

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

In re:	§	Chapter 11
	§	
CBL & ASSOCIATES	§	
PROPERTIES, INC., <i>et al.</i> ,	§	Case No. 20-35226 (DRJ)
	§	
Debtors. ¹	§	(Jointly Administered)
	§	
	§	Re: Docket No. 1394

**NOTICE OF FILING OF REVISED PROPOSED FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND ORDER (I) CONFIRMING THIRD AMENDED
JOINT CHAPTER 11 PLAN OF CBL & ASSOCIATES PROPERTIES, INC.
AND ITS AFFILIATED DEBTORS AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE THAT, on August 9, 2021, CBL & Associates Properties, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), proposed and filed the *Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors (with Technical Modifications)* (Docket No. 1369) (as may be amended, modified, or supplemented in accordance with the terms thereof, the “Plan”). A hearing to consider confirmation of the Plan is currently scheduled for August 11, 2021 at 9:00 a.m. (Prevailing Central Time).

PLEASE TAKE NOTICE THAT, on August 10, 2021, the Debtors filed the *Proposed Findings of Fact, Conclusions of Law, and Order (I) Confirming Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors and (II) Granting Related Relief* (Docket No. 1379) (the “Initial Proposed Order”).

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/CBLProperties>. The Debtors’ service address for the purposes of these chapter 11 cases is 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421.

PLEASE TAKE FURTHER NOTICE THAT, on August 11, 2021, the Debtors filed the revised *Proposed Findings of Fact, Conclusions of Law, and Order (I) Confirming Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors and (II) Granting Related Relief* (Docket No. 1394) (the “**Revised Proposed Order**”).

PLEASE TAKE FURTHER NOTICE THAT, a changed-pages-only redline of the Revised Proposed Order marked against the Initial Proposed Order is attached hereto as **Exhibit A**.

Dated: August 11, 2021
Houston, Texas

Respectfully submitted,

/s/ Alfredo R. Pérez

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– and –

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*Attorneys for Debtors
and Debtors in Possession*

Certificate of Service

I hereby certify that, on August 11, 2021, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez
Alfredo R. Pérez

Exhibit A

Changed-Pages Redline

WHEREAS, on May 26, 2021, after notice and hearing, this Court entered the *Amended Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, (V) Approving Notice Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (VI) Granting Related Relief* (Docket No. 1168) (the “**Disclosure Statement Order**”), which, among other things, (i) approved the Disclosure Statement, (ii) approved the solicitation and voting procedures related to the Disclosure Statement (the “**Solicitation Procedures**”), and (iii) scheduled a hearing on August 11, 2021 at 9:00 a.m. (Prevailing Central Time) to consider confirmation of the Plan (the “**Confirmation Hearing**”);

WHEREAS, the Debtors, through their solicitation and balloting agent, Epiq Corporate Restructuring, LLC (“**Epiq**”), duly caused the transmittal of the Disclosure Statement and the Plan and related solicitation materials, including forms of ballots (the “**Ballots**”), notices of non-voting status, release opt out forms (the “**Release Opt Out Forms**”), and notices of the Confirmation Hearing (collectively, the “**Solicitation Materials**”), to holders of Claims and Interests, and other parties in interest, in accordance with the Disclosure Statement Order, as described in the *Affidavit of Service of Solicitation Materials*, filed on June 10, 2021 (Docket No. 1234) (the “**Solicitation Affidavit**”), the *Affidavit of Service of Opt Out Materials to Security Holders in the Record Period*, filed on June 15, 2021 (Docket No. 1250), the *First Supplemental Affidavit of Service of Opt Out Materials to Security Holders in the Record Period*, filed on July 14, 2021 (Docket No. 1302), ~~and~~ the *Second Supplemental Affidavit of Service of Opt Out Materials to Security Holders in the Record Period*, filed on July 29, 2021 (Docket No. 1346);

and the Third Supplemental Affidavit of Service of Opt Out Materials to Security Holders in the Record Period, filed on August 10, 2021 (Docket No. 1386) (collectively, the “**Opt Out Affidavits**”);

WHEREAS, Epiq reviewed and tabulated all submitted Ballots and Release Opt Out Forms, excluding any invalid and improperly submitted Ballots and Release Opt Out Forms, in accordance with the Disclosure Statement Order as described in the *Declaration of Jane Sullivan of Epiq Corporate Restructuring, LLC, Regarding Voting and Tabulation of Ballots Cast on the Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors*, filed on August 2, 2021 (Docket No. 1354, and as correct at Docket No. 1362) (the “**Tabulation Declaration**”) as well as in the *Declaration of Jane Sullivan of Epiq Corporate Restructuring, LLC, Regarding Solicitation of the Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors*, filed on August 9, 2021 (Docket No. 1375) (the “**Solicitation Declaration**”);

WHEREAS, on July 9, 2021, the Debtors, through Epiq, caused to be published in the *Chattanooga Times Free Press* and the national edition of *The New York Times* notice of the Confirmation Hearing as set forth in the *Proof of Publication* and the *Affidavit of the State of Tennessee Hamilton County*, each filed on August 4, 2021 (Docket Nos. 1357, 1358) (the “**Publication Affidavits**,” and together with the Solicitation Affidavit, the “**Notice Affidavits**”);

WHEREAS, on July 16–18, 2021, the Debtors, through Epiq, duly caused the *Notice of Cure Amounts with Respect to Executory Contracts and Unexpired Leases of Debtors* (Docket No. 1317, and as amended at Docket No. 1371) (the “**Cure Notice**”) to be served on the

counterparties to such executory contracts and unexpired leases as set forth in the *Affidavit of Service*, filed July 19, 2021 (Docket No. 1314) (the “**Cure Affidavit**”);

WHEREAS, due and proper notice of the Confirmation Hearing was given to holders of Claims and Interests and all other parties in interest in compliance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “**Local Rules**”), and the Disclosure Statement Order, as established by the affidavits of service, mailing, and publication filed with this Court, including the Solicitation Affidavit and the Publication Affidavits, and such notice being sufficient under the circumstances and no further notice being required;

WHEREAS, on July 19, 2021, the Debtors filed the *Notice of Filing of Plan Supplement for Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Debtor Affiliates* (Docket No. 1315); on July 21, 2021, the Debtors filed the *Notice of Filing of Amended Plan Supplement for Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors* (Docket No. 1322), ~~and;~~ on July 23, 2021, the Debtors filed *Notice of Filing of Second Amended Plan Supplement for Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors* (Docket No. 1324); and on August 10, 2021, the Debtors filed *Notice of Filing of Third Amended Plan Supplement for Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors* (Docket No. 1380); (collectively, and as may be further amended or supplemented in accordance with the terms of the Plan and this Confirmation Order, the “**Plan Supplement**”);

Debtors, as applicable, and Ross with respect to the leases or Restrictive Covenants to which Ross is a party. Ross shall not be a Releasing Party under the Plan.

31. ATC Indoor DAS LLC (“ATC”). Notwithstanding anything in the Plan or the Confirmation Order to the contrary, and in accordance with section 8.2(c) of the Plan, upon an agreement between ATC, and any of its applicable affiliates and the Debtors, the *Limited Objection of ATC to Notice of Cure Amounts With Respect to Executory Contracts and Unexpired Leases of Debtors* (Docket No. 1341) (the “**ATC Cure Objection**”) has been adjourned until after the Confirmation Hearing. All rights and defenses of ATC and the Debtors in connection with the ATC Cure Objection are hereby preserved in their entirety.

32. ~~31.~~ Utility Deposits. Any deposit or other form of adequate assurance of performance pursuant to section 366 of the Bankruptcy Code that was received by one of the Debtors’ utility companies during these chapter 11 cases (collectively, the “**Deposits**”), including those Deposits deposited pursuant to the Court’s *Order (I) Approving Debtors’ Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Objections by Utility Companies; (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service; and (IV) Granting Related Relief* (Docket No. 61) in the Utility Deposit Account (as defined therein), shall be returned to the applicable Debtor, if not already returned, at the earlier of: (i) entry of an order of the Court authorizing the return of the Deposit to the applicable Debtor, and (ii) the Effective Date (at which time the Deposit shall be returned automatically, without further order of the Court, to the Debtors or Reorganized Debtors (as applicable)).

33. ~~32.~~ Dissolution of the Creditors’ Committee. On the Effective Date, the Creditors’ Committee shall dissolve; provided, that following the Effective Date, the Creditors’

Committee, shall continue in existence and have standing and a right to be heard for the limited purposes of (i) filing and prosecuting applications for allowance of Fee Claims, and (ii) any appeal of the Confirmation Order or other appeal to which the Creditors' Committee is a party. Upon the dissolution of the Creditors' Committee, members of the Creditors' Committee and their respective Professional Persons shall cease to have any duty, obligation, or role arising from or related to the Chapter 11 Cases and shall be released and discharged from all rights and duties from or related to the Chapter 11 Cases. The Reorganized Debtors shall be responsible for paying fees and expenses incurred by members of the Creditors' Committee and/or advisors to the Creditors' Committee after the Effective Date with respect to the limited purposes identified in this paragraph ~~32~~33.

34. ~~33.~~ Statutory Fees. All Statutory Fees due and payable prior to the Effective Date shall be paid by the Debtors or the Reorganized Debtors. On and after the Effective Date, the Reorganized Debtors shall pay any and all Statutory Fees when due and payable and shall file with this Court quarterly reports in a form reasonably acceptable to the U.S. Trustee. Each Debtor or Reorganized Debtor, as applicable, shall remain obligated to pay quarterly fees to the U.S. Trustee until the earliest of that particular Debtor's, or Reorganized Debtor's, as applicable, case being closed, dismissed, or converted to a case under chapter 7 of the Bankruptcy Code.

35. ~~34.~~ Documents, Mortgages, and Instruments. Each federal, state, commonwealth, local, foreign, or other governmental agency is hereby authorized to accept any and all documents, mortgages, and instruments necessary or appropriate to effectuate, implement, or consummate the transactions, including the Restructuring Transactions, contemplated by the Plan and this Confirmation Order.

36. ~~35.~~ Reversal/Stay/Modification/Reconsideration/Vacatur of Order. Except as otherwise provided in this Confirmation Order, if any or all of the provisions of this Confirmation Order are hereafter reversed, modified, vacated, reconsidered, or stayed by subsequent order of this Court, or any other court, such reversal, stay, modification, reconsideration, or vacatur shall not affect the validity or enforceability of any act, obligation, indebtedness, liability, priority, or Lien incurred or undertaken by the Debtors, the Reorganized Debtors, or any other party authorized or required to take action to implement the Plan, as applicable, prior to the effective date of such reversal, stay, modification, reconsideration, or vacatur. Notwithstanding any such reversal, stay, modification, reconsideration, or vacatur of this Confirmation Order, any such act or obligation incurred or undertaken pursuant to, or in reliance on, this Confirmation Order prior to the effective date of such reversal, stay, modification, reconsideration, or vacatur shall be governed in all respects by the provisions of this Confirmation Order, the Plan, the Plan Documents, or any amendments or modifications to the foregoing.

37. ~~36.~~ Provisions of Plan and Order Nonseverable and Mutually Dependent. The provisions of the Plan and this Confirmation Order, including the findings of fact and conclusions of law set forth herein, are nonseverable and mutually dependent.

38. ~~37.~~ Headings. Headings utilized herein are for convenience and reference only, and do not constitute a part of the Plan or this Confirmation Order for any other purpose.

39. ~~38.~~ Governing Law. Except to the extent that the Bankruptcy Code or other federal law is applicable or to the extent that a Plan Document provides otherwise, the rights, duties, and obligations arising under the Plan and the Plan Documents shall be governed by, and construed and enforced in accordance with, the internal laws of the State of New York,

without giving effect to the principles of conflicts of laws thereof (other than section 5-1401 and section 5-1402 of the New York General Obligations Law).

40. ~~39.~~ Applicable Non-Bankruptcy Law. Pursuant to sections 1123(a) and 1142(a) of the Bankruptcy Code, the provisions of this Confirmation Order, the Plan, the Plan Documents, and any other related documents or any amendments or modifications thereto, shall apply and be enforceable notwithstanding any otherwise applicable non-bankruptcy law.

41. ~~40.~~ Notice of Entry of Order and Effective Date. In accordance with Bankruptcy Rules 2002 and 3020(c), as soon as reasonably practicable after the Effective Date, the Debtors shall serve notice of the entry of this Confirmation Order, substantially in the form annexed hereto as **Exhibit B**, on all parties who hold a Claim or Interest in these cases, the U.S. Trustee, and any other parties in interest. Such notice is hereby approved in all respects and shall be deemed good and sufficient notice of entry of this Confirmation Order.

42. ~~41.~~ Final Order. This Confirmation Order is a final order and the period in which an appeal must be filed shall commence upon the entry hereof.

43. ~~42.~~ Substantial Consummation. On the Effective Date, the Plan shall be deemed to be substantially consummated under sections 1101 and 1127 of the Bankruptcy Code.

44. ~~43.~~ Inconsistency. To the extent of any inconsistency between this Confirmation Order and the Plan, this Confirmation Order shall govern.

Dated: _____, 2021
Houston, Texas

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Claimant	Proceeding(s)
Violet Neighbors	<i>Neighbors v. Target Corporation and CBL & Associates LP</i> (Case No. 0:21-cv-00038-ABJ in the United States District Court for the District of Wyoming)
Will Parks	<i>Parks v. Fayette Mall, SPE, LLC and CBL & Associates Management, Inc.</i> (Civil Action No. 19-CI-00200 in the Commonwealth of Kentucky, Fayette Circuit Court, Division Eight (8))
Rocio Perkins	<i>Perkins v. CBL & Associates Management, Inc., et al.</i> (Case No. 2016 20876 CICI (Div.32) in the Circuit Court, in the Seventh Judicial Circuit, in and for Volusia County, Florida)
Carmen Holmes Reese (a/k/a Carmen Williams)	<i>Reese v. The Landing at Arbor Place II, LLC, et al.</i> (Civil Action File No. 19-C-02289-S6 in the State Court of Gwinnett County, State of Georgia)
Jeanette Vialpando	<i>Vialpando v. CBL & Associates Management, Inc., CBL & Associates, Inc., CBL & Associates Limited Partnership d/b/a Chapel Hills Mall</i> (Case No. 20CV30243 in El Paso County, Colorado)