



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: March 10, 2017.

**CRAIG A. GARGOTTA
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

Team Express Distributing, LLC

Debtor.

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Chapter 11

Case No.: 15-53044

**ORDER GRANTING DEBTOR'S MOTION FOR ENTRY OF ORDER (I)
APPROVING DISCLOSURE STATEMENT IN SUPPORT OF
THE JOINT CHAPTER 11 PLAN OF LIQUIDATION FOR TEAM EXPRESS
DISTRIBUTING, LLC, (II) SCHEDULING A HEARING TO CONSIDER
CONFIRMATION OF THE JOINT CHAPTER 11 PLAN OF LIQUIDATION FOR
TEAM EXPRESS DISTRIBUTING, LLC, (III) ESTABLISHING VOTING
AND OBJECTION DEADLINES, AND (IV) APPROVING
BALLOTING, SOLICITATION, NOTICE, AND VOTING PROCEDURES**

Came on for consideration the *Motion for Entry of an Order (i) Approving Disclosure Statement in Support of the Joint Chapter 11 Plan of Liquidation for Team Express Distributing, LLC, (ii) Scheduling a Hearing to Consider Confirmation of the Joint Chapter 11 Plan of Liquidation for Team Express Distributing, LLC, (iii) Establishing Voting and Objection*

Deadlines, and (iv) Approving Balloting, Solicitation, Notice, and Voting Procedures [Docket No. 340] (the “**Motion**”)¹ filed by Team Express Distributing, LLC (the “**Debtor**”) the Court finds that: (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the Debtor has shown good, sufficient, and sound business purpose and justification for the relief requested in the Motion; (d) the relief requested in the Motion is in the best interests of the Debtor, its estate and the creditors thereof; (e) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; and (f) upon the record herein after due deliberation thereon good and sufficient cause exists for granting the relief requested. Accordingly, it is **ORDERED** that:

1. The Motion is **GRANTED** to the extent provided herein;
2. The Disclosure Statement filed by the Debtor on January 9, 2017 at Docket No. 337 is hereby **APPROVED** pursuant to pursuant to section 1125(a)(1) of the Bankruptcy Code and Bankruptcy Rule 3017(b) as containing adequate information (as defined by section 1125(a) of the Bankruptcy Code). To the extent not withdrawn, settled, or otherwise resolved, any objections to the approval of the Disclosure Statement are overruled;
3. The Debtor is authorized to make technical, conforming, or other non-substantive changes to the Disclosure Statement, the Plan, the Solicitation Package, and related documents without further order of the Court, including changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and related documents (including the appendices thereto);
4. The hearing to consider the confirmation of the Plan (the “**Confirmation**”

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

Hearing”) is fixed and shall be held on **April 25, 2017 at 10:00 a.m. (Central Time)** before the Honorable Craig A. Gargotta, United States Bankruptcy Judge for the Western District of Texas, at Hipolito F. Garcia Federal Building and United States Courthouse, 615 E. Houston St., Room 505, San Antonio, Texas 78205 (the “**Bankruptcy Court**”), which hearing may be adjourned or continued to a different date without further notice other than notice given in open court at such hearing;

5. The proposed form of the ballots (the “**Ballots**”) attached to the Motion as Exhibit A, are hereby approved for use in soliciting votes on the Plan;

6. The Debtor’s counsel will accordingly serve as the party responsible for receiving completed Ballots, determining and tabulating votes on the Plan, and determining whether each particular Class of Claims or Interests under the Plan has accepted or rejected the Plan (subject to final determination by this Court at the Confirmation Hearing);

7. The deadline for the receipt of completed and duly-executed Ballots by the counsel to the Debtor is hereby fixed as **April 14, 2017** (the “**Balloting Deadline**”). In the absence of entry of an order hereafter extending the Balloting Deadline or otherwise permitting the late submission of a particular Ballot, all properly completed Ballots must be actually received by counsel to the Debtor by no later than the Balloting Deadline in order for them to be deemed timely submitted, and counted. All completed Ballots shall be sent to counsel to the Debtor at:

GARDERE WYNNE SEWELL LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Attn: Matthew J. Pyeatt

8. The deadline for filing and serving Objections to confirmation of the Plan is hereby fixed as **April 14, 2017** (the “**Confirmation Objection Deadline**”) pursuant to Federal

Rule of Bankruptcy Procedure 3020(b)(1) and all comments or objections not timely filed and served by such deadline shall be deemed waived;

9. The record date for determining the identity of holders of claims entitled to vote on the Plan (the “**Record Date**”) is hereby established as the date of entry of this Order;

10. By not later than **March 17, 2017**, the Debtor (or its noticing agent) will cause to be mailed or otherwise delivered (subject to the exceptions set forth below) a copy of the following materials (collectively, the “**Solicitation Package**”) to each of the record holders of claims and interests in Voting Classes, determined as of the Record Date:

- a. The Disclosure Statement (with all exhibits, including the Plan);
- b. This Order;
- c. An approved Ballot or Ballots;
- d. The Confirmation Hearing Notice; and
- e. A pre-addressed return envelope for use in returning the completed Ballot(s) to counsel to the Debtor (the “**Return Envelope**”).

11. The Solicitation Package may be provided either via CD format, flash drive, or via paper; *provided, however*, that Ballots and the Confirmation Hearing Notice shall be provided in paper format.

12. In accordance with 11 U.S.C. § 1126(f), acceptances and rejections will not be solicited from any class that is deemed to reject the Plan and the Debtor needs not serve any Solicitation Package on the holders of such claims. Rather, the Debtor shall serve the Confirmation Hearing Notice on such holders;

13. The Debtor shall not be required to mail a Solicitation Package to the holder of any claim (on account of such claim) that has been (a) disallowed, (b) withdrawn or otherwise expunged, or (c) listed on the Debtor’s Schedules as disputed, contingent or unliquidated for

which a proof of claim has not been filed, but shall serve the Confirmation Hearing Notice on such holders;

14. The Debtor's compliance with the foregoing means of transmitting Solicitation Packages to holders of claims and interests in the Chapter 11 Case shall constitute adequate and proper notice of the Confirmation Hearing, the Balloting Deadline, and the Confirmation Objection Deadline, consistent with the requirements of Fed. R. Bankr. P. 2002 and 3017;

15. The following procedures (collectively, the "**Voting Procedures**") are hereby approved and shall apply to the determination and tabulation of votes on the Plan:

- a. For a claim as to which a proof of claim has not been filed by the Record Date, the voting amount of such claim (subject to any applicable limitations set forth below) shall be equal to the amount listed, if any, for such claim in the Debtor's Schedules to the extent such claim is not listed as contingent, unliquidated, undetermined, or disputed. Such claim shall be placed in the appropriate Class based on the Debtor's records and the classification scheme set forth in the Plan.
- b. For a proof of claim that, according to the Clerk of the Bankruptcy Court's records, was not filed as of the Record Date and is not subject to the provisions of the immediately preceding paragraph, such claim shall be provisionally disallowed for voting purposes.
- c. For a liquidated, non-contingent, undisputed claim as to which (a) a proof of claim has been filed as of the Record Date, (b) a claim has been listed in the Debtor's Schedules that conflicts in amount with such proof of claim, and (c) an objection has not been filed, such claim shall be accorded one vote and assigned a value, for purposes of Bankruptcy Code § 1126(c) (subject to any applicable limitations set forth below), equal to the lesser of (x) the amount of such claim as listed in the Debtor's Schedules and (y) the amount of the proof of claim. Such claim shall be placed in the appropriate Class based on the information provided in the proof of claim and the classification scheme set forth in the Plan.
- d. For a liquidated, non-contingent, undisputed claim as to which (a) a proof of claim has been filed as of the Record Date, (b) a claim is not listed in the Debtor's Schedules that conflicts in amount with such proof of claim, and (c) an objection has not been filed, the

classification of such claim shall be that specified in such proof of claim and that proof of claim shall be accorded one vote and assigned a value of one dollar for purposes of Bankruptcy Code § 1126(c), subject to any applicable limitations set forth below.

- e. For a proof of claim that is the subject of an objection, the claim represented by such proof of claim shall be provisionally disallowed for voting purposes, except to the extent and in the manner that (a) the Proponent indicates in its objection the extent to which such claim should be allowed; or (b) this Bankruptcy Court otherwise orders.
- f. A timely filed proof of claim that is designated as wholly unliquidated or contingent shall be accorded one vote and assigned a value of one dollar for purposes of Bankruptcy Code § 1126(c), unless the claim is disputed as set forth above.
- g. For a claim that has been estimated or otherwise allowed for voting purposes by order of this Bankruptcy Court, the amount and classification of such claim shall be that set by this Bankruptcy Court.
- h. For a claim where any portion of such claim is unliquidated, contingent, or disputed, the holder of the claim shall be entitled to vote that portion of the claim that is liquidated, non-contingent and undisputed, subject to any limitations set forth herein and unless otherwise ordered by this Bankruptcy Court.
- i. Holders of claims shall not be entitled to vote claims if such claims duplicate or have been superseded by other claims of such holders of claims.
- j. If the holder of a claim submits more than one Ballot voting the same claim or equity interest prior to the Ballot Deadline, the first of such Ballots Filed (and only such Ballot) shall be counted in accordance with the Voting Procedures unless either (a) the Debtor's consent to the Filing and counting of a superseding Ballot, or (b) this Bankruptcy Court, after notice and a hearing, orders otherwise.
- k. The authority of the signatory of each Ballot to complete and execute such Ballot shall be presumed.
- l. A holder of a claim must vote its entire claim within a particular Class under the Plan either to accept or reject the Plan and may not split its vote. Accordingly, a Ballot (or multiple Ballots with respect to separate claims within a single Class) that partially rejects and partially accepts the Plan or that indicates both a vote for and a vote against the Plan will not be counted.

- m. Any Ballot that is executed and returned but does not indicate an acceptance or rejection of the applicable Plan shall be deemed to be an acceptance of the Plan.
- n. Any Ballot that is not signed will not be counted, unless the Debtor, in its sole discretion, consents to the counting of such Ballot.
- o. For the purpose of voting on the Plan, the Debtor will be deemed to be in constructive receipt of any Ballot timely delivered to any address designated for the receipt of Ballots cast in connection with the Plan.
- p. Any Ballot received by the Debtor after the end of the Voting Period shall not be accepted or used by the Debtor with the Debtor's request for Confirmation of the Plan, unless the Debtor, in its sole discretion, consents to the counting of such Ballot.
- q. All Ballots must be cast using the Ballots distributed to the holders of claims and equity interests. Votes cast in any manner other than by using such Ballots will not be counted, unless the Debtor, in its sole discretion, consents to the counting of such Ballot.

16. The Debtor shall file a summary of all ballots tendered on or before **April 21, 2017**.

17. The Proponents shall file any documents included in the Plan Supplement (as defined in the Plan) on or before **March 31, 2017**.

###END OF ORDER###

Submitted by:

/s/ Marcus A. Helt

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