of the foregoing Limited Objection was served upon all parties requesting notice by the ECF notification system.

/s/ Brendetta A. Scott

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