



ENTERED
08/08/2018

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

	§	
In re:	§	Chapter 11
	§	
NEIGHBORS LEGACY HOLDINGS, INC.,	§	Case No. 18- <u>33836</u>
et al.,	§	
	§	(Joint Administration Pending)
Debtors.¹	§	

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO PAY PREPETITION
WORKFORCE OBLIGATIONS; (II) AUTHORIZING THE DEBTORS TO CONTINUE
CERTAIN WORKFORCE BENEFIT PROGRAMS; AND (III) AUTHORIZING
APPLICABLE BANKS AND FINANCIAL INSTITUTIONS TO HONOR PREPETITION
CHECKS FOR PAYMENT OF THE PREPETITION WORKFORCE OBLIGATIONS**
[Relates to Doc. No. _____]

The above-referenced debtors and debtors-in-possession (collectively, the “Debtors”) filed their motion (the “Motion”)² for Interim and Final Orders, pursuant to sections 363, 541, 1107(a), and 1108 of title 11 of the United States Code (the “Bankruptcy Code”), and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) (i) authorizing, but not directing, the Debtors to pay, among other things, prepetition wages, salaries, employee benefits, and reimbursable expenses (“Workforce Obligations”); (ii) authorizing, but not directing, the Debtors to continue the post-petition maintenance of any or all employee, physician, and pharmacist (collectively, the “Workforce”) benefit programs, policies, and procedures in the ordinary course in accordance with prepetition practices; (iii) authorizing, but not directing, the applicable banks and financial institutions to honor all related checks and

¹ 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. The location of Debtors’ principal place of business and the Debtors’ service address is: 10800 Richmond Avenue, Houston, Texas 77042.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



electronic payment requests, provided that sufficient funds are available, in the applicable accounts to make the Workforce withholdings related thereto; and (iv) granting related relief as further described herein. The Court has jurisdiction over the Motion and the relief requested in the Motion pursuant to 28 U.S.C. § 1334 and venue is proper in this District pursuant to 11 U.S.C. § 1408. The Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order on the Motion. The relief requested by the Motion is in the best interests of the Debtors, their estates, creditors, stakeholders, and other parties in interest and the Debtors' gave sufficient and proper notice of the Motion and related hearings. Upon consideration of the Motion and First Day Declaration and after hearing statements in support of the Motion during proceedings before this Court, the Court finds that good cause exists to grant the requested relief.

It is therefore **ORDERED THAT**

1. The Debtors are authorized, but not directed, in their sole discretion, to pay and honor certain prepetition Unpaid Compensation as and when obligations are due, provided that, in the aggregate, the Debtors do not pay Unpaid Compensation in an amount that exceeds \$700,000.

2. The Debtors are authorized, but not directed, in their sole discretion, to remit all Employee Withholdings to the appropriate third parties, as and when obligations are due, *provided further*, that pending entry of the Final Order, nothing herein shall be deemed to authorize the payment of any prepetition amounts on account of Insider or Non-Insider Severance Programs.

3. The Debtors are authorized to reimburse the Workforce with respect to all Reimbursable Expenses incurred prior to the Petition Date. In addition, the Debtors are

authorized to make direct payments to third parties owed amounts in connection with such Reimbursable Expenses.

4. The Debtors are authorized to pay any and all local, state, and federal withholding and payroll-related or similar taxes related to the Prepetition Employment Obligations and to withhold and pay amounts that are attributable to the deductions, including, but not limited to, all withholding taxes, social security taxes, and Medicare taxes, whether such taxes relate to the period before or after the Petition Date.

5. All applicable banks and other financial institutions are authorized, but not directed, (a) to receive, process, honor, and pay all such checks and electronic payment requests authorized pursuant to this Order, provided that sufficient funds are available in the applicable accounts to make the payments, and (b) to rely on the Debtors' direction to pay amounts in accordance with this Order provided that sufficient funds are available in the applicable accounts to make the payments without any duty of further inquiry and without liability for following the Debtors' instructions. Further, the Debtors are authorized to issue new post-petition checks and initiate new post-petition electronic fund transfers to replace any checks or electronic fund transfers that may be dishonored and to reimburse any related expenses that may be incurred as a result of any bank's failure to honor a prepetition check or electronic fund transfer.

6. The Debtors' banks and financial institutions may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for in this Order.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any Employee or other third party.

8. Nothing in the Motion or this Order shall be construed as impairing the Debtors' right to contest the validity, priority, or amount of any Prepetition Employee Obligations allegedly due or owing, and all of the Debtors' rights with respect thereto are hereby reserved.

9. Any party receiving payment from the Debtors are authorized and directed to rely upon the representations of the Debtors as to which payments are authorized by this Order.

10. Nothing in the Motion or this Order or the relief granted (including any actions taken or payments made by the Debtors pursuant to the relief) shall (a) be construed as a request for authority to assume any executory contract under Bankruptcy Code section 365; (b) waive, affect, or impair any of the Debtors' rights, claims, or defenses, including, but not limited to, those arising from Bankruptcy Code section 365, other applicable law, and any agreement; (c) grant third-party beneficiary status or bestow any additional rights on any third party; or (d) be otherwise enforceable by any third party.

11. Authorizations given to the Debtors in this Order empower but do not direct the Debtors to effectuate the payments specified herein.

12. Notwithstanding Bankruptcy Rule 6004(h), this order shall be effective and enforceable immediately upon entry hereof.

13. Notwithstanding any other provision, nothing in this Order shall authorize the Debtors to make any payment to, or on behalf of, any Employee, Physician, or Pharmacist on account of wages and other compensation obligations in excess of the statutory caps set forth in sections 507(a)(4) and (5) of the Bankruptcy Code.

14. Nothing herein shall be deemed to authorize the payment of any amounts which are subject to section 503(c) of the Bankruptcy Code.

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

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

Dated: Houston, Texas
August 8, 2018



MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of TexasIn re:
Neighbors Legacy Holdings, Inc.
NEC Beaumont Emergency Center, LP
DebtorsCase No. 18-33836-mi
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: rcas
Form ID: pdf002Page 1 of 3
Total Noticed: 85

Date Rcvd: Aug 08, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 10, 2018.

db +EDMG, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Amarillo Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Amarillo South Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Baytown Asset Holdings, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Baytown Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Beaumont Asset Holdings, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Beaumont Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Bellaire Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Brownsville Emergency Center, LP, 10800 Richmond Avenue, Harris, TX 77042-4794

db +NEC College Station Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Crosby Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Eastside Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Greeley Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Harlingen Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Kerrville Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Kingwood Asset Holdings LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Kingwood Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Lakeline Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Longview Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Lubbock Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Lufkin Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4831

db +NEC McAllen Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Midland Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Mueller Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Odessa Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Orange Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Paris Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Pasadena Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Pearland Asset Holdings, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Pearland Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Port Arthur Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Porter Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC San Angelo Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Texarkana Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Texas City Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Tyler Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC West Warwick Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Wichita Falls Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Yorktown Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Zaragoza Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Emergency Center, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors GP, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Global Holdings, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Health, LLC, 10800 Richmond Avenue, Houston, TX 77042-4801

db +Neighbors Legacy Holdings, Inc., 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Physician Group - Colorado, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Physician Group - Rhode Island, LLC, 10800 Richmond Avenue,
Houston, TX 77042-4794

db +Neighbors Physician Group, PLLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Practice Management, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Next Door Urgent Care, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

aty +Arlene N Gelman, Vedder Price PC, 222 North LaSalle, Ste 2600, Chicago, IL 60601-1104

aty +Felice Yudkin, Cole Schotz P.C., 25 Main St., Hackensack, NJ 07601-7189

aty +Katherine C. Fackler, Akerman LLP, 50 North Laura St., Ste. 3100,
Jacksonville, FL 32202-3659

aty +Matthew E Tashman, Reed Smith LLP, Three Logan Square, 1717 Arch Street, Ste 3100,
Philadelphia, PA 19103-2762

aty +Tom L Brown, Brown, Bauman & Smith, 400 E. Fifth Street, Tyler, TX 75701-4301

aty +Warren A. Usatine, Cole Schotz P.C., 25 Main Street, Hackensack, NJ 07601-7189

intp +Alan S Gerger, The Gerger Law Firm, 2211 Norfolk Street, Suite 517,
Houston, TX 77098-4051

cr +All Points Solution, Inc. d/b/a 3i International, c/o Kane Russell Coleman Logan PC,
5051 Westheimer Road, Suite 1000, Houston, TX 77056-5749

cr +Bowie CAD et al, c/o Tara LeDay, P.O. Box 1269, Round Rock, Tx 78680-1269

intp +Broocks Mack Wilson, The Gerger Law Firm, PLLC, 2211 Norfolk, Suite 517,
HOUSTON, TX 77098, UNITED STATES 77098-4051

cr +Central Bank of St. Louis, c/o J.R. JONES LAW PLLC, 6026 Remson Hollow Lane,
Katy, Tx 77494, UNITED STATES 77494-4376

cr +City Of El Paso, 711 Navarro Ste. 300, San Antonio, TX 78205-1749

cr +David L. Campbell, Underwood Perkins PC, 5420 LBJ Freeway, Suite 1900,
Dallas, Tx 75240-6230

intp +Exceptional Healthcare, c/o Joyce W. Lindauer, Joyce W. Lindauer Attorney, PLLC,
12720 Hillcrest Road, Suite 625, Dallas, TX 75230-2163

District/off: 0541-4

User: rcas
Form ID: pdf002Page 2 of 3
Total Noticed: 85

Date Rcvd: Aug 08, 2018

cr +Gregg County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N. Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
intp +Interested Party, c/o Marcus A. Helt, Foley Gardere, Foley & Lardner LLP,
2021 McKinney Ave., Suite 1600, Dallas, TX 75201-3340
op +Kurtzman Carson Consultants LLC, 2335 Alaska Ave, El Segundo, CA 90245-4808
cr +Lubbock Central Appraisal District, C/O Laura J. Monroe,
Perdue, Brandon, Fielder, Collins & Mott, PO Box 817, Lubbock, TX 79408-0817
cr +NITYA Capital, LLC, 8901 Gaylord Drive, Suite 100, Houston, TX 77024-3042
intp +National Western Life Insurance Company, P.O. Box 209080, Austin, TX 78720-9080
cr +Signature Financial LLC, c/o Moritt Hock & Hamroff LLP, 400 Garden City Plaza,
Garden City, NY 11530, UNITED STATES 11530-3327
cr +Smith County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
intp +Stuart Quartemont, MD, 4801 Apple Valley Ct., College Station, TX 77845-4430
cr +Tom Green CAD, Linebarger Goggan Blair & Sampson, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr Tyler Independent School District, c/o Tab Beall, Perdue Brandon Fielder Collins & Mott,
PO Box 2007, Tyler, TX 75710-2007
cr +c/o Kay D. Brock Travis County, P.O. Box 1748, Austin, TX 78767-1748

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 08 2018 21:19:29 Angelina County,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064
cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 08 2018 21:19:29 Cypress Fairbanks ISD,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064
cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 08 2018 21:19:29 Galveston County,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064
cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 08 2018 21:19:29 Harris County,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, PO Box 3064,
Houston, TX 77253-3064
cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 08 2018 21:19:29 Jefferson County,
c/o Tara L. Grundemeier, Post Office Box 3064, Houston, TX 77253-3064
cr +E-mail/Text: bnkatty@aldineisd.org Aug 08 2018 21:20:30 Johnetta Lang, Aldine ISD,
2520 W.W. Thorne Blvd., Houston, Tx 77073-3406
cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 08 2018 21:19:29 Montgomery County,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064
cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 08 2018 21:19:29 Orange County,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064
cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 08 2018 21:19:29 Texas City ISD,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064

TOTAL: 9

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

cr Bank of Ann Arbor
cr Brazoria County Tax Office
cr Brazoria County Tax Office and Brazos Independent
cr Cameron County
cr Catellus Market District, LLC
cr City Of Harlingen
cr City Of McAllen
cr Ector Cad, Linebarger Goggan Blair & Sampson, PO BOX 3064, Houston
cr Everbank Commercial Financial, Inc.
cr Gerald H.Phipps, Inc, d/b/a GH Phipps Construction
cr Harlingen CISD
cr Hidalgo County
cr Infinity Emergency Management Group, LLC
intp Interested Party (Pratt Flack), 4306 Yoakum Blvd, Houston, US
cr KeyBank, N.A.
intp McKesson Medical-Surgical, Inc.
cr Midway Companies
cr Neighbors of the Permian Basin LLC
cr Phoenix HAR Investments LLC
cr Read King, Inc. and Affiliates
cr Robert Lueken
cr Roshal Imaging Services, Inc.
intp Siemens Financial Services, Inc.
cr Spirit Realty Capital, 2727 N.. Harwood St., #300, Dallas
cr Texas Comptroller of Public Accounts
cr The Don Levin Trust
cr The Margaret M. Nobmann Family Trust
crcm The Official Committee of Unsecured Creditors
cr Wells Fargo Equipment Finance, Inc.

TOTALS: 29, * 0, ## 0

District/off: 0541-4

User: rcas
Form ID: pdf002

Page 3 of 3
Total Noticed: 85

Date Rcvd: Aug 08, 2018

***** BYPASSED RECIPIENTS (continued) *****

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Aug 10, 2018

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 8, 2018 at the address(es) listed below:
NONE.

TOTAL: 0