

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:

NEIGHBORS LEGACY HOLDINGS, INC.,
et al.,

Debtors.

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Chapter 11

Case No. 18-33836

(Jointly Administered)

**LIQUIDATING TRUSTEE'S MOTION TO APPROVE AGREED
ADMINISTRATIVE CLAIM OF BBVA COMPASS FINANCIAL CORPORATION**

THIS MOTION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

Tensie Axton, Trustee (the "Liquidating Trustee") of the Liquidating Trust (the "Liquidating Trust") of Neighbors Legacy Holdings, Inc. ("NLH") and certain of its affiliates and subsidiaries, files her *Motion to Approve Agreed Administrative Claim of BBVA Compass Financial Corporation* (the "Motion").

I. SUMMARY OF RELIEF REQUESTED

1. The Liquidating Trustee and BBVA Compass Financial Corporation ("BBVA") and, together with the Liquidating Trustee, the "Parties"), have agreed to resolve any administrative, priority, or secured claim that BBVA has or could assert against the Debtors or the



Liquidating Trust by granting BBVA an allowed administrative claim of \$5,000. The remainder of BBVA's Claims shall be treated as general unsecured claims until and unless they are disallowed for any reason.

2. The Liquidating Trustee therefore requests approval of the agreed administrative claim of BBVA.

II. JURISDICTION AND VENUE

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This Motion is a core proceeding arising under title 11 pursuant to 28 U.S.C. § 157(b)(2)(B). The Court has constitutional authority to enter a final order in this matter under *Stern v. Marshall*, 564 U.S. 462 (2011).

III. MOTION

4. Pursuant to the Agreement, attached as **Exhibit 1**, the Parties have agreed that:

1. BBVA is granted an allowed administrative claim of \$5,000 (the "Administrative Claim") to be paid by the Liquidating Trust within 14 (fourteen) days from the date of the Order approving this Motion.
2. The Administrative Claim granted to BBVA in this Agreement is in full and final satisfaction of any administrative, priority, or secured claim that BBVA has asserted or could assert against the Debtors or the Liquidating Trust.
3. The remainder of BBVA's Claims shall be treated as general unsecured claims until and unless they are disallowed for any reason.

5. The Parties respectfully request that the Court approve the Parties' Agreement and enter the attached proposed order.

IV. CONCLUSION

6. Accordingly, the Liquidating Trustee respectfully requests that the Court enter the attached proposed order, which approves the Parties' Agreement, and grant the Liquidating Trustee any such other and further relief to which she may be entitled.

Dated: Houston, Texas
December 19, 2019.

PORTER HEDGES LLP

/s/ Eric M. English
John F. Higgins
State Bar No. 09597500
Eric M. English
State Bar No. 24062714
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**COUNSEL FOR TENSIE AXTON,
LIQUIDATING TRUSTEE OF THE
NLH LIQUIDATING TRUST**

CERTIFICATE OF SERVICE

This will certify that on December 19, 2019, a true and correct copy of the foregoing Motion was sent by (i) electronic mail to the parties listed below and/or (ii) electronic transmission to all registered ECF users appearing in the case through the Court's electronic filing system.

BBVA Compass Financial Corporation
Attn: Joshua Lewis
15 South 20th Street, Suite 1802
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joshua.lewis@bbva.com;
albert.watson@bbva.com

/s/ Eric M. English
Eric M. English

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**AGREEMENT ON CLAIMS FILED BY
BBVA COMPASS FINANCIAL CORPORATION**

Tensie Axton, Trustee (the “Liquidating Trustee”) of the Liquidating Trust (the “Liquidating Trust”) of Neighbors Legacy Holdings, Inc. and certain of its affiliates and subsidiaries (the “Debtors”) and BBVA Compass Financial Corporation (“BBVA” and, together with the Liquidating Trustee, the “Parties”) have reached an agreement (the “Agreement”), as set forth below, with regard to BBVA’s proofs of claims including, but not limited to, claims 503, 505, 514, 515, 518, 519, 522, 527, 528, 529, 531, 537, 547, 548, 564, 565, 573, 574, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717 (collectively, the “Claims”). The Parties therefore agree that:

1. BBVA is granted an allowed administrative priority claim in the amount of \$5,000 (the “Administrative Claim”) to be paid by the Liquidating Trust within 14 (fourteen) days from the date of this Order.

2. The Administrative Claim granted to BBVA in this Agreement is in full and final satisfaction of any administrative, priority, or secured claim that BBVA has asserted or could assert against the Debtors or the Liquidating Trust.

3. The remainder of BBVA’s Claims shall be treated as general unsecured claims until and unless they are disallowed for any reason.

AGREED TO:

PORTER HEDGES LLP

/s/ Eric M. English

John F. Higgins

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**COUNSEL FOR TENSIE AXTON,
LIQUIDATING TRUSTEE OF THE
NLH LIQUIDATING TRUST**

BBVA COMPASS

/s/ Albert Watson, with permission

Albert Watson

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**STIPULATION AND AGREED ORDER ON
CLAIMS FILED BY BBVA COMPASS FINANCIAL CORPORATION**

Tensie Axton, Trustee (the “Liquidating Trustee”) of the Liquidating Trust (the “Liquidating Trust”) of Neighbors Legacy Holdings, Inc. and certain of its affiliates and subsidiaries (the “Debtors”) and BBVA Compass Financial Corporation (“BBVA”) have reached an agreement (the “Stipulation”), as set forth below, with regard to BBVA’s proofs of claims including, but not limited to, claims 503, 505, 514, 515, 518, 519, 522, 527, 528, 529, 531, 537, 547, 548, 564, 565, 573, 574, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717 (collectively, the “Claims”). The Court has jurisdiction to enter this Stipulation pursuant to 28 U.S.C. § 1334 and venue is proper in this District pursuant to 11 U.S.C. § 1408. This Stipulation resolves the assertion of claims against the estates, which is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order on the Claims. Upon consideration of the proposed Stipulation, the Court finds that good cause exists to grant the requested relief and approve the Stipulation. It is therefore **ORDERED** that:

1. BBVA is granted an allowed administrative priority claim in the amount of \$5,000 (the “Administrative Claim”) to be paid by the Liquidating Trust within 14 (fourteen) days from the date of this Order.

2. The Administrative Claim granted to BBVA in this Order is in full and final satisfaction of any administrative, priority, or secured claim that BBVA has asserted or could assert against the Debtors or the Liquidating Trust.

3. The remainder of BBVA's Claims shall be treated as general unsecured claims until and unless they are disallowed for any reason.

SIGNED:

**HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE**