

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

In re:

ANAGRAM HOLDINGS, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-90901 (MI)
)
) (Jointly Administered)
)
)
) **Re: Docket Nos. 15, 85**

**CERTIFICATE OF NO OBJECTION OF FINAL ORDER (I) AUTHORIZING THE
DEBTORS TO MAINTAIN AND ADMINISTER THEIR EXISTING CUSTOMER
PROGRAMS AND HONOR CERTAIN PREPETITION OBLIGATIONS RELATED
THERE TO AND (II) GRANTING RELATED RELIEF**

1. On November 8, 2023, Anagram Holdings, LLC and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), filed the *Debtors’ Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Maintain and Administer Their Existing Customer Programs and Honor Certain Prepetition Obligations Related thereto and (II) Granting Related Relief* (Docket No. 15) (the “**Motion**”)² with the Bankruptcy Court for the Southern District of Texas (the “**Court**”).

2. On November 10, 2023, the Court entered the *Interim Order (I) Authorizing the Debtors to Maintain and Administer Their Existing Customer Programs and Honor Certain*

¹ 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.

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



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Prepetition Obligations Related thereto and (II) Granting Related Relief (Docket No. 85) (the “**Interim Order**”).

3. Objections to the final relief requested in the Motion was required to be filed on or before 4:00 p.m. prevailing Central Time on December 1, 2023 (the “**Objection Deadline**”).

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

**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> , ¹ |) | Case No. 23-90901 (MI) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |
| |) | Re: Docket No. 15 |

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO
MAINTAIN AND ADMINISTER THEIR EXISTING CUSTOMER
PROGRAMS AND HONOR CERTAIN PREPETITION OBLIGATIONS RELATED
THERE TO AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² 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 maintain and administer their Customer Programs and honor certain prepetition obligations related thereto on a postpetition basis in the ordinary course 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

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

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 continue to administer the Customer Programs and to satisfy prepetition obligations related thereto, provided however, that any cash or cash-equivalent payments on prepetition obligations relating to the Customer Programs shall not exceed, in the aggregate, \$300,000.

2. The Debtors shall maintain a matrix/schedule of payments, obligations, offsets, credits, or reserves related to the Customer Programs made pursuant to this Final Order, including the following information: (a) the nature, date, and amount of the obligations; (b) the category or type of the obligations, as further described and classified in the Motion; and (c) the Debtor or Debtors that made or incurred the obligation. 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)) and the Official Committee of Unsecured Creditors (the "Committee") by the last day of each calendar month.

3. 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.

4. 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.

5. The Debtors will provide five (5) business days' notice (or as soon as reasonably practicable thereafter), on a confidential basis, to the U.S. Trustee and the advisors to each of the Committee and the DIP ABL Agent if the Debtors seek to make any material changes to Debtors' Customer Programs.

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

7. 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.

8. Nothing contained in the Motion or this Final Order is intended or should be construed to create an administrative priority claim on account of any of the Customer Programs.

9. 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.

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

11. 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.

12. 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

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~~In re:~~~~Chapter 11~~ANAGRAM HOLDINGS, LLC, *et al.*,¹Case No. 23-90901 (MI)~~Debtors.~~~~(Jointly Administered)~~Debtors.(Jointly Administered)Re: Docket No. 15

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO
MAINTAIN AND ADMINISTER THEIR EXISTING CUSTOMER
PROGRAMS AND HONOR CERTAIN PREPETITION OBLIGATIONS RELATED
THERE TO AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an ~~interim order and a final order~~ (this “Final Order”) (a) authorizing, but not directing, the Debtors to maintain and administer their Customer Programs and honor certain prepetition obligations related thereto on a postpetition basis in the ordinary course and (b) granting related relief, all as more fully set forth in the Motion; and upon

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

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 continue to administer the Customer Programs and to satisfy prepetition obligations related thereto , provided however, that any cash or cash-equivalent payments on prepetition obligations relating to the Customer Programs shall not exceed, in the aggregate, \$300,000.

2. The Debtors shall maintain a matrix/schedule of payments, obligations, offsets, credits, or reserves related to the Customer Programs made pursuant to this Final Order, including the following information: (a) the nature, date, and amount of the obligations; (b) the category or type of the obligations, as further described and classified in the Motion; and (c) the Debtor or Debtors that made or incurred the obligation. The Debtors shall provide, on a

confidential basis, a copy of such matrix/schedule to the ~~advisors to the Ad Hoc Group, the~~ U.S. Trustee and ~~any statutory committee appointed in these cases~~ the advisors to each of the Ad Hoc Group, the DIP ABL Agent (as defined in the DIP Order (as defined below)) and the Official Committee of Unsecured Creditors (the “Committee”) by the last day of each calendar month.

3. 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.

4. 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.

5. The Debtors will ~~notify~~ provide five (5) business days’ notice (or as soon as reasonably practicable thereafter), on a confidential basis, to the U.S. Trustee and ~~any statutory~~ the advisors to each of the eCommittee ~~appointed in these cases~~ and the DIP ABL Agent if the Debtors seek to make any material changes to Debtors’ Customer Programs.

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

7. 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 ~~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.

8. Nothing contained in the Motion or this Final Order is intended or should be construed to create an administrative priority claim on account of any of the Customer Programs.

9. 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.

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

11. 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.

12. 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

UNITED STATES BANKRUPTCY JUDGE

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| Summary report: Litera Compare for Word 11.2.0.54 Document comparison done on 12/5/2023 12:41:00 PM | |
| Style name: STB Option 1 | |
| Intelligent Table Comparison: Active | |
| Original filename: C:\Users\18690\Desktop\Cleans & Redlines\Orig\Final Order - Anagram - Customer Programs Motion.docx | |
| Modified filename: C:\Users\18690\Desktop\Cleans & Redlines\Rev\Anagram - Proposed Final Customer Programs Order (STB Draft 12-5-23).docx | |
| Changes: | |
| Add | 16 |
| Delete | 18 |
| Move From | 1 |
| Move To | 1 |
| Table Insert | 7 |
| Table Delete | 1 |
| Table moves to | 0 |
| Table moves from | 0 |
| Embedded Graphics (Visio, ChemDraw, Images etc.) | 0 |
| Embedded Excel | 0 |
| Format changes | 0 |
| Total Changes: | 44 |