

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

<b>In re:</b>  <b>NEIGHBORS LEGACY HOLDINGS, INC.,</b> <i>et al.,</i>  <b>Debtors.</b> <sup>1</sup>	§ § <b>Chapter 11</b> § § <b>Case No. 18-33836</b> § § <b>(Jointly Administered)</b> §
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**CERTIFICATION OF LEANNE V. REHDER SCOTT  
WITH RESPECT TO THE TABULATION OF VOTES ON  
THE DEBTORS’ FIRST AMENDED JOINT PLAN OF LIQUIDATION**

I, Leanne V. Rehder Scott, depose and say under the penalty of perjury:

1. I am a Vice President of Corporate Restructuring Services, employed by Kurtzman Carson Consultants LLC (“KCC”), located at 2335 Alaska Ave, El Segundo, CA 90245. I am over the age of 18 and not a party to this action.

2. On July 13, 2018, the Court entered the *Order Authorizing the Debtors to Employ Kurtzman Carson Consultants LLC as Claims, Noticing and Solicitation Agent to the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 36].

3. On February 20, 2019, the Court entered the *Order (1) Conditionally Approving Disclosure Statement; (2) Scheduling Confirmation Hearing; (3) Establishing Voting Deadline and Procedures for Filing Objections to Confirmation; (4) Approving Form of Ballots; and (5) Establishing Solicitation and Tabulation Procedures* [Docket No. 775] (the “Solicitation”).

<sup>1</sup> 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 herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at [www.kccllc.net/neighbors](http://www.kccllc.net/neighbors). The location of Debtors’ principal place of business and the Debtors’ service address is: 10800 Richmond Avenue, Houston, Texas 77042.



Procedures Order”)<sup>2</sup> establishing, among other things, certain solicitation and voting tabulation procedures.

4. KCC worked with the Debtors and their counsel to solicit votes to accept or reject the *First Amended Joint Plan of Liquidation of Neighbors Legacy Holdings, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 772] (as amended, modified, or supplemented, the “Plan”) and to tabulate the ballots of creditors voting to accept or reject the Plan. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge. I am authorized to submit this Certification on behalf of KCC.

5. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

**A. Service and Transmittal of Solicitation Packages and Related Information**

6. On February 22, 2019, KCC caused Solicitation Packages to be served on all known members of Class 3 (Prepetition Secured Loan Claims) and Class 4 (General Unsecured Claims) in accordance with the Solicitation Procedures Order. On February 22, 2019, KCC caused the Confirmation Hearing Notice to be served on the creditor matrix and all other parties required to receive such notice pursuant to the Solicitation Procedures Order. A certificate evidencing the service of the foregoing was filed with the Court on March 4, 2019 [Docket No. 791].

7. On February 22, 2019, KCC posted links to the electronic versions of the Confirmation Hearing Notice, Solicitation Procedures Order, Disclosure Statement, and Plan on the public access website at [www.kccllc.net/neighbors](http://www.kccllc.net/neighbors).

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<sup>2</sup> Capitalized terms used but not defined herein shall the meaning ascribed to them in the Solicitation Procedures Order.

**B. The Tabulation Process**

8. The Solicitation Procedures Order established February 15, 2019 as the voting record date (the “Voting Record Date”) for determining which holders of Claims and/or Interests were entitled to receive Solicitation Packages and, where applicable, vote on the Plan. Pursuant to the Solicitation Procedures Order, holders of Claims in Class 3 (Prepetition Secured Loan Claims) and Class 4 (General Unsecured Claims) (collectively, the “Voting Classes”) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

9. Pursuant to the Solicitation Procedures Order, KCC relied on the Debtors’ Schedules of Assets and Liabilities and the Claims information reflected in KCC’s CaseView<sup>3</sup> (“CaseView”) system to identify and solicit holders of Claims in the Voting Classes. KCC also relied on a list of underlying holders provided by Reed Smith LLP, counsel to the administrative agent under the DIP Credit Agreement to identify holders of Claims entitled to vote to accept or reject the Plan.

10. Using the information outlined above, and with specific guidance and approval from the Debtors’ counsel, KCC created a voting database reflecting the names of holders in the Voting Classes, addresses of such holders, voting amounts, and the classification of Claims in the Voting Classes. KCC generated ballots for holders of Claims entitled to vote to accept or reject the Plan. The Solicitation Procedures Order established March 20, 2019 at 5:00 p.m. (prevailing Central Time) as the deadline for receiving ballots to accept or reject the Plan (the “Voting Deadline”).

11. Pursuant to the Solicitation Procedures Order, KCC received and tabulated ballots as follows: (a) each paper returned ballot was opened and inspected at KCC’s offices; (b)

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<sup>3</sup> CaseView is KCC’s claims management database, which stores the records and images associated with all scheduled and filed claims.

paper ballots were date-stamped and scanned into CaseView; (c) each eBallot was electronically received and processed; and (d) all ballots received on or before the Voting Deadline were entered into CaseView and tabulated in accordance with the tabulation rules outlined in the Solicitation Procedures Order.

12. Set forth below is a summary of the voting results with respect to the Voting Classes tabulated on a consolidated basis:

<b>Total Ballots Received</b>			
<b>Accept</b>		<b>Reject</b>	
<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
<b>Class 3 – Prepetition Secured Loan Claims</b>			
8 (100.00%)	\$6,000,000.00 (100.00%)	0 (0.00%)	\$0.00 (0.00%)
<b>Class 4 – General Unsecured Claims</b>			
43 (86.00%)	\$78,509,387.61 (97.69%)	7 (14.00%)	\$1,858,762.77 (2.31%)

13. The final Ballot Report containing the consolidated summary Ballot Report of the Voting Classes is attached hereto as Exhibit A. The detailed Ballot Reports for the Voting Classes are attached to this Certification as Exhibit A-1.

14. As set forth above, and in the Ballot Reports attached as exhibits hereto, the Plan was accepted by all Classes entitled to vote to accept or reject the Plan. More specifically, the Plan was accepted by those holders of Claims in Classes 3 and 4 entitled to vote on the Plan, and whose ballots were counted in accordance with the Solicitation Procedures Order, that hold at least two-thirds (2/3) in dollar amount and more than one-half (1/2) in number of Claims in such Class that are entitled to vote and who have properly voted to accept or reject the Plan.


**C. Ballots That Were Not Counted**

15. Attached as Exhibit B to this Certification is a detailed report of ballots that were not included in the tabulation above because they did not satisfy the requirements for a valid ballot as set forth in the Solicitation Procedures Order for the reasons described therein.

**D. Conclusion**

16. To the best of my knowledge, information, and belief, the foregoing information concerning the distribution, submission, and tabulation of ballots in connection with the Plan is true. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: March 21, 2019

  
Leanne V. Rehder Scott  
KCC  
2335 Alaska Ave.  
El Segundo, CA 90245  
Tel 310.823.9000

**Exhibit A**

## Exhibit A

## Summary Ballot Report by Class

Class	Class Description	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total Amount Voted	Amount Accepted	Amount Rejected	Amount Abstained	% Amount Accepted	% Amount Rejected
3	Prepetition Secured Loan Claims	0	8	8	0	0	100.00%	0.00%	\$6,000,000.00	\$6,000,000.00	\$0.00	\$0.00	100.00%	0.00%
4	General Unsecured Claims	1	50	43	7	7	86%	14%	\$80,368,150.38	\$78,509,387.61	\$1,858,762.77	\$5,273,253.97	97.69%	2.31%

**Exhibit A-1**



**Exhibit A-1**  
**Class 3: Prepetition Secured Loan Claims**

<b>Ballot Number</b>	<b>Date Received</b>	<b>Creditor Name</b>	<b>Voting Amount</b>	<b>Vote</b>
66	03/20/2019	BANK OF AMERICA	\$524,226.74	Accept
55	03/18/2019	BBVA COMPASS BANK	\$1,400,000.00	Accept
10	03/04/2019	BOKF NA DBA BANK OF TEXAS	\$375,000.00	Accept
45	03/14/2019	BROWN BROS HARRIMAN	\$500,000.00	Accept
34	03/08/2019	GREEN BANK, N.A.	\$600,000.00	Accept
32	03/07/2019	KEYBANK/KNB	\$1,300,773.26	Accept
52	03/18/2019	LEGACYTEXAS BANK	\$700,000.00	Accept
44	03/14/2019	WHITNEY BANK	\$600,000.00	Accept

## Class 4: General Unsecured Claims

Ballot Number	Date Received	Creditor Name	Voting Amount	Vote
17	03/05/2019	Acme Partnership, L.P.	\$4,000.00	Accept
58	03/19/2019	Affiliates of Read King, Inc.	\$13,316,066.21	Accept
49	03/18/2019	American Express Travel Related Services Company, Inc.	\$492,998.03	Reject
3	02/26/2019	American Linen Supply	\$984.58	Accept
6	02/28/2019	ATT Corp	\$38,229.99	Accept
65	03/20/2019	BANK OF AMERICA	\$4,281,185.03	Accept
56	03/18/2019	BBVA COMPASS BANK	\$11,433,333.35	Accept
61	03/20/2019	BBVA Compass Financial Corporation	\$82,480.96	Accept
62	03/20/2019	BBVA Compass Financial Corporation	\$7,079,566.51	Accept
11	03/04/2019	BOKF NA DBA BANK OF TEXAS	\$3,062,500.00	Accept
46	03/14/2019	BROWN BROS HARRIMAN	\$4,083,333.33	Accept
63	03/20/2019	C&R Delivery	\$5,480.00	Reject
57	03/18/2019	Canyon Outdoor Advertising, LP d/b/a Choice Media	\$3,309.68	Reject
68	03/20/2019	Central Bank of St. Louis	\$5,964,555.16	Accept
27	03/20/2019	Century Square Commercial Venture, LLC Successor in Interest to Midway Hospitality, L.P.	\$228,921.49	Reject
22	03/07/2019	CEO Project, LLC	\$15,010.00	Accept
40	03/13/2019	Collect RX	\$15,601.99	Accept
16	03/05/2019	Crosby Mun. Utility District	\$917.53	Accept
47	03/15/2019	Experian Health, Inc.	\$111.35	Accept
21	03/07/2019	FSR Services	\$270.63	Reject
41	03/13/2019	Gerald H. Phipps, Inc.	\$1,116,676.50	Reject
19	03/07/2019	Grassroots Lawn Care	\$715.00	Accept
33	03/08/2019	GREEN BANK, N.A.	\$4,899,999.99	Accept
36	03/08/2019	Jili Janitorial Services	\$104,150.38	Accept
31	03/07/2019	KEYBANK/KNB	\$10,622,981.66	Accept
8	03/04/2019	Kings Aire, Inc.	\$161.60	Accept
23	03/07/2019	KYTX Television	\$8,400.00	Accept
53	03/18/2019	LEGACYTEXAS BANK	\$5,716,666.65	Accept
26	03/05/2019	Levinson Alcoser Associates, L.P.	\$3,838.05	Accept
2	02/26/2019	Loftin Equipment Co.	\$11,461.63	Accept
35	03/08/2019	Manasseh Medical Imaging	\$13,302.00	Accept
20	03/07/2019	NEC LBT, LLC	\$1,274.51	Accept
24	03/07/2019	Outfront Media	\$1,852.75	Accept
28	03/06/2019	Pate Services	\$4,342.50	Accept
38	03/08/2019	Presidio Health, Inc.	\$18,892.55	Accept
30	03/07/2019	Reagan National Advertising of Austin, Inc.	\$11,106.44	Reject
39	03/13/2019	Shannon Medical Center	\$28,177.28	Accept
13	03/05/2019	SignAd Outdoor	\$3,372.61	Accept
37	03/08/2019	Southwest Outdoor Advertising, Inc.	\$2,270.50	Accept
64	03/20/2019	Southwest Precision Printers, LP	\$385,830.43	Accept
7	02/28/2019	Southwestern Bell Telephone Company	\$635.92	Accept
5	02/28/2019	Southwestern Bell Telephone Company	\$8,471.83	Accept
54	03/18/2019	Texas Department of Licensing & Regulation	\$220.00	Accept
59	03/19/2019	The Don Levin Trust	\$730,559.92	Accept
29	03/07/2019	Trincare	\$1,797.72	Accept
15	03/05/2019	TXU Energy Retail Company LLC	\$2,812.23	Accept
1	02/26/2019	USA Landscape	\$626.05	Accept
12	03/05/2019	Virtuoso Graphics	\$7,431.37	Accept
69	03/20/2019	Wells Fargo Equipment Finance, Inc.	\$1,651,266.50	Accept
43	03/14/2019	WHITNEY BANK	\$4,899,999.99	Accept

**Exhibit B**

**Exhibit B**  
**Non-Tabulated Ballots**

<b>Ballot Number</b>	<b>Date Received</b>	<b>Creditor Name</b>	<b>Class</b>	<b>Voting Amount</b>	<b>Unacceptable Reason</b>
9	03/04/2019	Aramark Uniform & Career Apparel, LLC fka Aramark Uniform & Career Apparel, Inc.	4 General Unsecured Claims	\$27,548.93	Abstained
71	03/20/2019	BMC Group VDR, LLC	4 General Unsecured Claims	\$3,030.32	Late Filed
14	03/05/2019	Browne McGregor Architects, Inc	4 General Unsecured Claims	\$5,463.08	Abstained
50	03/18/2019	Orkin	4 General Unsecured Claims	\$1,691.48	Abstained
51	03/15/2019	Siemens Financial Services, Inc.	4 General Unsecured Claims	\$2,103,111.30	Abstained
48	03/15/2019	UniFi Equipment Finance, Inc.	4 General Unsecured Claims	\$3,127,919.02	Abstained
60	03/19/2019	West Physics Consulting, LLC	4 General Unsecured Claims	\$3,020.16	Abstained
4	02/27/2019	With You in Mind Publications	4 General Unsecured Claims	\$4,500.00	Abstained