



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: May 29, 2020.

**TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE**

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:

900 Cesar Chavez, LLC,

905 Cesar Chavez, LLC,

5th and Red River, LLC,

7400 South Congress, LLC,

Debtors.

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Case No. 19-11527-tmd

Case No. 19-11528-tmd

Case No. 19-11529-tmd

Case No. 19-11530-tmd

*(Jointly Administered Under
Case No. 19-11527-tmd)*

ORDER MODIFYING THE BID PROCEDURE TIMELINE PREVIOUSLY APPROVED BY THE COURT PURSUANT TO *AMENDED ORDER REGARDING 900 CESAR CHAVEZ, LLC, 905 CESAR CHAVEZ, LLC, AND 5TH AND RED RIVER, LLC APPROVING (A) BID PROCEDURES, INCLUDING PROCEDURES FOR DESIGNATION AND/OR SELECTION OF STALKING HORSE PURCHASER; (B) PROCEDURES FOR ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES AND RELATED NOTICES; (C) NOTICE OF AUCTION, STALKING HORSE HEARING AND SALE HEARING; AND (D) RELATED RELIEF [DKT NO. 124]*

Came on for consideration the amended motion (the “**Motion**”)¹ of Debtors 900 Cesar Chavez, LLC, 905 Cesar Chavez, LLC and 5th and Red River, LLC, as debtors and debtors-in-possession (“**Debtors**”), for an order pursuant to sections 105 and 363 of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rules 2002 and 9024 of the Federal Rules of Bankruptcy Practice and Procedure (the “**Bankruptcy Rules**”), modifying the Existing Timeline previously approved by this Court pursuant to the *Amended Order Regarding 900 Cesar Chavez, LLC, 905 Cesar Chavez, LLC, and 5th And Red River, LLC Approving (A) Bid Procedures, Including Procedures for Designation and/or Selection of Stalking Horse Purchaser; (B) Procedures for Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Related Notices; (C) Notice of Auction, Stalking Horse Hearing and Sale Hearing; and (D) Related Relief* [Dkt. No. 124] (the “**Bid Procedures Order**”), and the Court having determined that notice of the Motion was adequate and sufficient; and all parties having been afforded due process and an opportunity to be heard with respect to the Motion and all the relief requested therein; and the Court having reviewed and considered: (i) the Motion; (ii) the objections and responsive pleadings filed in connection with the Motion, if any; and (iii) the representations of counsel made and the evidence proffered at the hearing to approve the Motion (the “**Hearing**”); and the Hearing having been held, and after due deliberation and sufficient cause appearing therefor, hereby finds and determines that:

A. This Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b), and venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

B. The statutory predicates for relief sought in the Motion are sections 105(a) and 363 of the Bankruptcy Code and Bankruptcy Rule 2002.

C. The legal and factual bases set forth in the Motion establish just cause for the relief granted herein. The entry of this Order is in the best interests of the Debtors, their estates and creditors, and other parties in interest.

D. The notice of the Motion, the Hearing, and the proposed entry of this Order was adequate and sufficient under the circumstances of these chapter 11 cases, and such notice complied with all applicable requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Accordingly, no further notice of the Motion, the Hearing, or this Order is necessary or required.

E. The Debtors have articulated good and sufficient reasons for the Court to (i) approve the Modified Timeline. Such good and sufficient reasons were set forth in the Motion and on the record at the Hearing, are incorporated by reference herein and, among other things, form the bases for the findings of fact and conclusions of law set forth herein.

F. The findings of fact and conclusions of law herein constitute the Court's findings of fact and conclusions of law for the purposes of Bankruptcy Rule 7052, made applicable pursuant to Bankruptcy Rule 9014. To the extent any findings of facts are conclusions of law, they are adopted as such. To the extent any conclusions of law are findings of fact, they are adopted as such.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. All Objections to the relief requested in the Motion, if any, that have not been withdrawn, waived, settled or ruled upon as announced to the Court at the Hearing are denied and overruled in their entirety except as otherwise set forth herein.

3. The Modified Timeline is hereby approved in its entirety as set forth in **Exhibit 1** attached hereto without prejudice to the Debtors' ability to seek further extensions of the Modified Timeline.

4. The Debtors may proceed with the Sale Transaction in accordance with the Bid Procedures Order as modified by the Modified Timeline.

5. The terms of this Order shall control to the extent of any conflict with the Motion.

6. Except as stated herein, the Bid Procedures Order previously entered by the Court shall remain in full force and effect.

7. This Order is without prejudice to Debtor's right to seek further extensions should it determine such extension is necessary.

8. The Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

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ORDER SUBMITTED BY:
Waller Lansden Dortch & Davis LLP
Morris D. Weiss
State Bar No. 21110850
100 Congress Avenue, Suite 1800
Austin, Texas 78701
(512) 685-6400
(512) 685-6417 (FAX)
morris.weiss@wallerlaw.com

COUNSEL FOR DEBTORS

Exhibit 1

Modified Timeline

Modified Sale Timeline for Properties (Other Than 7400 S. Congress)		
	Existing Timeline	Modified Timeline
Granting of Bid Procedures Motion	On or before February 7, 2020	N/A
Prepare/Finalize Marketing Materials/Populate Data Room	The later of February 14, 2020 or within one week of entry of order approving bidding procedures	N/A
Marketing Period	January 31, 2020 through date of Auction	January 31, 2020 through date of Auction
Deadline to Serve Sale Notice and Form Sales Contract to ECF and Notice Parties	The later of February 10, 2020 or three (3) calendar days following entry of order approving bidding procedures	N/A
Deadline to Serve Notice of Modified Timeline to ECF and Notice Parties	N/A	Within three (3) business days of entry of the Modified Bid Procedures Order
Stalking Horse Bid Deadline	April 1, 2020 by 5:00 p.m.	September 17, 2020 by 5:00 p.m.
Stalking Horse Designation Deadline	April 6, 2020 by 5:00 p.m.	September 21, 2020 by 5:00 p.m.
Stalking Horse Objection Deadline	April 8, 2020 by 5:00 p.m.	September 23, 2020 by 5:00 p.m.
Stalking Horse Hearing (if required)	April 10, 2020	September 25, 2020
Competing Bid Deadline	April 27, 2020 by 5:00 p.m.	October 1, 2020 by 5:00 p.m.
Notification of Qualified Bids	May 1, 2020 by 5:00 p.m.	October 6, 2020 by 5:00 p.m.
Lender Objection to Qualified Bidder Deadline	May 4, 2020	October 13, 2020

Sale Objection Deadline	May 6, 2020 by 5:00 p.m.	October 9, 2020 by 5:00 p.m.
Hearing to consider Lender Objection to Qualified Bidders, if any	May 11, 2020 at 9:00 a.m.	October 14, 2020 at 2:45 p.m.
Auction (if required)/Selection of Final Bid - either with Stalking Horse or proceeding with No Floor Bid <i>and</i> Sale Hearing	May 13, 2020 at 9:00 a.m.	October 15, 2020 at 9:45 a.m.
Notice of Assumption and Assignment	May 18, 2020	October 22, 2020
Deadline to File Auction Results	May 20, 2020	October 22, 2020
Consummation of Sale	May 29, 2020	November 6, 2020
Assumption and Assignment Objection Deadline	May 25, 2020	October 29, 2020
Hearing to Determine Objections to Assumption and Assignment of Executory Contracts	June 1, 2020	November 5, 2020