

ENTERED

October 03, 2023

Nathan Ochsner, Clerk

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

In re:)	
)	Chapter 11
)	
GWG Holdings, Inc., <i>et al.</i> , ¹)	Case No. 22-90032 (MI)
)	
Debtors.)	(Jointly Administered)
)	Re: Docket No. 2194

ORDER AUTHORIZING PORTFOLIO SALE

Upon the motion (the “Motion”)² of Elizabeth C. Freeman, as trustee (the “WDT Trustee”) for the GWG Wind Down Trust (the “Wind Down Trust”) (successor to GWG Holdings, Inc. and its debtor affiliates in the above-captioned cases (collectively, the “Debtors”)), pursuant to section 105 of the Bankruptcy Code authorizing the Portfolio Sale; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the WDT Trustee’s notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided as set forth herein; and this Court having reviewed the Motion and conducted an emergency evidentiary hearing on the Motion; and this Court having determined that the legal

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, were: GWG Holdings, Inc. (2607); GWG Life, LLC (6955); GWG Life USA, LLC (5538); GWG DLP Funding IV, LLC (2589); GWG DLP Funding VI, LLC (none); and GWG DLP Funding Holdings VI, LLC (none). The location of Debtor GWG Holdings, Inc.’s principal place of business and the Debtors’ service address is 325 N. St. Paul Street, Suite 2650 Dallas, TX 75201. Further information regarding the Debtors and these chapter 11 cases is available at the website of the Debtors’ claims and noticing agent: <https://donlinrecano.com/gwg>.

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

and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court having found that the WDT Trustee's interest in the Portfolio vested in the Wind Down Trust pursuant to Article IV.A of the Plan and paragraph 8 of the Confirmation Order; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**:

1. The WDT Trustee is authorized to effectuate the Portfolio Sale, including enter into all related documentation and take all steps to effectuate such sale, and the Portfolio Sale and related documentation shall be binding on the WDT Trustee and its successors and assigns.

2. The Portfolio Sale is the product of an arms-length, good faith negotiation which resulted in fair consideration that provides reasonably equivalent value under the Bankruptcy Code and any Uniform Fraudulent Transfer Act, fair consideration under any Uniform Fraudulent Conveyance Act, and reasonably equivalent value, fair consideration, fair salable value, and fair value under any such laws as applicable or any other applicable laws of the United States, any state, territory, or possession thereof, or the District of Columbia. Neither the Wind Down Trust nor the Buyer entered into the Portfolio Sale the purpose of hindering, delaying, or defrauding the Trust's present or future creditors.

3. Proceeds from the Portfolio Sale shall be distributed pursuant to the Plan and the WDT Agreement.

4. Notice of the Motion as provided therein is good and sufficient notice of the Motion and the requirements of the Bankruptcy Local Rules are satisfied by such notice.

5. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

6. The WDT Trustee is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: October 03, 2023

A handwritten signature in black ink, consisting of a large, stylized 'M' followed by a wavy line and the letters 'Isgur'.

Marvin Isgur
United States Bankruptcy Judge