



SO ORDERED,

Neil P. Olack

Judge Neil P. Olack
United States Bankruptcy Judge
Date Signed: October 5, 2017

The Order of the Court is set forth below. The docket reflects the date entered.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI

In re:)	
)	
OPUS MANAGEMENT GROUP)	CASE NO. 16-00297-NPO
JACKSON LLC, <i>et al.</i> ¹)	Chapter 11
)	Jointly Administered
Debtors)	
)	

**ORDER (1) APPROVING DISCLOSURE STATEMENT TO ACCOMPANY
CHAPTER 11 PLAN OF OPUS MANAGEMENT GROUP JACKSON, LLC;
(2) ESTABLISHING RECORD DATE FOR VOTING;
(3) FIXING TIME FOR FILING ACCEPTANCES OR REJECTIONS TO THE
CHAPTER 11 PLAN; (4) AUTHORIZING SOLICITATION PROCEDURES; AND
(5) NOTICE OF HEARING ON CHAPTER 11 PLAN OF DEBTOR**

[Dkt. ## 895, 901, 947, 964]

This matter came on for hearing by the Court pursuant to the *Order and Notice for*

¹ The chapter 11 cases of the following affiliated Debtors were administratively consolidated for joint administration pursuant to that certain *Order Granting Motion of Opus Management Group Jackson, LLC for Order Directing Joint Administration of Affiliated Cases Pursuant to Bankruptcy Rule 1015(b)*, dated March 4, 2016 [Dkt. # 114]: Rx Pro of Mississippi, Inc., d/b/a McDaniel Pharmacy [Case No.16-00288-NPO]; Opus Rx, LLC [Case No. 16-00291-NPO]; Estonna Management LLC, d/b/a The Brooks Pharmacy and d/b/a The Pharmacy at BCHC and d/b/a Vitality Compounding Pharmacy and d/b/a Vitality Pharmacy [Case No. 16-00292-NPO]; Rx Pro Pharmacy & Compounding, Inc., d/b/a OpusRx [Case No. 16-00294-NPO]; Care Rx Pharmacy Group, LLC [Case No. 16-00295-NPO]; World Health Jets LLC [Case No. 16-00296-NPO]; and Opus Management Group Jackson LLC [Case No. 16-00297-NPO]. All Debtors except World Health Jets LLC are hereinafter referred to as the “*Debtors*.” These chapter 11 cases for all of the bankruptcy cases listed above except the bankruptcy case of World Health Jets LLC [Case No. 16-00296-NPO] are sometimes referred to herein as the “*Bankruptcy Cases*.” Further, on August 17, 2017, the Court entered its *Order Resolving Show Cause Order, Converting Chapter 11 Case to Chapter 7 Case, and Modifying Consolidation Order* [Dkt. # 908] to reflect that the World Health Jets LLC case [Case No. 16-00296-NPO] was converted to a chapter 7 case and the prior *Order Granting Motion of World Health Jets LLC for Order Directing Joint Administration of Affiliated Cases Pursuant to Bankruptcy Rule 1015(b)* [Dkt. # 114] was modified so that the World Health Jets LLC case was no longer administratively consolidated in the chapter 11 case of Opus Management Group Jackson LLC, Case No. 16-00297-NPO.

Hearing on Disclosure Statements [Dkt. # 901], the *Disclosure Statement for Chapter 11 Plan of Opus Management Group Jackson, LLC* [Dkt. # 895] (the “**First Disclosure Statement**”), and the *Notice of First Amendment to Disclosure Statement for Chapter 11 Plan of Opus Management Group Jackson, LLC* [Dkt. # 947] (the “**Notice of Amendment**”) for the *Chapter 11 Plan of Opus Management Group Jackson, LLC* [Dkt. # 889] (the “**Plan**”) dated and filed August 9, 2017, proposed by the above-captioned debtor and debtor-in-possession (collectively, the “**Debtor**”). The Court was advised that any objections to the First Disclosure Statement have been resolved by the changes contained in, and the filing by the Debtor of, the *First Amended Disclosure Statement for Chapter 11 Plan of Opus Management Group Jackson, LLC* [Dkt. # 964] (the “**Amended Disclosure Statement**”² collectively with the First Disclosure Statement and the Notice of Amendment, the “**Disclosure Statement**”) and the *Amended Chapter 11 Plan of Opus Management Group Jackson, LLC* [Dkt. # 958]. The Court has determined that due and proper notice was given in accordance with Bankruptcy Rule 3017 and that the Disclosure Statement contains adequate information as required by 11 U.S.C. §1125.

IT IS THEREFORE ORDERED, AND NOTICE IS HEREBY GIVEN, THAT:

- A. The Disclosure Statement is hereby approved in accordance with Section 1125 of the Bankruptcy Code and contains adequate information with respect to the Plan.
- B. **November 6, 2017 at 5:00 p.m. (prevailing Central Time)** (the “**Ballot Deadline**”) is fixed as the last day for the submission of ballots of acceptance or rejection of the Plan. In order to be counted, ballots shall be served upon the following counsel for the Debtor by such Ballot Deadline:

Stephen W. Rosenblatt (Miss. Bar No. 5676)
BUTLER SNOW LLP
1020 Highland Colony Parkway, Suite 1400
Ridgeland, MS 39157

² The Amended Disclosure Statement reflects any and all amendments, changes, and edits to the First Disclosure Statement, including those referenced in the Notice of Amendment. A redline of the edited sections of the Amended Disclosure Statement against the First Disclosure Statement reflecting such amendments, changes, and edits is attached hereto as **Exhibit A**.

Telephone: (601) 948-5711

ATTORNEY FOR THE DEBTOR

C. A corporation, partnership, trust, or other business entity, other than a sole proprietorship, may not appear or act on its own behalf without counsel except for limited purposes. MISS. BANKR. L.R. 9010-1(b)(2)(C). One of these limited purposes allows such an entity to file a ballot without counsel.

D. **November 6, 2017**, is fixed as the last day for filing written objections to confirmation of the Plan (the “*Plan Objection Deadline*”). A copy of any objection also shall be served *via* e-mail upon the following counsel for the Debtor by such Plan Objection Deadline:

Stephen W. Rosenblatt (Miss. Bar No. 5676)
BUTLER SNOW LLP
1020 Highland Colony Parkway, Suite 1400
Ridgeland, MS 39157
Telephone: (601) 948-5711
E-mail: steve.rosenblatt@butlersnow.com

ATTORNEY FOR THE DEBTOR

E. **A hearing on confirmation of the Plan will be held on December 5, 2017, beginning at 10:00 a.m. (prevailing Central Time)**, before Judge Neil P. Olack, in the United States Courthouse for the Southern District of Mississippi, 501 East Court Street, Courtroom 4C, Jackson, Mississippi. Testimony will be taken. Witnesses should attend.

F. The date for determining which parties are entitled to vote on the Plan (the “*Record Date*”) is **October 9, 2017**.

G. For all creditors and parties in interest in Case No. 16-00297-NPO, the Debtor shall serve, by first class United States Mail, postage prepaid, the following:

- (A) this Order;
- (B) the Disclosure Statement;
- (C) the Plan; and
- (D) the appropriate Ballot(s) to those entitled to vote, which should be returned to Butler Snow LLP, and not the Court.

(collectively, the “*Solicitation Materials*”).

H. Any questions concerning the Ballot(s) should be addressed with Butler Snow LLP.

I. The mailing of the Solicitation Materials by the Debtor shall be completed on or before October 9, 2017.

J. The Debtor shall file a Certificate of Service with the Court, listing the name and address of each party served, within three (3) business days after the mailing of this Order, with the enclosures specified herein.

###END OF ORDER###

ORDER PREPARED AND SUBMITTED BY:

Thomas M. Hewitt (Miss. Bar No. 104589)
BUTLER SNOW LLP
1020 Highland Colony Parkway, Suite 1400
Ridgeland, MS 39157
Telephone: (601) 985-4500
thomas.hewitt@butlersnow.com

ONE OF THE ATTORNEYS FOR THE DEBTORS

Exhibit A

Redline of Edited Sections of Amended Disclosure Statement versus First Disclosure Statement

38500552.v1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI**

In re:)) OPUS MANAGEMENT GROUP) JACKSON LLC, et al.¹))) Debtors)) <hr style="width: 40%; margin-left: 0;"/>	CASE NO. 16-00297-NPO Chapter 11 Jointly Administered
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**FIRST AMENDED DISCLOSURE STATEMENT FOR CHAPTER 11 PLAN OF
OPUS MANAGEMENT GROUP JACKSON, LLC**
[Dkt. # ____]

Opus Management Group Jackson, LLC, the Debtor and debtor-in-possession herein (the “*Debtor*” or the “*Company*” or “*OMGJ*”), submits this *First Amended Disclosure Statement for Chapter 11 Plan of Opus Management Group Jackson, LLC* for solicitation of votes on the accompanying *First Amended Chapter 11 Plan of Opus Management Group Jackson, LLC* [Dkt. # ____] (the “*Plan*”). Capitalized terms used and not otherwise specifically defined herein shall have the meaning ascribed to them in the Plan. These defined terms are necessary to understand fully this Disclosure Statement.

¹ The chapter 11 cases of the following affiliated Debtors ~~have been~~ were administratively consolidated for joint administration pursuant to that certain *Order Granting Motion of Opus Management Group Jackson, LLC for Order Directing Joint Administration of Affiliated Cases Pursuant to Bankruptcy Rule 1015(b)*, dated March 4, ~~2014~~ 2016 [Dkt. # 114]: Rx Pro of Mississippi, Inc., d/b/a McDaniel Pharmacy (“~~McDaniel Pharmacy~~”) [Case No. 16-00288-NPO]; Opus Rx, LLC (“~~Opus Rx~~”) [Case No. 16-00291-NPO]; Estonna Management LLC, d/b/a The Brooks Pharmacy and d/b/a The Pharmacy at BCHC and d/b/a Vitality Compounding Pharmacy and d/b/a Vitality Pharmacy (“~~Estonna Management~~”) [Case No. 16-00292-NPO]; Rx Pro Pharmacy & Compounding, Inc., d/b/a OpusRx (“~~Hallandale Pharmacy~~”) [Case No. 16-00294-NPO]; Care Rx Pharmacy Group, LLC (“~~Care Rx~~”) [Case No. 16-00295-NPO]; World Health Jets LLC (“~~WHJ~~”) [Case No. 16-00296-NPO]; and Opus Management Group Jackson LLC [Case No. 16-00297-NPO]. ~~A similar Order was entered in each of the Bankruptcy Cases. All Debtors except World Health Jets LLC are hereinafter referred to as the “Debtors.” These chapter 11 cases for all of the bankruptcy cases listed above except the bankruptcy case of World Health Jets LLC [Case No. 16-00296-NPO] are sometimes referred to herein as the “Bankruptcy Cases” and each of the Debtors listed above as sometimes referred to herein as the “Affiliated Debtors.”~~ Further, on August 17, 2017, the Court entered its *Order Resolving Show Cause Order, Converting Chapter 11 Case to Chapter 7 Case, and Modifying Consolidation Order* [Dkt. # 908] to reflect that the World Health Jets LLC case [Case No. 16-00296-NPO] was converted to a chapter 7 case and the prior *Order Granting Motion of World Health Jets LLC for Order Directing Joint Administration of Affiliated Cases Pursuant to Bankruptcy Rule 1015(b)* [Dkt. # 114] was modified so that the World Health Jets LLC case was no longer administratively consolidated in the chapter 11 case of Opus Management Group Jackson LLC, Case No. 16-00297-NPO.

A Chapter 11 plan may specify that certain classes of claims or equity interests are either to be paid in full when the plan becomes effective or are to remain unchanged by the treatment prescribed in the plan. Such classes are referred to as “unimpaired,” and because of such favorable treatment, the Holders in such classes are deemed to accept the plan and are not entitled to vote. Accordingly, it is not necessary to solicit votes from the Holders of claims or equity interests in such classes. A Chapter 11 plan may also specify that certain classes will not receive any distribution of property or retain any claim against the debtor. Such classes are deemed not to accept the plan and, therefore, need not be solicited to vote to accept or reject the plan.

The Plan is a plan of reorganization and is to be implemented and executed utilizing: (i) remaining Cash from the Debtor’s operating account generated from the Debtor’s operations; (ii) remaining Cash from Sale Proceeds pursuant to the Sale Order; (iii) proceeds from the sale or liquidation of other *de minimis* assets of the Debtor; (iv) payments to the Disbursing Agent made by Rx Pro of Mississippi, Inc. and Estonna Management LLC in the amount of \$18,500.00 each pursuant to their confirmed chapter 11 plans; and (v) to the extent applicable, proceeds from the recovery of Claims, Avoidance Actions, or Causes of Action reserved and preserved for the benefit of the Reorganized Debtor as set forth in **Schedule 7.3** of the Plan.

The Plan provides for the payment in full of all Allowed Administrative Claims, Professional Fees, as well as the Priority Tax Claims and Other Priority Claims, if any, ~~as well as payment in full of all~~ and Holders of Allowed General Unsecured Claims shall receive in Cash, to the extent funds are available, their *pro rata* share up to 100% of the amount of the Allowed General Unsecured Claims. On and after the Effective Date, the Disbursing Agent will use the revenue from the sources described above to perform its obligations under the Plan.

The Plan constitutes the plan of reorganization only for the Debtor. Each of the Affiliated Debtors may submit its own, separate, stand-alone plan. None of the assets or liabilities of any of the Affiliated Debtors are addressed in this Plan, except to the extent of Intercompany Claims, which are subordinated to General Unsecured Claims. The Plan does not seek to effectuate a substantive consolidation or other combination of the separate Bankruptcy Estate, but instead provides that the creditor of each Debtor will be asserting its Claim only against the Debtor against which it holds a Claim, and the Creditor will receive a recovery based only on the moneys and assets of the Debtor's Bankruptcy Estate against which such Creditor holds a Claim.

A. Debtor's Assets

As of July 31, 2017, the Debtor held \$14,974,424,974.42 in its operating account. The Debtor, however, must pay certain costs of administration of the Bankruptcy Case from such funds, so it is anticipated that this amount will be reduced as of the Effective Date.

B. Classification of Claims and Interests

Pursuant to Section 1122 of the Bankruptcy Code, a designation of Classes of Claims against and Interests in the Debtor is set forth below. A Claim or Interest is placed in a particular Class for the purposes of voting on the Plan and receiving distributions pursuant to the Plan, to the extent applicable, only to the extent that such Claim or Interest is an Allowed Claim or Allowed Interest and has not been paid, released, withdrawn, or otherwise settled prior to the Effective Date.

In accordance with Section 1123(a)(1) of the Bankruptcy Code, Administrative Expense Claims, Professional Fee Claims, United States Trustee Fees, and Priority Tax Claims of the Debtor: (i) are not classified and (ii) are unimpaired. Consequently, the Holders of such claims are not entitled to vote on the Plan

The Plan divides the Claims and the Interests into the following classes:

Class	Debtor Claims/Interests	Status	Voting Rights
Unclassified	Administrative Expense Claims	Unimpaired	Not entitled to vote
Unclassified	United States Trustees Fees	Unimpaired	Not entitled to vote
Unclassified	Priority Tax Claims of the Debtor	Unimpaired	Not entitled to vote
1	Other Priority Claims	Unimpaired	Not entitled to vote
2	Secured Claims	Unimpaired	Not entitled to vote
3	General Unsecured Claims	Impaired	Entitled to vote
4	Intercompany Claims	Impaired	Entitled to vote
5	Membership Interests	Impaired	Entitled to vote

C. Treatment of Unclassified Claims and Interests

1. *Administrative Claims.*

a. Payments of Administrative Claims.

Except to the extent that the Holder of an Allowed Administrative Expense Claim and the Debtor or the Disbursing Agent, as applicable, may otherwise agree, for any Allowed Administrative Expense Claim (other than Professional Fee Claims, United States Trustees Fees, or Priority Tax Claims), each Holder of such Claim will be paid by the Disbursing Agent in Cash the Allowed amount of such Claim on the Effective Date.

b. Payments of Professional Fees.

Except to the extent that the Holder of an Allowed Professional Fees Claim and the Debtor or the Disbursing Agent, as applicable, may otherwise agree, for any Allowed Professional Fees Claim, each Holder of such Claim will be paid by the Disbursing Agent in Cash the Allowed amount of such Claim on the Effective Date.

c. United States Trustee Fees.

With respect to amounts due to the Office of the United States Trustee, the Debtor or the Disbursing Agent shall pay the appropriate sum required by 28 U.S.C. § 1930(a)(6) within ~~forty-five~~thirty (4530) days of the Effective Date. The Disbursing Agent shall timely pay to the

The Debtor anticipates that the Disbursing Agent shall use (i) remaining Cash from the Debtor's operating account generated from the Debtor's operations; (ii) remaining Cash from Sale Proceeds pursuant to the Sale Order; (iii) proceeds from the sale or liquidation of other *de minimis* assets of the Debtor; (iv) payments to the Disbursing Agent made by Rx Pro of Mississippi, Inc. and Estonna Management LLC in the amount of \$18,500.00 each pursuant to their confirmed chapter 11 plans; and (v) to the extent applicable, proceeds from the recovery of Claims, Avoidance Actions, or Causes of Action reserved and preserved for the benefit of the Reorganized Debtor as set forth in **Schedule 7.3** of the Plan.

7. *Preservation of Rights and Causes of Action.*

The Debtor specifically and unequivocally reserves, for itself and for the Disbursing Agent, (as successor in interest to the Debtor), the right to assert, after the confirmation of the Plan herein, any and all of the Claims, Avoidance Actions, and Causes of Action, and all proceeds of the foregoing, including, but not limited to, those listed in **Schedule 7.3** of the Plan, which is a non-exclusive list of Potential Parties against whom such Claims, Avoidance Actions, and Causes of Action may be asserted. The failure to include a person or an entity on this list shall not constitute a release of such entity and shall not indicate that Claims, Avoidance Actions, and Causes of Action against such entity have not been retained. All possible Claims, Avoidance Actions, and Causes of Action, including Claims, Avoidance Actions, and Causes of Action not listed below, are retained against all entities not expressly released pursuant to the Plan or a final order of the Bankruptcy Court. In the event of any inconsistency between the releases pursuant to the Plan or a final order of the Bankruptcy Court and the attached list, such releases granted pursuant to the Plan or final order of the Bankruptcy Court shall govern.

The Disbursing Agent has the sole discretion to pursue or not pursue any Claims, Avoidance Actions, and Causes of Action reserved and preserved by the Debtor. Following

appointment of the Disbursing Agent. Disbursing Agent will use its best efforts to retain counsel to consider the best course of action for Debtor to take with respect to pursuing the Debtor's claims listed in Schedule 7.3-1. Notwithstanding anything contained in the Plan or Disclosure Statement, in the event the Disbursing Agent does not take legal action to preserve Debtor's claims listed at Schedule 7.3-1 by forty-five (45) days prior to February 2, 2018, the applicable statute of limitations date, then standing to take such action shall automatically revert, without further Order of Court, to any party in interest who has given prior written demand to the Disbursing Agent to pursue said claims on behalf and for the benefit of the post-confirmation estate.

Following appointment of the Disbursing Agent, Disbursing Agent will use best efforts to retain counsel to vigorously pursue the Debtor's Claims and Causes of Action listed at Schedule 7.3-2 on behalf and for the benefit of the post-confirmation estate.

The total amount of potential recoveries from the Claims, Avoidance Actions, and Causes of Action reserved and preserved by the Debtor is unknown at this time.

B. Disbursing Agent

1. *Administration by Disbursing Agent.*

On and after the Effective Date, except as otherwise provided in the Plan, the Plan will be administered and implemented by the Disbursing Agent that shall be vested with full legal power, capacity, and authority to administer, collect and liquidate the Debtor's remaining Assets and to administer and implement the Plan. The Disbursing Agent may compromise or settle any Claims or Causes of Action without supervision or approval by the Bankruptcy Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules, other than those restrictions expressly imposed by the Plan or the Confirmation Order.

Disbursing Agent is a party in accordance with the Plan, subject to approval by the Bankruptcy Court. Any settlement effectuated prior to the Confirmation Date, upon approval thereof by the Bankruptcy Court or other court of competent jurisdiction, shall be deemed incorporated into the Plan by reference, and entry of the Confirmation Order, including provisions of such settlement, shall be deemed a settlement pursuant to Section 1123(b)(3)(A) of the Bankruptcy Code and Bankruptcy Rule 9019. The Disbursing Agent shall have the authority to settle or otherwise dispose of any Disputed Claim or Cause of Action of the Debtor and the Bankruptcy Estate subject to approval of the Bankruptcy Court..

5. *Liquidation of Assets.*

The Disbursing Agent shall pursue recovery of Assets under the Plan in a commercially reasonable manner.

6. *Compensation of the Disbursing Agent and the Disbursing Agent's Professionals.*

Costs and expenses of the fulfillment of duties of the Disbursing Agent under the Plan, including the fees and expenses of the Disbursing Agent and its respective retained professionals, shall be paid by the Disbursing Agent from Cash received from the Debtor. Such costs and expenses shall be treated with a first priority right of distribution, and without prior approval by the Bankruptcy Court. The Disbursing Agent shall retain such amounts as are reasonably necessary (at the discretion of the Disbursing Agent) to meet the future fees and expenses expected to be incurred in administering obligations of Disbursing Agent under the Plan.

~~Similarly, any~~The Disbursing Agent has advised that it anticipates such fees and expenses to not exceed \$10,000 per month (in the aggregate for all Debtors for which the Disbursing Agent is serving) during the period the Disbursing Agent is fulfilling its duties under the Plan. Any professionals retained by the Disbursing Agent shall be compensated for the services rendered in

resignation, or removal of the Disbursing Agent, ~~the Office of the United States Trustee~~after notice and a hearing, the Bankruptcy Court shall appoint a successor Disbursing Agent.

13. *Conversion of Case to Chapter 7.*

If at any time the Disbursing Agent determines that the expense of administering matters for which a Disbursing Agent is responsible under the Plan is likely to exceed the value of the Cash remaining in the possession of a Disbursing Agent, the Disbursing Agent may apply to the Bankruptcy Court for authority to convert the Bankruptcy Case to a Chapter 7 case. Notice of such application shall be given electronically, to the extent practicable, to those parties who have filed requests for notices and whose electronic addresses remain current and operating.

14. *Disbursing Agent's Role as of the Effective Date.*

All rights and obligations of the Debtor under this Plan that exist or continue after the Effective Date shall vest in the Disbursing Agent pursuant to the terms of the Plan and shall be rights and obligations exercisable exclusively by the Disbursing Agent after the Effective Date. Other than the foregoing roles, the Operations Manager of the Debtor shall be relieved of all duties and obligations to the Debtor, the Bankruptcy Estate, and the creditors after the Effective Date.

15. *Plan as Comprehensive Settlement of Claims and Controversies.*

Pursuant to Section 1123 of the Bankruptcy Code and Bankruptcy Rule 9019 and in consideration for the distributions and other benefits provided pursuant to the Plan, the provisions of the Plan shall constitute a good-faith compromise and settlement of all Claims and controversies relating to the contractual, legal, and subordination rights that a Holder of a Claim may have with respect to any Allowed Claim, or any distribution to be made on account of such Allowed Claim. The entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the compromise or settlement of all such Claims and controversies, as well as a