

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE:)	Jointly Administered at:
)	Bankruptcy Case No. 17-22222-JAD
PITTSBURGH ATHLETIC ASSOCIATION, <i>et al.</i> ¹)	Bankruptcy Case Nos:
)	17-22222-JAD
Debtors.)	17-22223-JAD
)	Chapter 11
PITTSBURGH ATHLETIC ASSOCIATION, <i>et al.</i> ,)	The Honorable Jeffery A. Deller
)	Docket No. ____
Movants,)	Related to Docket Nos. 630 & 631
v.)	Hearing Date: April 10, 2018
)	Hearing Time: 11:00 a.m.
(NO RESPONDENT).)	Response Deadline: April 9, 2018 by
)	Noon

**RESPONSE OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
PITTSBURGH ATHLETIC ASSOCIATION, ET AL., TO DEBTORS’ EXPEDITED
THIRD MOTION TO EXTEND PLAN EXCLUSIVITY PURSUANT TO 11 U.S.C.
§1121(d)**

The Official Committee of Unsecured Creditors of Pittsburgh Athletic Association, *et al.* (the "Committee") hereby files this Response (the "Response") to Debtors’ Expedited Third Motion to Extend Plan Exclusivity Pursuant to 11 U.S.C. §1121(d) (the "Third Motion to Extend Exclusivity"), respectfully representing as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

¹ The Debtors have the following cases pending: Pittsburgh Athletic Association, Case No. 17-22222-JAD and the Pittsburgh Athletic Association Land Company, Case No. 17-22223-JAD, both cases are being jointly administered under Case No. 17-22222-JAD.

2. Venue of the Debtor's Chapter 11 case is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

3. The Debtors, Pittsburgh Athletic Association (the "PAA") and Pittsburgh Athletic Association Land Company (the "PAACL", and together with the PAA, the "Debtors"), filed Voluntary Petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 *et seq.*, (the "Bankruptcy Code") on May 30, 2017 (the "Petition Date") in the United States Bankruptcy Court for the Western District of Pennsylvania at the above-captioned case numbers (the "Bankruptcy Cases"). The Bankruptcy Cases are jointly administered at Bankruptcy Case No. 17-22222.

4. On June 8, 2017, the Office of the United States Trustee appointed the Committee. [Docket No. 91].

7. On August 25, 2017, the Debtors filed their Motion to Extend Exclusivity (the "First Motion to Extend Exclusivity") [Docket No. 256].

8. On September 15, 2017, a Stipulation and Consent Order was entered [Docket No. 299] regarding the First Motion to Extend Exclusivity that: (1) extended the Debtors' exclusive right to file a plan of reorganization under Section 1121(b) of the Bankruptcy Code until December 26, 2017; and (2) extended the time to obtain acceptance of said plan of reorganization by each class of claims or interests impaired under the plan until February 26, 2018.

9. On December 22, 2017, the Debtors filed the Joint Plan of Reorganization Dated December 22, 2017 [Docket No. 418] (the "Joint Plan") and the Joint Disclosure Statement to

Accompany the Joint Plan of Reorganization Dated December 22, 2017 [Docket No. 419] (the “Joint Disclosure Statement”).

10. A hearing to consider approval of the Joint Disclosure Statement was scheduled for February 6, 2018 at 10:00 a.m. [Docket No. 429].

11. On January 30, 2018, the Committee and Oakland Fifth Avenue Hotel Associates, LP, (“OFAHA”) filed timely objections to the Joint Disclosure Statement [Docket Nos. 519 and 524].

12. On February 1, 2018 and February 8, 2018, the Internal Revenue Service and the Pennsylvania Department of Revenue filed Objections to the Confirmation of the Joint Plan respectively [Docket Nos. 529 and 542].

13. Considering the objections to the Joint Disclosure Statement and the Joint Plan, the Debtors filed a Motion to continue the hearing to consider approval of the Joint Disclosure Statement [Docket No. 533].

14. The Court entered an order rescheduling the hearing to consider approval of the Joint Disclosure Statement for February 20, 2018 at 10:00 a.m. [Docket No. 535]. The hearing to consider approval of the Joint Disclosure Statement was continued to March 13, 2018.

15. On January 26, 2018, the Debtors filed the Second Motion to Extend Exclusivity in which the Debtors seek to extend the exclusivity period by an additional forty-five (45) days to allow the Debtors solicit and obtain acceptances of the Joint Plan (the “Second Motion to Extend Exclusivity”).

16. On February 20, 2018, this Court, after notice and hearing, granted the Second Motion to Extend Exclusivity and entered an Order extending the Debtors’ exclusive right to file

a Plan of Reorganization and to obtain acceptance to April 12, 2018 (the “Second Extension Order”)[Docket No. 553].

17. On March 13, 2018, the Debtors filed an Amended Joint Chapter 11 Plan of Reorganization of Pittsburgh Athletic Association & Pittsburgh Athletic Association Land Company dated March 13, 2018 (the “Amended Joint Plan”) [Doc. No. 587], an Amended Joint Disclosure Statement to Accompany Joint Plan of Reorganization (the “Amended Joint D/S”) [Doc. No. 588] and an Amended Joint Summary of Chapter 11 Plan of Reorganization (the “Amended Joint Plan Summary”, collectively with the Amended Plan and Amended D/S, the “Amended Joint Plan Documents”. [Docket No. 589].

18. On March 15, 2018, this Court entered an Order conditionally approving the Amended Joint D/S and setting certain deadlines scheduling a hearing on final approval of the Amended Joint D/S for April 17, 2018 [Doc. No. 593]. The Court also scheduled a Confirmation Hearing on the Amended Joint Plan for April 17, 2018, at 10:00 a.m. (the “Confirmation Hearing”). *See* Doc. No. 593.

19. On March 16, 2018, the Debtors filed a revised Amended Joint Plan to address a scrivener’s error. [Doc. No. 594].

20. On March 29, 2018, the Debtors filed the instant Third Motion to Extend Exclusivity requesting that the Debtors’ exclusive right to file a Plan of Reorganization and seek acceptance of the same be extended for thirty (30) days, or until May 12, 2018.

21. On March 29, 2018, this Court entered a Notice and Order Setting Hearing on an Expedited Basis scheduling the hearing on the Third Motion to Extend Exclusivity for April 10, 2018 at 11:00 a.m. and setting the response deadline for April 9, 2018 by Noon.

22. On March 15, 2018, this Court Re-Issued the Order conditionally approving the Amended Joint D/S and setting certain deadlines rescheduling the hearing on final approval of the Amended Joint D/S for April 24, 2018, including setting the date in which to object to the Amended Joint D/S and Amended Joint Plan for April 17, 2018 [Doc. No. 638]. The Court also rescheduled the Confirmation Hearing on the Amended Joint Plan for April 24, 2018, at 10:00 a.m. (the “Rescheduled Confirmation Hearing”). *See* Doc. No. 638.

COMMITTEE RESPONSE

23. The Committee does not generally oppose the Debtors’ request to extend the exclusivity period by 30 days, or until May 12, 2018.

24. Since the filing of the original objections to the Joint Disclosure Statement and the Joint Plan, the Debtors, the Committee, and the other parties in interest have met and conferred regarding ways to resolve the pending objections. Those discussions culminated in the Debtors filing their Amended Joint D/S and Amended Joint Plan. The Committee continues to review the same, and, if necessary, will file any response by the April 17, 2018 deadline.

25. For the reasons stated above and with a full reservation of rights, the Committee does not oppose the Debtors’ request to extend the exclusivity period by 30 days. The Committee respectfully requests that this Response be made a part of the record, and that the Committee be allowed to be heard at the hearing on the Third Motion to Extend Exclusivity.

26. The Committee’s non-opposition to a 30-day extension of the exclusivity period under Section 1121 of the Bankruptcy Code should not be interpreted and/or treated as a waiver and/or release of the Committee’s rights to seek to shorten or terminate the exclusive period under Section 1121(d) of the Bankruptcy Code. The Committee reserves all rights to seek to shorten and/or terminate the exclusive period (and any extension thereto) should events and/or

circumstances arise providing cause for the Committee to seek to shorten and/or terminate the exclusive period.

WHEREFORE, the Committee respectfully requests that this Court enter an appropriate order.

Respectfully submitted,

LEECH TISHMAN FUSCALDO & LAMPL, LLC

Dated: April 9, 2018

By: /s/ John M. Steiner

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