



4. A hearing on the Motion (the “**Hearing**”) is scheduled to occur on December 6, 2023.

5. Attached hereto as **Exhibit A** is a revised proposed Final Order, incorporating comments received from the Court at the hearing on the Interim Order, the Official Committee of Unsecured Creditors, and other parties in interest (the “**Revised Proposed Final Order**”).

6. A redline of the Revised Proposed Final Order against the original proposed Final Order is attached hereto as **Exhibit B**.

7. In accordance with paragraph 44 of the *Procedures for Complex Cases in the Southern District of Texas*, the undersigned counsel files this Certificate of No Objection and represents to the Court that (i) the Objection Deadline has passed, (ii) the undersigned counsel is unaware of any unresolved objection to the Motion, and (iii) the undersigned counsel has reviewed the Court’s docket and no unresolved objection/response to the Motion appears thereon.

8. Therefore, the Debtors respectfully request entry of the Revised Proposed Final Order.

Dated: December 5, 2023  
Houston, Texas

Respectfully submitted,

By: /s/ Tom A. Howley

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*Proposed Counsel to the Debtors and the Debtors  
in Possession*

**Certificate of Service**

I certify that, on December 5, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Tom A. Howley*

\_\_\_\_\_  
Tom A. Howley

**EXHIBIT A**

**Revised Proposed Final Order**



fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it 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 this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; 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 Debtors are authorized, but not directed, to remit or pay (or use tax credits to offset or otherwise satisfy) all Taxes and Fees due and owing to various state, local, and other applicable Authorities that arose prior to or after the Petition Date (including any Assessment determined by Audit or otherwise to be owed for periods prior to the Petition Date and, for the avoidance of doubt, posting collateral or a letter of credit in connection with any dispute related to Assessments), in each case, solely to the extent that such Taxes and Fees become payable in accordance with applicable law.

2. Subject to paragraph 4 herein, the Debtors are authorized, but not directed, to make the Party City Tax Payments in the ordinary course of business; *provided* that the Debtors shall not

make any Party City Tax Payments for any Taxes and Fees actually paid by Party City on behalf of the Debtors prior to the Petition Date, absent entry of a separate order of the Court approving such reimbursements.

3. The Debtors are further authorized, but not directed, to settle some or all of the prepetition Taxes and Fees for less than their face amount without further notice or hearing; *provided*, that the Debtors will consult with the Official Committee of Unsecured Creditors (the "Committee"), the Ad Hoc Group and the Second Lien Notes Trustee with respect to any such settlement involving Taxes and Fees in excess of \$100,000.

4. The Debtors are not authorized hereunder to pay any prepetition obligations owing to a non-Debtor affiliate; *provided* that all rights of setoff (and defenses thereto) are fully preserved.

5. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in the Motion or this Final Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

6. Notwithstanding anything to the contrary herein or in the Motion, in the event the Debtors make a payment with respect to any Taxes and Fees for the prepetition portion of any "straddle" amount, and this Court subsequently determines such amount was not entitled to priority or administrative treatment under section 507(a)(8) or 503(b)(1)(B) of the Bankruptcy Code, the Debtors may (but shall not be required to) seek an order from the Court requiring a return of such amounts and the payment of such amount shall, upon order of the Court, be refunded to the Debtors.

7. To the extent that the Debtors have overpaid any Taxes and Fees, the Debtors are authorized, but not directed, to seek a refund or credit.

8. Nothing in the Motion or this Final Order shall be deemed to authorize the Debtors to accelerate any payments not otherwise due.

9. The Debtors shall maintain a matrix/schedule of amounts remitted, satisfied, or paid (including tax credits used to offset) on account of Taxes and Fees subject to the terms and conditions of this Final Order, including the following information: (a) the names of the payee; (b) the category as further described and classified in the Motion; (c) the date and the aggregate amount of the payment by category; and (d) the Debtor or Debtors that made the payment. The Debtors shall provide, on a confidential basis, a copy of such matrix/schedule to the U.S. Trustee and the advisors to each of the Ad Hoc Group, the DIP ABL Agent (as defined in the DIP Order (as defined below)), the Second Lien Notes Trustee and the Committee by the last day of each calendar month.

10. The banks and financial institutions on which checks were drawn or electronic fund transfer requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic fund transfer requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic fund transfer requests as approved by this Final Order.

11. The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

12. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the amount of, basis for,

or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

13. Notwithstanding the relief granted in this Final Order, any payment made or to be made by the Debtors pursuant to the authority granted herein, and any relief or authorization granted herein, shall be subject to and in compliance with the interim [Docket No. 128] and final order entered by the Court in respect of the *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Liens and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 7] (collectively, such interim and final orders, the "DIP Order"), including compliance with any budget or cash

flow forecast in connection therewith and any other terms and conditions thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Order, the DIP Notes Documents (as defined in the DIP Order), or the DIP ABL Agreement (as defined in the DIP Order). To the extent there is any inconsistency between the terms of the DIP Order and the terms of this Final Order or any action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.

14. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

15. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

16. The Debtors are authorized, but not directed, to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

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

Houston, Texas

Dated: \_\_\_\_\_, 2023

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UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

**Redline Proposed Final Order**

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

In re:	)	
	)	Chapter 11
ANAGRAM HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 23-90901 (MI)
	)	
Debtors.	)	(Jointly Administered)
	)	<del>(Emergency Hearing Requested)</del> <b>Re:</b>
		<u><a href="#">Docket No. 5</a></u>

**FINAL ORDER (I) AUTHORIZING THE PAYMENT OF  
CERTAIN TAXES AND FEES AND (II) GRANTING RELATED  
RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Final Order”) (a) authorizing, but not directing, the Debtors to remit or pay or (or use tax credits to offset or otherwise satisfy) all Taxes and Fees due and owing to various state, local, and other applicable Authorities, ~~or to Party City, as applicable,~~ that arose prior to the Petition Date (including any Assessment determined by Audit or otherwise to be owed for periods prior to the Petition Date), and to remit, pay or (to the extent already paid for on the Debtors’ behalf) reimburse for (or use tax credits to offset or otherwise satisfy) all Taxes and Fees due and owing to various state, local, and other applicable Authorities or Party City, as applicable, that arise after the Petition Date (including

<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Anagram Holdings, LLC (8535); Anagram International, Inc. (2523) and Anagram International Holdings, Inc. (5837). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 7700 Anagram Drive, Eden Prairie, MN 55344. For the avoidance of doubt, the Debtors’ chapter 11 cases are not proposed to be consolidated with the Party City debtors which emerged from chapter 11 cases in this Court on October 12, 2023. *See In re Party City Holdco Inc., et. al.*, Case No. 23-90005 (MI) (Bankr. S.D. Tex). Any reference herein to the Debtors does not include the debtor-entities that were administered in the Party City chapter 11 cases.

<sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

any Assessment subsequently determined by Audit or otherwise to be owed for periods after the Petition Date) and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it 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 this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; 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 Debtors are authorized, but not directed, to remit or pay (or use tax credits to offset or otherwise satisfy) all Taxes and Fees due and owing to various state, local, and other applicable Authorities that arose prior to or after the Petition Date (including any Assessment determined by Audit or otherwise to be owed for periods prior to the Petition Date and, for the avoidance of doubt, posting collateral or a letter of credit in connection with any dispute related to Assessments), in each case, solely to the extent that such Taxes and Fees become payable in accordance with applicable law.

2. ~~The~~ Subject to paragraph 4 herein, the Debtors are authorized, but not directed, to make the Party City Tax Payments in the ordinary course of business, ~~including with respect to outstanding prepetition amounts.~~; provided that the Debtors shall not make any Party City Tax Payments for any Taxes and Fees actually paid by Party City on behalf of the Debtors prior to the Petition Date, absent entry of a separate order of the Court approving such reimbursements.

3. The Debtors are further authorized, but not directed, to settle some or all of the prepetition Taxes and Fees for less than their face amount without further notice or hearing; *provided*, that the Debtors will consult with the Official Committee of Unsecured Creditors (the “Committee”), the Ad Hoc Group and the Second Lien Notes Trustee with respect to any such settlement involving Taxes and Fees in excess of \$100,000.

4. The Debtors are not authorized hereunder to pay any prepetition obligations owing to a non-Debtor affiliate; provided that all rights of setoff (and defenses thereto) are fully preserved.

45. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in the Motion or this Final Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

56. Notwithstanding anything to the contrary herein or in the Motion, in the event the Debtors make a payment with respect to any Taxes and Fees for the prepetition portion of any “straddle” amount, and this Court subsequently determines such amount was not entitled to priority or administrative treatment under section 507(a)(8) or 503(b)(1)(B) of the Bankruptcy Code, the Debtors may (but shall not be required to) seek an order from the Court requiring a return of such amounts and the payment of such amount shall, upon order of the Court, be refunded to the Debtors.

67. To the extent that the Debtors have overpaid any Taxes and Fees, the Debtors are authorized, but not directed, to seek a refund or credit.

78. Nothing in the Motion or this Final Order shall be deemed to authorize the Debtors to accelerate any payments not otherwise due.

89. The Debtors shall maintain a matrix/schedule of amounts remitted, satisfied, or paid (including tax credits used to offset) on account of Taxes and Fees subject to the terms and conditions of this Final Order, including the following information: (a) the names of the payee; (b) the category as further described and classified in the Motion; (c) the date and the aggregate amount of the payment by category; and (d) the Debtor or Debtors that made the payment. The Debtors shall provide, on a confidential basis, a copy of such matrix/schedule to the U.S. Trustee and the advisors to each of the Ad Hoc Group, the U.S. DIP ABL Agent (as defined in the DIP Order (as defined below)), the Second Lien Notes Trustee, ~~and any statutory~~ the eCommittee ~~appointed in these cases~~ by the last day of each calendar month.

910. The banks and financial institutions on which checks were drawn or electronic fund transfer requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic fund transfer requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic fund transfer requests as approved by this Final Order.

~~10~~11. The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

~~11~~12. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

~~12~~13. Notwithstanding the relief granted in ~~the Motion or~~ this Final Order, any payment made or to be made by the Debtors pursuant to the authority granted herein, and any relief or authorization granted herein, shall be subject to and in compliance with ~~each~~the interim [\[Docket No. 128\]](#) and final order entered by the Court in respect of the *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Liens ~~And~~and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain Prepetition Secured Parties, (III)*

*Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief*, ~~filed substantially contemporaneously herewith~~ [\[Docket No. 7\]](#) (collectively, such interim and final orders, the “DIP Order”), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Order, the DIP Notes Documents (as defined in the DIP Order), or the DIP ABL Agreement (as defined in the DIP Order). To the extent there is any inconsistency between the terms of the DIP Order and the terms of this Final Order or any action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.

~~13~~14. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

~~14~~15. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

~~15~~16. The Debtors are authorized, but not directed, to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

~~16~~17. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Houston, Texas  
Dated: \_\_\_\_\_, 2023

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UNITED STATES BANKRUPTCY JUDGE



<b>Summary report:</b>	
<b>Litera Compare for Word 11.2.0.54 Document comparison done on 12/5/2023 12:42:32 PM</b>	
<b>Style name:</b> STB Option 1	
<b>Intelligent Table Comparison:</b> Active	
<b>Original filename:</b> C:\Users\18690\Desktop\Cleans & Redlines\Orig\Final Order - Anagram - Taxes Motion.docx	
<b>Modified filename:</b> C:\Users\18690\Desktop\Cleans & Redlines\Rev\Anagram - Proposed Final Taxes Order (STB Draft 12-5-23).docx	
<b>Changes:</b>	
Add	29
Delete	27
<del>Move From</del>	0
Move To	0
Table Insert	0
<del>Table Delete</del>	0
Table moves to	0
<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>56</b>