

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF KANSAS AT KANSAS CITY**

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| In re: |) | |
| |) | |
| JOHN Q. HAMMONS FALL 2006, LLC, <i>et al.</i> , |) | Case No. 16-21142 |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |
| |) | RESPONSE DEADLINE: May 30, 2018 |
| |) | |
| |) | |
| |) | |

**TENTH OMNIBUS OBJECTION TO
PROOFS OF CLAIM [BOOKS AND RECORDS FOR CRITICAL VENDORS]**

ANY CLAIMANT RECEIVING THIS OBJECTION AND NOTICE SHOULD REVIEW THE OBJECTION AND LOCATE THE NAME AND CLAIM NUMBER ASSOCIATED WITH THEIR CLAIM ON THE ATTACHED SPREADSHEET TITLED "**EXHIBIT A.**"

A COPY OF THE CLAIMS OBJECTION PROCEDURES ORDER IS ATTACHED AND TITLED "**EXHIBIT B.**" IF A CLAIMANT WISHES TO OPPOSE THIS OBJECTION, IT SHOULD REVIEW THE ORDER CAREFULLY AND COMPLY WITH THE REQUIREMENTS SET FORTH THEREIN.

Plan Proponent JD Holdings, L.L.C., by and through its counsel of record, respectfully represents the following:

1. On June 26, 2016 and July 5, 2016 (collectively the "Commencement Date"), the Debtors commenced chapter 11 bankruptcy cases by filing their bankruptcy petitions in this Court.
2. Since the Commencement Date, the Debtors have continued in possession of their property and control of their operations pursuant to §§ 1107 and 1108 of the Bankruptcy Code.
3. The Court has jurisdiction of this motion pursuant to 28 U.S.C. § 1334(a) and (b). This is a core proceeding pursuant to 28 U.S.C. § 157(b) in that this motion seeks an order regarding the administration of these bankruptcy cases and as well addresses the claims objection process. Venue is proper in this Court. 28 U.S.C. §§ 1408 and 1409(a).

4. The Debtors in these chapter 11 cases consist of the Revocable Trust of John Q. Hammons, Dated December 28, 1989 as Amended and Restated (the "Trust") and 75 of its directly or indirectly wholly owned subsidiaries and affiliates.

5. On June 26, 2016, the Debtors filed their Schedules of Liabilities (as amended and supplemented, the "Debtors' Schedules") and their Schedules of Executory Contracts and Unexpired Leases. On June 26, 2016, the Debtors filed their Statements of Financial Affairs.

6. On September 28, 2016, the Court entered its Corrected Order (I) Establishing Bar Dates for Filing Proofs of Claim and Interest, (II) Establishing Procedures for Filing Proofs of Claim and Interest, and (III) Approving Form and Manner of Notice Thereof (the "Bar Date Order") (ECF Doc. 525). The Bar Date Order established December 23, 2016 as the bar date (the "Bar Date") for filing proofs of claim in these cases. Pursuant to the terms of the Bar Date Order, the Debtors timely mailed notice of the bar date (the "Bar Date Notice") to all creditors and potential claimants.

7. On September 28, 2016, the Court entered its Corrected Order (I) Establishing Bar Dates for Filing Proofs of Claim and Interest, (II) Establishing Procedures for Filing Proofs of Claim and Interest, and (III) Approving Form and Manner of Notice Thereof (the "Bar Date Order") (ECF Doc. 525). The Bar Date Order established December 23, 2016 as the bar date (the "Bar Date") for filing proofs of claim in these cases. Pursuant to the terms of the Bar Date Order, the Debtors timely mailed notice of the bar date (the "Bar Date Notice") to all creditors and potential claimants.

8. On June 26, 2016, the Debtors filed the Motion for Entry of Order, Authorizing, But Not Directing, Payments of Prepetition Claims of Certain Critical Vendors (ECF Doc. 12)

(the "Critical Vendor Motion"), requesting the authority to pay the pre-petition claims of certain critical vendors.

9. On July 12, 2016, the Debtors filed their Notice of Critical Vendor List in Support of Motion for Entry of Order Authorizing, But Not Directing, Payments of Prepetition Claims of Certain Critical Vendors (ECF Doc. 128), presenting the list of all entities designated by the Debtors as critical vendors (collectively, the "Critical Vendors") and disclosing the pre-petition amounts the Debtors believed they owed the Critical Vendors.

10. On July 18, 2016, the Court entered its Order Authorizing, But Not Directing, Payments of Prepetition Claims of Certain Critical Vendors (ECF Doc. 198) (the "Critical Vendor Order"), authorizing the Debtor to pay the pre-petition claims of the Critical Vendors on the terms and conditions set forth in the Critical Vendor Order.¹

11. After the Court entered the Critical Vendor Order, the Debtors reconciled with numerous pre-petition claims held by the Critical Vendors and identified additional critical vendors. As a consequence, on August 10, 2016, the Debtors filed an Emergency Motion for Order Pursuant to 11 U.S.C. § 105(a) and 363 Authorizing, But Not Directing, the Payment of Revised Amount Owed to Certain Critical Vendors and the Addition of Certain New Critical Vendors (ECF Doc. 311) (the "Revised Critical Vendor Motion").

12. On August 22, 2016, the Court held a hearing and granted the Revised Critical Vendor Motion. August 22, 2016 Hearing Tr., 19:1-20:2. During the hearing, the Court held that vendors fully release pre-petition claims by accepting payment pursuant to Critical Vendor orders. *Id.*

¹ An Amended Order Authorizing, But Not Directing, Payments of Prepetition Claims of Certain Critical Vendors was entered on August 23, 2016 (Doc. 382). The content of that Order is nearly identical to the original one (Doc. 198).

13. On August 26, 2016, the Court entered its Order Pursuant to 11 U.S.C. § 105(a) and 363 Authorizing, But Not Directing, the Payment of Revised Amount Owed to Certain Critical Vendors and the Addition of Certain New Critical Vendors (ECF Doc. 395) (the "Revised Critical Vendor Order").

14. After the Court entered the Revised Critical Vendor Order, the Debtors continued to reconcile with certain of the Critical Vendors their pre-petition claims and identify additional critical vendors. Consequently, the Debtors filed several other Motions for Order Pursuant to 11 U.S.C. § 105(a) and 363 Authorizing, But Not Directing, the Payment of Revised Amount Owed to Certain Critical Vendors and the Addition of Certain New Critical Vendors (the "Subsequent Critical Vendor Motions"). *See, e.g.*, ECF Docs. 918 and 1024.

15. Each time the Debtors have so moved, the Court has entered its Order Pursuant to 11 U.S.C. § 105(a) and 363 Authorizing, But Not Directing, the Payment of Revised Amount Owed to Certain Critical Vendors and the Addition of Certain New Critical Vendors (the "Subsequent Critical Vendor Orders"). *See, e.g.*, ECF Docs. 948 and 1047.

16. The Revised Critical Vendor Order and the Subsequent Critical Vendor Orders incorporate the terms and conditions contained in the Critical Vendor Order, including ¶ 9(ii). *See, e.g.*, Doc. 948 ("The payment of the Critical Vendors as set forth herein shall remain subject to the terms and conditions of the Amended Order Authorizing, But Not Directing, Payments of Prepetition Claims of Certain Critical Vendors [doc. No. 382], as may be amended from time to time.").

17. The Debtors filed their Second Omnibus Objections of Proofs of Claim [Critical Vendors] (ECF Doc. 1281) (the "Omnibus Objection [Critical Vendors]") on September 7, 2017 wherein they requested an order disallowing and expunging each proof of claim listed on Exhibit

A to the Omnibus Objection [Critical Vendors]. The basis for the Debtors' objection was that each of the claims covered by the Omnibus Objection [Critical Vendors] was "satisfied and/or released during the case in accordance with one or more of the Revised Critical Vendor Order or the Subsequent Critical Vendor Orders, and by accepting payment pursuant to such orders, agreed, and were directed, that they had no pre-petition claim. Omnibus Objection [Critical Vendors] (ECF Doc. 1281), ¶ 17.

18. On August 22, 2017, the Court entered its Order Pursuant to 11 U.S.C. § 105(a) Establishing Procedures Regarding Claim Objections and Scheduled Claims Adjustments (the "Claim Objection Procedures Order") (ECF Doc. 1198). Pursuant to the Claim Objection Procedures Order, "the Debtors are permitted to include in omnibus objections those Claims that the Debtors Believe should be disallowed or reclassified, in whole or in part, because . . . the amount claimed contradicts the Debtors' books and records . . . [and] the Claims seek recovery of amounts for which the Debtors are not liable." Claim Objection Procedures Order (ECF Doc. 1198), ¶ 11(a), (d).

19. The Debtors have been engaged in the process of reviewing filed proofs of claim in these Chapter 11 cases (the "Proofs of Claim"). The Debtors have begun the process of conducting a comprehensive review and reconciliation of all prepetition claims, including both the claims scheduled in the Debtors' Schedules (the "Scheduled Claims") and the claims asserted in the Proofs of Claim (the "Filed Claims"). This process includes identifying particular categories of Filed Claims that may be targeted for disallowance and expungement, reduction and allowance, or reclassification and allowance. To reduce the number of claims, and to avoid possible double recovery or improper recovery by claimants, the Debtors anticipate filing numerous objections to such categories of claims.

OBJECTIONS

20. The Debtors have reviewed each proof of claim listed on the attached Exhibit A and, based on such review and disclosure to JD Holdings of the results of the review, JD Holdings objects to those claims because each of them contradicts the Debtors' books and records. Further explanation of the basis of the objection, where relevant and applicable, may be set forth on Exhibit A hereto.

21. Under paragraph 11 of the Claim Objection Procedures Order, omnibus objections may be filed against claims the Debtors believe contradict the Debtors' own books and records and that seek recovery of amounts for which the Debtors are not liable. For these reasons, pursuant to the Claim Objection Procedures Order, JD Holdings objects to each proof of claim listed on the attached Exhibit A and request that each proof of claim listed on Exhibit A be allowed only in the amount set forth in the "Allowed Amount" column in Exhibit A.

22. Nothing in this Objection shall be deemed a waiver, modification, or release of any objections to the claims contained in Exhibit A on other grounds.

NOTICE

23. Notice of this Objection has been provided, in accordance with Fed. R. Bankr. P. 3007(a)(2) and the Claim Objection Procedures Order ¶ 12(b), to: (a) the United States Trustee; (b) Debtors' secured lenders; (c) Atrium Holding Company; (d) SFI Belmont LLC; (e) JD Holdings, LLC; (f) Debtors' combined 40 largest unsecured creditors; (g) any party that has appeared and/or requested notice; and (h) each of the persons or entities that filed the proofs of claim identified on Exhibit A and their counsel (if known).

24. No previous application for the relief sought herein has been made to this or any other Court.

WHEREFORE, JD Holdings LLC respectfully requests entry of an order granting the relief requested herein and such other relief as is just.

Respectfully submitted:

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Fax: (816) 753-9996
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ATTORNEYS FOR JD HOLDINGS LLC

Claims - JQH Bankruptcy

Margolies Objection - VII - Critical Vendor - Claim has already been paid by Debtor

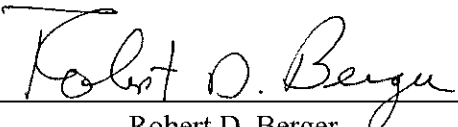
| Claim # | Creditor | Creditor | | Debtor | Comments |
|---------|--------------------------------------|--------------|---------------|--------|----------|
| | | Claim Amount | Amount to Pay | | |
| 78 | Cellco Prtmrshp DBA Verizon Wireless | 1,884.57 | - | | |
| 119 | Wells Fargo Financial Leasing, INC. | 58,762.65 | - | | |
| 279 | Wells Fargo | 7,952.42 | - | | |
| 280 | Wells Fargo | 7,649.24 | - | | |
| 281 | Wells Fargo | 17,863.30 | - | | |
| 282 | Wells Fargo | 450.00 | - | | |
| 283 | Wells Fargo | 19,390.90 | - | | |
| 284 | Wells Fargo | 20,086.93 | - | | |
| 285 | Wells Fargo | 33,740.31 | - | | |
| 286 | Wells Fargo | 3,618.78 | - | | |
| 287 | Wells Fargo | 37,272.64 | - | | |
| 288 | Wells Fargo | 17,261.23 | - | | |
| 289 | Wells Fargo | 24,056.07 | - | | |
| 290 | Wells Fargo | 8,166.31 | - | | |
| 291 | Wells Fargo | 6,978.57 | - | | |
| 292 | Wells Fargo | 5,612.84 | - | | |
| 300 | Wells Fargo | 6,524.46 | - | | |
| 301 | Wells Fargo | 1,522.19 | - | | |
| 302 | Wells Fargo | 23,671.40 | - | | |
| 303 | Wells Fargo | 759.00 | - | | |
| 304 | Wells Fargo | 6,003.05 | - | | |
| 305 | Wells Fargo | 28,231.94 | - | | |
| 306 | Wells Fargo | 381.52 | - | | |
| 307 | Wells Fargo | 9,858.05 | - | | |
| 308 | Wells Fargo | 28,503.06 | - | | |
| 309 | Wells Fargo | 4,031.21 | - | | |
| 310 | Wells Fargo | 7,021.37 | - | | |
| 311 | Wells Fargo | 10,398.20 | - | | |
| 312 | Wells Fargo | 4,414.32 | - | | |

| | |
|-------------------|---|
| 402,066.53 | - |
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The relief described hereinbelow is SO ORDERED.

SIGNED this 22nd day of August, 2017.


Robert D. Berger
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
DISTRICT OF KANSAS AT KANSAS CITY

In re:)
JOHN Q. HAMMONS FALL 2006, LLC, *et al.*,) Case No. 16-21142-11
)
)
)
Debtors.) (Jointly Administered)

ORDER PURSUANT TO 11 U.S.C. § 105 ESTABLISHING
PROCEDURES REGARDING CLAIM OBJECTIONS AND
SCHEDULED CLAIMS ADJUSTMENTS

UPON CONSIDERATION of the motion filed by the debtors-in-possession in the jointly-administered captioned cases (collectively, the "Debtors"), for an order, pursuant to § 105 of the Bankruptcy Code and Fed. R. Bankr. P. 3007, to establish procedures for claim objections and scheduled claims adjustments [ECF Doc. 1115] (the "Motion"), the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of Debtors, their estates, their creditors and other parties-in-interest; and it appearing

that notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; and it appearing that no objections to the Motion have been filed; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore; the Court hereby orders as follows:

1. On June 26, 2016 and July 5, 2016 (collectively the "Commencement Date"), the Debtors commenced chapter 11 bankruptcy cases by filing their bankruptcy petitions in this Court.

2. Since the Commencement Date, the Debtors have continued in possession of their property and control of their operations pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

3. The Court has jurisdiction of this motion pursuant to 28 U.S.C. §§ 1334(a) and (b). This is a core proceeding pursuant to 28 U.S.C. § 157(b) in that this motion seeks an order regarding the administration of the captioned bankruptcy cases and also addresses the claims objection process pursuant to §§ 501 and 502 of the Bankruptcy Code. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409(a).

4. The Debtors in these chapter 11 cases consist of the Revocable Trust of John Q. Hammons, Dated December 28, 1989 as Amended and Restated (the "Trust") and 75 of its directly or indirectly wholly owned subsidiaries and affiliates.

5. In the Debtors' schedules, they list over 4000 creditors and as well, creditors have filed 790 proofs of claim (collectively the "Claims").

6. The Debtors have begun the process of analyzing the Claims, filed and scheduled in order to verify the amounts owing on Claims, the status of Claims (*i.e.* priority, secured, unsecured), and the effect of orders entered in these cases on whether Claims should be allowed.

7. To that end, the Debtors envision, (a) filing objections to filed Claims ("Claim

Objections"); and (b) amendments to schedules to adjust the amounts the Debtors stated they owed on the Commencement Date to certain creditors ("Schedule Amendments").

8. Based on the volume of the Claims filed and scheduled, the Court agrees with the Debtors that in the interest of justice and judicial economy, procedures should be established for the resolution of disputes between the Debtors and claimants in either a Claim Objection or a Schedule Amendment (collectively the "Objection Procedures").

9. These Objection Procedures will establish uniform procedures for filing, prosecuting and resolving Claim Objections and disputed Schedule Amendments in order to minimize the administrative burdens on the Debtors' estates and this Court while protecting the due process rights of all parties in interest. These Objection Procedures will also help facilitate settlement of a substantial number of otherwise disputed Claims.

10. The Court adopts the Debtors' suggestion that the Objection Procedures should be divided between Claims of parties other than JD Holdings LLC and its related affiliates (collectively "JDH") and claims of JDH.

11. The Court hereby rules that the Debtors are permitted to include in omnibus objections those Claims that the Debtors believe should be disallowed or reclassified, in whole or in part, because: (a) the amount claimed contradicts the Debtors' books and records; (b) the Claims do not include sufficient documentation to ascertain the validity of the claim; (c) the Claims were incorrectly filed as secured, administrative or priority claims; (d) the Claims seek recovery of amounts for which the Debtors are not liable; (e) the Claims are objectionable under §§ 502(b) or section 502(e) of the Bankruptcy Code; and (f) the Claims are objectionable under § 502(d) of the Bankruptcy Code (collectively, the "Omnibus Objections").

12. The Court further Orders that, as to Claims by parties other than JDH, the

following Objection Procedures shall apply:

(a) Pursuant to Fed. R. Bankr. P. 9014(c), Claim Objections and Schedule Amendments shall be governed by and subject to Fed. R. Bankr. P. 7008-7071, 9001-9026; 9028-9034; 9036-9037. By doing so, for example, more precise rules of averments and responses will apply (*see, e.g.* Fed. R. Bankr. P. 7008) as well as the potential for entry of scheduling orders governing significant Claims litigation.

(b) All Claim Objections shall be served by first class mail on the claimant at the address set forth in the proof of claim, as well as electronically on all parties in these cases who receive service by the Court's ECF system. All Schedule Amendments shall be served on the claimant by first class mail at the claimant's most current address known to the Debtors.

(c) All Claim Objections and Schedule Amendments that are served under the terms of this Order shall include the Notice attached hereto and marked as Exhibit A (the "Notice").

(d) Any party whose Claim is the subject of a Claim Objection or a Schedule Amendment (the "Claimant") and who wishes to contest the Claim Objection or the Schedule Amendment must file a response (the "Response") within twenty (20) calendar days after service of the Claim Objection or Schedule Amendment, and Notice, and serve the Response on counsel for the Debtors; provided however that the Debtors reserve the right to request that the Court impose an alternative response date with respect to certain objections, if the circumstances so require.

(e) Responses should include: (i) an appropriate caption, including the title and date of the objection to which the response is directed; (ii) the name of the Claimant,

the reference number of the proof of claim and a description of the basis for the amount of the proof of claim; (iii) a statement setting forth the reasons why the Court should not sustain the objection, including, but not limited to, the specific factual and legal bases upon which the claimant relies in opposing the objection; (iv) copies of any documentation not already attached to the relevant proof of claim; (v) a response to each averment contained in the Claim Objection pursuant to Fed. R. Bankr. P. 7008 and 7012(a); and (vi) the name, address, telephone number and facsimile number of a person authorized to reconcile, settle or otherwise resolve the claim on the claimant's behalf.

(f) If no Response is timely filed to a Claim Objection or a Schedule Amendment, the Claimant shall be deemed to have consented to the relief sought by the Debtors in the Claim Objection or in the Schedule Amendment and the Claim shall be disallowed, adjusted, or reduced as set forth in the Claim Objection or Schedule Amendment without further notice to the Claimant.

(g) Where appropriate, based on the size of the Claim at issue and the complexity of the issues raised by the Claim Objections and Schedule Amendments, the Debtors and the Claimant shall agree to the terms of a scheduling order and submit such agreed scheduling order to the Court for consideration. If the parties are unable to enter into an agreed scheduling order, the parties shall schedule a conference call with the Court to take up any disputes.

(h) Discovery between the parties may commence upon the filing of a Response.

13. JDH has filed numerous proof of claims in these bankruptcy cases (the "JDH Claims").

14. While the Debtors are still evaluating the JDH Claims, the Debtors have advised the Court that they likely will object to many of the JDH Claims (the "JDH Claim Objections").

15. Pursuant to the Court's power set forth in Fed. R. Bankr. P. 3007(c) to enter an order governing objections to multiple claims, in the interest of judicial economy, and to foster the just, speedy, and inexpensive determination of the JDH Claim Objections proceedings as dictated by Fed. R. Bankr. P. 1001, as to the JDH Claims, the Court hereby orders as follows:

(a) The Debtors may file one or more omnibus objections to the JDH Claims even if the total number of JDH Claims in each such omnibus objection exceed 100 claims.

(b) The order will supersede the requirements of Fed. R. Bankr. P. 3007(d) and (e).

(c) No form of Notice need accompany JDH Claim Objections.

(d) Pursuant to Fed. R. Bankr. P. 9014(c), JDH Claim Objections shall be shall be governed by and subject to Fed. R. Bankr. P. 7008-7071, 9001-9026; 9028-9034; 9036-9037. By doing so, for example, more precise rules of averments and responses will apply (*see, e.g.* Fed. R. Bankr. P. 7008) as well as the entry of scheduling orders governing the JDH Claim Objections.

(e) All JDH Claim Objections shall be served by first class mail on counsel of record for JDH as well as by email.

(f) If JDH wishes to contest a JDH Claim Objection, it must file a response (the "JDH Response") within thirty (30) calendar days after service of the Claim Objection and serve the JDH Response on counsel for the Debtors by regular mail and email.

(g) The JDH Responses should include: (i) an appropriate caption, including the title and date of the objection to which the response is directed; (ii) the reference number of the proof of claim and a description of the basis for the amount of the proof of claim; (iii) a statement setting forth the reasons why the Court should not sustain the objection, including, but not limited to, the specific factual and legal bases upon which the claimant relies in opposing the objection; (iv) copies of any supporting documentation not already attached to the relevant proof of claim; (v) a response to each averment contained in the JDH Claim Objection pursuant to Fed. R. Bankr. P. 7008 and 7012(a); and (vi) the name, address, telephone number and facsimile number of a person authorized to reconcile, settle or otherwise resolve the claim on the claimant's behalf.

(h) If no JDH Response is timely filed to a JDH Claim Objection, JDH shall be deemed to have consented to the relief sought by the Debtor in the JDH Claim Objection and the Claim shall be disallowed, adjusted, or reduced as set forth in the JDH Claim Objection without further notice to the JDH Claimant.

(i) The Debtors and the JDH Claimant shall agree to the terms of a scheduling order and submit such agreed scheduling order to the Court for consideration. If the parties are unable to enter into an agreed scheduling order, the parties shall schedule a conference call with the Court to take up any disputes. The form of scheduling order shall generally conform to the form of the scheduling orders previously entered by the Court in contested matters between the Debtors and JDH.

(j) Discovery between the parties may commence upon the filing of a JDH Response.

(k) Nothing contained in this Order should be construed to waive or otherwise affect (i) the arguments that JDH has made regarding any of the Debtors' eligibility to be debtors,

the propriety of these bankruptcy cases, (ii) dismissal of these bankruptcy cases, or the proper venue and jurisdiction in which claims between JDH and the Debtors should be adjudicated, and all such arguments and rights are preserved as well as Debtors' arguments in opposition thereto. Any reservation of rights contained in any relevant proof of claim is likewise preserved as well as Debtors objections and opposition thereto. Any reservation of rights contained in any relevant proof of claim is likewise preserved as well as Debtors objections and opposition thereto. This preserves the reservations of rights, but is not intended to be an adjudication/endorsement of any arguments raised.

IT IS SO ORDERED.

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SUBMITTED AND AGREED:

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