

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

<b>In re:</b>  <b>CBL &amp; ASSOCIATES PROPERTIES, INC., et al.,</b>  <b>Debtors.<sup>1</sup></b>	§ § § § § § § § §	<b>Chapter 11</b>  <b>Case No. 20-35226 (DRJ)</b>  <b>(Jointly Administered)</b>
---	---	--

**AFFIDAVIT OF SERVICE OF EMERGENCY MOTION**

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF WESTCHESTER        )

Jane Sullivan, being duly sworn, deposes and says, under the penalty of perjury:

1. I am Executive Vice President of Epiq Corporate Restructuring, LLC (“**Epiq**”), located at 777 Third Avenue, 12<sup>th</sup> Floor, New York, New York 10017. I am authorized to submit this affidavit on Epiq’s behalf. I am over the age of eighteen years and am not a party to the above-captioned action. Unless otherwise stated, I have personal knowledge of the facts set forth herein.

2. Unless otherwise noted below, true and correct copies of the *Emergency Motion of Debtors for Entry of Order Authorizing Modification of Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and its Affiliated Debtors*, dated October 19, 2021 [Docket No. 1502, with a slip sheet in place of Exhibit 1] (the “**Emergency Motion**”) were

---

<sup>1</sup> 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.

enclosed securely in separate postage pre-paid envelopes or packages and served on October 20, 2021, as follows:

- a. by next-day delivery on the electing Crossholders and Consenting Noteholders for whom an email address was not available listed on **Exhibit 1** hereto;
- b. by electronic mail on the electing Crossholders and Consenting Noteholders for whom an email address was available listed on **Exhibit 2** hereto;
- c. by first class mail on the electing Crossholders and Consenting Noteholders listed on **Exhibit 3** hereto;
- d. by next-day delivery on the brokerage firms, banks and agents (the “Nominees”) listed on **Exhibit 4** hereto, with sufficient copies and instructions for the Nominees to distribute the Emergency Motion to beneficial owners of the Debtors’ Senior Unsecured Notes;
- e. by next-day delivery on the parties on the Master Service List for this case (“the MSL”) listed on **Exhibit 5** hereto;
- f. by electronic mail on the MSL parties listed on **Exhibit 6** hereto;
- g. On October 20, 2021, by electronic mail on the parties listed on **Exhibit 7** hereto, reflecting (1) two updated email addresses for Consenting Noteholders received that day, and (2) a supplemental Nominee email address; and
- h. On October 20, 2021, via electronic mail on the two Nominee agents listed **Exhibit 8** hereto to provide additional information with respect to service of the Emergency Motion on beneficial owners of the Debtors’ Senior Unsecured Notes, including by electronic mail where feasible.

3. A true and correct copy of the Emergency Motion as served is attached as **Exhibit 9** hereto.

*[Remainder of page intentionally left blank]*

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

/s/ Jane Sullivan  
Jane Sullivan  
Executive Vice President  
Epiq Corporate Restructuring, LLC

Sworn to before me this  
21<sup>st</sup> day of October, 2021

/s/ Panagiota Manatakis

Notary Public, State of New York  
No. 01MA6221096  
Qualified in Queens County  
Commission Expires April 26, 2022

**Exhibit 1**

<b>Claim Name</b>	<b>Address Information</b>
ALBERT WEBB	2650 W 25TH ST ERIE PA 16506
BRADLEY KOPE	4226 WOODBINE TERR ERIE PA 16504
BRIAN GRUTKOWSKI	7284 THOMAS RD MCKEW PA 16426
CAROLYN MESSINGER	12939 STEWART RD CORRY PA 16407
CATHY WILLIAMS	20313 MAIN ST HWY 86 SEAGERTOWN PA 16433
CHERYL DICKSON	8513 OLIVER RD ERIE PA 16509
CODY FLEMING	2347 KNOLL CIR GRAND JUNCTION CO 81506
DANIEL J JARZOMSKI	347 E LAKEVIEW BLVD ERIE PA 16504
DARLENE D PALSER & MICHAEL A PALSER	7275 ARNOLD RD GREENVILLE OH 45331
DONALD C CAMPBELL	35904 22ND FL S UNIT C FEDERAL WAY WA 98003
GINGER HAMMERQUIST	1800 BRANBLE BROOK LN BEL AIR MD 21015
JAMES TUCK	953 TOWN TRAIL PINEWAY MI HI 48169
JANE HOLLISTER	1019 MARSHALL DR ERIE PA 16505
JENNIFER KEITH	2611 FOXWOOD DR ASHLAND OH 44805
JOANN STIBBE	929 N WISCONSIN AVE RICE LAKE WI 54868
LEO F HANLIN	160 WRIGHT ST CORRY PA 16407
LYNN M KRYSIAK	440 W 10TH ST APT 2 ERIE PA 16502
MARBY HURST	4981 SW 35 WAY FT LAUDERDALE FL 33312
MARIE LUCIE DORVIL	14560 NE 6 AVE APT#302 NORTH MIAMI FL 33161
MARK V MANCOS	801 ABACO PATH THE VILLAGES FL 32163
MAURA LOOP	131 STEELE ST CAMBRIDGE SPRINGS PA 16403
MERCHIE CALABRESE	5522 STONE RUN DR FAIRVIEW PA 16415
NATHAN SCHWANDT	2102 CEDAR DR RAPID CITY SD 57702
NEVILLE ROBBINS	44 MIZPAH STREET SAN FRANCISCO CA 94131
NORBERT SCHNEIDER	13838 DORMAN RD WATERFORD PA 16441
PATRICIA JANNI	2314 NW 94TH ST SEATTLE WA 92117
PLACIDO HERNANDEZ	2775 SW 137TH PLACE MIAMI FL 33175
RHONDA SOUTHWORTH	328 BEACHGROVE DR ERIE PA 16505
RICHARD MARZKA	100 DAVIS DR EDINBORO PA 16412
RONALD COMI	3911 GREENGARDEN BLVD ERIE PA 16509
RONALD SORVELLI	650 YOUNG RD. APT 11 ERIE PA 16509
ROSEMARY FORBES	813 ABACO PATH THE VILLAGES FL 32163
SCOTT BENSINK	PO BOX 406 FINDLEY LK NY 14736
SUSAN CONAWAY	575 WEST WASHINGTON ST BRADFORD PA 16701
WILLIAM FILIPIAK	PO BOX 21 ROGERS CITY MI 49779
WILLIAM LEFFINGWELL	14590 STATE HWY 98 MEADVILLE PA 16335
WILLIAM LOOP	4106 PARADE BLVD ERIE PA 16504

**Total Creditor count 37**

**Exhibit 2**

Email Address	Email Address
1DERUSSOC@GMAIL.COM	AATTIE@NOVATEXZL.COM
ADAMANTONUCCI@GMAIL.COM	ADAMWIED@GMAIL.COM
ADORFMAN@ODEONCAP.COM	AFARMANDOFRANCISCO@GMAIL.COM
AKASH.GUPTA@DB.COM; DB.DOCS@DB.COM	AL@WEISSADVISORSLLC.COM
ALEC.CHAN@GMAIL.COM	ALLENVESTER@GMAIL.COM
ALOK@ONHARBORSIDE.COM	AMOPLE@BELLSOUTH.NET
ANALISA.ALFARO@HOTMAIL.COM	ANALYST2@COMCAST.NET
ANDRES.PARODI.CH@GMAIL.COM	ANDSCRIVEN@AEGONUSA.COM
ANDYA353@COMCAST.NET	ANDYK@ADK2.INFO; ANDYK2@YAHOO.COM
ANNE.MCEVOY.BAKER@GMAIL.COM	APOLLO312@YAHOO.COM
ARTFILIPS@GMAIL.COM	ASCHOKHANI@HOTMAIL.COM
ASCRIVEN@AEGONAM.COM	AYMEN@DEKHIL.NET
BANKDEBT@CANYONPARTNERS.COM	BARRETT0419@YAHOO.COM
BERARDONILAW@YAHOO.COM	BETTYKIM@AOL.COM
BGCORBELLE@GMAIL.COM	BILL@WILLIAMLATTIN.COM
BMACD@ME.COM	BMK2@CORNELL.EDU
BNCOSTARAS@ROCKETMAIL.COM	BRIECKERT@EMARQUETTEBANK.COM
BRINKSDALE@YAHOO.COM	BSOLIS00@SBCGLOBAL.NET
BSTERN2@BLOOMBERG.NET	BYRONRUBIN@GMAIL.COM
CA@ANSBACHER.BS	CAELECTION@LPLFINANCIAL.COM
CALVO.NIMPHANIDA@GMAIL.COM ; CHRISTOPHERMOSS.TEAM@FIDELITY.COM	CANDACE.ALBERTS@ME.COM
CAPTPBMAC@GMAIL.COM	CARLOSKRELL@GMAIL.COM
CASTRO.OSCARR@GMAIL.COM	CBJ1942@ICLOUD.COM
CHAMBERW@AOL.COM	CHARLESCALVO82@YAHOO.COM ; CHRISTOPHERMOSS.TEAM@FIDELITY.COM
CHRIS.CAMPBELL@CREDIT-SUISSE.COM; JEFFREY.ARMSTRONG@CREDIT-SUISSE.COM	CLAUDIDOVERSEAS@GMAIL.COM
CMARTIN@ODEONCAP.COM	CMOSER@TWCNY.RR.COM
COMPLIANCEGROUP@FIRTREE.COM	CONTROLGROUPNB@PIMCO.COM
COROAE@GMAIL.COM	CORPORATE.ACTION@AXOSCLEARING.COM
COURTNEY.CROUCH@SFLIC.NET	CRAIGFRIESEMA@GMAIL.COM
CVE.III@ECKERTINVESTMENTS.COM	D.MALCOM@LIVE.COM
D2CHAVES@YAHOO.COM	DANIEL.CHISHOLM@FMR.COM; NATE.VANDUZER@FMR.COM
DANSKOLDS@GMAIL.COM	DAVE@DAVERICHMOND.COM
DAVID@CAPRI.COM.PA	DAVIDLASSER@HOTMAIL.COM

Email Address	Email Address
DAVIDSZLATIN@GMAIL.COM	DCOOPER@MACKENZIEINVESTMENTS.COM
DELEGER48@COMCAST.NET	DFARR@KDHBV.COM
DGURGA02@GMAIL.COM	DJPOLS@GMAIL.COM
DM.DD.COTTRELL@GMAIL.COM	DOMIALBERTO@GMAIL.COM
DPYEE@OPTONLINE.NET	DUBRIT1227@HOTMAIL.COM
ECHAN@AURELIUS-CAPITAL.COM; DPENA@AURELIUS-CAPITAL.COM	EDO@CATALINAROCK.COM
EDWARDLOWE17@GMAIL.COM	ELISABETHCAMARGO@UOL.COM.BR
ELLIOTT.SHIFTMAN@GMAIL.COM	ELTONMA@MASTERDVD2004.NET
EREARTE@COCA-COLA.COM	ERIK@ACTBOLD.COM
EROSA@5ASEC.COM.CO	FISSET@CATHAYSEC.COM.TW
FOODSCIGIRL@GMAIL.COM	FRANCISCO.L.R.A@GMAIL.COM
FRANKSMELTZ@OUTLOOK.COM	FRANRICC@UOL.COM.BR
FRED.CALIM.CARVALHO@GMAIL.COM	GAPK79@HOTMAIL.COM
GARY.SKOIEN@GMAIL.COM	GARY7230@GMAIL.COM
GBENSTEAD@KCMADVISORS.COM	GCHENG@YMAIL.COM
GGOLZ@KENDALINVESTMENTS.COM	GHELD222@HOTMAIL.COM
GJNEMER@GMAIL.COM	GLCORPORATEACTION@CITIGROUP.COM
GNUSSBAUM123@GMAIL.COM	GONZALDR57@AOL.COM
GORDBENES@COMCAST.NET	GPG10GOMEZ@GMAIL.COM
GSALAMON@GMAIL.COM	HAUPPYLADY@YAHOO.COM
HERNAN@JIPZL.COM	HILARIO.RAMOS@ATHANORCAPITAL.COM; NOTICES@ATHANORCAPITAL.COM; PRESTON.SCHIROKY@ATHANORCAPITAL.COM
HKELLEY5531@YAHOO.COM	HOWARDAMSTER@GMAIL.COM
HOWARDAMSTER1@GMAIL.COM	HSTHOMA1@AOL.COM
IBENJAMIN@REEDSMITH.COM	IM@HEYMANENTERPRISE.COM
INV@CROATIANFRATERNALUION.ORG	INVESTMENTS@RUBENCO.COM
IROANGELO@GMAIL.COM	JAEGERTELSON@GMAIL.COM
JAMES.FELTY@BARCLAYS.COM; KHALIL.ABUMANNEH@BARCLAYS.COM	JAMESF816@GMAIL.COM
JARISCO@SUDDENLINK.NET	JAYACRET@EMIRATES.NET.AE
JBRAIN@AGSEMICONDUCTOR.COM	JCMICHNIAK@YAHOO.COM
JENN.RYAN@SECRETHARBOR.ORG	JENSENBA@AOL.COM
JERRYRUTHERFORD@COMCAST.NET	JH358132134@GMAIL.COM
JHADI@ODEONCAP.COM	JIMINY43@AOL.COM



Email Address	Email Address
JIMMYJOEHERRMANN@GMAIL.COM	JJ.KUMPEL@GMAIL.COM
JLWILLIA89@YAHOO.COM	JMIKES@OAKTREECAPITAL.COM; KVAZALES@OAKTREECAPITAL.COM; RROSENFELT@OAKTREECAPITAL.COM
JOHN@SUMMERSTLLC.COM	JOHNCGORSKI@GMAIL.COM
JOHNKROSSO@GMAIL.COM	JROPERTI@ARV-ARGENTINA.COM
JSALEGNA@LIVELLOCAP.COM; PGIORDANO@LIVELLOCAP.COM; TMCARDLE@LIVELLOCAP.COM	JSERVA@GMAIL.COM
JVCREWS@GMAIL.COM	K2KALEN@GMAIL.COM
KALMAEU@GMAIL.COM	KATEONGSKYLINE@YAHOO.COM
KEN.HOLICK@GMAIL.COM	KEN977@GMAIL.COM
KGBLUM52@GMAIL.COM	KHALID@IELECTRIC.COM.SG
KTMALECKI@GMAIL.COM	LARRYSHIPP@AOL.COM
LEGAL@400CAPITAL.COM; OPERATIONS@400CAPITAL.COM; JNUSBAUM@400CAPITAL.COM; DVAZQUEZ@400CAPITAL.COM	LEGAL@CANYONPARTNERS.COM
LEGAL@CONVERIUMCAP.COM; OPS@CONVERIUMCAP.COM	LFORT1DOC@GMAIL.COM
LFRAMIREZ@TECHNI-CIENCIA.COM	LINDA65@YAHOO.COM
LIST.PB-MIL-MD@CREDIT-SUISSE.COM	LKRAVITZ@ANTARACAPITAL.COM
LKSANDIEGO@GMAIL.COM	LMZOOK@BELLSOUTH.NET
LUIZ.FERNANDO@MENG.COM.BR	LYNNANDMARK346@VERIZON.NET
MAJA_RADA@YAHOO.COM	MARIADIAZ2803@GMAIL.COM
MARIANO.S.SISELES@GSK.COM; TRACEY.GOODWIN@RAYMONDJAMES	MARIELA.ARZE@UNIBANK.COM.PA
MARIELAJAIMES47@GMAIL.COM	MBERNADAS@GMAIL.COM
MDISTENFELD@ODEONCAP.COM	ME414MAYER@ATT.NET
MICHAEL.SWENDSEN@THRIVENT.COM; SARAH.OLSON@THRIVENT.COM; MLST.SEC.ADMIN@THRIVENT.COM	MICHAELREESEDORSEY@GMAIL.COM
MICHAELSAMMONS@YAHOO.COM	MIKE.DISTENFELD@ODEONCAP.COM
MIKE@DUSTCOLLECTIONPROS.COM	MILTONCAREAGA@HOTMAIL.COM
MKINSLEY29@YAHOO.COM	MMKMLI@PURDUE.EDU
MOBREZA34@GMAIL.COM	NADJANEV@BELLSOUTH.NET
NEIL.CUTCLIFFE@COX.NET	NICK.LI@AAAAMERICANCPA.COM
NINFACONSUELOMAGGI@GMAIL.COM	NJ@JEEREDDI.COM

Email Address	Email Address
OLIVIA.PEREYRA@UBS.COM	OLVINCZE593@GMAIL.COM
OPERATIONS@BEACHPOINTCAPITAL.COM; JSAUER@BEACHPOINTCAPITAL.COM; GFINEBERG@BEACHPOINTCAPITAL.COM	OPERATIONS@CETUSCAP.COM
OPERATIONS@TACONICCAP.COM; EROTA@TACONICCAP.COM	PAPAI@GMAIL.COM
PARUTHOLI@YAHOO.COM	PATORLANDO1@GMAIL.COM
PAUL@BERKELMANS.BIZ	PAULNEWNHAM@YMAIL.COM
PAULORIAIFOMD2@GMAIL.COM	PCOTCH@COMCAST.NET
PETEKOB@YAHOO.COM	PETRAFENDL@GMX.DE
PHAST@MINDSPRING.COM	RAFAEL@CIALIMENTOS.COM
RBOPERATIONS@KINGSTREET.COM	RDAVIS@CETUSCAP.COM
REG333@HOTMAIL.COM	REORG@OPCO.COM
RICHARD.AARONS@BOFA.COM	RJENNINGS152@GMAIL.COM
RKLIKSB@REDWOODCAP.COM; VCHANANI@REDWOODCAP.COM	RMGIAQUINTO@GMAIL.COM
RPSMELTZ@SBCGLOBAL.NET	RROSENFELT@OAKTREECAPITAL.COM; CORPACTI@ADMINS@OAKTREECAPITAL.COM
SAM@ZILLION.CC	SANDJS77@GMAIL.COM
SCHERER@GMAIL.COM; HS.DS@ME.COM	SEESUERUN@VERIZON.NET
SEJAL.PARIKH@LPLFINANCIAL.COM	SEJAL.PARIKH@LPLFINANCIAL.COM
SETH@RTPACIFIC.COM	SGAY@SBGLAW-WA.COM
SKAYE@SOCAL.RR.COM	SLHURN@ALUMNI.UCHICAGO.EDU
SOUCHIN@GMAIL.COM	SRINIVASKG@YAHOO.COM
STANLEYCHOW@COMCAST.NET	STEVE.CHANSKY@GMAIL.COM
STEVE.FIELDS@NC.RR.COM	STRIKER754@GMAIL.COM
SVB25566@GMAIL.COM	TCJOHNLI@GMAIL.COM
TDAMERITRADE@KATZFEY.NET	TEINHORN@PALOMA.COM; RSCHMITZ@PALOMA.COM
THESEMAN@COMCAST.NET	TIGER3451@GMAIL.COM
TODD.OAKLEY@CASE.EDU; OAKLEY.CINDY@GMAIL.COM	TPEDERSEN@SIERRAPACIFICSECURITIES.COM
TRADESUPPORT@SVPGLOBAL.COM	TROIANOJP@STIFEL.COM
TUQUIBARBER@GMAIL.COM	TUXOKO@GMAIL.COM
TYLERC@FIRSTKY.COM	T-ZIRBEL@YAHOO.COM
UGUAGLIA@GMAIL.COM	VALERI.BROVKIN@YANDEX.RU

Email Address	Email Address
VENKAT@VVCAPITALLP.COM	VINCENTDAVE1968@GMAIL.COM
WALIDR@MAC.COM	WANG.JOHN3@GMAIL.COM
WDVANCE@AOL.COM	WELLSDISTRESSED@WELLSFARGO.COM ; WELLSFARGOLOANCLOSERS@WELLSFARGO.COM
WILLIAM@SIETSEMA.COM	WILLIAMJOINES62@GMAIL.COM
WINDWARD@POETWORLD.NET	WLADSTON@WLADSTON.NET
WON.H.CHUNG@GMAIL.COM	ZAPPZZG@COMCAST.NET
ZSLAVIN@ODEONCAP.COM	

Total Creditor count 255

**Exhibit 3**

Claim Name	Address Information
400 CAPITAL CREDIT OPPORTUNITIES MASTER FUND LTD	ATTN CHRISTOPHER HENTEMANN C/O 400 CAPITAL MANAGEMENT LLC 510 MADISON AVENUE, 17TH FLOOR NEW YORK NY 10022
400 CAPITAL TX COF I LP	ATTN CHRISTOPHER HENTEMANN C/O 400 CAPITAL MANAGEMENT LLC 510 MADISON AVENUE, 17TH FLOOR NEW YORK NY 10022
AARON AAB	6400 N BRYANT AVE EDMOND OK 73034
ADITYA CHOKHANI	10768 MCKAY LANE DUBLIN CA 94568
AEGON USA INVESTMENT MANAGEMENT, LLC	ATTN ANDREW SCRIVEN 227 W MONROE SUITE 6000 CHICAGO IL 60606
AIS DENALI MASTER FUND LTD.	ATTN CHRISTOPHER HENTEMANN C/O 400 CAPITAL MANAGEMENT LLC 510 MADISON AVENUE, 17TH FLOOR NEW YORK NY 10022
ALBERT WEBB	2650 W 25TH ST ERIE PA 16506
ALEX LEOPOLDO SARTINI	CALLE 151 55-37 CASA 39 BOGOTA DC COLOMBIA
ALEXANDER L. SCHERER ROLLOVER IRA	ATTN ALEXANDER SCHERER 167 BODINE RD. BERWYN PA 19312
ALEXANDER SCHERER ROTH IRA	ATTN ALEXANDER SCHERER 167 BODINE RD. BERWYN PA 19312
ALEXIS EDMUNDO CORONADO RODRIGUEZ	1890 S OCEAN DR APT TS201 HALLANDLE BCH FL 33009-7670
ALLEN R WEISS	9310 ISLEWORTH GARDENS DR WINDERMERE FL 34786
ALLEN S. VESTER	4739 W 3965 S WEST VALLEY CITY UT 84120
ALOK MAKHIJA	83 CATHEDRAL AVE FLORHAM PARK NJ 07932
AMANELER HOLDINGS INC	PO BOX 491195 KEY BISCAYNE FL 33149
ANDREA UGUAGLIATI	11605 SONOMA DR BEE CAVE TX 78738
ANDRES ROSA MUNOZ	CALLE MARINO QTA NRO 63 UR COLINAS DE TAMANACO CARACAS VENEZULA
ANDREW KAUFMAN	255 W 94TH STREET, #17E NEW YORK NY 10025
ANDREW T ARIIZUMI	6505 NE 191ST ST KENMORE WA 98028
ANMAR CORP	ATTN MARTIN SISELES 3128 MCLAUGHLIN CT GARNET VALLEY PA 19060
ANSBACHER (BAHAMAS) LIMITED	308 EAST BAY STREET NASSAU, NP BAHAMAS
ANTARA CAPITAL MASTER FUND LP	ATTN LANCE KRAVITZ 500 FIFTH AVENUE, SUITE 2320 NEW YORK NY 10110
ANTONIA CAPUTO DE POSTALIAN	URB LOS CASTORES C MANANTIAL SUR QTA#22 SAN ANTONIO DE LOS ALTOS, CARACAS VENEZULA
ARACELY DIAZ-LLERENA	9950 SW 23RD ST MIAMI FL 33165
ARMANDO FRANCISCO ZAFFARI FILHO	RUA DOS ANDRADAS, 917 APT 1604 PORTO ALEGRE - RS CEP 90020-005 BRAZIL
ARTHUR FILIPS	718 S ALCO AVE MARYVILLE MO 64468
ATHANOR INTERNATIONAL MASTER FUND, LP	ATTN HILARIO RAMOS 888 SEVENTH AVENUE 21ST FLOOR NEW YORK NY 10019
ATHANOR MASTER FUND, LP	ATTN HILARIO RAMOS 888 SEVENTH AVENUE 21ST FLOOR NEW YORK NY 10019
ATIGONE LLC	1200 BRICKELL AVE #500 MIAMI FL 33131
AURELIUS CAPITAL MASTER, LTD.	ATTN ELEANOR CHAN C/O AURELIUS CAPITAL MANAGEMENT, LP 535 MADISON AVENUE, 31ST FLOOR NEW YORK NY 10022
BAGLEY TRADING	ATTN LUIS FERNANDO RAMIREZ GUZMAN 3RD FL GENEVE PLACE, WATERFRONT ROAD TOWN TORTOLA BVI
BARBARA M KOSLOWSKI	1918 E 120TH ST CLEVELAND OH 44106
BARCLAYS BANK PLC - SPECIAL SITUATIONS DESK	ATTN JAMES FELTY 745 SEVENTH AVENUE NEW YORK NY 10019
BARFER LTD	ATTN ANTONIETA FERNANDEZ MENESES MIGUEL DE CERVANTES #780 APT 402 LIMA 27 PERU
BETTY B RUTHERFORD & JERRY N RUTHERFORD JTEN	6459 SOLITUDE DR CHATTANOOG TN 37416
BETTY CAROL EYL	8100 ROME BEAUTY WAY LEWISVILLE KY 40228
BETTY L. KIMBREW TRUST	ATTN BETTY L. KIMBREW 3178 RICHMOND ROAD BEACHWOOD OH 44122-3269
BLANDIN HOLDINGS CORP.	ATTN OSCAR RAMON CASTRO PACHECO QUINTA BLANDIN,CALLE ANGEL CERVINNI VALLE ARriba MUNICIPIO BARUTA CARACAS,ESTADO MIRANDA 1050 VENEZUELA
BOFA SECURITIES INC	ATTN RICHARD AARONS 222 BROADWAY, 11TH FL NEW YORK NY 10038
BONTRAGER INVESTMENT	PO BOX 491195 KEY BISCAYNE FL 33149
BOSTON PATRIOT MILK ST LLC	ATTN CHRISTOPHER HENTEMANN C/O 400 CAPITAL MANAGEMENT LLC 510 MADISON AVENUE, 17TH FLOOR NEW YORK NY 10022

Claim Name	Address Information
BPC AS LLC	ATTN MICHAEL HAYNES 1620 26TH ST SUITE 6000N SANTA MONICA CA 90404
BRADLEY KOPE	4226 WOODBINE TERR ERIE PA 16504
BRIAN GRUTKOWSKI	7284 THOMAS RD MCKEW PA 16426
BRUCE JENSEN	70 CONEBROOK DR LEICESTER NC 28748
BRUCE MACDONALD	ATTN MICHAEL ZLATIN 36 RIDGEVALLEY CRESCENT ONTARIO ON M9A 3J6 CANADA
BYRON H RUBIN	3 LAURESTON PL DALLAS TX 75225
CANDACE K ALBERTS	8697 LA MESA BLVD., C-102 LA MESA CA 91942
CANDLEWOOD OF NEVADA, LTD.	ATTN CARL B JOHNSTON 2943 BLUE HERON LOOP LINCOLN CA 95648-8784
CANYON BALANCED MASTER FUND, LTD.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON BLUE CREDIT INVESTMENT FUND L.P.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON CAPITAL ADVISORS LLC	ATTN JONATHAN M. KAPLAN ATTN: GENERAL COUNSEL 2000 AVENUE OF THE STARS, 11TH FLOOR LOS ANGELES CA 90067
CANYON DISTRESSED OPPORTUNITY MASTER	FUND III, L.P. ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON DISTRESSED TX (A) LLC	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON DISTRESSED TX (B) LLC	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON ESG CREDIT MASTER FUND, L.P. (FORMERLY	KNOWN AS THE CANYON VALUE REALIZATION MASTER FUND-X, L.P.), ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON NZ-DOF INVESTING, L.P.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON PARTNERS REAL ESTATE LLC	ATTN JONATHAN M. KAPLAN ATTN: GENERAL COUNSEL 2000 AVENUE OF THE STARS, 11TH FLOOR LOS ANGELES CA 90067
CANYON VALUE REALIZATION FUND, L.P.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON VALUE REALIZATION MAC 18 LTD.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON-ASP FUND, L.P.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON-EDOF (MASTER) L.P.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CANYON-GRF MASTER FUND II, L.P.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
CARLOS ANDRES PARODI CHAVEZ	LA PAZ 1459, INT 702, MIRAFLORES LIMA 00000 PERU
CAROLYN MESSINGER	12939 STEWART RD CORRY PA 16407
CATHAY SECURITIES CORPORATION	ATTN CATHY CHEN 6F, NO. 355, SEC 2, DUNHUA S RD TAIPEI CITY 10669 TAIWAN ROC
CATHY WILLIAMS	20313 MAIN ST HWY 86 SEAGERTOWN PA 16433
CEDAR RIDGE INVESTORS FUND I, LP	ATTN GUY J BENSTEAD C/O KCM INVESTMENT ADVISORS; 750 LINDARO ST, STE 350 SAN DIEGO CA 94907
CETUS CAPITAL	ATTN ROBERT DAVIS 8 SOUND SHORE DRIVE SUITE 303 GREENWICH CT 06830
CETUS CAPITAL VI, L.P.	ATTN RICHARD MAYBAUM 8 SOUND SHORE DRIVE SUITE 303 GREENWICH CT 06830
CHAN ALEC HOI FAI	24 EAST PT RD 11/L CWB HONG KONG
CHARLES CALVO	9 BOLTEN PL BLOOMFIELD NJ 07003
CHARLES DERUSSO	31 BRENTWOOD RD CAPE ELIZABETH ME 04107
CHARLES ZIRBEL & TERI L ZIRBEL	3593 VINEYARD DR THE VILLAGES FL 32163
CHAS V ECKERT, III	160 N FAIRVIEW AVE, STE 4 GOLELA CA 93117
CHATVADEE ONGVISIT	3840 37TH AVE S SEATTLE WA 98118
CHERYL A HARRIS	8559 WATER TOWER ROAD OOLTEWAH TN 37363

Claim Name	Address Information
CHERYL DICKSON	8513 OLIVER RD ERIE PA 16509
CHRIS C MCEVOY	ATTN ANNE M BAKER 463 S COTTAGE HILL AVE ELMHURST IL 60126
CHUN WAH LAM	FLAT RB, 52/F TOWER 5, HEMERA, LOHAS PARK HONG KONG HONG KONG
CHUN-WEI CHEN	831 126TH PL NE, APT B207 BELLEVUE WA 98005
CODY FLEMING	2347 KNOLL CIR GRAND JUNCTION CO 81506
COLIN MARTIN	23 FARM VIEW ROAD WAPPINGERS FALLS NY 12590
CONVERIUM CAPITAL MASTER FUND LP	ATTN JASON CRELINSTEIN 1250 REVE-LEVESQUE O, SUITE 4030 MONTREAL QB H3B 4W8 CANADA
CORBIN ERISA OPPORTUNITY FUND LTD.	ATTN LANCE KRAVITZ 500 FIFTH AVENUE, SUITE 2320 NEW YORK NY 10110
CORBIN OPPORTUNITY FUND LP	ATTN LANCE KRAVITZ 500 FIFTH AVENUE, SUITE 2320 NEW YORK NY 10110
CORRINE MICHNIAK	4818 JIMMY LN HARSHAW WI 57529
CRAIG FRIESEMA	4420 LINDERMAN AVE RACINE WI 53405
CREDIT SUISSE	ATTN CHRISTOPHER S. CAMPBELL 11 MADISON AVE. 4TH FLOOR NEW YORK NY 10010
CREDIT SUISSE ITALY SPA	ATTN WILLIAM CAVALLARI VIA SANTA MARGHERITA 3 MILANO 20121 ITALY
CROATIAN FRATERNAL UNION OF AMERICA	ATTN EDWARD W PAZO 100 DELANEY DRIVE PITTSBURGH PA 15235
DALE BRINKS	649 TENNIS CT HOLLAND MI 49424
DAN M SKOLDS	10 TANGLEWOOD TRAIL DARIEN CT 06820
DANIEL AUGUSTO CHAVES	CARRERA 20 # 102-09 APT 601, EDIFICIO MEDITERRANEO BOGOTA 110111 COLOMBIA
DANIEL J JARZOMSKI	347 E LAKEVIEW BLVD ERIE PA 16504
DANIEL Z. GURGA	3256 DELLS CANYON DR PRESCOTT AZ 86301-8488
DANOTA MALECKI	3871 CENTURY CT YPSILANTI MI 48197
DARLENE D PALSER & MICHAEL A PALSER	7275 ARNOLD RD GREENVILLE OH 45331
DAVID G RICHMOND	11 PALMERA RANCHO SANTA MARGARITA CA 92688-1336
DAVID LASSER, TRUSTEE	454 9TH STREET BROOKLYN NY 11215
DAVID POLSOM	31 MYRTLE BLVD LARCHMONT NY 10538
DAVID VINCENT	452SO 2210 W PROVO UT 84601
DEBORAH D COTTRELL	4403 N GREENBRIER RD LONG BEACH CA 90808-1420
DEKHIL MOHAMED AYMEN	1 TER CHEMIN DES MONGES RABASTENS 81800 FRANCE
DEUTSCHE BANK SECURITIES INC.	ATTN ELLIOTT HORNER / JOANNE ADKINS 60 WALL STREET, 3RD FL NEW YORK NY 10005
DG FINANCIAL LTD, LLC	ATTN DAVID ZLATIN 23811 CHAGRIN BLVD., SUITE 200 BEACHWOOD OH 44122-5525
DIANA MOSER	42 NORTH ANN STREET LITTLE FALLS NY 13365
DON K LEAFSTEDT	835 15TH STREET SE MASON CITY IA 50401
DONALD C CAMPBELL	35904 22ND FL S UNIT C FEDERAL WAY WA 98003
DUANE BRITSCHGI, PAM BRITSCHGI	381 7TH LANE FOX ISLAND WA 98333
DWIGHT PLACE CAPITAL MANAGEMENT, LLC	ATTN ILAN MANDEL 668 MADISON AVE NEW YORK NY 10061
DWIGHT PLACE CAPITAL PARTNERS LLC	ATTN ILAN MANDEL 668 MADISON AVE NEW YORK NY 10061
EDO COHEN	1644 HI POINT ST LOS ANGELES CA 90035
EDUARDO M REARTE	ONE COCA-COLA PLAZA ATLANTA GA 30313
EDWARD LOWE	4469 KRIS DRIVE SANTA MARIA CA 93455
EDWARD R SHULER & SANDRA J SHULER JT TENANTS	7661 CEDAR BARK ROAD MICCO FL 32976
ELENA BOURTSEV	79 DRUMMER RD ACTON MA 01720
ELENA SAMMONS	821 SATINWOOD CT CHESAPEAKE VA 23322
ELIZABETH S LORING FAMILY TRUST	ATTN ELIZABETH LORING 1331 W. CORNELIA AVENUE CHICAGO IL 60657-1401
ELLIOTT SHRIFTMAN	6 RIVER RIDGE CT BEACON NY 12508
EP CANYON LTD.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
ERICA DISTENFELD	50 EAST 79TH ST NEW YORK NY 10075
ERIK ZIMMERMAN	6709 CORIE LN WEST HILLS CA 91307
FENDL, PETRA	GARLUST 18 94234 VIEDITACH

Claim Name	Address Information
FERRARO ROMERO FAMILY TRUST	ATTN CARLOS FERRARO 1339 SW 22 TERRACE MIAMI FL 33145-3938
FIDELITY SALEM STREET TRUST:	FIDELITY STRATEGIC REAL RETURN FUND ATTN CHRIS MAHER 245 SUMMER STREET BOSTON MA 02110
FIDELITY SECURITIES FUND:	FIDELITY REAL ESTATE INCOME FUND ATTN CHRIS MAHER 245 SUMMER STREET BOSTON MA 02110
FIDELITY SECURITIES FUND:	FIDELITY SERIES REAL ESTATE INCOME FUND ATTN CHRIS MAHER 245 SUMMER STREET BOSTON MA 02110
FIR TREE CAPITAL OPPORTUNITY MASTER FUND III LP	ATTN BRIAN MEYER 55 W 46TH STREET, 29TH FLOOR NEW YORK NY 10036
FIR TREE CAPITAL OPPORTUNITY MASTER FUND LP	ATTN BRIAN MEYER 55 W 46TH STREET, 29TH FLOOR NEW YORK NY 10036
FRANK & DORIS SMELTZ 2011 TRUST	ATTN FRANK SMELTZ 177 KAMALA WAY GOLETA CA 93117
FRANLU, LLC	ATTN PATRICK FRANCIS ORLANDO 2000 S BAYSHORE DR APT 20 MIAMI FL 33133
FRED CALIM DE CARVALHO	RUA PINES DE OLIVEIRA 165 SAO PAULO SP 04716-0000 BRAZIL
FUNDACION MARETERRA	ATTN RAFAEL LARREA PLAZA LAS MANANITAS, LOCAL NO.1 PANAMA PANAMA
GABOR SALAMON	1004 BRIDGEWOOD PL BOCA RATON FL 33434
GALEINA INVEST LIMITED	ATTN YANG SOU CHIN TRIDENT CHAMBERS 146 ROAD TOWN, TORTOLA BVI
GALSTON REAL ESTATE CORP	ATTN PABLO CORBELLE MOVGANT MORGAN BUILDING #958 PASEA ESTATE ROADTOWN TORTOTA BVI
GAPAGUI CORP	ATTN GUILLERMO ANDRES PRIETO KALLINIKOFF NICANOR TORALES 228, ESQUINA GUIDO SPANO ASUNCION PARAGUAY 01111 PARAGUAY
GARY DEARDORFF	1691 COLT DR HENDERSON NV 89002
GARY NEMER	97 DEL CASA D MILL VALLEY CA
GEOFFREY CHENG	2278 LANGSPUR DR. HACIENDA HEIGHTS CA 91745
GILBERT GOMEZ	11031 N TELLER FOUNTAIN HILLS AZ 85268
GINGER HAMMERQUIST	1800 BRANBLE BROOK LN BEL AIR MD 21015
GRUPO CHEPEL 445 SRL	ATTN NINFA DEL CONSUELO MAGGI SANTANDER 17376 VISTANCIA CIR BOCA RATON FL 33496-3204
GUILLERMO HELD	2305 CALLE LAJREL - APT 416 SAN JUAN 00913 PUERTO RICO
HEIDI S KELLEY & JEFFREY B KELLEY	5531 HIXON LAKE RD RHINELANDER WI 54501
HENRY S THOMASSEN	97 INDIAN POINT ROAD STAFFORD VA 22554
HENRY SCHERER ROLLOVER IRA	ATTN ALEXANDER SCHERER 167 BODINE RD. BERWYN PA 19312
HERMAN L PATTERSON	10671 BRAESCHEATHER CT HIGHLANDS RANCH CO 80126
HERNAN POSADA & MYRIAM FONG	ATTN HERNAN POSADA ALTOS DEL GOLF, CALLE GIL BLAS TEJEIRA, CASA #18 PANAMA PANAMA
HONG JIAN LI	411 N YNEZ AVE, APT B MONTEREY PARK CA 91754
HOWARD AMSTER	ATTN HOWARD AMSTER 23811 CHAGRIN BLVD., SUITE 200 BEACHWOOD OH 44122-5525
HOWARD AMSTER IRREVOCABLE TRUST	ATTN WILLIAM N. COSTARAS 23811 CHAGRIN BLVD., SUITE 200 BEACHWOOD OH 44122-5525
HOWARD M AMSTER CHARITABLE 2015 ANNUITY TRUST	ATTN WILLIAM COSTARAS 23811 CHAGRIN BLVD. SUITE 200 BEACHWOOD OH 44122-5525
HOWARD M AMSTER CHARITABLE LEAD TRUST 2018	ATTN WILLIAM COSTARAS 23811 CHAGRIN BLVD. SUITE 200 BEACHWOOD OH 44122-5525
HOWARD M AMSTER NON-GRANTOR 2017 LEAD TRUST	ATTN WILLIAM N. COSTARAS 23811 CHAGRIN BLVD., SUITE 200 BEACHWOOD OH 44122-5525
HUAHAI MA	ROOM 12A04, BLOCK 9, XIANGXIELI GARDEN, NONGYUAN RD. FUTIAN, SHENZHEN 518040, GU CHINA
INVERSIONES LAFARO, S.A.	ATTN ANALISA ALFARO OBARRIO, CALLE 61, LA MANZANA DE OBARRIO CASA NO. 13 PANAMA PANAMA
IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	ATTN ANDREW SCRIVEN 6300 C ST SW CEDAR RAPIDS IA 52499
IRO ANGELO	48 BI-STATE PLAZA #520 WESTWOOD NJ 07675



Claim Name	Address Information
J. MICHAEL LINE	107 BIRCH COURT DAHINDA IL 61428
JAMES E FAST	ATTN JAMES FAST 65 JAMES LANDING RD NEWPORT NEWS VA 23606
JAMES J HERRMANN	1399 MUNDYS LANDING RD HARRODSBURG KY 40330
JAMES KUMPEL	10315 CAVALRY CIRCLE RENO NV 89521
JAMES L WILLIAMS	2511 W MESA VERDE DR BEVERLY HILLS FL 34465
JAMES MESSING	ATTN JAMES MESSING 670 WEST END AVENUE, APT 3C NEW YORK NY 10025
JAMES TUCK	953 TOWN TRAIL PINEWAY MI HI 48169
JAMES W & MARTHA S KINSLEY FAMILY TRUST	ATTN JAMES & MARTHA KINSLEY 5390 GRANBY DR YORBA LINDA
JANE HOLLISTER	1019 MARSHALL DR ERIE PA 16505
JEEREDDI I LP/ JEEREDDI II LP	ATTN NAVEEN JEEREDDI 6430 SUNSET BLVD. STE 1575 LOS ANGELES CA 90028
JENNIFER KEITH	2611 FOXWOOD DR ASHLAND OH 44805
JENNY B LEGER	6972 S NIAGARA CT CENTENNIAL CO 80112
JESSE V & VANESSA S CREWS FAMILY TRUST	ATTN JESSE V CREWS 15 ALICE PLACE ORINDA CA 94563
JESSE V CREWS	15 ALICE PLACE ORINDA CA 94563
JETHANAND MAHADEV	JAYA CREATION LLC, PO BOX 241673 DUBAI
JOANN STIBBE	929 N WISCONSIN AVE RICE LAKE WI 54868
JOHN C GORSKI	12608 ROYAL GORGE CT MOKENA, IL 60448
JOHN J CRAMER	8 FOX GLOVE LN STOW MA 01775
JOHN K ROSSO, TTEE ROSSO FAMILY TRUST DTD 12/24/90	30 BUCKEYE COURT PORTOLA VALLEY CA 94028
JOHN P. TROIANO	5 NEWFIELDS RD EXETER NH 03833-4540
JOHNNY LOWE	4469 KRIS DRIVE SANTA MARIA CA 93455
JORGE ALBERTO ROPERTI	ATTN MARTIN PEDRO DIAZ LAVALLE 648 PISO 7 BUENOS AIRES 1047 ARGENTINA
JOSEPH L KAGZOR	400 COLD SPRINGS RD DILLSBURG PA 17019
JOSEPH P ABOOD LP	ATTN JOSEPH P ABOOD 201 CRANDON BLVD APT 824 KEY BISCAYNE FL 33149
JOSEPH P ABOOD REVOCABLE TRUST	ATTN JOSEPH P ABOOD 201 CRANDON BLVD APT 824 KEY BISCAYNE FL 33149
JOSEPH P ARISCO	10760 FM 2813 #500 FLINT TX 75762
JOSHUA BRAIN	615 ROUND HILL ROAD GREENWICH CT 06831
JOY HAPPINES TRUST/ SALVADOR SAFIE	ATTN OLIVIA PEREYRA FERNANDEZ 550 BITLMORE WAY 10TH FLOOR CORAL GABLES, FL 33134
JUAN R SERVA FELICE	AV CIRCUNVALACION QTA GUAYABAL URB LOMAS DE LA LAGUNITA CARACAS MIRANDA 1080 VENEZULA
JUDY HOFFMAN	2670 N FEDERAL HWY APT 4 BOYNTON BEACH FL 33435
JULIE L BENES	717 S KENDALL KALAMAZOO MI 49006
KAI MING LI	112 BOES COURT WEST LAFAYETTE IN 47906
KDHB V PARTNERS, LP	ATTN DORSEY D. FARR 3350 RIVERWOOD PARKWAY, SUITE 700 ATLANTA GA 30339
KEITH G BLUM	8842 MCCOY ST LENEXA KS 66227
KENDAL PSP HS	ATTN GREG GOLZ 738 BONNIE BRAE PLACE RIVER FOREST IL 60305
KENNETH J HOLICK	1444 MCMASTER DR SURFSIDE BEACH SC 29575
KENNETH KALENDERIAN	401 E LAS OLAS BLVD, STE 130-552 FORT LAUDERDALE FL 33301
KENNYLAND INVESTIMENT SA	ATTN MARTIN PEDRO DIAZ CASILLA CORREO NRO.002 CORREO CENTRAL MONTEVIDEO R.O URUGUAY
KETHANDAPATTI GOPALASWAMI SRINIVAS	21550 PROVINCIAL BLVD, #1504 KATY TX 77450
KHALID S/O FAIZ MOHAMED	47, JALAN AMPANG SINGAPORE 268633 SINGAPORE
KING STREET CAPITAL MASTER FUND, LTD	ATTN HOWARD BAUM 299 PARK AVE, 40TH FL NEW YORK NY 10171
KING STREET CAPITAL, LP	ATTN HOWARD BAUM 299 PARK AVE, 40TH FL NEW YORK NY 10171
KING STREET GLOBAL DRAWDOWN FUND, LP	ATTN HOWARD BAUM 299 PARK AVE, 40TH FL NEW YORK NY 10171
KRZYSZTOF MALECKI	3871 CENTURY CT YPSILANTI MI 48197
KUKENAN CAPITAL ADVISORS LTD	ATTN ROSA EMILIANO 6465 S MITCHELL MANOR CIR MIAMI FL 33156
LATTIN 1997 TRUST	1590 SHIRLEY AVE LOS ALTOS CA 94024

Claim Name	Address Information
LAUGHLIN HOLDING LLC	ATTN HOWARD AMSTER 23811 CHAGRIN BLVD. SUITE 200 BEACHWOOD OH 44122-5525
LAWRENCE L SHIPP	10605 W 121ST ST OVERLAND PARK KS 66213
LAWRENCE M BENJAMIN	2849 W COYLE CHICAGO IL 60645
LEE ZOOK	130 MORNING MIST DRIVE HUNTSVILLE AL 35811
LEO F HANLIN	160 WRIGHT ST CORRY PA 16407
LINDA TURLEY	10009 MESA MADERA DRIVE SAN DIEGO CA 92131
LITTLEJOHN OPPORTUNITIES MASTER FUND L.P.	ATTN RICHARD MAYBAUM 8 SOUND SHORE DRIVE SUITE 303 GREENWICH CT 06830
LIVELLO CAPITAL MANAGEMENT LP	ATTN JOSEPH SALEGNA 1 WORLD TRADE CENTER 85TH FLOOR NEW YORK NY 10007
LYNN AND MARK JACOBS	ATTN LYNN JACOBS; MARK JACOBS 107 SAGEWOOD DRIVE MALVERN PA 19355
LYNN M KRYSIAK	440 W 10TH ST APT 2 ERIE PA 16502
MACKENZIE US HIGH YIELD BOND INDEX ETF	(CAD-HEDGED) ATTN DANIEL COOPER 180 QUEEN STREET WEST TORONTO ON M5V 3K1 CANADA
MADHU BHARGAVA	ATTN ALOK MAKHIJA 2446 QUIET WAY INDIANAPOLIS IN 46239
MAJA RADA	CALLE 8, PASEO GORGAS, CASA 1010, COLON COLON PANAMA
MARBY HURST	4981 SW 35 WAY FT LAUDERDALE FL 33312
MARIA EUGENIA KALKOW	LAVALLEJA 881 P3 B BUENOS AIRES 1414 ARGENTINA
MARIA MERCEDES GARCIA BERNADAS	CALLE B EDIF QUINIMARI P5 APT 5B LA ALAMEDA CARACAS MIRANDA 1080 VENEZUELA
MARIANO SISELES	3128 MCLAUGHLIN CT GARNET VALLEY PA 19060
MARIE LUCIE DORVIL	14560 NE 6 AVE APT#302 NORTH MIAMI FL 33161
MARK BERARDONI	1514 E WILLIAMS 52 TEMPE AZ 85281
MARK V MANCOS	801 ABACO PATH THE VILLAGES FL 32163
MARQUETTE BANK	ATTN BRENDA RIECKERT 9533 WEST 143RD ST ORLAND PARK IL 60462
MATTHEW OBREZA PRESIDENT	RICHARD OBREZA TRUCKING INC. 194 KIDDNEY ROAD MOHAWK NY 13407
MAURA LOOP	131 STEELE ST CAMBRIDGE SPRINGS PA 16403
MAZALTOV INVESTMENT 2, S.A.	ATTN ABRAHAM ATTIE DUEK EDIFICIO NOVATEX, ZONA LIBRE COLON PANAMA
MERCHIE CALABRESE	5522 STONE RUN DR FAIRVIEW PA 16415
MICHAEL A KATZFEY	3300 W 43RD AVE KANSAS CITY KS 66103
MICHAEL DISTENFELD	50 EAST 79TH ST NEW YORK NY 10075
MICHAEL DORSEY	4630 HAMPTONS DRIVE ALPHARETTA GA 30004
MICHAEL E MAYER	2025 WAYCROSS RD FREMONT CA 94537
MICHAEL L BOCHERT	7161 FRANCE AVE. S #612 EDINA MN 55435
MILTON ADEMAR CAREAGA	CALLE COLON #338 SUCRE BOLIVA
MOLLY AND ADAM WIEDENHAEFER	3013 HEAVENLY LANE SNELLVILLE GA 30078
MURALEEDHARAN PARUTHOOLI	1464 S MICHIGAN AVE, APT 1704 CHICAGO IL 60605
NADIA NEVSIMAL-RICCI	4755 4TH ST VELO BEACH FL 32968
NAMCO REALTY LLC	ATTN IGAL NAMDAR 150 GREAT NECK ROAD, SUITE 304 GREAT NECK NY 11021
NATASHA MARIA KOWALSKI	316 ALTA VISTA DR SANTA CRUZ CA 95060
NATHAN SCHWANDT	2102 CEDAR DR RAPID CITY SD 57702
NEIL CUTCLIFFE	410 VIA DICHOSH SANTA BARBARA CA 93110
NESTOR PEDRO DIAZ	MAURICIO CARDOZO OCAMPO 1063 ASUNCION 1888 PARAGUAY
NEVILLE ROBBINS	44 MIZPAH STREET SAN FRANCISCO CA 94131
NEWNHAM TRUST	ATTN PAUL NEWNHAM 1065 OXEN ROAD INCLINE VILLAGE NV 89451
NIMPHANIDA CALVO	9 BOLTEN PL BLOOMFIELD NJ 07003
NORBERT SCHNEIDER	13838 DORMAN RD WATERFORD PA 16441
OAKTREE CAPITAL MANAGEMENT, L.P.	ATTN ROSS ROSENFELT; KAJ VAZALE 333 SOUTH GRAND AVE. 28TH FLOOR LOS ANGELES CA 90071
OCM CBL HOLDINGS, LLC	ATTN ROSS ROSENFELT / KAJ VAZELES 333 S. GRAND AVE., 28TH FL LOS ANGELES CA 90071
ODEON CAPITAL GROUP	ATTN AARON DORFMAN 750 LEXINGTON AVE, 27TH FL NEW YORK NY 10022

Claim Name	Address Information
OFM II, L.P.	ATTN RICHARD MAYBAUM 8 SOUND SHORE DRIVE SUITE 303 GREENWICH CT 06830
OPPENHEIMER AND CO	ATTN COLIN SANDY 85 BROAD ST NEW YORK NY 10004
PACIFIC INVESTMENT MANAGEMENT COMPANY LLC	ATTN ALFRED T. MURATA 650 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92660
PATRICIA JANNI	2314 NW 94TH ST SEATTLE WA 92117
PAUL GONZALES	7332 HILLSBORO CT. CANTON MI 48187
PAUL O ORIAIFO	8714 FORT FOOTE ROAD FORT WASHINGTON MD 20744
PENROLD HOLDINGS LIMITED	ATTN ILDEMARO MARTINEZ 3175 ROAD TOWN TORTOLA BRITISH BVI
PERIPATETIKOS HOLDING B.V.	ATTN PAUL BERKELMANS WETERINGSCHANS 8-1 AMSTERDAN 1017XR, NORTH HOLLAND THE NETHERLANDS
PETER B MACIVER	2764 SE 65TH AVE PORTLAND OR 97206
PETER J COTCH, HILLTOP SECURITIES BENE IRA	15 ATHENA WAY ROCKPORT MA 01966
PETER KOBYLIVKER	920 LEROSE CT MARIETTA GA 30068
PHILLIP HASTINGS	5855 N KOLB #3211 TUCSON AZ 85750
PHYLLIS R SWERDLOW	5 HALF HOLLOW RD SELDEN NY 11784
PLACIDO HERNANDEZ	2775 SW 137TH PLACE MIAMI FL 33175
PLEASANT LAKE-SKOIEN INVESTMENTS LLC	ATTN HOWARD AMSTER 23811 CHAGRIN BLVD., SUITE 200 BEACHWOOD OH 44122-5525
PLEASANT LAKES APTS LTD PARTNERSHIP	ATTN HOWARD AMSTER 23811 CHAGRIN BLVD., SUITE 200 BEACHWOOD OH 44122-5525
PRESTIGE WORLDWIDE GROUP LIMITED	ATTN ALBERTO IGNACIO DOMINGUEZ ESCALONA 25303 WE 121ST AVENUE HOMESTEAD FL 33032
RAMAT SECURITIES LTD	ATTN DAVID ZLATIN 23811 CHAGRIN BLVD., SUITE 200 BEACHWOOD OH 44122-5525
RANDAL JENNINGS IRA	1451 NAPLES WAY LIVERMORE CA 94550
REDFIELD CORP	ATTN FRANCISCO LINO RAMIREZ ARTEAGA AV. ALBERTO TEJADA, PH CLAYTON HEIGHTS, CASA 5, CLAYTON CIUDAD DE PANAMA 000000 PANAMA
REDWOOD CAPITAL MANAGEMENT, LLC	ATTN RUBEN KLIKSBERG 910 SYLVAN AVE, SUITE 130 ENGLEWOOD CLIFFS NJ 07632
REGINALD CHAMBERLAIN	381 CONNOR CIRCLE SACRAMENTO CA 95835
RHONDA SOUTHWORTH	328 BEACHGROVE DR ERIE PA 16505
RICHARD GIAQUINTO	6600 SUNSET WAY - APT 408 ST PETE BEACH FL 33706
RICHARD GORDON BENES	717 S KENDALL KALAMAZOO MI 49006
RICHARD MARZKA	100 DAVIS DR EDINBORO PA 16412
RICHARD RUBEN 2001 FAMILY TRUST	ATTN ROSS SILVER C/O RUBEN COMPANIES, 600 MADISON AVE NEW YORK NY 10022
RICHARD W BARRETT	11218 STRATFORD DR N FISHERS IN 46038
ROBERT EGEMEIER	21 DEXTER MILL DR TEATICKET MA 02536
ROBERTO SOLIS	2710 SHANNON DR SOUTH SAN FRANCISCO CA 94080
RONALD COMI	3911 GREENGARDEN BLVD ERIE PA 16509
RONALD SORVELLI	650 YOUNG RD. APT 11 ERIE PA 16509
ROSEMARY FORBES	813 ABACO PATH THE VILLAGES FL 32163
RUBEN FAMILY 1996 JEDI TRUST	ATTN FREDERICK KLEIN C/O RUBEN COMPANIES, 600 MADISON AVE NEW YORK NY 10022
RUWEN CHENG	2278 LANGSPUR DR. HACIENDA HEIGHTS CA 91745
SANDRA BATES GAY	14045 212TH DR NE WOODINVILLE WA 98072
SCOTT BENSINK	PO BOX 406 FINDLEY LK NY 14736
SCOTT GERICH	73 KOZREY RD TOLLAND CT 06084-2511
SECRET HARBOR	225 N WALNUT ST BURMINTON WA 98233
SELECTED FUNERAL AND LIFE INSURANCE COMPANY	ATTN COURTNEY C CROUCH, JR P.O. BOX 6040 HOT SPRINGS AR 71902-6040
SERENA PORTFOLIO, LTD	ATTN LUIZ FERNANDO DA SILVA MONTORO 24 DE CASTRO STREET WICKHAMS CAY 1 ROAD TOWN, TORTOLA 00000 BVI
SERGEI BURTSEBV	79 DRUMMER RD ACTON MA 01720
SHEILA J MILLMAN	17501 SUPERIOR ST NORTHRIDGE CA 91325

SERVICE LIST

Claim Name	Address Information
SIERRA PACIFIC SECURITIES, LLC	ATTN ERIN LAN KOWSKY 10100 W CHARLESTON BLVD. SUITE 214 LAS VEGAS NV 89135
SIETSEMA FAMILY TRUST 10/07/16	ATTN WILLIAM SIETSEMA 33 SAN GABRIEL RANCHO SANTA MARGARITA CA 92688
SIGSUG FOUNDATION	ATTN DAVID KOLANGUI COHEN PH TUSCANY, APARTAMENTO, 14-A, AVENIDA WINSTON CHURCHILL PANAMA PANAMA
SMELTZ FAMILY TRUST	ATTN PAUL SMELTZ 1531 DOROTHY LANE FULLERTON CA 92831
SONIA K. AMSTER LLP	ATTN GILA NUSSBAUM 23811 CHAGRIN BLVD., SUITE 200 BEACHWOOD OH 44122-5525
STANLEY CHOW	457 HIGHLANDS COURT MARTINEZ GA 30907
STEAMBOAT ENTERPRISES GROUP LTD	ATTN ELISABETH MARIA LOPES CAMARGO TRIDENT CHAMBERS 146 ROAD TOWN, TORTOLA 00000 BVI
STEPHEN DARRELL FIELDS	2413 BRIGHT HAVEN DRIVE RALEIGH NC 27614
STEVEN CHANSKY	15395 ROYAL FERN LN N NAPLES FL 34110
STEVEN LAROSE HURN	11 EDELWEISS LN DARIEN CT 06820
STRATEGIC VALUE DISLOCATION MASTER FUND, L.P	BY SVP DISLOCATION LLC, ITS INVESTMENT MANAGER ATTN JAMES DOUGHERTY C/O STRATEGIC VALUE PARTNERS, LLC 100 WEST PUTNAM AVENUE GREENWICH CT 06830
STRATEGIC VALUE OPPORTUNITIES FUND, L.P.	BY SVP SPECIAL SITUATIONS III-A LLC, ITS INVESTMENT MANAGER ATTN JAMES DOUGHERTY C/O STRATEGIC VALUE PARTNERS, LLC 100 WEST PUTNAM AVENUE GREENWICH CT 06830
STRATEGIC VALUE SPECIAL SITUATIONS MASTER FUND	IV, L.P., BY SVP SPECIAL SITUATIONS IV LLC, ITS INVESTMENT MANAGER ATTN JAMES DOUGHERTY C/O STRATEGIC VALUE PARTNERS, LLC 100 WEST PUTNAM AVENUE GREENWICH CT 06830
STRATEGIC VALUE SPECIAL SITUATIONS MASTER FUND	V, L.P, BY SVP SPECIAL SITUATIONS MASTER FUND V LLC ITS INVESTMENT MANAGER ATTN JAMES DOUGHERTY C/O STRATEGIC VALUE PARTNERS, LLC 100 WEST PUTNAM AVENUE GREENWICH CT 06830
SUNRISE PARTNERS LIMITED PARTNERSHIP	ATTN DOUGLAS W. AMBROSE C/O PALOMA PARTNERS MANAGEMENT COMPANY TWO AMERICAN LANE GREENWICH CT 06836-2571
SUSAN CONAWAY	575 WEST WASHINGTON ST BRADFORD PA 16701
SUSAN GLICKMAN	17710 CORRIE FORD DRIVE LUTZ FL 33558
SUSAN MALCOM	10905 VERHAS WAY LOUISVILLE KY 40241
TACONIC MARKET DISLOCATION MASTER FUND III	(CAYMAN), L.P. ATTN ERIN ROTA 280 PARK AVENUE, 5TH FLOOR NEW YORK NY 10017
TACONIC MASTER FUND 1.5 L.P.	ATTN ERIN ROTA 280 PARK AVENUE, 5TH FLOOR NEW YORK NY 10017
TACONIC OPPORTUNITY MASTER FUND L.P.	ATTN ERIN ROTA 280 PARK AVENUE, 5TH FLOOR NEW YORK NY 10017
TAISONG ZOU	4415 E JAEGER RD PHOENIX AZ 85050
THE CANYON VALUE REALIZATION MASTER FUND, L.P.	ATTN JONATHAN KAPLAN C/O CANYON CAPITAL ADVISORS LLC, ATTN: CORPORATE ACTIONS 2000 AVENUE OF THE STARS, 11TH FL LOS ANGELES CA 90067
THE DISTRESSED DEBT TRADING DESK OF	CITIGROUP GLOBAL MARKETS INC. ATTN DAVID QUINN 1 PENNS WAY OPS2 / FLOOR 2 NEW CASTLE DE 19720
THE GARY J. SKOIE TRUST	ATTN GARY J. SKOIE 511 FAIRWAY LANE INVERNESS IL 60067
THRIVENT FINANCIAL FOR LUTHERANS	ATTN MICHAEL SWENDSEN 901 MARQUETTE AVENUE, SUITE 2500 MINNEAPOLIS MN 55402
TODD HESEMANN	4709 HILLSBORO AVE N NEW HOPE MN 55428
TODD OAKLEY & CINDY OAKLEY	18417 SCOTTSDALE BLVD SHAKER HTS OH 44122
TRANSAMERICA LIFE INSURANCE COMPANY	ATTN ANDREW SCRIVEN 6300 C ST SW CEDAR RAPIDS IA 52499
TYLER CURRENT	2613 TODDS POINT RD SIMPSONVILLE KY 40067
TZU CHIANG LI	1 FOX MEADOW LN ST JAMES NY 11780
UNBIR, S.A.	ATTN FRANCESCA MARIA RICCI BD ARTIGAS 411, AP 201 PUNTA CARRERA MONTEVIDEO URUGUAY
UNIBANK, S.A.	ATTN MARIELA ARZE/ MARICEL DE GONZALEZ BALBOA AVENUE, P.H. GRAND BAY TOWER, FLOOR 1 PANAMA PANAMA
UNITED WORLD CONFECTIONARY INC/ SALVADOR SAFIE	ATTN OLIVIA PEREYRA FERNANDEZ 550 BITLMORE WAY 10TH FLOOR CORAL GABLES, FL 33134
URSA MAJOR CAPITAL INC	ATTN ALEJANDRO LUIS VINZE 8601 NW 27TH ST, STE 051-513742 DORAL FL 33122
VALERY BROVKIN	REPUBLIKCUSKAYA ST 8, K2 APT 60 YAROSLAVL 150000 RUSSIA

<b>Claim Name</b>	<b>Address Information</b>
VERSO CORPORATION	ATTN ANDREW SCRIVEN 6300 C ST SW CEDAR RAPIDS IA 52499
VIELA DU TUTO, LTD	ATTN LUIZ FERNANDO DA SILVA MONTORO AKARA BUILDING, 24 DE CASTRO STREET WICKHAMS CAY 1 ROAD TOWN, TORTOLA 00000 BVI
VILLABAL LLC/ CARLOS KRELL	8013 SW 195 TER CUTLER BAY FL 33157
VSS FUND, L.P.	ATTN RICHARD MAYBAUM 8 SOUND SHORE DRIVE SUITE 303 GREENWICH CT 06830
VV CAPITAL PARTNERS, LP	ATTN VENKAT VENKATRAMAN 300 WASHINGTON STREET, SUITE 503B NEWTON MA 02458
WALID RADA YAAFAR	PACIFIC POINT, TORRE 200, PH 2 PUNTA PACIFICA 0832-1236 PANAMA
WANG MIIN LIEH	7FL, 90-1 SONG KAO RD TAIPEI TAIWAN
WELLS FARGO SECURITIES, LLC	ATTN PHILLIP WALDIER 550 S TRYON STREET, 4TH FL CHARLOTTE NC 28202
WILLAIM M STERN IRA	3 HACIEN DA STL MO 63134
WILLAIM M STERN TT BERGER TRUST	3 HACIEN DA STL MO 63134
WILLAIM M STERN TT GUTMAN STERN TRUST	3 HACIEN DA STL MO 63134
WILLARD L CHAMBERLIN	457 ALVERSTON CT BALLWIN MO 67021
WILLIAM FILIPIAK	PO BOX 21 ROGERS CITY MI 49779
WILLIAM JONES	10133 EL PINA DR KNOXVILLE TN 37922
WILLIAM LEFFINGWELL	14590 STATE HWY 98 MEADVILLE PA 16335
WILLIAM LOOP	4106 PARADE BLVD ERIE PA 16504
WILLIAM VANCE & CORRINE VANCE	4112 TUFTON WILLIAMSBURG VA 23188
WLADSTON VIANA FERREIRA FILHO	RUA LEOPOLDINA, 811 APT 601 BELO HORIZONTE MG 30330-230 BRAZIL
WON H CHUNG	1365 DARTMOUTH DR RENO NV 89509-3298
YAM INVESTMENTS, LLC	ATTN PAMELA YEE 670 CARTER STREET NEW CANAAN CT 06840
YOUNG LOWE	4469 KRIS DRIVE SANTA MARIA CA 93455
ZACHARY SLAVIN	1 ASTOR PLACE, APT 8A NEW YORK NY 10003
ZHONG WANG AND JIADAN YANG	4611 MONTEREY AVE BALDWIN PARK CA 91706

<b>Total Creditor count 354</b>
---------------------------------

**Exhibit 4**

Claim Name	Address Information
AMERIPRISE (0756)	ATT GREG WRAALSTAD/PROXY MGR 901 3RD AVE SOUTH MINNEAPOLIS MN 55474
AXOS/COR CLEARING (0052)	ATT CORPORATE ACTIONS DEPT 1200 LANDMARK CTR, STE. 800 OMAHA NE 68102-1916
BANC OF AMERICA SECS (0773)	ATT VINCENZO RUOCCO/PROXY DEPT 222 BROADWAY 11TH FL NEW YORK NY 10038
BARCLAYS CAPITAL (0229,7254)	ATT CORPORATE ACTIONS/REORG 745 7TH AV, 3RD FL NEW YORK NY 10019
BMO NESBITT BURNS /CDS (5043)	ATT PHUTHORN PENIKETT 250 YONGE ST., 14TH FL TORONTO ON M5B 2M8 CANADA
BNP PARIBAS (2322)	ATT PROXY DEPT 525 WASHINGTON BLVD 9TH FL JERSEY CITY NJ 07310
BNY MELLON (901,954,2830,8313)	ATT EVENT CREATION 500 GRANT ST ROOM 151-1700 PITTSBURGH PA 15258
BOA/GWIM TST OPER (0955)	ATT CORPORATE ACTIONS MANAGER 901 MAIN ST 12TH FL DALLAS TX 75202
BROADRIDGE	JOB NUMBER: N64353 51 MERCEDES WAY EDGEWOOD NY 11717
BROWN BROS HARRIMAN & CO(0010)	ATT CORPORATE ACTIONS / VAULT 140 BROADWAY NEW YORK NY 10005
CANTOR FITZ/DEBT CAP (7311)	ATT ANTHONY ROYE OR PROXY DEPT CORPORATE ACTIONS 55 WATER ST, 28TH FL NEW YORK NY 10041
CETERA (0701)	ATT ANGELA HANDELAND/PROXY MGR 400 1ST ST SOUTH STE 300 ST. CLOUD MN 56301
CHARLES SCHWAB & CO. (0164)	ATT CHRISTINA YOUNG/PROXY MGR 2423 EAST LINCOLN DR PHOENIX AZ 85016-1215
CIBC WORLD MKTS. /CDS (5030)	ATT REED JON OR PROXY DEPT 22 FRONT ST. W. 7TH FL TORONTO ON M5J 2W5 CANADA
CITIBANK, N.A. (0908)	ATT SHERIDA SINANAN/PROXY DEPT 3801 CITIBANK CTR B/3RD FL/ZONE 12 TAMPA FL 33610
CITIGROUP/SALOMON (0274)	ATT PATRICIA HALLER/PROXY DEPT 111 WALL ST. 4TH FL NEW YORK NY 10005
COMERICA BANK (2108)	ATT LEWIS WISOTSKY/PROXY MGR 411 WEST LAFAYETTE MAIL CODE 3530 DETROIT MI 48226
CREDIT SUISSE (0355)	ATT EMILY CONNORS/PROXY DEPT C/O REORG DEPT 7033 LOUIS STEPHENS DR-4TH FL RESEARCH TRIANGLE PARK NC 27709
D. A. DAVIDSON & CO. (0361)	ATT RITA LINSKEY OR PROXY MGR 8 THIRD ST NORTH GREAT FALLS MT 59401
DEPOSITORY TST CO.	ROBERT GIORDANO 570 WASHINGTON BLVD JERSEY CITY NJ 07310
DEUTSCHE BANK SECS, INC (0573)	ATT SARA BATTEN OR PROXY MGR 5022 GATE PKWY STE 200 JACKSONVILLE FL 32256
EDWARD JONES (0057)	ATT DEREK ADAMS OR PROXY DEPT CORPORATE ACTS & DISTRIBUTION 12555 MANCHESTER RD ST. LOUIS MO 63131
ETRADE/APEX (0158/0385)	C/O BROADRIDGE SECS PROCESSING YASMINE CASSEUS, 2 GATEWAY CTR 283-299 MARKET ST - 16TH FL NEWARK NJ 07102
FIFTH THIRD BANK THE (2116)	ATT CARRIE POTTER/PROXY DEPT 5001 KINGSLEY DR MAIL DROP 1MOB2D CINCINNATI OH 45227
GOLDMAN SACHS (0005,5208)	ATT MEGHAN SULLIVAN/PROXY DEPT 30 HUDSON ST JERSEY CITY NJ 07302
HILLTOP SECS (0279)	ATT PROXY DEPT 1201 ELM ST STE 3500 DALLAS TX 75270
HSBC BANK USA N.A. (2122,8396)	ATT BARBARA SKELLY/PROXY MGR 545 WASHINGTON BLVD 10TH FL JERSEY CITY NJ 07310
INGALLS & SNYDER, LLC (0124)	ATT JOSEPH DI BUONO/PROXY MGR 1325 AV OF THE AMERICAS 18TH FL NEW YORK NY 10019
INTERACTIVE BROKERS (0534)	ATT KARIN MCCARTHY/PROXY DEPT 2 PICKWICK PLAZA, 2ND FL GREENWICH CT 06830
INTL FCSTONE FIN, INC. (0750)	ATT KEN SIMPSON OR PROXY MGR 2 PERIMETER PARK, STE 100W BIRMINGHAM AL 35209
J.P. MORGAN/CLEARING (0352)	ATT CORPORATE ACTIONS TEAM 500 STANTON CHRISTIANA RD. NCC5 FL3 NEWARK DE 19713
JANNEY MONT. SCOTT INC. (0374)	ATT CORPORATE ACTIONS 1717 ARCH ST 17TH FL PHILADELPHIA PA 19103-1675
JEFFERIES & CO, INC. (0019)	ATT ROBERT MARANZANO/PROXY MGR 34 EXCHANGE PL JERSEY CITY NJ 07311
JPM CHASE (902,1970,187)	ATT JEFF LAZARUS PROXY MGR NY1-C094 4 METROTECH CTR - 3RD FL BROOKLYN NY 11245
LPL FIN CORP (0075)	ATT CORPORATE ACTIONS 1055 LPL WAY FORT MILL SC 29715
MEDIANT COMMUNICATIONS	JOB NUMBER: 1751880 STEPHANY HERNANDEZ 100 DEMAREST DR WAYNE NJ 07470
ML/BOFA SECS (0161,8862)	ATT EARL WEEKS OR PROXY DEPT C/O MERRILL LYNCH CORP ACTIONS 4804 DEER LAKE DR. E. JACKSONVILLE FL 32246
MORGAN STANLEY (0015,0050)	ATT MS PROXY DEPT 1300 THAMES ST WHARF BALTIMORE MD 21231
NATL FIN SVCS. (0226)	ATT SEAN COLE OR PROXY DEPT NEWPORT OFFICE CTR III 499 WASHINGTON BLVD JERSEY CITY NJ 07310
NBCN INC. /CDS (5008)	ATT DANIEL NTAP OR PROXY MGR 1010 DE LA GAUCHETIERE OUEST STE 1925 MONTREAL QC H3B 5J2 CANADA

Claim Name	Address Information
NORTHERN TST CO, THE (2669)	ATT ANDREW LUSSEN OR PROXY MGR 801 S. CANAL ST ATT: CAPITAL STRUCTURES-C1N CHICAGO IL 60607
OPPENHEIMER & CO. INC. (0571)	ATT COLIN SANDY OR PROXY MGR 85 BROAD ST, 4TH FL NEW YORK NY 10004
PERSHING (0443)	ATT JOSEPH LAVARA/PROXY DEPT 1 PERSHING PLAZA JERSEY CITY NJ 07399
PNC BANK, NATL ASSOC (2616)	ATT EILEEN BLAKE OR PROXY MGR 8800 TINICUM BLVD MS F6-F266-02-2 PHILADELPHIA PA 19153
RAYMOND JAMES ASSOC INC (0725)	ATT ROBERTA GREEN OR PROXY MGR 880 CARILION PKWY TOWER 2, 4TH FL ST. PETERSBURG FL 33716
RBC CAPITAL MKTS CORP (0235)	ATT STEVE SCHAFER OR PROXY MGR 60 S 6TH ST - P09 MINNEAPOLIS MN 55402-1106
RBC DOMINION /CDS (5002)	ATT PROXY MGR 2 BLOOR ST E # 2300 TORONTO ON M4W 1A8 CANADA
RBC DOMINION /CDS** (4801)	ATT MEELING BOOS OR PROXY MGR 277 FRONT ST WEST 4TH FL TORONTO ON M5V 2X4 CANADA
ROBERT W BAIRD & CO INC (0547)	ATT JAN SUDFELD OR PROXY MGR 777 E. WISCONSIN AV 19TH FL MILWAUKEE WI 53202
SAFRA SECS (8457)	ATT PROXY MGR 546 FIFTH AV NEW YORK NY 10036
SCOTIA CAPITAL /CDS (5011)	ATT EVELYN PANDE OR PROXY DEPT SCOTIA PLAZA 40 KING ST W, 23RD FL TORONTO ON M5H 1H1 CANADA
SEI PRIVATE TST CO (2663)	ATT ERIC GREENE OR PROXY MGR ONE FREEDOM VALLEY DR OAKS PA 19456
SG AMERICAS SECS, LLC (0286)	ATT PAUL MITSAKOS OR PROXY MGR 1221 AV OF THE AMERICAS NEW YORK NY 10020
STATE ST (0997,2950)	ATT PROXY DEPT 1776 HERITAGE DR NORTH QUINCY MA 02171
STIFEL NICOLAUS & CO. (0793)	ATT CHRIS WIEGAND/PROXY DEPT C/O MEDIANT COMMUNICATIONS 501 N. BROADWAY ST. LOUIS MO 63102
TD AMERITRADE CLEARING (0188)	ATT MANDI FOSTER OR PROXY MGR 200 S. 108TH AVE OMAHA NE 68154
TDWATERHOUSE CANADA/CDS (5036)	ATT YOUSUF AHMED OR PROXY MGR 77 BLOOR ST WEST 3RD FL TORONTO ON M4Y 2T1 CANADA
U.S. BANCORP INVEST (0280)	ATT KEVIN BROWN OR PROXY MGR 60 LIVINGSTON AVE ST. PAUL MN 55107-1419
U.S. BANK N.A. (2803)	ATT PAUL KUXHAUS OR PROXY MGR 1555 N. RIVER CTR DR STE 302 MILWAUKEE WI 53212
UBS FIN SVCS LLC (0221)	ATT PROXY DEPT - JANE FLOOD 1000 HARBOR BLVD WEEHAWKEN NJ 07086
UBS SECS LLC (0642)	ATT MICHAEL HALLET/PROXY MGR PROXY DEPT 315 DEADRICK ST NASHVILLE TN 37238
VANGUARD MARKETING CORP (0062)	ATT BEN BEGUIN OR PROXY MGR 14321 N. NORTHSIGHT BLVD SCOTTSDALE AZ 85260
WEDBUSH MORGAN SECS INC (0103)	ATT ALAN FERREIRA OR PROXY MGR 1000 WILSHIRE BLVD., STE #850 LOS ANGELES CA 90030
WELLS FARGO BANK NA (2027)	ATT LORA DAHLE OR PROXY MGR 550 SOUTH 4TH ST MAC N9310-141 MINNEAPOLIS MN 55415
WELLS FARGO CLEARSVCS (0141)	ATT PROXY DEPT H0006-08N 2801 MARKET ST ST. LOUIS MO 63103
WELLS FARGO SECS, LLC (0250)	ATT SCOTT NELLIS OR PROXY MGR CORP ACTIONS - MAC D109-010 1525 WEST WT HARRIS BLVD, 1B1 CHARLOTTE NC 28262

**Total Creditor count 66**



**Exhibit 5**

<b>Claim Name</b>	<b>Address Information</b>
A & H MECHANICAL CONTRACTING INC	ATTN CINDY PO BOX 38 COLLINSVILLE IL 62234
ANDERSON, SMITH, NULL & STOFER, L.L.P.	(COUNSEL TO UTAH DEPT. OF TRANSPORTATION) ATTN RICHARD T CHAPMAN 101 W. GOODWIN, STE 700 P.O. BOX 1969 VICTORIA TX 77902
BALLARD SPAHR LLP	(COUNSEL TO ROSS DRESS FOR LESS INC) ATTN DAVID L POLLACK & MICHAEL A DIGIACOMO 1735 MARKET ST, 51ST FL PHILADELPHIA PA 19103-7599
IMPERIAL COUNTY	TREASURER - TAX COLLECTOR ATTN KAREN VOGEL 940 W MAIN ST, STE 106 EL CENTRO CA 92243
INTERNAL REVENUE SERVICES	(CENTRALIZED INSOLVENCY OPERATION) PO BOX 7346 PHILADELPHIA PA 19101-7346
INTERNAL REVENUE SERVICES	(DEPARTMENT OF THE TREASURY) 1500 PENNSYLVANIA AVE NW WASHINGTON DC 20220
INTERNAL REVENUE SERVICES	(LOCAL OFFICE) 1100 COMMERCE ST, RM 121 DALLAS TX 75242
JOHNSON POPE BOKOR RUPPEL & BURNS LLP	(COUNSEL TO CHEYENNE PARTNERS ONE LLC) ATTN ANGELINA E LIM, ESQ 401 E JACKSON ST, STE 3100 TAMPA FL 33602
KONE INC	ATTN PAULA ROYER PO BOX 3491 CAROL STREAM IL 60132-3491
MILLER-MCCOY INC	ATTN R WAYNE MCCOY 915 CREEKSIDE RD CHATTANOOGA TN 37406
SCHINDLER ELEVATOR CORPORATION	ATTN DAVID O'BRIEN PO BOX 93050 CHICAGO IL 60673-3050
TEXAS STATE SECURITIES BOARD	THOMAS JEFFERSON RUSK STATE OFFICE BDLG 208 E 10TH ST AUSTIN TX 78701
WESTERN WATERPROOFING COMPANY INC	D/B/A WESTERN SPECIALTY CONTRACTORS ATTN JENNIFER BALLENGEE 1637 N. WARSON RD ST LOUIS MO 63132

<b>Total Creditor count 13</b>
--------------------------------

**Exhibit 6**

NAME	EMAIL
AFL NETWORK SERVICES INC	CAROLYN.PRICE@AFLGLOBAL.COM
AKIN GUMP STRAUSS HAUSER & FELD LLP	AQURESHI@AKINGUMP.COM
AKIN GUMP STRAUSS HAUSER & FELD LLP	MSTAMER@AKINGUMP.COM
AKIN GUMP STRAUSS HAUSER & FELD LLP	MLAHAIE@AKINGUMP.COM
AKIN GUMP STRAUSS HAUSER & FELD LLP	KZUZOLO@AKINGUMP.COM
AKIN GUMP STRAUSS HAUSER & FELD LLP	MBRIMMAGE@AKINGUMP.COM
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ, P.C	DFERRETTI@BAKERDONELSON.COM
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ, P.C	DFOLDS@BAKERDONELSON.COM
BERNSTEIN-BURKLEY, P.C	KEBECK@BERNSTEINLAW.COM
BOEN PLUMBING INC.	BOENPLUMBING@SBCGLOBAL.NET
BRITE IDEAS CONTRACTING, LLC	JOHNSBRITEIDEAS@GMAIL.COM
CCI CONSTRUCTION OF SC INC	CCIDEREK@YAHOO.COM
CHAMPIONS REAL ESTATE GROUP LLC	LIN@BELLAIREFOODSTREET.COM
CHARLESTON COUNTY	STORMWATER@CHARLESTONCOUNTY.ORG
CLARK HILL PLC	DBLAU@CLARKHILL.COM
COMMONWEALTH OF PENNSYLVANIA	RA-LI-UCTS-BANKRUPT@STATE.PA.US
DCO CONSTRUCTION LLC	ECUELLARDESIGNS@YAHOO.COM
DELAWARE TRUST COMPANY AS INDENTURE TRUSTEE	MICHELLE.DREYER@CSCGFM.COM
ERMC LLC	TAMIE.MORGAN@ERMC2.COM
FLORIDA BULB & BALLAST INC.	CUSTOMERSERVICE@FLABULB.COM
FOX ROTHSCHILD LLP	SKIPNIS@FOXROTHSCHILD.COM
FOX ROTHSCHILD LLP	TMONSOUR@FOXROTHSCHILD.COM
FOXHILL CONSTRUCTION LLC	JOE@FOXHILLCONSTRUCTION.COM
GETTLE INCORPORATED	EBAIR@GETTLE.COM
GREENBERG TRAURIG, LLP	HEYENS@GTLAW.COM
HACKETT FEINBERG P.C	FFM@BOSTONBUSINESSLAW.COM
HAHN LOESER & PAKS LLP	CWICK@HAHNLAW.COM
HAYNSWORTH SINKLER BOYD, P.A.	MCASKEY@HSBLAWFIRM.COM
HOWLEY LAW PLLC	TOM@HOWLEY-LAW.COM
HOWLEY LAW PLLC	ERIC@HOWLEY-LAW.COM
HUSCH BLACKWELL LLP	MARK.BENEDICT@HUSCHBLACKWELL.COM
JENNMACK GROUP LLC	BRISBANEGROUP99@YAHOO.COM
JONES DAY	BROSENBUM@JONESDAY.COM
JONES DAY	CLWILSON@JONESDAY.COM
JONES DAY	BPBARRAGATE@JONESDAY.COM
JONES DAY	PMGREEN@JONESDAY.COM
JONES DAY	MCCORCORAN@JONESDAY.COM
JONES LANG LASALLE BROKERAGE INC.	MARTIJOHNSON@AMJLL.COM
K&L GATES LLP	DAVID.WEITMAN@KLGATES.COM
K&L GATES LLP	DANIEL.ELIADES@KLGATES.COM
K&L GATES LLP	DAVID.CATUOGNO@KLGATES.COM
K&L GATES LLP	TRAVIS.POWERS@KLGATES.COM
KILMER CROSBY & QUADROS PLLC	BKILMER@KCQ-LAWFIRM.COM
LINEBARGER GOGGAN BLAIR & SAMPSON, LLP	AUSTIN.BANKRUPTCY@PUBLICANS.COM
LINEBARGER GOGGAN BLAIR & SAMPSON, LLP	HOUSTON_BANKRUPTCY@PUBLICANS.COM
LINEBARGER GOGGAN BLAIR & SAMPSON, LLP	DALLAS.BANKRUPTCY@PUBLICANS.COM
LINEBARGER GOGGAN BLAIR & SAMPSON, LLP	SANANTONIO.BANKRUPTCY@PUBLICANS.COM
LOCKE LORD LLP	JONATHAN.YOUNG@LOCKELORD.COM
LOCKE LORD LLP	STEPHEN.HUMENIUK@LOCKELORD.COM
LOCKE LORD LLP	CHELSEY.ROSENBLOOM@LOCKELORD.COM
MADISON COUNTY, ALABAMA	JRICH@MADISONCOUNTYAL.GOV
MAYER BROWN LLP	ABERK@MAYERBROWN.COM
MAYER BROWN LLP	CDINH@MAYERBROWN.COM
MAYER BROWN LLP	CREIMER@MAYERBROWN.COM
MCCREARY, VESELKA, BRAGG & ALLEN, P.C	TLEDAY@MVBALAW.COM
MCDERMOTT WILL & EMERY LLP	CRGIBBS@MWE.COM
MCDERMOTT WILL & EMERY LLP	JAGERBER@MWE.COM
MCDERMOTT WILL & EMERY LLP	KGOING@MWE.COM
MCDERMOTT WILL & EMERY LLP	SALUTKUS@MWE.COM
MCDERMOTT WILL & EMERY LLP	GKNIGHT@MWE.COM

NAME	EMAIL
MCDERMOTT WILL. & EMERY LLP	PHAVELES@MWE.COM
NAUMAN MECHANICAL INC.	NICOLE@NAUMANINC.COM
OFFICE OF THE UNITED STATES TRUSTEE	STEPHEN.STATHAM@USDOJ.GOV
OFFICE OF THE UNITED STATES TRUSTEE	HECTOR.DURAN.JR@USDOJ.GOV
PALMETTO DOOR CONTROLS & GLASS LLC	HEATHER@PALMETTODOORCONTROLS.COM
PERDUE, BRANDON, FIELDER, COLLINS & MOTT, L.L.P.	OSONIK@PBFCM.COM
PIEDMONT PROPERTY SERVICES, IN	PPSMATT@NORTHSTATE.NET
POLSINELLI PC	SBARLOW@POLSINELLI.COM
POLSINELLI PC	LBOYDSTON@POLSINELLI.COM
PRYOR CASHMAN LLP	MSILVERMAN@PRYORCASHMAN.COM
PRYOR CASHMAN LLP	SLIEBERMAN@PRYORCASHMAN.COM
PRYOR CASHMAN LLP	PSIBLEY@PRYORCASHMAN.COM
RECYCLING & WASTE SOLUTIONS LLC	NSETTLE@RWSFACILITYSERVICES.COM
REED SMITH, L.L.P	KAURZADA@REEDSMITH.COM
REED SMITH, L.L.P	DDALCOL@REEDSMITH.COM
SCHAUER & SIMANK, P.C	RSIMANK@CCTXLAW.COM
SECURAMERICA LLC	TAMIE.MORGAN@ERMC2.COM
SECURITIES & EXCHANGE COMMISSION	CHAIRMANOFFICE@SEC.GOV
SEYFARTH SHAW LLP	JSOWKA@SEYFARTH.COM
SINGER & LEVICK, P.C	MSHRIRO@SINGERLEVICK.COM
SOCO DECOR LLC	SOCOSERVICES@YAHOO.COM
STRONG PIPKIN BISSELL, LEDYARD LLP	KBATTAGLINI@STRONGPIPKIN.COM
SUBWAY REAL ESTATE LLC	FERGUSON_C@SUBWAY.COM
THE UNITED STATES ATTORNEYS OFFICE	RICHARD.KINCHELOE@USDOJ.GOV
THE WEAVER LAW FIRM	JWU@WEAVERLAWYERS.COM
THE WEAVER LAW FIRM	RWEAVER@WEAVERLAWYERS.COM
THE WILBERT GROUP	MBRAYKOVICH@THEWILBERTGROUP.COM
THOMPSON HINE LLP	SEAN.GORDON@THOMPSONHINE.COM
TN DEPT OF TREASURY	STEVE.BUTLER@AG.TN.GOV
TRANE U.S., INC. DBA TRANE	SMSHORE@TRANE.COM
TRIMMERS HOLIDAY DECOR	DALE@TRIMMERSHD.COM
TROUTMAN PEPPER	MATTHEW.BROOKS@TROUTMAN.COM
WHITE & CASE LLP	TLAURIA@WHITECASE.COM
WHITE & CASE LLP	MSHEPHERD@WHITECASE.COM
WHITE & CASE LLP	BRIAN.PFEIFFER@WHITECASE.COM
WHITE & CASE LLP	APARRACRISTE@WHITECASE.COM
WHITE & CASE LLP	GKURTZ@WHITECASE.COM
WHITE & CASE LLP	AHAMMOND@WHITECASE.COM
WILSON, CRIBBS + GOREN, P.C.	BKILPATRICK@WGCLAW.COM

**Exhibit 7**

Email Address	Email Address
MSCURA@INGALLS.NET	CONNIE@CONNECTORWORLDSUPPLY.COM
MSGOLF307@AOL.COM	

Total Creditor count 3

**Exhibit 8**



Email Address	Email Address
SPECIALPROCESSING@BROADRIDGE.COM	CORPORATEACTIONS@MEDIANTONLINE.COM; MGIFFIN@MEDIANTONLINE.COM

Total Creditor count 2

**Exhibit 9**

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

<b>In re:</b>  <b>CBL &amp; ASSOCIATES PROPERTIES, INC., et al.,</b>  <b>Debtors.<sup>1</sup></b>	<b>§ § § § § §</b>	<b>Chapter 11</b>   <b>Case No. 20-35226 (DRJ)</b>  <b>(Jointly Administered)</b>
---	--	--

**EMERGENCY MOTION OF DEBTORS  
FOR ENTRY OF ORDER AUTHORIZING  
MODIFICATION OF THIRD AMENDED JOINT  
CHAPTER 11 PLAN OF CBL & ASSOCIATES PROPERTIES, INC.  
AND ITS AFFILIATED DEBTORS (WITH TECHNICAL MODIFICATIONS)  
PURSUANT TO SECTION 1127(c) OF THE BANKRUPTCY CODE**

**Emergency relief has been requested. A hearing will be conducted on this matter on October 26, 2021 at 9:00 a.m. (CT). You may participate in the hearing by audio/video connection.**

**Please note that through the entry of General Order 2020-10 on March 24, 2020, General Order 2020-11 on April 27, 2020, General Order 2020-17 on June 12, 2020, General Order 2020-18 on June 29, 2020, General Order 2020-19 on August 7, 2020, and General Order 2020-20 on October 19, 2020 the Court invoked and then extended and modified the protocol for emergency public health or safety conditions.**

**Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. You will be responsible for your own long-distance charges. Once connected, you will be asked to enter the conference room number. Judge Jones' conference room number is 205691.**

**You may view video via GoToMeeting. To use GoToMeeting, the Court recommends that you download the free GoToMeeting application. To connect, you should enter the meeting code "JudgeJones" in the GoToMeeting app or click the link on Judge Jones' home page on the Southern District of Texas website. Once connected, click the settings icon in the upper right corner and enter your name under the personal information setting.**

**Hearing appearances must be made electronically in advance of the hearing. To make your electronic appearance, go to the Southern District of Texas website and**

<sup>1</sup> 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.

select “Bankruptcy Court” from the top menu. Select “Judges’ Procedures,” then “View Home Page” for Judge Jones. Under “Electronic Appearance” select “Click here to submit Electronic Appearance.” Select the case name, complete the required fields and click “Submit” to complete your appearance.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must either appear at the hearing or file a written response prior to the hearing. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Relief is requested not later than October 26, 2021.

CBL & Associates Properties, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

#### **Preliminary Statement**

1. As described herein, the Debtors seek a technical modification of the confirmed Plan to facilitate the distribution of all the New Convertible Notes as of the Effective Date. Distributing all of the New Convertible Notes on or around the Effective Date, as opposed to withholding a portion of the New Convertible Notes pending completion of the claims reconciliation process, will reduce administrative burdens, mitigate potential adverse tax consequences, and provide clarity to those parties entitled to receive the New Convertible Notes. As described herein, the Proposed Modification will not impact the recovery of any holder of a Claim or Interest under the Plan, other than a potential immaterial impact on the Electing Holders, if any. Indeed, the Ad Hoc Noteholder Group—whose constituents represents a significant portion of the Electing Holders—and the Creditors’ Committee support the Proposed Modification.

2. Additionally, the Debtors respectfully request, with the consent of the Ad Hoc Noteholder Group and the Creditors’ Committee, that the Court authorize the Debtors to forego the Preferred Fee Reduction (as defined herein). Among other things, the Plan provides that the recovery of Class 11 (Existing REIT Preferred Stock) will be reduced by costs incurred by

or attributed to the Debtors' Estates in connection with any objections to confirmation of the Plan filed and prosecuted by holders of Existing REIT Preferred Stock (the "**Preferred Fee Reduction**"). See Plan § 4.11(a).

3. Accordingly, for the reasons set forth herein, the Debtors respectfully request that the Court approve the Proposed Modification and authorize the Debtors to forego the Preferred Fee Reduction.

### **Relief Requested**

4. By this Motion, pursuant to sections 105(a), 1127(b) and (c), and 1129 of title 11 of the United States Code (the "**Bankruptcy Code**"), request entry of an order (i)(a) approving the addition of the clause bolded below (the "**Proposed Modification**") to the end of section 5.9(a) of the *Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors (with Technical Modifications)* (Docket No. 1369) (as has been and may be further amended, supplemented, or modified from time to time, the "**Plan**"):<sup>2</sup>

#### **5.9 Convertible Notes Election.**

Each (i) Consenting Crossholder entitled to receive New Senior Secured Notes on account of its Consenting Crossholder Claim and (ii) each Consenting Noteholder entitled to receive New Senior Secured Notes on account of its Senior Unsecured Notes Claim, may, at its option, elect, on a dollar-for-dollar basis, to substitute its allocated share of the New Senior Secured Notes for New Convertible Notes; provided that the amount of New Convertible Notes that may be issued in lieu of the New Senior Secured Notes pursuant to the Convertible Notes Election (inclusive of the Convertible Notes Election available for Consenting Crossholders on account of Consenting Crossholder Claims and Consenting Noteholders on account of Senior Unsecured Notes Claims) shall be subject to a maximum principal amount of \$100,000,000 in the aggregate; provided, further, that the Consenting Crossholders shall be entitled to the first \$10,000,000 of New Convertible Notes on account of their Consenting Crossholder Claims on a Pro Rata basis; provided, further, that, with respect to the remaining amount of New

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

Convertible Notes available subject to the Convertible Notes Election, the Consenting Crossholders shall receive New Convertible Notes on a Pro Rata basis with the Consenting Noteholders that exercise the Convertible Notes Election (with such Pro Rata allocation being determined by the electing holder's allocation of New Senior Secured Notes (on account of both Consenting Crossholder Claims and Senior Unsecured Notes Claims) as the numerator and the total amount of New Senior Secured Notes available to be received by electing holders (on account of both Consenting Crossholder Claims and Senior Unsecured Notes Claims) as the denominator) (such formula, the "Convertible Notes Allocation Formula"); provided, further, that, solely for purposes of the Convertible Notes Allocation Formula and distributions of New Convertible Notes in accordance therewith, and solely for such purposes, the aggregate amount of Allowed Class 7 Unsecured Claims shall be assumed to be \$1.435 billion.

and (b) deeming the Plan and the applicable Plan Documents, each as modified by the Proposed Modification, accepted by all holders of Claims and Interests that previously voted to accept the Plan, (ii) authorizing the Debtors to forego the Preferred Fee Reduction (as defined herein), and (iii) granting related relief.

5. A proposed form of order granting the relief requested herein is attached hereto as **Exhibit A** (the "**Proposed Order**"). A copy of the modified Plan and a changed-pages-only redline reflecting the Proposed Modification, are attached to the Proposed Order as Exhibit 1 and Exhibit 2, respectively.

#### **Jurisdiction**

6. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Background**

7. Beginning on November 1, 2020 (the "**Petition Date**"), the Debtors each commenced with this Court a voluntary case under the Bankruptcy Code. The Debtors continue

to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and Rule 1015-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the "**Local Rules**"). On November 13, 2020, the United States Trustee for Region 7 (the "**U.S. Trustee**") appointed an official committee of unsecured creditors (the "**Creditors' Committee**") in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

8. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Mark Renzi in Support of Debtors' Chapter 11 Petitions and First Day Motions*, sworn to on November 2, 2020 (the "**First Day Declaration**") (Docket No. 3).

9. On August 11, 2021, the Court entered an order (Docket No. 1397) (the "**Confirmation Order**") confirming the Plan. The Effective Date of the Plan is subject to certain conditions set forth in section 9.1 of the Plan that have not yet occurred but are anticipated to occur on November 1, 2021.

#### **The Proposed Modification**

10. Pursuant to the Plan, holders of Claims in Class 7 (Unsecured Claims) are entitled to receive their Pro Rata share of the Unsecured Claims Recovery Pool, consisting of New Common Stock, New Senior Secured Notes, and Cash. *See* Plan § 4.7. In addition, Consenting Crossholders and Consenting Noteholders (including holders of Senior Unsecured Notes Claims that signed joinders to the RSA) were entitled to make the Convertible Notes Election to elect, on a dollar-for-dollar basis, to substitute their respective, allocated Pro Rata shares of New Senior

Secured Notes for up to \$100 million of New Convertible Notes in the aggregate (such holders that made the election, the “**Electing Holders**”). Given that holders of over \$1.0 billion in principal amount of the Senior Unsecured Notes exercised the Convertible Notes Election, the entire \$100 million of New Convertible Notes will be issued and distributed.<sup>3</sup>

11. Section 5.9 of the Plan provides that the initial \$10 million of New Convertible Notes will be allocated to the Consenting Crossholders. *See* Plan § 5.9. Pursuant to section 5.9 of the Plan, as currently drafted, the remaining \$90 million of New Convertible Notes will be allocated:

. . . on a Pro Rata basis with the Consenting Noteholders that exercise the Convertible Notes Election (with such Pro Rata allocation being determined by *the electing holder’s allocation of New Senior Secured Notes* (on account of both Consenting Crossholder Claims and Senior Unsecured Notes Claims) as the numerator and the *total amount of New Senior Secured Notes available to be received by electing holders* (on account of both Consenting Crossholder Claims and Senior Unsecured Notes Claims) as the denominator).

*See id.* (emphasis added) (the “**Convertible Notes Allocation Formula**”). In other words, the Convertible Notes Allocation Formula (and, in turn, the resulting allocation of New Senior Secured Notes to the electing holders) is calculated based upon the amount of New Senior Secured Notes to be issued to the Electing Holders, both to individual Electing Holders and in the aggregate to all such Electing Holders.

12. The total amount of New Senior Secured Notes to be issued to the Electing Holders thus depends on the total amount of Allowed Claims in Class 7 (Unsecured Claims) (the “**Class 7 Claims**”). Class 7 Claims, however, include non-Senior Unsecured Notes Claims such

---

<sup>3</sup> The Plan also provides for the issuance of \$50 million in additional New Convertible Notes in accordance with the Commitment Letter wherein the Commitment Parties committed to purchase such New Money Convertible Notes. For the avoidance of doubt, the Proposed Modification does not affect the allocation or distribution of New Money Convertible Notes or otherwise affect the Commitment Parties’ rights with respect thereto.



as certain trade claims and other General Unsecured Claims (such as Class 7 Claims that are not Senior Unsecured Notes Claims, the “**Non-Notes Claims**”), which share in the distribution of the New Senior Secured Notes. Consequently, the final amount of Class 7 Claims will not be known until the completion of the claims reconciliation process, which will not occur until after the Effective Date, and the resolution of certain Claims may not be known for a period of years. Therefore, as currently constructed, the Convertible Notes Allocation Formula necessitates that the Debtors withhold some of the New Convertible Notes for subsequent distribution after the completion of the claims reconciliation process, when the final amount of Class 7 Claims are known and allocations are finalized.

13. The Debtors and the Ad Hoc Noteholder Group would strongly prefer to distribute all of the New Convertible Notes on (or very shortly after) the Effective Date. Among other things, delaying the distribution of some of the New Convertible Notes (i) presents administrative complexities that the Debtors, the Disbursing Agent, and the ad hoc group of Consenting Noteholders (the “**Ad Hoc Noteholder Group**”) would like to avoid, and (ii) may result in a tax liability upon the subsequent distribution of New Convertible Notes with respect to the appreciation of value of the New Convertible Notes after the Effective Date (in addition to any tax liability on accrued interest), which tax liability could necessitate the sale of some of the New Convertible Notes to satisfy the tax liability, and which tax liability might not have been incurred by an Electing Holder (or might have been further delayed) if all the New Convertible Notes had been distributed on or about the Effective Date.

14. Consequently, to facilitate the distribution of all of the New Convertible Notes on the Effective Date, the Proposed Modification provides that the Convertible Notes Allocation Formula assumes that the aggregate amount of Class 7 Claims is \$1.435 billion, which

is the midpoint of the Debtors' projected range for Class 7 Claims. *See* Disclosure Statement at 16, n.8. With this assumption in place, the New Convertible Notes Formula and the resulting allocations of New Convertible Notes will be fixed on the Effective Date and not subject to further change, even upon completion of the claims reconciliation process. Thus, the Proposed Modification mitigates the need to hold back a portion of the New Convertible Notes while the Debtors work to finish the claims reconciliation process and alleviates uncertainty and delay.

15. To be clear, the Debtors still anticipate establishing appropriate reserves for Disputed Claims and will hold back the applicable Plan consideration until such Disputed Claims are resolved in connection with the Claims reconciliation process and in accordance with the Plan. However, any holder of a Disputed Class 7 Claim, if ultimately Allowed either in full or a lesser amount, is entitled to receive only their Pro Rata share of New Senior Secured Notes, New Common Stock and Cash (i.e., such claimants are not entitled to receive New Convertible Notes because the New Convertible Notes were only available to Consenting Noteholders or Consenting Crossholders). The Proposed Modification, therefore, eliminates the need to hold back New Convertible Notes from the Consenting Noteholders and Consenting Crossholders, which constituencies hold Claims deemed Allowed by the Plan and are not subject to dispute.

**The Court Should Approve the Proposed Modification**

16. The Proposed Modification should be approved pursuant to sections 105(a), 1127(b) and (c), and 1129 of the Bankruptcy Code and the terms of the Plan because the Proposed Modification will allow the Debtors to effectuate the Plan without undue delay, administrative burden, or additional adverse tax consequences to the Debtors or their creditors.

17. Section 1127 of the Bankruptcy Code, in relevant part, provides:

...

(b) The proponent of a plan or the reorganized debtor may modify such plan at any time after confirmation of such plan and before substantial consummation of such plan, but may not modify such plan so that such plan as modified fails to meet the requirements of sections 1122 and 1123 of this title. Such plan as modified under this subsection becomes the plan only if circumstances warrant such modification and the court, after notice and a hearing, confirms such plan as modified, under section 1129 of this title.

(c) The proponent of a modification shall comply with section 1125 of this title with respect to the plan as modified.

(d) Any holder of a claim or interest that has accepted or rejected a plan is deemed to have accepted or rejected, as the case may be, such plan as modified, unless, within the time fixed by the court, such holder changes such holder's previous acceptance or rejection.

11 U.S.C. § 1127.

18. Section 12.4 of the Plan, titled "Amendments," specifically authorizes the Debtors' post-confirmation amendment of the Plan and provides:

(a) **Plan Modifications.** The Plan may be amended, modified, or supplemented by the Debtors in accordance with the terms of the Restructuring Support Agreement and with the consent of the parties entitled to consent thereunder, such consent not to be unreasonably withheld, and upon consultation with the Creditors' Committee, and in the manner provided for by section 1127 of the Bankruptcy Code or as otherwise permitted by law, without additional disclosure pursuant to section 1125 of the Bankruptcy Code, except as otherwise ordered by the Bankruptcy Court. In addition, after the Confirmation Date, so long as such action does not materially and adversely affect the treatment of holders of Allowed Claims pursuant to the Plan, the Debtors, with consent of the parties entitled to consent thereunder, such consent not to be unreasonably withheld, and upon consultation with the Creditors' Committee, may remedy any defect or omission or reconcile any inconsistencies in the Plan or the Confirmation Order with respect to such matters as may be necessary to carry out the purposes of effects of the Plan, and any holder of a Claim or Interest that has accepted the Plan shall be deemed to have accepted the Plan as amended, modified, or supplemented.

(b) **Certain Technical Amendments.** Prior to the Effective Date, the Debtors may make appropriate technical adjustments and modifications to the Plan with consent of the Required Consenting Creditors, such consent not to be unreasonably withheld, and upon

consultation with the Creditors' Committee, without further order or approval of the Bankruptcy Court; provided, that such technical adjustments and modifications do not adversely affect in a material way the treatment of holders of Claims or Interests under the Plan.

Plan § 12.4. Paragraph 3 of the Confirmation Order similarly provides: "Subject to the terms of the Plan (including all consent rights provided therein), the Debtors reserve the right to alter, amend, update, or modify the Plan Documents prior to the Effective Date." Conf. Ord. ¶ 3.

19. The Proposed Modification satisfies section 1127(b) because (i) the Plan has not yet been substantially consummated, (ii) the circumstances described herein, including the avoidance of significant administrative and possible tax burdens, warrant such modifications, and (iii) the Proposed Modification does not (a) alter the classification of Claims or Interests under the Plan in violation of section 1122, (b) add any provisions prohibited by the Bankruptcy Code in violation of section 1123, or (c) otherwise alter the Plan in violation of section 1129.

20. Importantly, the Proposed Modification does not impact Plan distributions to holders of Class 7 Claims that are not Electing Holders because such holders are not entitled to receive New Convertible Notes under the Plan. With respect to the Electing Holders, the Proposed Modification, at most, impacts the currency in which they receive a portion of their recovery (i.e. the amount of New Convertible Notes they receive in lieu of New Senior Secured Notes). Given that, pursuant to the New Convertible Notes Election, the New Senior Secured Notes were exchangeable for New Convertible Notes on a one-for-one basis, the quantum of the Electing Holder's recovery under the Plan does not change.

21. Moreover, the impact of the Proposed Modification on the Electing Holders, if any, would be immaterial and would be offset by the advantages gained by allocating all of the New Convertible Notes in the initial distribution on or around the Effective Date. The Senior Unsecured Notes Claims account for approximately \$1.4 billion—or greater than 95%—of the

projected Class 7 Claims (even at the high end of the projected range). As a result, even if the Allowed Class 7 Claims were to drop below \$1.435 billion—and, consequently, more New Senior Secured Notes became available for distribution to holders of Allowed Class 7 Claims—the amount of additional New Convertible Notes that would be allocable to each Electing Holder is minimal. In fact, with the Proposed Modification, Electing Holders will benefit by receiving all of their New Convertible Notes as of the Effective Date. Further, the Ad Hoc Noteholder Group—which includes holders of Consenting Crossholder Claims in Class 4 and which members are to receive significant allocations of New Convertible Notes on the Effective Date—and the Creditors’ Committee both support the Proposed Modification.

22. Accordingly, the Proposed Modification complies with section 1127(b) and should be approved.

**The Proposed Modification Does Not Require Further Disclosure or Resolicitation**

23. Because, as discussed above, the Proposed Modification does not materially and adversely affect creditors, they can and should be approved without the need for further disclosure or resolicitation. Although section 1127(c) of the Bankruptcy Code requires that any proposed plan modification comply with the disclosure requirements of section 1125 of the Bankruptcy Code, not all plan modifications require resolicitation. *See, e.g., In re Am. Solar King Corp.*, 90 B.R. 808, 823–24 (Bankr. W.D. Tex. 1988) (“Further disclosure occurs only when and to the extent that the debtor intends to solicit votes from previously dissenting creditors or when the modification materially and adversely impacts parties who previously voted for the plan.”); *see also In re Cypresswood Land Partners, I*, 409 B.R. 396, 440 (Bankr. S.D. Tex. 2009) (“[B]ut such [plan] modifications were non-material and therefore the Debtor was not required to adhere to the strict requirements of 11 U.S.C. § 1125.”).

24. As the court in *American Solar King* explained, when a plan modification is not material, defined as “[a] modification . . . [that] will not affect an investor’s voting decision,” then “[a]dditional disclosure would serve no purpose and would therefore not be required.” 90 B.R. at 824, n. 28 (internal citations omitted). In that scenario, the court explained, “[b]allots solicited with the original disclosure statement previously approved by the court will ***still be valid for the modified plan***, because that disclosure statement is presumed already to contain ‘adequate information’ to cover minor modifications.” *Id.* (emphasis added).

25. Following the *American Solar King* logic, courts have held that further disclosure and resolicitation of votes on the modified plan is required only when the modification materially ***and*** adversely impacts parties who previously voted for the plan. *See, e.g., In re Century Glove, Inc.*, 1993 U.S. Dist. LEXIS 2286, at \*12 (D. Del. Feb. 10, 1993) (upholding bankruptcy court’s finding that section 1127 did not require further disclosure or resolicitation on modification that altered treatment to only one creditor because “the modifications . . . did not materially and adversely impact any creditors who previously voted for the Plan”) (citing *Am. Solar King*, 90 B.R. at 823); *In re Aleris Int’l, Inc.*, 2010 WL 3492664, at \*32 (Bankr. D. Del. May 13, 2010) (“Further disclosure and resolicitation of votes on a modified plan is only required . . . when the modification materially ***and*** adversely affects parties who previously voted for the plan.”) (citations omitted) (emphasis in original).

26. “A modification is material if it so affects a creditor or interest holder who accepted the plan that such entity, if it knew of the modification, would be likely to reconsider its acceptance.” *Id.* at 824 (internal citation omitted). Courts have held that proposed plan modifications are not adverse where “[n]one of the changes negatively affects the repayment of creditors. . . .” *See, e.g., In re Mount Vernon Plaza Cmty. Urban Redevelopment Corp. I*, 79 B.R.

305, 306 (Bankr. S.D. Ohio 1987); *see also Am. Solar King*, 90 B.R. at 823, n. 27 (“The modified plan need not be resubmitted to creditors and interest holders if the court finds that they are not adversely affected.”) (internal citations omitted).

27. As noted above, the Proposed Modification does not impact the value of distributions to the Electing Holders. Rather, the Proposed Modification only affects the currency—New Senior Secured Notes versus New Convertible Notes—received by the Electing Holders. The impact of the Proposed Modification on the total amount of New Convertible Notes to be received by the Electing Holders is either minimal or non-existent. In fact, the allocation of New Convertible Notes to Electing Holders pursuant to the Convertible Notes Allocation Formula was always subject to adjustment depending upon the ultimate amount of Allowed Class 7 Claims. Accordingly, the Debtors submit that the Proposed Modification would not cause any of the holders of Claims in Class 4 (Consenting Crossholder Claims) or Class 7 Claims to reconsider their acceptance of the Plan. The Proposed Modification, therefore, even with respect to the Electing Holders, is not material. It bears repeating that the Proposed Modification does not impact the Plan recovery for any other holder of a Claim or Interest.

28. Further, when proposed modifications have the consent (or at least non-objection) of a party to be affected, it weighs against a finding a materiality and, thus, against a need to resolicit. *See Aleris*, 2010 Bankr. LEXIS 2997, at \*98 (holding that a plan modification complied with section 1127(c) without the need for resolicitation in part because it “d[id] not adversely affect any Creditor other than the Backstop Parties, and the Backstop Parties have consented to the Additional Plan Modifications.”); *Cypresswood Land Partners, I*, 409 B.R. at 441 (noting that the immaterial nature of the modifications was “highlighted by the fact that [the affected creditors], who had notice of the Debtor’s modifications, have not objected to them”).

Here, the Ad Hoc Noteholder Group and the Creditors' Committee, whose constituents include the Electing Holders, are supportive of the Proposed Modification.

29. Accordingly, for the foregoing reasons, the Debtors submit that they need not provide further disclosure in respect thereof or resolicit the votes of any parties in interest. Rather, those holders should be deemed to have accepted the Plan, as modified by the Proposed Modification, in accordance with the terms of section 1127 of the Bankruptcy Code and section 12.4 of the Plan.

**The Court Should Authorize the Debtors to Forego the Preferred Fee Reduction**

30. Further, as discussed above, section 4.11(a) of the Plan currently requires a Pro Rata reduction of the recoveries to holders of Existing REIT Preferred Stock in accordance with the Preferred Fee Reduction. As the Court is aware, the overwhelming majority of the holders of the Existing REIT Preferred Stock voted to accept the Plan. Although certain holders of Existing Preferred Stock did object to confirmation of the Plan, no discovery was taken in connection with the Confirmation Hearing and the objecting holders of the Existing REIT Preferred Stock did not contest plan valuation, offer their own competing plan valuation, or cross-examine the Debtors' witness with respect to plan valuation. Consequently, the Debtors believe that the potential costs associated with establishing the Preferred Fee Reduction, and defending against any further objections to the establishment of the amount of such reduction, may outweigh the benefits thereof. Accordingly, the Debtors respectfully request, with the consent of the Ad Hoc Noteholder Group and the Creditors' Committee, that the Court authorize the Debtors to forego the Preferred Fee Reduction.



**Notice**

31. Notice of this Motion will be served on any party entitled to notice pursuant to Bankruptcy Rule 2002, including the Electing Holders, and any other party entitled to notice pursuant to Local Rule 9013-1(d).

*[Remainder of page intentionally left blank]*

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: October 19, 2021  
Houston, Texas

/s/ Alfredo R. Pérez

WEIL, GOTSHAL & MANGES LLP

Alfredo R. Pérez (15776275)

700 Louisiana Street, Suite 1700

Houston, Texas 77002

Telephone: (713) 546-5000

Facsimile: (713) 224-9511

Email: Alfredo.Perez@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP

Ray C. Schrock, P.C. (admitted *pro hac vice*)

Garrett A. Fail (admitted *pro hac vice*)

Moshe A. Fink (admitted *pro hac vice*)

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Email: Ray.Schrock@weil.com

Garrett.Fail@weil.com

Moshe.Fink@weil.com

*Attorneys for Debtors and Debtors-in-Possession*

**Certificate of Service**

I hereby certify that on October 19, 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

**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. <sup>1</sup>	§	(Jointly Administered)
	§	Re: Docket No. [●]

**ORDER AUTHORIZING  
MODIFICATION OF THE THIRD AMENDED JOINT  
CHAPTER 11 PLAN OF CBL & ASSOCIATES PROPERTIES, INC.  
AND ITS AFFILIATED DEBTORS (WITH TECHNICAL MODIFICATIONS)  
PURSUANT TO SECTION 1127(c) OF THE BANKRUPTCY CODE**

Upon the motion, dated October 19, 2021 (the “**Motion**”),<sup>2</sup> of CBL & Associates Properties, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a), 1127(b) and (c), and 1129 of title 11 of the United States Code (the “**Bankruptcy Code**”) for entry of an order (i)(a) approving modifications (the “**Proposed Modification**”) to the *Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and Its Affiliated Debtors (with Technical Modifications)* (Docket No. 1369) (as has been and may be further amended, supplemented, or modified from time to time, the “**Plan**”) and (b) deeming the Plan and the applicable Plan Documents, each as modified by the Proposed Modification, accepted by all holders of Claims and Interests that previously voted to accept the Plan and (ii) 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

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

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, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and this Court having held a hearing to consider the relief requested in the Motion on October 26, 2021 (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before this Court; 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, creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein, and the Proposed Modification reflected in **Exhibit 1** and **Exhibit 2** hereto are approved.
2. The Proposed Modification complies with section 1127 of the Bankruptcy Code.
3. The Debtors are not required to provide further disclosure in respect of the Proposed Modification or to resolicit the votes of any creditors as a result thereof.
4. The Plan and the Plan Documents, as modified by the Proposed Modification and this Order, comply with sections 1122, 1123, and 1129 of the Bankruptcy Code.
5. The Confirmation Order confirming the Plan shall apply to the Plan as modified by the Proposed Modification and this Order.

6. Any holder of a Claim in Class 4 (Consenting Crossholder Claims) or Class 7 (Unsecured Claims) that has accepted the Plan is deemed to have accepted the Plan, as modified by the Proposed Modification and this Order, and such holder shall not have the opportunity to change its previous acceptance.

7. Notwithstanding anything to the contrary in the Plan, including section 4.11(a) thereof, or the Confirmation Order, the Debtors are not required to implement the Preferred Fee Reduction.

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

9. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2021  
Houston, Texas

---

THE HONORABLE DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Modified Plan**

**Exhibit 1 has been intentionally omitted.**

**The Modified Plan is available on the website of the  
Debtors' claims and noticing agent at  
<https://dm.epiq11.com/CBLProperties>.**



**Exhibit 2**

**Changed-Pages-Only Redline**

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

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>CBL &amp; ASSOCIATES PROPERTIES, INC., et al.,</b>	§	
	§	<b>Case No. 20-35226 (DRJ)</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	

**THIRD AMENDED  
JOINT CHAPTER 11 PLAN OF CBL & ASSOCIATES PROPERTIES, INC.  
AND ITS AFFILIATED DEBTORS (WITH TECHNICAL MODIFICATIONS)**

**WEIL, GOTSHAL & MANGES LLP**

Alfredo R. Pérez (15776275)  
700 Louisiana Street, Suite 1700  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511

**WEIL, GOTSHAL & MANGES LLP**

Ray C. Schrock, P.C.  
Garrett A. Fail  
Moshe A. Fink  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

*Counsel for the Debtors  
and Debtors in Possession*

Dated: ~~August 9~~October 19, 2021  
Houston, Texas

<sup>1</sup> 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.

## Table of Contents

	Page
<b>ARTICLE I     DEFINITIONS AND INTERPRETATION.</b>	<b>1</b>
1.1     Definitions.	1
1.2     Interpretation; Application of Definitions; Rules of Construction.	<del>21</del> <u>20</u>
1.3     Consent Rights of Required Consenting Creditors.	21
1.4     Reference to Monetary Figures.	21
1.5     Controlling Document.	21
<b>ARTICLE II     ADMINISTRATIVE EXPENSE CLAIMS, FEE CLAIMS, PRIORITY TAX CLAIMS, AND RESTRUCTURING EXPENSES.</b>	<b>22</b>
2.1     Treatment of Administrative Expense Claims.	22
2.2     Treatment of Fee Claims.	22
2.3     Treatment of Priority Tax Claims.	23
2.4     Payment of Restructuring Expenses.	23
2.5     Statutory Fees.	24
<b>ARTICLE III     CLASSIFICATION OF CLAIMS AND INTERESTS.</b>	<b>24</b>
3.1     Classification in General.	24
3.2     Formation of Debtor Groups for Convenience Only.	24
3.3     Summary of Classification of Claims and Interests.	<del>25</del> <u>24</u>
3.4     Special Provision Governing Unimpaired Claims.	25
3.5     Separate Classification of Other Secured Claims.	25
3.6     Elimination of Vacant Classes.	<del>26</del> <u>25</u>
3.7     Voting Classes; Presumed Acceptance by Non-Voting Classes.	<del>26</del> <u>25</u>
3.8     Voting; Presumptions; Solicitation.	26
3.9     Non-Consensual Confirmation.	26
3.10    No Waiver.	<del>27</del> <u>26</u>
<b>ARTICLE IV     TREATMENT OF CLAIMS AND INTERESTS.</b>	<del>27</del> <u>26</u>
4.1     Class 1: Other Priority Claims.	<del>27</del> <u>26</u>
4.2     Class 2: Other Secured Claims.	27
4.3     Class 3: First Lien Credit Facility Claims.	27
4.4     Class 4: Consenting Crossholder Claims.	<del>28</del> <u>27</u>

4.5	Class 5: Ongoing Trade Claims.....	28
4.6	Class 6: Property-Level Guarantee Settlement Claims.....	<del>29</del> <u>28</u>
4.7	Class 7: Unsecured Claims.....	29
4.8	Class 8: Intercompany Claims.....	29
4.9	Class 9: Existing LP Preferred Units.....	<del>30</del> <u>29</u>
4.10	Class 10: Existing LP Common Units.....	30
4.11	Class 11: Existing REIT Preferred Stock.....	<del>31</del> <u>30</u>
4.12	Class 12: Existing REIT Common Stock.....	<del>32</del> <u>31</u>
4.13	Class 13: Intercompany Interests.....	32
4.14	Class 14: Section 510(b) Claims.....	<del>33</del> <u>32</u>
<b>ARTICLE V MEANS FOR IMPLEMENTATION.....</b>		<b>33</b>
5.1	Compromise and Settlement of Claims, Interests, and Controversies.....	33
5.2	Continued Corporate Existence; Effectuating Documents; Restructuring Transactions.....	33
5.3	Plan Funding.....	36
5.4	Cancellation of Existing Securities, Agreements, and Security Interests.....	36
5.5	Officers and Boards of Directors.....	<del>38</del> <u>37</u>
5.6	Management Incentive Plan.....	38
5.7	Exit Credit Facility.....	<del>39</del> <u>38</u>
5.8	Authorization and Issuance of New Senior Secured Notes and the New Convertible Notes.....	<del>40</del> <u>39</u>
5.9	Convertible Notes Election.....	<del>41</del> <u>40</u>
5.10	Authorization and Issuance of New LP Units.....	41
5.11	New Common Stock; Listing.....	41
5.12	Intercompany Interests.....	42
5.13	No Substantive Consolidation.....	42
5.14	Closing of Chapter 11 Cases.....	<del>43</del> <u>42</u>
5.15	Notice of Effective Date.....	<del>43</del> <u>42</u>
<b>ARTICLE VI DISTRIBUTIONS.....</b>		<b><del>43</del><u>42</u></b>
6.1	Distributions Generally.....	<del>43</del> <u>42</u>
6.2	No Postpetition Interest on Claims.....	43
6.3	Date of Distributions.....	43

6.4	Distribution Procedures.....	43
6.5	Distributions after Effective Date.....	44
6.6	Disbursing Agent.....	44
6.7	Delivery of Distributions.....	44
6.8	Unclaimed Property.....	<del>46</del> <u>45</u>
6.9	Satisfaction of Claims.....	<del>46</del> <u>45</u>
6.10	Manner of Payment under Plan.....	46
6.11	Claims Paid or Payable by Third Parties.....	46
6.12	Fractional Shares and Notes.....	<del>47</del> <u>46</u>
6.13	No Distribution in Excess of Amount of Allowed Claim.....	47
6.14	Allocation of Distributions Between Principal and Interest.....	47
6.15	Exemptions from Securities Laws; Listing.....	<del>48</del> <u>47</u>
6.16	Setoffs and Recoupments.....	48
6.17	Rights and Powers of Disbursing Agent.....	<del>49</del> <u>48</u>
6.18	Expenses of Disbursing Agent.....	<del>49</del> <u>48</u>
6.19	Withholding and Reporting Requirements.....	49
<b>ARTICLE VII PROCEDURES FOR RESOLVING CLAIMS.....</b>		<del>50</del> <u>49</u>
7.1	Allowance of Claims.....	<del>50</del> <u>49</u>
7.2	Objections to Claims.....	50
7.3	Estimation of Claims.....	50
7.4	Disputed Claims Reserve.....	<del>51</del> <u>50</u>
7.5	Adjustment to Claims Register Without Objection.....	52
7.6	Disallowance of Claims.....	52
7.7	Claim Resolution Procedures Cumulative.....	52
7.8	No Distributions Pending Allowance.....	<del>53</del> <u>52</u>
7.9	Distributions after Allowance.....	<del>53</del> <u>52</u>
<b>ARTICLE VIII EXECUTORY CONTRACTS AND UNEXPIRED LEASES.....</b>		<b>53</b>
8.1	General Treatment.....	53
8.2	Determination of Assumption and Cure Disputes; Deemed Consent.....	54
8.3	Rejection Damages Claims.....	55
8.4	Survival of the Debtors' Indemnification Obligations.....	<del>56</del> <u>55</u>
8.5	Employment Arrangements.....	56

8.6	Insurance Policies.....	56
8.7	Tax Agreements.....	57
8.8	Modifications, Amendments, Supplements, Restatements, or Other Agreements.....	<del>58</del> <u>57</u>
8.9	Reservation of Rights.....	58
<b>ARTICLE IX CONDITIONS PRECEDENT TO OCCURRENCE OF EFFECTIVE DATE.....</b>		<del>59</del> <u>58</u>
9.1	Conditions Precedent to Effective Date.....	<del>59</del> <u>58</u>
9.2	Waiver of Conditions Precedent.....	60
9.3	Effect of Failure of a Condition.....	60
9.4	Substantial Consummation.....	<del>61</del> <u>60</u>
<b>ARTICLE X EFFECT OF CONFIRMATION.....</b>		<b>61</b>
10.1	Binding Effect.....	61
10.2	Vesting of Assets.....	61
10.3	Discharge of Claims Against and Interests in Debtors.....	61
10.4	Pre-Confirmation Injunctions and Stays.....	62
10.5	Injunction against Interference with Plan.....	62
10.6	Plan Injunction.....	62
10.7	Releases.....	63
10.8	Exculpation.....	65
10.9	Injunction Related to Releases and Exculpation.....	66
10.10	Subordinated Claims.....	66
10.11	Retention of Causes of Action and Reservation of Rights.....	66
10.12	Ipsa Facto and Similar Provisions Ineffective.....	67
<b>ARTICLE XI RETENTION OF JURISDICTION.....</b>		<b>67</b>
11.1	Retention of Jurisdiction.....	67
<b>ARTICLE XII MISCELLANEOUS PROVISIONS.....</b>		<b>69</b>
12.1	Exemption from Certain Transfer Taxes.....	69
12.2	Request for Expedited Determination of Taxes.....	69
12.3	Dates of Actions to Implement Plan.....	69
12.4	Amendments.....	69

**Consenting Crossholder Claims Recovery Pool** means a combination of consideration consisting of (i) a percentage of the New Common Stock, issued in accordance with the Restructuring Transactions, equal to 10.57143% divided by the REIT LP Ownership Percentage, subject to dilution by the Management Incentive Plan and subsequent issuances of common equity (including securities or instruments convertible into common equity) by the Reorganized Debtors from time to time after the Effective Date, (ii) \$15,000,000 in Cash, and (iii) New Senior Secured Notes in the amount of \$81,000,000.

**Consenting Noteholder** means any (i) holder or beneficial owner of a Senior Unsecured Notes Claim that is a party to the Restructuring Support Agreement, (ii) investment advisor or manager of discretionary funds, accounts, or other entities that are a party to the Restructuring Support Agreement on behalf of holders or beneficial owners of a Senior Unsecured Notes Claim and/or (iii) any holder or beneficial owner of a Senior Unsecured Notes Claim on whose behalf an investment advisor or manager (as set forth in the preceding clause (ii)) has signed the Restructuring Support Agreement, including for the avoidance of doubt any Consenting Crossholder in its capacity as a Consenting Noteholder pursuant to any of the foregoing clauses.

**Convertible Notes Election** has the meaning set forth in section 5.9 of the Plan.

**Convertible Notes Allocation Formula** has the meaning set forth in section 5.9 of the Plan.

**Creditors' Committee** means the statutory committee of unsecured creditors appointed in the Chapter 11 Cases pursuant to section 1102 of the Bankruptcy Code by the U.S. Trustee on November 13, 2020, pursuant to the *Notice of Appointment of Committee of Unsecured Creditors* (Docket No. 204), as amended on March 19, 2021, pursuant to the *Notice of Amended Appointment of Committee of Unsecured Creditors* (Docket No. 975).

**Cure Amount** means the Cash or other property (as the Debtors (with the consent of the Required Consenting Noteholders, such consent not to be unreasonably withheld, and, solely with respect to the Exit Credit Facility Subsidiaries, the Required Consenting Bank Lenders, such consent not to be unreasonably withheld), or the Reorganized Debtors, as applicable, and the counterparty to an executory contract or unexpired lease may agree or the Bankruptcy Court may order) as necessary to (i) cure a monetary default by the Debtors in accordance with the terms of an executory contract or unexpired lease of the Debtors and (ii) permit the Debtors to assume such executory contract or unexpired lease pursuant to section 365(a) of the Bankruptcy Code.

**Cure Claim** means a Claim based upon the applicable Debtor's monetary defaults under any executory contract or unexpired lease at the time such contract or lease is assumed by the applicable Debtor pursuant to section 365 of the Bankruptcy Code.

**D&O Policy** means any insurance policy, including tail insurance policies, for directors', members', trustees', and officers' liability maintained by the Debtors and in effect or purchased as of the Petition Date.

## 5.9 Convertible Notes Election.

Each (i) Consenting Crossholder entitled to receive New Senior Secured Notes on account of its Consenting Crossholder Claim and (ii) each Consenting Noteholder entitled to receive New Senior Secured Notes on account of its Senior Unsecured Notes Claim, may, at its option, elect, on a dollar-for-dollar basis, to substitute its allocated share of the New Senior Secured Notes for New Convertible Notes; provided that the amount of New Convertible Notes that may be issued in lieu of the New Senior Secured Notes pursuant to the Convertible Notes Election (inclusive of the Convertible Notes Election available for Consenting Crossholders on account of Consenting Crossholder Claims and Consenting Noteholders on account of Senior Unsecured Notes Claims) shall be subject to a maximum principal amount of \$100,000,000 in the aggregate; provided, further, that the Consenting Crossholders shall be entitled to the first \$10,000,000 of New Convertible Notes on account of their Consenting Crossholder Claims on a Pro Rata basis; provided, further, that, with respect to the remaining amount of New Convertible Notes available subject to the Convertible Notes Election, the Consenting Crossholders shall receive New Convertible Notes on a Pro Rata basis with the Consenting Noteholders that exercise the Convertible Notes Election (with such Pro Rata allocation being determined by the electing holder's allocation of New Senior Secured Notes (on account of both Consenting Crossholder Claims and Senior Unsecured Notes Claims) as the numerator and the total amount of New Senior Secured Notes available to be received by electing holders (on account of both Consenting Crossholder Claims and Senior Unsecured Notes Claims) as the denominator); (such formula, the "Convertible Notes Allocation Formula"); provided, further, that, solely for purposes of the Convertible Notes Allocation Formula and distributions of New Convertible Notes in accordance therewith, and solely for such purposes, the aggregate amount of Allowed Class 7 Unsecured Claims shall be assumed to be \$1.435 billion.

## 5.10 Authorization and Issuance of New LP Units.

On and after the Effective Date, if applicable, the Reorganized LP is authorized to issue, or cause to be issued, and shall issue the New LP Units in accordance with the terms of the Plan without the need for any further corporate, limited liability company, or shareholder action. All of the New LP Units distributable under the Plan shall be duly authorized, validly issued, and fully paid and non-assessable. All of the New LP Units distributable under the Plan will be entitled to economically equivalent distribution and liquidation rights and will be the only units outstanding with respect to the Reorganized LP upon emergence.

## 5.11 New Common Stock; Listing.

(a) On and after the Effective Date, the Reorganized REIT is authorized to issue, or cause to be issued, and shall issue the New Common Stock in accordance with the terms of the Plan without the need for any further corporate, limited liability company, or shareholder action (or action of any other party, including, without limitation, securityholders, members, limited or general partners, managers, directors, or officers of the Debtors or Reorganized Debtors, as applicable). All of the New Common Stock distributable under the Plan, including New Common Stock that may be issued upon conversion of the New Convertible



| Dated: ~~August 9~~October 19, 2021  
Chattanooga, Tennessee

Respectfully submitted,

By: /s/ Farzana Khaleel  
Name: Farzana Khaleel  
Title: Chief Financial Officer and Executive  
Vice President on behalf of the Debtors