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*Patricia C. Williams*

Patricia C. Williams  
Bankruptcy Judge

**Dated: July 22nd, 2013**

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20 UNITED STATES BANKRUPTCY COURT  
21 EASTERN DISTRICT OF WASHINGTON  
22 AT SPOKANE

23 In re )  
24 )  
25 AMERICANWEST )  
26 BANCORPORATION, )  
27 )  
28 Debtor. )

) Case No. 10-06097-PCW-11  
) Chapter 11  
) **ORDER (I) APPROVING SECOND  
AMENDED DISCLOSURE STATEMENT  
REGARDING SECOND AMENDED  
CHAPTER 11 PLAN PROPOSED BY  
HOLDCO ADVISORS, L.P. DATED MAY  
6, 2013; AND (II) APPROVING CERTAIN  
FORMS AND PROCEDURES IN  
CONNECTION WITH PLAN  
SOLICITATION AND CONFIRMATION**

) **Confirmation Hearing Set For:**  
)  
) Date: August 20, 2013  
) Time: 1:30 p.m.  
)

1 Upon the motion (the “Motion”)<sup>1</sup> of Holdco Advisors, L.P. (“Holdco”) for an order pursuant  
2 to sections 105 and 1125 of title 11 of the United States Code (the “Bankruptcy Code”); Rules 2002,  
3 3017, 3018, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy  
4 Rules”); Rules 2002-1, 3017-1, and 3018-1 of the Local Rules of the United States Bankruptcy  
5 Court for the Eastern District of Washington (the “Local Rules”), for entry of an order:

- 6 a) approving the *Third Amended Disclosure Statement Regarding Second Amended Chapter 11*  
7 *Plan of Reorganization Proposed By Holdco Advisors L.P. Dated June 11, 2013* (the  
8 “Disclosure Statement”) as containing “adequate information” as required by section  
9 1125(a)(1) of the Bankruptcy Code (a copy of the Disclosure Statement is attached as  
10 Exhibit 1 to this Order);
- 11 b) approving the form of ballots for claims in Classes 2, 3, and 4 of the *Third Amended Chapter*  
12 *11 Plan Of Reorganization Proposed By Holdco Advisors L.P.* (the “Plan”, attached as  
13 Exhibit A to the Disclosure Statement), copies of which ballots (the “Ballots”) are attached  
14 as Exhibit 2 to this Order;
- 15 c) approving the proposed form of notice to parties in interest (except equity holders) of the  
16 hearing on confirmation of the Plan (the “Confirmation Hearing”), a copy of which notice  
17 (the “General Confirmation Hearing Notice”) is attached as Exhibit 3 to this Order;
- 18 d) approving certain procedures described below for soliciting and tabulating votes to accept or  
19 reject the Plan (the “Solicitation and Tabulation Procedures”); and
- 20 e) fixing certain deadlines and approving certain procedures described below in connection with  
21 the Confirmation Hearing, including the deadline for filing memoranda and evidence in  
22 support of the Plan, the deadline for filing and serving objections to confirmation of the Plan,  
23 and the deadline for voting to accept or reject the Holdco Plan;

24 and upon the hearing (the “Hearing”) held on the Motion on June 12, 2013; and the Court having  
25 reviewed and considered the Motion and related documentation and the statements of counsel made  
26 at the Haring’ **THE COURT HEREBY FINDS THAT:**

27 A. Notice of the Hearing constitutes adequate and appropriate notice under the  
28 circumstances and complies with the applicable provisions of the Bankruptcy Code, the  
Bankruptcy Rules and the Local Rules, and no other or further notice need be given.

B. The Court has jurisdiction to grant the relief requested herein in accordance with 28  
U.S.C. §§ 157 and 1334.

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

1 C. This is a core proceeding within the meaning of 28 U.S.C. § 157(b).

2 D. The Disclosure Statement contains “adequate information” within the meaning of  
3 Bankruptcy Code section 1125(a)(1).

4 E. The Ballots, the Master Ballots (as defined below), the Solicitation and Tabulation  
5 Procedures; the General Confirmation Hearing Notice; and the deadlines and other relief set forth  
6 herein are fair, reasonable and appropriate, authorized by the applicable provisions of the  
7 Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, and in the best interest of  
8 the Debtor’s estate.

9 **NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

10 1. The Disclosure Statement is APPROVED.

11 2. HoldCo’s solicitation and balloting agent, BMC Group (the “Solicitation Agent”), is  
12 authorized to solicit votes with respect to the Plan.

13 3. The costs to HoldCo for solicitation of the Plan shall be reimbursable as an  
14 administrative expense of the Debtor’s estate, subject to the Court’s review and approval of such  
15 costs for reasonableness.

16 4. In accordance with the procedures established by this Order, Holdco’s Solicitation  
17 Agent is authorized to disseminate the following materials (the “Solicitation Package”), the form and  
18 content of which are hereby approved:

- 19 a. The Plan;
- 20 b. The Disclosure Statement,
- 21 c. A notice setting forth (A) the deadline established for submitting ballots, (B) the  
22 time, date and place of the Confirmation Hearing, and (C) the deadline for filing  
23 objections to confirmation of the Plan; and
- 24 d. the appropriate Ballot and voting instructions, together with a pre-addressed  
25 return envelope.

26 5. June 12, 2013 shall be the record voting date (the “Voting Record Date”) for all  
27 creditors entitled to vote on the Plan.

28

1           6.       On or before July 15, 2013, HoldCo's Solicitation Agent will serve the Solicitation  
2 Package on parties entitled to vote on the Plan by First Class U.S. Mail or overnight courier.

3           7.       August 14, 2013, at 5:00 p.m. (prevailing Pacific Time) (the "Voting Deadline") is  
4 the date by which all votes to accept or reject the Plan must be submitted and actually received by  
5 the Solicitation Agent.

6           8.       With respect to holders of general unsecured claims against the Debtor, if any, that  
7 are not based on the debt securities issued to AmericanWest Statutory Trust I ("Trust I");  
8 AmericanWest Statutory Trust II ("Trust II"); American West Statutory Trust III ("Trust III"); or  
9 Columbia Trust Statutory Trust I ("Columbia Trust"); (collectively, the "GUC Holders") the  
10 Solicitation Agent will serve a Solicitation Package on each of the following: (1) each creditor who  
11 (a) is listed in Schedule F of the Debtor's Schedule of Assets and Liabilities (the "Schedules") as  
12 holding a liquidated, undisputed and non-contingent claim, (b) did not file a proof of claim on or  
13 before the Voting Record Date, and (c) whose scheduled claim has not been expunged, disallowed,  
14 or satisfied on or before Voting Record Date; (2) each creditor who filed a proof of claim (other than  
15 equity security holders who filed proofs of claim, if any, on account of such equity securities) that  
16 has not been disallowed, expunged or satisfied in full on or before the Voting Record Date; and (3)  
17 Sandler O'Neill & Partners, L.P. ("Sandler"). Creditors that fall within the clause (1) of the  
18 preceding sentence will be served at the address listed in the Schedules and creditors that fall within  
19 clause (2) of the preceding sentence will be served at the address listed in the most recent proof of  
20 claim filed by such creditor. Sandler will be served at the address provided to the Plan Proponent by  
21 Sandler's counsel.

22           9.       Based on the Debtor's Schedules and the register of proofs of claim filed against the  
23 Debtor, there is only one GUC Holder, Sandler, that will be served with a Solicitation Package.

24           10.      With respect to holders of general unsecured claims against the Debtor that are based  
25 on the trust originated preferred securities issued by Trust I, Trust II, Trust III, and Columbia Trust  
26 (the "TOPrS Holders", and such securities, the "TOPrS"), the beneficial owners (the "Beneficial  
27 Owners") of the TOPrS as of the Voting Record Date are entitled to vote. A master ballot ("Master  
28 Ballot") shall be used for the limited purposes set forth herein by any Nominee authorized by this

1 Order to distribute Ballots and submit a Master Ballot on behalf of the Beneficial Owners. To that  
2 end, the following procedures shall apply:

3 a. The Solicitation Agent shall mail the Solicitation Packages in accordance with the  
4 information indicated as of the Voting Record Date in (i) the security position  
5 report (the “DTC Security Position Report”) held by the Depository Trust  
6 Company (the “DTC”) for the TOPrS issued by Trust II or (ii) the holder of  
7 record lists provided by U.S. Bank National Association (“US Bank”) and the  
8 Wilmington Trust Company (“Wilmington”) for the TOPrS issued by Trust I,  
9 Trust III, and Columbia Trust (the parties identified on such records, the “Record  
10 Holders”, and each list, the “US Bank Record Holder List”, and the “Wilmington  
11 Record Holder List”). Sending the Solicitation Packages to the Record Holders  
12 shall constitute adequate notice of the Disclosure Statement, Confirmation  
13 Hearing, the Voting Deadline, and the deadline to object to the Plan. The  
14 Solicitation Agent will rely solely on the DTC Security Position Report, the US  
15 Bank Record Holder List, and the Wilmington Record Holder List to obtain the  
16 correct parties on whom to serve mail the Solicitation Package.

17 b. As applicable, the brokers, dealers, commercial banks, trust companies,  
18 custodians or other nominees through which the TOPrS are held (collectively, the  
19 “Nominees”) shall forward copies of the Solicitation Package and any other  
20 materials included therewith to the Beneficial Owners of such claims and interests  
21 within two (2) business days of the receipt of the Solicitation Packages.

22 c. The Nominee shall collect the completed Ballots of the Beneficial Owners and  
23 execute a Master Ballot. The Nominee is directed to instruct the Beneficial  
24 Owners to return their Ballots to the Nominee, and the Nominee will use the  
25 Master Ballot to compile the votes of the Beneficial Owners who return executed  
26 Ballots. The Solicitation Agent will forward the Nominees a form of Master  
27 Ballot and a Ballot form which the Beneficial Owners will use to instruct the  
28 Nominees how to cast their votes for or against the Plan.

1 d. Nominees are to record all such acceptances or rejections of the Plan received  
2 from the beneficial owners, record all elections made by the Beneficial Owners,  
3 complete a Master Ballot indicating the vote of each Beneficial Owner, the total  
4 amount of TOPrS held by such beneficial holders for which it received Ballots,  
5 and the other elections made by the Beneficial Owners, and return the Master  
6 Ballot to the Solicitation Agent by the Voting Deadline. The Nominee is also  
7 required to retain all Ballots it receives from its beneficial owners for disclosure  
8 to the Bankruptcy Court, if necessary.

9 e. A Beneficial Owner whose TOPrS were registered in its own name on the Voting  
10 Record Date and not held by another as Record Holder is directed to use the  
11 Ballot, not the Master Ballot, to cast its own vote.

12 f. Beneficial Owners of TOPrS who acquired such securities after the Voting  
13 Record Date and who wish to vote on the Plan must arrange to vote with their  
14 transferors by delivery to them of Ballots duly executed by (or a duly executed  
15 proxy from) the Beneficial Owners of the securities on the Voting Record Date.

16 11. Prior to the distribution of the Solicitation Packages, HoldCo is permitted to fill in  
17 any missing dates and other information, correct any typographical errors and make such other non-  
18 material, non-substantive changes to the Disclosure Statement, the Plan, the Ballots or any notices as  
19 necessary or appropriate.

20 12. Claims in Class 1 (Secured), and Class 5 (Convenience), (collectively, the  
21 “Unimpaired Classes”) are designated as unimpaired under the Plan. Holdco will not send full  
22 copies of the Solicitation Package to holders of claims in Unimpaired Classes, but will instead send  
23 them the requisite notices of the approval of the Disclosure Statement and the relevant dates in  
24 connection with confirmation of the Plan.

25 13. Holders of equity interests in the Debtor designated in Class 6 are not receiving  
26 distributions under the Plan. The Solicitation Agent is not required to mail any documents related to  
27 the Plan or the Disclosure Statement on such parties.  
28

1           14. To ensure a vote is counted, the holder of the claim must (i) complete a Ballot; (ii)  
2 indicate the holder's decision to accept or reject the Plan in the appropriate box provided on the  
3 Ballot; (iii) indicate the holder's decision regarding the Proceeds Distribution Election, if applicable;  
4 and (iv) sign and timely return the Ballot to the address set forth on the enclosed pre-addressed  
5 envelope that will be included in the Solicitation Packages.

6           15. In addition, the following tabulation procedures and standard assumptions shall be  
7 used by Holdco's Solicitation Agent in tabulating Ballots:

- 8           a. Except to the extent Holdco so determines in its sole discretion, or as permitted by  
9 the Court, Ballots received after the Voting Deadline will not be accepted or  
10 counted in connection with the confirmation of the Plan;
- 11           b. The method of delivery of Ballots to be sent to the Solicitation Agent is at the  
12 election and risk of each creditor, but, except as may be otherwise provided in the  
13 Holdco Disclosure Statement, such delivery will be deemed made only when the  
14 original executed Ballot is actually received by the Solicitation Agent by the  
15 Voting Deadline, unless Holdco agrees to waive such requirement, in its sole  
16 discretion;
- 17           c. Votes cast by a Beneficial Owner through a Nominee will be applied against the  
18 positions held by such entities in the applicable TOPrS as of the Voting Record  
19 Date. Votes submitted by a Nominee pursuant to a Master Ballot will not be  
20 counted in excess of the amount of the applicable securities held by such  
21 Nominee on the Voting Record Date.
- 22           d. If multiple Ballots are received from an individual creditor with respect to the  
23 same claim prior to the Voting Deadline, the last Ballot timely received properly  
24 completed Ballot will be deemed to reflect the voter's intent and to supersede and  
25 revoke any prior Ballot;
- 26           e. Creditors must vote all their claims to accept or reject the Plan and may not split  
27 their vote;

- 1 f. Ballots and Master Ballots may not be submitted via fax or electronic mail unless  
2 such restriction is waived by the Plan Proponent;
- 3 g. If a Ballot is signed by a trustee, an executor, an administrator, a guardian, an  
4 attorney-in fact, an officer of a corporation, or other person acting in a fiduciary  
5 or representative capacity when signing, and unless otherwise determined by  
6 Holdco, such a person must submit proper evidence of his/her authority to act in  
7 such representative capacity;
- 8 h. Holdco, subject to contrary order of the Court, may waive without notice any  
9 defect or irregularity as to any Ballot at any time, either before or after the Voting  
10 Deadline. Except as provided below, unless the Ballot being furnished is timely  
11 submitted on or prior to the Voting Deadline, Holdco may reject such Ballot as  
12 invalid and, therefore decline to utilize it in connection with the confirmation of  
13 the Plan;
- 14 i. Subject to any contrary order of the Court, Holdco shall have the right to reject  
15 any and all Ballots not proper in form, the acceptance of which, in the opinion of  
16 the Holdco's counsel, would not be in accordance with the provisions of the  
17 Bankruptcy Code or the Bankruptcy Rules;
- 18 j. Neither Holdco nor any other person or entity will be under any duty to provide  
19 notification of defects or irregularities with respect to deliveries of the Ballots, nor  
20 will any of them incur any liabilities for failure to provide such notification. Any  
21 defects or irregularities in connection with deliveries of the Ballots must be cured  
22 within such time as Holdco or the Court determines, and, unless otherwise  
23 ordered by the Court, delivery of such Ballots will not be deemed to have been  
24 made until such irregularities have been cured or waived;
- 25 k. If a claim has been estimated or otherwise allowed for voting purposes by a final  
26 order of the Court, such claim shall be temporarily allowed in the amount so  
27 estimated or allowed for voting purposes only, and not for purposes of allowance  
28 or distribution; and





/s/ Daniel R. Brown

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