

ENTERED

November 10, 2023

Nathan Ochsner, Clerk

**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. ___

ORDER (I) AUTHORIZING THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER COMPENSATION, AND REIMBURSABLE EXPENSES AND (B) CONTINUE EMPLOYEE BENEFITS PROGRAMS, 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 “Order”) (a) authorizing, but not directing, the Debtors to (i) pay certain prepetition wages, salaries, other compensation, and reimbursable expenses and (ii) continue employee benefits programs in the ordinary course, including payment of certain prepetition obligations related thereto, 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

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 defined herein have the meanings ascribed to them in the Motion.



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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 (i) continue and/or modify, change, or discontinue the Compensation and Benefits and the Benefits Programs and to honor and pay any claims or obligations on account of the Compensation and Benefits and Benefits Programs in the ordinary course and in accordance with the Debtors' prepetition policies and prepetition practices and the terms of this Order, irrespective of whether such obligations arose prepetition or postpetition and (ii) to the extent the Debtors deem appropriate, to contract with alternative providers or administrators of Benefits Programs to provide and/or administer the Benefits Programs for the Debtors in lieu of the Debtors' participation in Party City's Benefits Programs.

2. 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.

3. The automatic stay of section 362 of the Bankruptcy Code, to the extent applicable, is hereby lifted to permit: (a) Employees to proceed with their claims under the Workers'

Compensation Program in the appropriate judicial or administrative forum; (b) the Debtors to continue the Workers' Compensation Program and pay all prepetition amounts relating thereto in the ordinary course; and (c) insurers and third party administrators to handle, administer, defend, settle, and/or pay Workers' Compensation Claims and direct action claims. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Program and any such claims must be pursued in accordance with the applicable Workers' Compensation Program.

4. The Debtors are authorized, but not directed, to forward any unpaid amounts on account of Withholding Obligations to the appropriate third-party recipients or taxing authorities in accordance with the Debtors' prepetition policies and practices.

5. The Debtors are authorized, but not directed, to pay costs and expenses incidental to payment of the Compensation and Benefits and the Benefits Programs obligations, including all administrative and processing costs and payments to outside professionals in the ordinary course of business.

6. The Debtors are authorized, but not directed, to continue the Anagram Incentive Program and to continue to honor the Non-Insider Severance Obligations, in each case, in the ordinary course of business and consistent with historical practices and the terms of this Order, including making any payments or satisfying any obligations to non-insider employees with respect to the prepetition period. Before making any payments pursuant to the Anagram Incentive Program or paying any Non-Insider Severance Obligations in excess of (y) \$100,000 in the aggregate in any calendar month or (z) \$50,000 to any individual, the Debtors shall provide five (5) business days' advance notice to the U.S. Trustee, any statutory committee appointed in these cases, and the advisors to the Ad Hoc Group of (i) the title of the recipient to be paid, (ii) the amount of the payment to such recipient, and (iii) the proposed payment date.

7. The Debtors shall maintain a matrix/schedule of payments made under the Anagram Incentive Program or toward any Non-Insider Severance Obligations pursuant to this Order, including the following information: (a) the names of the payee; (b) the nature, date, and amount of the payment; (c) the category or type of payment as characterized in the Motion; and (d) the Debtor or Debtors that made the payment. The Debtors shall provide a copy, on a confidential basis, of such matrix/schedule to the U.S. Trustee, any statutory committee appointed in these cases, and the advisors to the Ad Hoc Group by the last day of each calendar month.

8. The Debtors will provide notice of any material changes to the Anagram Incentive Program to the advisors to the Ad Hoc Group.

9. Debtors shall not (i) honor any prepetition Employee Compensation and Benefits and obligations under the Benefits Programs to any individual that exceeds the priority amounts set forth in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code nor (ii) pay any amounts to “insiders” of the Debtors as that term is defined in section 101(31) of the Bankruptcy Code under any bonus, incentive, or retention plan, in each case, except upon further order of this Court and subject to the consent of the Ad Hoc Group.

10. Nothing in this Order authorizes any payment subject to section 503(c) of the Bankruptcy Code, and nothing herein shall prejudice the Debtors’ ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code at a later time.

11. Nothing contained herein is intended or should be construed to create an administrative priority claim on account of the Compensation and Benefits and Benefits Programs obligations.

12. 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 Order.

13. 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.

14. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, nothing in the Motion or this 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.

15. Notwithstanding the relief granted in the Motion or this 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 interim 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*, filed substantially contemporaneously herewith (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 Order or any action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.

16. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

17. 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.

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

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

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

Signed: November 10, 2023

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

Marvin Isgur
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of TexasIn re:
Anagram Holdings, LLC
Anagram International, Inc.
DebtorsCase No. 23-90901-mi
Chapter 11**CERTIFICATE OF NOTICE**District/off: 0541-4
Date Rcvd: Nov 13, 2023User: ADIuser
Form ID: pdf002Page 1 of 2
Total Noticed: 4

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 15, 2023:

Recip ID	Recipient Name and Address
db	+ Anagram Holdings, LLC, 7700 Anagram Drive, Eden Prairie, MN 55344-7305
db	+ Anagram International Holdings, Inc., 7700 Anagram Drive, Eden Prairie, MN 55344-7307
db	+ Anagram International, Inc., 7700 Anagram Drive, Eden Prairie, MN 55344-7307
intp	+ Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245-5614

TOTAL: 4

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS**The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.**

Recip ID	Bypass Reason	Name and Address
cr		Ad Hoc Group of Anagram Noteholders
sutr		Computershare Corporate Trust, National Associatio
intp		GLAS Trust Company LLC
intp		Party City Reorganized Debtors
intp		Wells Fargo Bank, National Association, in its cap
cr		Wilmington Savings Fund Society, FSB, as successor

TOTAL: 6 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION**I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.****Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Nov 15, 2023

Signature: /s/Gustava Winters**CM/ECF NOTICE OF ELECTRONIC FILING****The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 10, 2023 at the address(es) listed below:**

Name	Email Address
Andrew Jimenez	

District/off: 0541-4
Date Rcvd: Nov 13, 2023

User: ADIuser
Form ID: pdf002

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Total Noticed: 4

on behalf of U.S. Trustee US Trustee andrew.jimenez@usdoj.gov Omar.E.Jones@usdoj.gov

Andrew I Silfen

on behalf of Successor Trustee Computershare Corporate Trust National Association andrew.silfen@afslaw.com,
lisa.indelicato@afslaw.com

Beth M Brownstein

on behalf of Successor Trustee Computershare Corporate Trust National Association beth.brownstein@arentfox.com

Evan Gershbein

on behalf of Interested Party Kurtzman Carson Consultants LLC ECFpleadings@kccllc.com ecfpleadings@kccllc.com

Jason Lee Boland

on behalf of Creditor Ad Hoc Group of Anagram Noteholders jason.boland@nortonrosefulbright.com

Jayson B. Ruff

on behalf of U.S. Trustee US Trustee jayson.b.ruff@usdoj.gov

Jeremy M Downs

on behalf of Interested Party Wells Fargo Bank National Association, in its capacity as Prepetition ABL Agent and DIP ABL Agent jeremy.downs@goldbergkohn.com

John F Higgins, IV

on behalf of Interested Party Party City Reorganized Debtors jhiggins@porterhedges.com
emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com;mwebb@porterhedges.com

Maria Barbara Mokrzycka

on behalf of Creditor Ad Hoc Group of Anagram Noteholders maria.mokrzycka@nortonrosefulbright.com

Michael Fishel

on behalf of Interested Party GLAS Trust Company LLC mfishel@kslaw.com michael-fishel-2874@ecf.pacerpro.com

Robert Bernard Bruner

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roland@howley-law.com;eric@howley-law.com

Thomas A Howley

on behalf of Debtor Anagram Holdings LLC tom@howley-law.com, roland@howley-law.com;eric@howley-law.com

Todd C Meyers

on behalf of Creditor Wilmington Savings Fund Society FSB, as successor, in its capacity as trustee and collateral trustee for the 10.00% Second Lien Notes due 2026 tmeyers@kilpatricktownsend.com,
kmoynihan@kilpatricktownsend.com;gfinizio@kilpatricktownsend.com;jborey@kilpatricktownsend.com

US Trustee

USTPRegion07.HU.ECF@USDOJ.GOV

William Alfred Wood, III

on behalf of Interested Party Wells Fargo Bank National Association, in its capacity as Prepetition ABL Agent and DIP ABL Agent Trey.Wood@bracewell.com, mary. Kearney@bracewell.com

Zachary J. . Garrett

on behalf of Interested Party Wells Fargo Bank National Association, in its capacity as Prepetition ABL Agent and DIP ABL Agent zachary.garrett@goldbergkohn.com

TOTAL: 18