

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

STEARNS HOLDINGS, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 19-12226 (SCC)

Jointly Administered

**ORDER GRANTING DEBTORS' *EX PARTE* MOTION
(A) FOR AN EXPEDITED HEARING, (B) TO SHORTEN NOTICE FOR,
& (C) FOR APPROVAL OF THE FORM AND MANNER OF NOTICE OF
HEARING FOR DEBTORS' AMENDED DISCLOSURE STATEMENT MOTION**

Upon the motion (the "Motion")² of the Debtors for entry of an order (a) setting the hearing date to consider the Amended Disclosure Statement Motion for September 26, 2019, at 11:00 a.m. (Eastern Time), (b) shortening the notice period with respect to the Amended Disclosure Statement Motion, and (c) approving the form and manner of notice of the Amended Disclosure Statement Hearing; and the Debtors having filed the Plan and Amended Disclosure Statement; and it appearing that the relief requested is in the best interests of the Debtors, their estates, and all parties in interest; and after due deliberation; it is hereby:

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Amended Disclosure Statement Motion shall be heard by this Court on

Thursday, September 26, 2019, at 11:00 a.m. (Eastern Time), before the Honorable Shelley C.

¹ The Debtors and the last four digits of their taxpayer identification numbers are: Stearns Holdings, LLC (8219); Stearns Co-Issuer Inc. (7096); Stearns Lending, LLC (1773); Stearns Ventures, LLC (2386); Protos Acquisition LLC (4941); bSNAP, LLC (2498); and Private Mortgage Advisors, LLC (7493). The address of Protos Acquisition LLC is 345 Park Avenue, New York, NY 10154. The address of the other Debtors is c/o Stearns Lending, LLC, 750 East Highway, 121 Bypass, Suite 150, Lewisville, TX 75067.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

Chapman, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 623, New York, NY 10004.

3. The filing deadline for objections to the Amended Disclosure Statement Motion shall be Thursday, September 19, 2019, at 4:00 p.m. (Eastern Time).

4. The form of notice, attached hereto as Exhibit A-1 (the “Amended Disclosure Statement Hearing Notice”) and the manner utilized by the Debtors to provide such notice of the Amended Disclosure Statement Hearing are hereby APPROVED in all respects. Within 2 days from the date of entry of this Order, the Debtors shall mail the Amended Disclosure Statement Hearing Notice to: (a) the entire creditor matrix as maintained by the Debtors’ claims and noticing agent, Prime Clerk LLC; and (b) and any other parties required by Bankruptcy Rule 3017(a), including the SEC. Additionally, the Debtors shall publish the Amended Disclosure Statement Hearing Notice in the national edition of the *Wall Street Journal* within 3 days of the date of entry of this Order.

5. Within 1 business day from the date of entry of this Order, the Debtors shall promptly serve this Order, and if not already served, the Motion, the Plan, the Amended Disclosure Statement, and the Amended Disclosure Statement Motion, to the notice parties identified in the Motion. Such service, including service of the Plan, the Amended Disclosure Statement, and Amended Disclosure Statement Motion, shall satisfy the Debtors’ notice and service obligations under the Bankruptcy Rules, including regarding notice of the time of hearing and the objection deadline, and no other or further service shall be necessary.

6. The Debtors are authorized to make non-substantive changes to the Amended Disclosure Statement Hearing Notice without further order of the Court, including without limitation, changes to correct typographical and grammatical errors and to make conforming

changes with the Amended Disclosure Statement, the Plan, and any other related materials prior to their mailing to parties in interest.

7. This Order shall be effective immediately.

8. The Debtors are authorized to take all actions necessary or appropriate to effectuate this Order.

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

Dated: New York, New York
September 12, 2019

/S/ Shelley C. Chapman

HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A-1

Amended Disclosure Statement Hearing Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

STEARNS HOLDINGS, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 19-12226 (SCC)

Jointly Administered

NOTICE OF HEARING OF AMENDED DISCLOSURE STATEMENT

TO ALL HOLDERS OF CLAIMS AND INTERESTS AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors in possession (the “Debtors”) have filed the:

- (a) *Amended Disclosure Statement with Respect to the Amended Joint Chapter 11 Plan of Reorganization of Stearns Holdings, LLC, et al.* [Docket No. 319] (as amended from time to time and including all exhibits and supplements thereto, the “Amended Disclosure Statement”);
- (b) *Amended Joint Chapter 11 Plan of Reorganization of Stearns Holdings, LLC, et al.* [Docket No. 318] (as amended from time to time and including all exhibits thereto, the “Plan”);
- (c) *Debtors’ Motion for Order (I) Approving the Amended Disclosure Statement; (II) Scheduling an Expedited Hearing and Shortening Notice on Confirmation of the Amended Plan; (III) Establishing and Shortening Notice on Deadlines and Procedures for Filing Objections to Confirmation of the Amended Plan; (IV) Establishing Deadlines and Procedures for Voting on the Amended Plan; (V) Approving Solicitation Procedures; (VI) Establishing Procedures for Tabulation of Votes; and (VII) Granting Related Relief* [Docket No. 320] (the “Amended Disclosure Statement Motion”); and
- (d) *Debtors’ Ex Parte Motion (A) for an Expedited Hearing, (B) to Shorten Notice, & (C) for Approval of the Form and Manner of Notice of Hearing for Debtors’ Amended Disclosure Statement Motion* [Docket No. 321] (the “Motion”).²

¹ The Debtors and the last four digits of their taxpayer identification numbers are: Stearns Holdings, LLC (8219); Stearns Co-Issuer Inc. (7096); Stearns Lending, LLC (1773); Stearns Ventures, LLC (2386); Protos Acquisition LLC (4941); bSNAP, LLC (2498); and Private Mortgage Advisors, LLC (7493). The address of Protos Acquisition LLC is 345 Park Avenue, New York, NY 10154. The address of the other Debtors is c/o Stearns Lending, LLC, 750 East Highway, 121 Bypass, Suite 150, Lewisville, TX 75067.

PLEASE TAKE FURTHER NOTICE THAT a hearing will commence on **September 26, 2019 at 11:00 a.m. (Eastern Time)** (the “Amended Disclosure Statement Hearing”) before the Honorable Shelley C. Chapman, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 623, New York, New York 10004 (the “Court”) to consider the Amended Disclosure Statement Motion, which seeks the entry of an order (the “Amended Disclosure Statement Order”) (i) establishing that the Amended Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code, (ii) shortening notice of the confirmation hearing and shortening the objection period for confirmation of the proposed Plan, and (iii) approving certain other materials related to the solicitation of acceptances of the Plan (the “Solicitation Package”) and procedures for soliciting approval of the Plan (the “Solicitation Procedures”). The Amended Disclosure Statement Hearing may be continued from time to time without further notice other than an adjournment announced in open court at the Amended Disclosure Statement Hearing or at any subsequent adjourned Amended Disclosure Statement Hearing. **THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE AMENDED PLAN. VOTES ON THE AMENDED PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE AMENDED DISCLOSURE STATEMENT IS APPROVED BY ORDER OF THE BANKRUPTCY COURT.**

PLEASE TAKE FURTHER NOTICE THAT the Plan, the Amended Disclosure Statement, the Amended Disclosure Statement Motion, the Amended Disclosure Statement Order, and other documents and materials related thereto, including certain solicitation materials, once they are filed, may be obtained by: (a) accessing the Debtors’ restructuring website at <https://cases.primeclerk.com/stearns>, (b) emailing Stearnsinfo@primeclerk.com, or (c) calling the Debtors’ restructuring hotline at (844) 234-1461.

PLEASE TAKE FURTHER NOTICE THAT responses and objections, if any, to the approval of the Amended Disclosure Statement or the Solicitation Procedures, or any of the other relief sought by the Debtors in the Amended Disclosure Statement Motion must: (a) be in writing, (b) conform to the applicable Federal Rules of Bankruptcy Procedure and Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York, (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such entity, and (d) state with particularity the basis and nature of any objection and, if practicable, a proposed modification to the Amended Disclosure Statement or materials comprising the Solicitation Package that would resolve such objection. **Responses or objections, if any, must be filed with the Court, contemporaneously with a proof of service, and served upon each of the following parties so as to be actually received no later than 4:00 p.m. (Eastern Time) on September 19, 2019:** (i) Debtors’ counsel, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036, Attention: Jay Goffman, Mark McDermott, and Shana Elberg; (ii) counsel to any creditors committee appointed by the United States Trustee; (iii) counsel to Blackstone, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attention: Elisha Graff and

(cont’d from previous page)

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, the Amended Disclosure Statement, the Amended Disclosure Statement Motion, or the Motion, as applicable.

Jamie Fell; (iv) counsel to PIMCO, Hogan Lovells US LLP, 1999 Avenue of the Stars, Suite 1400, Los Angeles, CA 90067, Attention: Bennett L. Spiegel and Stacey Rosenberg; (v) counsel to the indenture trustee for the Debtors' Notes, Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington, DE 19801, Attention: Kurt F. Gwynne (kgwynne@reedsmith.com) and Jason D. Angelo (jangelo@reedsmith.com), (vi) counsel to Barclays Bank PLC, Hunton Andrews Kurth LLP, 200 Park Avenue, New York, NY 10166, Attention: Peter S. Partee, Sr., and Brian Clarke; (vii) co-counsel to Nomura Corporate Funding Americas LLC, Milbank LLP, 55 Hudson Yards, New York, NY 10001, Attention: Mark Shinderman and Lauren C. Doyle and Alston & Bird LLP, 90 Park Avenue, New York, NY 10016, Attention: Karen Gelernt; and (viii) William K. Harrington, United States Trustee For Region 2, United States Department of Justice, Office of the United States Trustee, 201 Varick Street, Room 1006, New York, NY 10014, Attention: Brian Masumoto and Andy Velez-Rivera.

PLEASE TAKE FURTHER NOTICE THAT OBJECTIONS OR RESPONSES NOT TIMELY FILED, SERVED AND RECEIVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED, AND WILL BE DEEMED OVERRULED.