



ENTERED
03/18/2020

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

In re:

WESTWIND MANOR RESORT
ASSOCIATION, INC., *et al.*,¹

Debtors.

) Chapter 11

) Case No. 19-50026 (DRJ)

) Jointly Administered

ORDER (I) APPROVING THE ADEQUACY OF THE DISCLOSURE STATEMENT, (II) APPROVING THE SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF THE DEBTORS' AND COMMITTEE'S JOINT PLAN OF REORGANIZATION, (III) APPROVING THE FORM OF BALLOTS AND NOTICES IN CONNECTION THEREWITH, (IV) SCHEDULING CERTAIN DATES WITH RESPECT THERETO, AND (V) GRANTING RELATED RELIEF PURSUANT TO SECTIONS 105, 1125, 1126, AND 1128 OF THE BANKRUPTCY CODE, AND BANKRUPTCY RULES 2002, 3016, 3017, 3018, 3020, AND 9006

(Related Docket No. 741)

Upon the motion (the “**Motion**”),² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105, 1125, 1126, and 1128 of title 11 of the Bankruptcy Code, Rules 2002, 3016, 3017, 3018, 3020, and 9006 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2002-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), all as more fully set forth in the Motion, for entry of an order:

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Westwind Manor Resort Association, Inc. (7533); Warrior ATV Golf, LLC (3420); Warrior Acquisitions, LLC (9919); Warrior Golf Development, LLC (5741); Warrior Golf Management, LLC (7882); Warrior Golf Assets, LLC (1639); Warrior Golf Venture, LLC (7752); Warrior Premium Properties, LLC (0220); Warrior Golf, LLC (4207); Warrior Custom Golf, Inc. (2941); Warrior Golf Equities, LLC (9803); Warrior Golf Capital, LLC (5713); Warrior Golf Resources, LLC (6619); Warrior Golf Legends, LLC (3099); Warrior Golf Holdings, LLC (2892); and Warrior Capital Management, LLC (8233). The address of the Debtors' corporate headquarters is 15 Mason, Suite A, Irvine, California 92618.

² Capitalized terms used, but not otherwise defined, herein shall have the meanings ascribed to such terms in the Disclosure Statement or the Plan.

- (i) approving the *Debtors' First Amended Disclosure Statement for the First Amended Joint Plan of Reorganization Proposed by the Debtors and the Committee Pursuant to Section 1125 of the Bankruptcy Code* [Docket No. 777] (as may be amended, modified, or supplemented from time to time, the “**Disclosure Statement**”) as containing adequate information pursuant to section 1125 of the Bankruptcy Code;
- (ii) approving the proposed Solicitation Procedures (as herein defined) and solicitation materials (the “**Solicitation Package**”) with respect to the *Debtors' and Committee's First Amended Joint Plan of Reorganization* [Docket No. 778] (as may be amended, modified, or supplemented from time to time, the “**Plan**”) for eligible holders of Claims in Class 3C (Secured Claim – Cimarron), Class 4 (General Unsecured Claims), Class 5 (Investment Claims), and Class 6 (Convertible Note Claims), (each a “**Voting Class**” and collectively, the “**Voting Classes**”), including the form of ballot for each Voting Class;
- (iii) approving a notice of relevant dates and deadlines for holders of Claims in the unimpaired Classes under the Plan: Class 1 (Other Priority Claims), Class 2 (Other Secured Claims), Class 3A (Secured Claims - Broadmoor), and Class 3B (Secured Claims – Lakota) (the “**Unimpaired Non-Voting Notice**”);
- (iv) approving a notice of relevant dates and deadlines for holders of Claims and Interests in the fully impaired Classes under the Plan: Class 3D (Secured Claims – Mellinger), Class 7 (Custom Golf Interests) and Class 8 (LLC Interests) (the “**Impaired Non-Voting Notice**” and together with the Unimpaired Non-Voting Notice, the “**Non-Voting Notices**”);
- (v) scheduling a hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”) and set a deadline to object to the Plan (the “**Plan Objection Deadline**”);
- (vi) approving the form and manner of notice of the Confirmation Hearing (the “**Confirmation Hearing Notice**”); and
- (vii) granting related relief.

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. § 1334; and consideration of the Motion 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 due and

proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion and First Day Declaration; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Disclosure Statement ^{| as amended on the record} contains adequate information in accordance with section 1125 of the Bankruptcy Code and is approved as complying with the Bankruptcy Code and Bankruptcy Rules in all respects. Debtors will file a conforming copy by March 23, 2020.
3. The following dates are hereby established (subject to modification as necessary) with respect to the Disclosure Statement, solicitation of votes, voting on the Plan, and confirmation of the Plan:

Event	Date/Deadline
Record Date	March 18, 2020
Solicitation Date	No later than 10 business days after entry of this Order
Deadline to file Rule 3018(a) Motion	May 22, 2020
Plan Supplement Deadline	May 8, 2020
Voting Deadline	5:00 p.m. (CT) on June 2, 2020
Plan Objection Deadline	June 5, 2020
Confirmation Hearing	June 15, 2020 at 2:00 p.m. (Central time)

4. The Debtors and the Voting Agent are authorized, but not directed, to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation Procedures

described in the Motion as the same may be modified herein, which are approved pursuant to this Order.

5. Rule 3018(a) Motions shall be filed by **May 22, 2020** and shall (i) be made in writing; (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; (iii) state the name and address of the party asserting the Rule 3018(a) Motion; (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion; and (v) be filed with the Court, and served on the Debtors, so as to be received no later than the Rule 3018(a) Motion Deadline.

6. The Ballots, substantially in the forms attached hereto as **Exhibits 1-4** are approved.³

7. The procedures used for tabulations of votes to accept or reject the Plan as set forth in the Motion and as provided by the Ballots are approved in their entirety.

8. The Debtors are authorized to send the Disclosure Statement Order, Disclosure Statement and Plan in electronic format (*i.e.*, on a flash drive), including posting materials to the online portal as indicated in the Motion. The Disclosure Statement Order, Disclosure Statement, and Plan will also be available at no charge via the Internet at <https://www.donlinrecano.com/Clients/warrior/Dockets>. However, if service in electronic format imposes a hardship for any creditor entitled to receive a copy of the Disclosure Statement Order, Disclosure Statement, and Plan, the Debtors propose that such creditor may request paper copies of such documents by contacting the voting agent, Donlin, Recano & Company, Inc. (the

³ The Debtors will make reasonable effort to ensure that any holder of a Claim who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class, receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class.

“Voting Agent”), at 1-866-745-0270, or through electronic mail to warriorinfo@donlinrecano.com with “Warrior Golf” in the subject line. Upon receipt of such request, the Voting Agent will provide such creditor with a paper copy of the Plan and the Disclosure Statement at no cost to the creditor within **three (3) calendar days** thereafter.

9. With respect to addresses from which Solicitation Packages or Non-Voting Packages are returned as undeliverable by the United States Postal Service, the Debtors are excused from mailing such Solicitation Package or Non-Voting Package, or any other materials related to voting or confirmation of the Plan, to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities sufficiently before the Voting Deadline, and failure to mail such Solicitation Packages, Non-Voting Packages, or any other materials related to voting or confirmation of the Plan to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline and shall not constitute a violation of Bankruptcy Rule 3017.

10. To assist in the solicitation process, the Voting Agent may, but is not obligated to, contact parties that submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies. Unless waived, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Debtors (or this Court) determines. Neither the Debtors nor any other person will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots, nor will any of them incur any liabilities for failure to provide such notification. Delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will be invalidated.

11. The Debtors and the Voting Agent, as applicable, are authorized to determine all questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawals of Ballots. The Debtors are authorized to reject any and all Ballots submitted by any of their respective creditors not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, as applicable, be unlawful. The Debtors are further authorized to reserve their respective rights to waive any defects or irregularities or conditions of delivery as to any particular Ballot by any of their claim holders.

12. The Non-Voting Notices, substantially in the forms attached hereto as **Exhibit 5** and **Exhibit 6** are approved. The Debtors are authorized to send (i) a flash drive containing the Plan, Disclosure Statement, and Disclosure Statement Order, (ii) the applicable Non-Voting Notice, and (iii) a Confirmation Hearing Notice to the Non-Voting Holders in lieu of a Solicitation Package. The Debtors need not send a Non-Voting Package to Non-Voting Holders in Class 8.

13. The Confirmation Hearing will be held on **June 15, 2020 at 2:00 p.m. (Central Time)**. The Confirmation Hearing may be adjourned without further notice to parties in interest other than by an announcement in Court of such adjournment on the date scheduled for the Confirmation Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Court.

14. Any responses or objections to the confirmation of the Plan must: (i) be in writing; (ii) conform to the applicable Bankruptcy Rules and the Local Bankruptcy Rules; (iii) set forth the name of the objecting party, the basis for the objection, and the specific grounds thereof; and (iv) be filed with the Court on or before **June 5, 2020** (the “**Plan Objection Deadline**”).

15. Notice of the Confirmation Hearing as proposed in the Motion and the form of Confirmation Hearing Notice, substantially the form attached hereto as **Exhibit 7**, shall be deemed good and sufficient notice of the Confirmation Hearing and no further notice need be given. The Debtors shall cause the Voting Agent to mail a copy of the Confirmation Hearing Notice to the parties set forth in the Motion within **ten (10) business days** of the entry of this Order or as soon as reasonably possible. The notice procedures set forth in this paragraph 15 constitute good and sufficient notice of the Confirmation Hearing, the Plan Objection Deadline, and procedures for objecting to confirmation of the Plan.

16. The Debtors shall file the Plan Supplement (as defined in the Plan) on or before **May 8, 2020**.

17. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rules 4001(d) and 6004(a) are waived.

19. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

20. This Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Signed: March 18, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE