

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	Chapter 11
)	
BENEVIS CORP., <i>et al.</i> ¹)	Case No. 20-33918 (MI)
)	
Debtors.)	(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER
(A) THE ADEQUACY OF THE DEBTORS' DISCLOSURE STATEMENT AND (B)
CONFIRMATION OF THE DEBTORS' CHAPTER 11 PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE THAT on November 25, 2020, the United States Bankruptcy Court for the Southern District of Texas (the "Court") entered an order [Docket No. 480] (the "Conditional Approval Order"): (a) authorizing Benevis Corp. and its affiliated debtors and debtors in possession (collectively, the "Debtors") and the Official Committee of Unsecured Creditors of Benevis Corp. (the "Committee"), to solicit acceptances for the *Combined Disclosure Statement and Joint Plan of Liquidation Proposed by the Debtors and the Committee for Benevis Corp. and Its Affiliated Debtors*, as may be amended or modified from time to time (the "Combined Plan and Disclosure Statement," the "Plan," and the "Disclosure Statement,") as applicable;² (b) conditionally approving the Disclosure Statement as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the supplemental solicitation materials and documents to be included in the solicitation package; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

The hearing at which the Court will consider final approval of the Disclosure Statement and Confirmation of the Plan (the "Combined Hearing") will commence on **December 23, 2020, at 9:00 a.m.** prevailing Central Time, before the Honorable Marvin Isgur, in the United States Bankruptcy Court for the Southern District of Texas, located at 515 Rusk Street, Courtroom 404, Houston, Texas 77002.

Copies of all documents filed in these Chapter 11 Cases are available free of charge by visiting <https://cases.omniagentsolutions.com/benevis>; or by calling (866) 771-0557 (US/Canada) or (818) 639-484 (International); or by email at benevisballots@omniagnt.com. You may also obtain copies of any pleadings by visiting the Court's website at <https://ecf.txsb.uscourts.gov/> in accordance with the procedures and fees set forth therein.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Benevis Corp. (0242); LT Smile Corporation (2818); Benevis Holding Corp. (0222); Benevis Affiliates, LLC (7420); Benevis, LLC (5524); Benevis Informatics, LLC (7833). The address of the Debtors' headquarters is 1090 Northchase Parkway S.E., Suite 150, Marietta, GA 30067.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

On March 24, 2020, through the entry of General Conditional Approval Order 2020-10, the Court invoked the Protocol for Emergency Public Health or Safety Conditions. The Conditional Approval Order may be found at: [https://www.txs.uscourts.gov/sites/txs/files/Bankruptcy%20General%20Conditional Approval Order%202020-04%20Adoption%20of%20Contingency%20Plan_0.pdf](https://www.txs.uscourts.gov/sites/txs/files/Bankruptcy%20General%20Conditional%20Approval%202020-04%20Adoption%20of%20Contingency%20Plan_0.pdf). Therefore, all persons will appear telephonically and also may appear via video at this hearing using the Court's electronic conference systems.

The Court will simultaneously use two technology methods to conduct electronic hearings. One method will provide audio communication. The other will provide video access to exhibits and materials presented to the Court. If a party wants to both view the documents presented to the Court and hear the proceeding, the party must 1) dial in through the audio system, and 2) log into the Court's video via join.me.

Audio communication will be conducted by use of the Court's regular dial-in number: **832-917-1510**. At the start of the call, the caller will be asked to enter a six-digit conference code. The six-digit conference code for this hearing is Judge Isgur's conference room number: **954554**. Each person who speaks at the electronic hearing should be prepared to restate that person's name each time that the person speaks in order to assist any transcriber of the audio recording.

The Debtors will offer evidence and demonstrative exhibits from a remote location. Parties may participate in electronic hearings by use of an internet connection. You may view video via GoToMeeting. To use GoToMeeting, the Court recommends that you download the free GoToMeeting application. To connect, you should enter the meeting code "JudgeIsgur" in the GoToMeeting app or click the link on Judge Isgur's home page on the Southern District of Texas website. Once connected, click the settings icon in the upper right corner and enter your name under the personal information setting.

Any exhibit offered by the Debtors will be filed on the Court's docket. Any party may also obtain an electronic copy of the exhibits by request to counsel to the Debtors.

If any party wishes to offer exhibits, it is recommended that these exhibits be filed on CM/ECF. Each exhibit should be filed as a separate attachment to an Exhibit List in compliance with BLR 9013-2.

Witnesses presented by the Debtors will appear via audio and video connection. Any person wishing to examine the witness will be permitted to do so during the hearing.

Please be advised: The Combined Hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court, by agenda filed with the Court, or by a Notice of Adjournment filed with the Court and served on all parties entitled to notice.

IMPORTANT INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **October 30, 2020** (the “Voting Record Date”), which is the date for determining which Holders of Claims in Class 3 are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is on **December 21, 2020, at 5:00 p.m.**, prevailing Central Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtors’ balloting agent, Omni Agent Solutions (the “Balloting Agent”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

ARTICLE IX OF THE PLAN CONTAINS EXCULPATION AND INJUNCTION PROVISIONS. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

Plan Objection Deadline. The deadline for filing objections to the Plan is **December 21, 2020, at 5:00 p.m.**, prevailing Central Time (the “Plan Objection Deadline”). All objections to the relief sought at the Combined Hearing must: (a) be in writing; (b) conform to the Bankruptcy Rules, and any orders of the Court; (c) set forth the name and address of the objector and the nature and amount of Claims held or asserted by the objector against the Debtors’ Estates or property; (d) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (e) be filed with the Court (contemporaneously with a proof of service).

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials), please feel free to contact the Debtors’ Balloting Agent, by: (a) visiting the Debtors’ restructuring website at: <https://cases.omniagentsolutions.com/benevis>; (b) writing Omni at Benevis Corp. Ballot Processing, c/o Omni Agent Solutions, 5955 De Soto Ave., Suite 100, Woodland Hills, CA 91367; (c) emailing benevisballots@omniagnt.com; and/or (d) calling the Debtors’ restructuring hotline at: (866) 771-0557 (toll free) or (818) 639-4846 (international). You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER at: <https://pacer.uscourts.gov/>. Please be advised that the Balloting Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

The Plan Supplement. The Debtors will serve notice of the Plan Supplement on all Holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors

filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement. Notwithstanding the foregoing, the Debtors have the right to amend and supplement the documents contained in, and exhibits to, the Plan Supplement through the Effective Date, in accordance with the terms of the Plan.

BINDING NATURE OF THE PLAN

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS OR INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM OR INTEREST IN THE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

Dated December 1, 2020

/s/ Elizabeth Freeman

JACKSON WALKER L.L.P.

Elizabeth Freeman (TX Bar No. 24009222)
Veronica A. Polnick (TX Bar No. 24079148)
Genevieve M. Graham (TX Bar No. 24085340)
Vienna F. Anaya (TX Bar No. 24091225)
1401 McKinney Street, Suite 1900
Houston, Texas 77010
Telephone: (713) 752-4200
Facsimile: (713) 752-4221
Email: efreeman@jw.com
vpolnick@jw.com
ggraham@jw.com
vanaya@jw.com

*Counsel to the Debtors
and Debtors in Possession*

/s/ W. Steven Bryant

W. Steven Bryant
Texas Bar. No. 24027413
Federal I.D. No. 32913
LOCKE LORD LLP
600 Congress Avenue, Ste. 2200
Austin, Texas 78701
Telephone: (512) 305-4726
Fax: (512) 305-4800
sbryant@lockelord.com

-and-

Philip G. Eisenberg
Texas Bar Number 24033923
LOCKE LORD LLP
600 Travis Street, Suite 2800
Houston, TX 77002
Telephone: 713-226-1200
Facsimile: 713-226-3717
peisenberg@lockelord.com

-and-

Aaron C. Smith (pro hac vice)
LOCKE LORD LLP
111 South Wacker Drive
Chicago, IL 60606
Telephone: (312) 443-0460
Facsimile: (312) 896-6460
asmith@lockelord.com

*Counsel for the Official Committee of
Unsecured Creditors*