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09/14/2018

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re: NEIGHBORS LEGACY HOLDINGS, INC., et al., <p style="text-align: center;">Debtors.¹</p>	§ § Chapter 11 § § Case No. 18-33836 § § (Jointly Administered) §
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**SUPPLEMENTAL ORDER (A) APPROVING THE SALE OF DEBTORS' ASSETS
FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS,
(B) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES, AND (C) GRANTING RELATED RELIEF**

[Relates to Docket No. 20]

The above-referenced debtors and debtors-in-possession (collectively, the “Debtors”) filed their motion (the “Motion”)² for entry of an order (this “Order”) approving the sale (the “Sale”) of Debtors’ assets free and clear of all liens, claims, encumbrances, and interests. (Doc. No. 20). On September 12, 2018, the Court entered its *Order (A) Approving the Sale of Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief* (the “Sale Order”). (Doc. No. 482). Paragraph 10 of the Sale Order provided that final approval of the form of Asset Purchase Agreement between the Debtors and Greater Texas Emergency Center, LLC (“Greater Texas”) is deferred pending further order of the Court and scheduled a hearing for September 14, 2018 at 10:00 a.m.

¹ Due to the large number of Debtors in these chapter 11 cases, a complete list of the Debtors and the last four digits of their tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at www.kccllc.net/neighbors. The location of Debtors’ principal place of business and the Debtors’ service address is: 10800 Richmond Avenue, Houston, Texas 77042.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the applicable Purchase Agreement (as defined herein), as applicable; *provided* that in the event of any conflict with respect to the meaning of a capitalized term between the Motion and any Purchase Agreement, the meaning ascribed to such term in the applicable Purchase Agreement shall control.

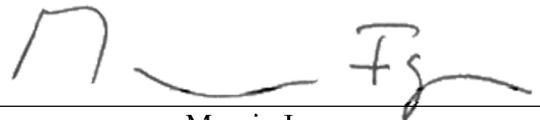


The Debtors and Greater Texas have agreed to the Asset Purchase Agreement attached hereto as **Exhibit 1** (the "Greater Texas Purchase Agreement").

IT IS THEREFORE ORDERED THAT:

1. The Greater Texas Purchase Agreement is hereby approved.
2. Notwithstanding anything to the contrary in the Sale Order, the Sale Order applies fully to the Greater Texas Purchase Agreement as if the Sale Order were fully set forth herein.

Signed: September 14, 2018



Marvin Isgur
United States Bankruptcy Judge

Exhibit 1

Grater Texas Purchase Agreement

United States Bankruptcy Court
Southern District of TexasIn re:
Neighbors Legacy Holdings, Inc.
NEC Beaumont Emergency Center, LP
DebtorsCase No. 18-33836-mi
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: LinhthuDo
Form ID: pdf002Page 1 of 3
Total Noticed: 99

Date Rcvd: Sep 14, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 16, 2018.

db +EDMG, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Amarillo Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Amarillo South Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Baytown Asset Holdings, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Baytown Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Beaumont Asset Holdings, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Beaumont Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Bellaire Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Brownsville Emergency Center, LP, 10800 Richmond Avenue, Harris, TX 77042-4794

db +NEC College Station Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Crosby Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Eastside Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Greeley Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Harlingen Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Kerrville Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Kingwood Asset Holdings LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Kingwood Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Lakeline Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Longview Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Lubbock Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Lufkin Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4831

db +NEC McAllen Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Midland Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

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db +NEC Paris Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Pasadena Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Pearland Asset Holdings, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

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db +NEC Yorktown Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NEC Zaragoza Emergency Center, LP, 10800 Richmond Avenue, Houston, TX 77042-4794

db +NHS Emergency Centers, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Emergency Center, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors GP, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Global Holdings, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Health, LLC, 10800 Richmond Avenue, Houston, TX 77042-4801

db +Neighbors Legacy Holdings, Inc., 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Physician Group - Colorado, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Physician Group - Rhode Island, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Physician Group, PLLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Neighbors Practice Management, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

db +Next Door Urgent Care, LLC, 10800 Richmond Avenue, Houston, TX 77042-4794

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cr +Acme Partnership, L.P., c/o William T. Peckham, 1104 Nueces St., Suite 104, Austin, TX 78701, UNITED STATES 78701-2106

intp +Alan S Gerger, The Gerger Law Firm, 2211 Norfolk Street, Suite 517, Houston, TX 77098-4051

cr +All Points Solution, Inc. d/b/a 3i International, c/o Kane Russell Coleman Logan PC, 5051 Westheimer Road, Suite 1000, Houston, TX 77056-5749

cr +BB&T Commercial Equipment Capital Corp. F/K/A Susq, c/o Padfield & Stout, LLP, Christopher V. Arisco, 421 W. Third Street, Suite 910, Fort Worth, TX 76102-3751

cr +BBVA Compass Financial Corporation, c/o McGlinchey Stafford, PLLC, Attn: Stephanie Laird Tolson, 1001 McKinney Street, Suite 1500, Houston, TX 77002-6420

cr +Bowie CAD et al, c/o Tara LeDay, P.O. Box 1269, Round Rock, Tx 78680-1269

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intp +Broocks Mack Wilson, The Gerger Law Firm, PLLC, 2211 Norfolk, Suite 517,
HOUSTON, TX 77098, UNITED STATES 77098-4051

cr +Central Bank of St. Louis, c/o J.R. JONES LAW PLLC, 6026 Remson Hollow Lane,
Katy, Tx 77494, UNITED STATES 77494-4376

cr +City Of El Paso, 711 Navarro Ste. 300, San Antonio, TX 78205-1749

cr +Clear Channel Outdoor, Inc., c/o K&L Gates LLP, Attn.: Daniel M. Eliades,
One Newark Center, 10th Floor, Newark, NJ 07102-5237

fa +CohnReznick LLP, c/o Chad J. Shandler, 1301 Avenue of the Americas,
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intp +Interested Party, c/o Marcus A. Helt, Foley Gardere, Foley & Lardner LLP,
2021 McKinney Ave., Suite 1600, Dallas, TX 75201-3340

cr +Jay Martinovich, 325 N. St. Paul, Suite 3600, Dallas, TX 75201-3833

op +Kurtzman Carson Consultants LLC, 2335 Alaska Ave, El Segundo, CA 90245-4808

cr +Lubbock Central Appraisal District, C/O Laura J. Monroe,
Perdue, Brandon, Fielder, Collins & Mott, PO Box 817, Lubbock, TX 79408-0817

cr +NEC LBT, LLC, Law Office of James H Stokes, Jr., 1662 Creekside Dr.,
Sugar Land, TX 77478-4204

cr +NITYA Capital, LLC, 8901 Gaylord Drive, Suite 100, Houston, TX 77024-3042

intp +National Western Life Insurance Company, P.O. Box 209080, Austin, TX 78720-9080

cr +Pashmak, LLC, c/o Weldon L. Moore, III, Sussman & Moore, LLP, 4645 N. Central Expressway,
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cr +Reagan National Advertising of Austin, 4330 GAINES RANCH LOOP, 150, AUSTIN, TX 78735-6758

cr +Signature Financial LLC, c/o Shackelford Bowen McKinley Norton, Attn: Frances A. Smith,
9201 N. Central Expressway, 4th Floor, Dallas, TX 75231-6033

cr +Signature Financial LLC, c/o Moritt Hock & Hamroff LLP, 400 Garden City Plaza,
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intp +Stuart Quartemont, MD, 4801 Apple Valley Ct., College Station, TX 77845-4430

ombh Susan N. Goodman, Mesch, Clark & Rothschild, P.C., Tucson, AZ 85701

cr +Tom Green CAD, Linebarger Goggan Blair & Sampson, c/o Elizabeth Weller,
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cr Tyler Independent School District, c/o Tab Beall, Perdue Brandon Fielder Collins & Mott,
PO Box 2007, Tyler, TX 75710-2007

cr +c/o Kay D. Brock Travis County, P.O. Box 1748, Austin, TX 78767-1748

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 14 2018 21:17:08 Angelina County,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 14 2018 21:17:08 Cypress Fairbanks ISD,
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c/o Tara L. Grundemeier, Post Office Box 3064, Houston, TX 77253-3064

cr +E-mail/Text: bnkatty@aldineisd.org Sep 14 2018 21:18:51 Johnetta Lang, Aldine ISD,
2520 W.W. Thorne Blvd., Houston, Tx 77073-3406

cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 14 2018 21:17:08 Montgomery County,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
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cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 14 2018 21:17:08 Orange County,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
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cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 14 2018 21:17:08 Texas City ISD,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064

TOTAL: 9

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cr Brazoria County Tax Office, Crosby Independent Sch

cr Cameron County

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 cr Everbank Commercial Financial, Inc.
 cr Gerald H.Phipps, Inc, d/b/a GH Phipps Construction
 cr Harlingen CISD
 cr Hidalgo County
 cr Infinity Emergency Management Group, LLC
 intp Interested Party (Pratt Flack), 4306 Yoakum Blvd, Houston, US
 intp James Scott Douglass
 cr KeyBank, N.A.
 intp McKesson Medical-Surgical, Inc.
 cr Midway Companies
 cr Neighbors of the Permian Basin LLC
 ombh Patient Care Ombudsman
 cr Phoenix HAR Investments LLC
 cr Read King, Inc. and Affiliates
 cr Robert Lueken
 cr Roshal Imaging Services, Inc.
 intp Siemens Financial Services, Inc.
 cr Spirit MTA REIT
 cr Spirit Realty Capital, 2727 N. Harwood St., #300, Dallas
 intp Tenet Health Services Corp.
 cr Texas Comptroller of Public Accounts
 cr The Don Levin Trust
 cr The Margaret M. Nobmann Family Trust
 crcm The Official Committee of Unsecured Creditors
 cr Time Warner Cable Enterprises LLC
 cr UniFi Equipment Finance, Inc.
 cr Wells Fargo Equipment Finance, Inc.

TOTALS: 39, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 16, 2018

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 14, 2018 at the address(es) listed below:
NONE.

TOTAL: 0