



CLERK, U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

**ENTERED**

THE DATE OF ENTRY IS ON  
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed August 5, 2019

  
United States Bankruptcy Judge

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

In re:	§	
	§	CHAPTER 11
MAYFLOWER COMMUNITIES, INC. <sup>1</sup>	§	
	§	CASE NO. 19-30283 (HDH)
Debtor.	§	

**ORDER (I) APPROVING DISCLOSURE STATEMENT, (II) ESTABLISHING  
PROCEDURES FOR THE SOLICITATION AND TABULATION OF VOTES  
TO ACCEPT OR REJECT THE DEBTOR'S CHAPTER 11 PLAN,  
(III) SCHEDULING A CONFIRMATION HEARING, AND  
(IV) APPROVING RELATED NOTICE PROCEDURES**

Upon the motion [Docket No. 277] ("Motion")<sup>2</sup> of the above-captioned debtor and debtor-in-possession (the "Debtor"), for entry of an order (this "Order") (i) approving the Disclosure Statement, (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan, (iii) scheduling a Confirmation Hearing, and (iv) approving related notice procedures, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 6350. The mailing address for the Debtor is 1335 S. Guilford Road Carmel, Indiana 46032-2810.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtor having filed with the Court the Disclosure Statement and the Plan; and the Debtor having proposed certain revisions to the Disclosure Statement to reflect the outcome of the Sale; and due and adequate notice of the Motion having been given in accordance with Bankruptcy Rules 2002 and 3017; and it appearing that no other or further notice need be given; after due deliberation thereon, the Court having determined, for the reasons stated in the Motion and based on the record in this Chapter 11 Case and at the hearing held in consideration of the same, that the relief sought in the Motion is in the best interests of the Debtor, its creditors, and all parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore:

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Debtor is authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
2. The Disclosure Statement complies with section 1125 of the Bankruptcy Code and is hereby approved as containing “adequate information” within the meaning of section 1125 of the Bankruptcy Code.
3. Any objections to approval of the Disclosure Statement not previously withdrawn are hereby overruled.
4. The Solicitation Procedures (and the form and manner of notice thereof), including the Non-Voting Notice (substantially in the form annexed hereto as **Exhibit 1**), the Resident Notice (substantially in the form annexed hereto as **Exhibit 2**), the form of Ballots (substantially in the forms annexed hereto as **Composite Exhibit 3**), the Solicitation

Commencement Date, the Voting Deadline of September 4, 2019, the Solicitation Package, the Record Date of July 19, 2019, the Tabulation Rules, and all other Solicitation Procedures described in the Motion, are hereby approved; *provided, however*, that the Debtor has reserved, subject to Court approval, the right to further amend or supplement the Solicitation Procedures to better facilitate the solicitation process.

5. The temporary allowance of claims for voting purposes does not constitute an allowance of such Claims for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtor and the Liquidating Trustee (as defined in the Plan) in any other context, including the right of the Debtor and the Liquidating Trustee to contest the amount, validity, or classification of any Claim for purposes of allowance and distribution under the Plan.

6. For voting purposes only, the holders of the Bonds shall be treated as collectively having a Bondholder Secured Claim in the amount of \$61,000,000.00 and a Deficiency Claim in the amount of \$33,096,671.88.

7. The Confirmation Procedures, including the Confirmation Hearing Notice, the Resident Notice and the Publication Notice (substantially in the forms annexed hereto as **Exhibits 2, 4 and 5**) and the form and manner of service and publication thereof, and all other Confirmation Procedures described in the Motion, are hereby approved; *provided, however*, that the Debtor has reserved, subject to Court approval, the right to further amend or supplement the Confirmation Procedures to better facilitate the confirmation process.

8. The Confirmation Hearing is scheduled to be held before the Honorable Harlin D. Hale, United States Bankruptcy Judge for the Northern District of Texas, Courtroom 3, United States Bankruptcy Court, Earle Cabell Federal Building, 1100 Commerce Street, Fourteenth

Floor, Dallas, TX 75254-1496, on **September 17, 2019 at 9:00 a.m. (prevailing Central Time)**, which date may be continued from time-to-time without further notice other than the announcement at such time of the date or dates of any adjourned hearing.

9. Any objections to the Plan must: (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court, together with proof of service, electronically, in accordance with Administrative Procedures for the Filing, Signing, and Verifying of Documents by Electronic Means (the “Administrative Procedures”) (the Administrative Procedures can be found at the Bankruptcy Court’s official website (<http://www.txnb.uscourts.gov>)), by registered users of the Bankruptcy Court’s case filing system and, by all other parties in interest without legal representation, in paper form, and served in accordance with the Administrative Procedures and the Local Rules, so as to be *actually received* not later than **5:00 p.m. (prevailing Central Time) on September 4, 2019 (the “Objection Deadline”)** and, such service shall be completed and actually received by the following parties on or prior to the Objection Deadline: (i) counsel for the Debtor, DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020, Attn: Thomas R. Califano ([thomas.califano@dlapiper.com](mailto:thomas.califano@dlapiper.com)), DLA Piper LLP (US), 1900 North Pearl Street, Suite 2200, Dallas, Texas 75201, Attn: Dan Prieto ([dan.prieto@dlapiper.com](mailto:dan.prieto@dlapiper.com)) and DLA Piper LLP (US), 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131, Attn: Rachel Nanes ([rachel.nanes@dlapiper.com](mailto:rachel.nanes@dlapiper.com)); (ii) the Debtor’s Chief Restructuring Officer and restructuring advisor, Ankura Consulting Group LLC, 15601 Dallas Parkway, Suite 200, Dallas, Texas 75001, Attn: Louis E. Robichaux IV ([louis.robichaux@ankura.com](mailto:louis.robichaux@ankura.com)) and Michael Morton

(michael.morton@ankura.com); (iii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck (dbleck@mintz.com) and Charles W. Azano (cwazano@mintz.com); (iv) counsel for the Committee, Neligan LLP, 325 N. St. Paul Street, Suite 3600, Dallas, Texas 75201; Attn: Patrick J. Neligan, Jr. (pneligan@neliganlaw.com); and (v) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert.

10. The Debtor and any other parties in interest shall file replies, if any, to objections to confirmation of the Plan by **5:00 p.m. (prevailing Central Time) on September 11, 2019.**

11. Three (3) business days after entry of this Order or as soon as practicable thereafter, the Debtor shall cause the Publication Notice to be published at least once in *The Indy Star* or a similar local publication.

12. The terms of this Order shall be binding upon the Debtor, all Creditors of the Debtor, the Committee and any trustees appointed in this proceeding or any trustees appointed in any subsequent proceedings under chapter 7 or chapter 11 of the Bankruptcy Code relating to the Debtor, and all other parties in interest.

13. All time periods set forth in this Order shall be calculated in accordance with Fed. R. Bankr. P. 9006(a).

14. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

15. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

**###END OF ORDER###**

Order submitted by:

**DLA PIPER LLP (US)**

By: /s/ Daniel B. Prieto

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