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*Proposed Counsel for the Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X
In re:	: Chapter 11
	: :
TGHI, INC., <u>et al.</u> ,	: Case No. 16-10300(MEW)
	: :
Debtors. <sup>1</sup>	: Jointly Administered
	: :
-----	X

**NOTICE OF FILING OF REVISED PROPOSED ORDER GRANTING DEBTORS'  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING AND APPROVING THE  
EMPLOYMENT AND RETENTION OF KURTZMAN CARSON CONSULTANTS LLC  
AS ADMINISTRATIVE AGENT FOR THE DEBTORS AND DEBTORS IN  
POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

**PLEASE TAKE NOTICE** that on February 9, 2016, the above-captioned debtors and debtors-in-possession (together, the "Debtors") filed the *Debtors' Application for Entry of an Order Authorizing and Approving the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Petition Date* (the "KCC Retention Application") [Docket No. 5]. A proposed order granting the KCC Retention Application was annexed thereto as Exhibit A (the "Original Proposed Order").

<sup>1</sup> The Debtors, and, if applicable, the last four digits of their taxpayer identification numbers are as follows: Parent THI, Inc. (5521) and TGHI, Inc. (3814).



**PLEASE TAKE FURTHER NOTICE** that the Original Proposed Order has been modified to be consistent with the ruling of the Bankruptcy Court with respect to the Debtors' Application for an Order Authorizing Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent [Docket No. 4].

**PLEASE TAKE FURTHER NOTICE** that annexed hereto as **Exhibit A** is a revised proposed form of order (the "Revised Proposed Order") granting the KCC Retention Application. Annexed hereto as **Exhibit B** is a blackline showing changes made from the Original Proposed Order to the Revised Proposed Order.

Dated: New York, New York  
February 25, 2016

**KLESTADT WINTERS JURELLER  
SOUTHARD & STEVENS, LLP**

By: Tracy L. Klestadt

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*Proposed Counsel for the Debtors  
and Debtors in Possession*

**EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X
	: Chapter 11
In re:	:
	: Case No. 16-10300(MEW)
TGHI, INC., <u>et al.</u> ,	:
	: Jointly Administered
Debtors. <sup>2</sup>	:
	: Related to: Docket No. 5
-----	X

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND  
RETENTION OF KURTZMAN CARSON CONSULTANTS LLC AS  
ADMINISTRATIVE AGENT TO THE DEBTORS**

Upon the application (the “**Application**”)<sup>3</sup> of TGHI, Inc. (“**Holdings**”) and Parent THI, Inc. (“**Parent**”), as chapter 11 debtors and debtors in possession (each a “**Debtor**” and collectively the “**Debtors**”) in the above-referenced chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to 11 U.S.C. § 327(a), 330, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Bankruptcy Rule 2014-1 of the Local Bankruptcy Rules of the Southern District of New York (the “**Local Rules**”), for entry of an order authorizing the Debtors to employ and retain Kurtzman Carson Consultants LLC (“**KCC**”) as administrative agent (“**Administrative Agent**”) for the Debtors, *nunc pro tunc* to the Petition Date, all as more fully set forth in the Application; and upon the Declaration of Evan Gershbein attached to the Application as **Exhibit C** (the “**Gershbein Declaration**”); and the Court having subject matter jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order M-431 of Referral of Cases to*

<sup>2</sup> The Debtors, and, if applicable, the last four digits of their taxpayer identification numbers are as follows: Parent THI, Inc. (5521) and TGHI, Inc. (3814).

<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

*Bankruptcy Court Judges of the District Court for the Southern District of New York*, dated January 31, 2012 (Preska, Acting C.J.); and the Application being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and no other or further notice being required; and the relief requested in the Application being in the best interests of the Debtors and their estates; and the Court having reviewed the Application and the First Day Declaration, and having heard the statements in support of the relief requested therein at a hearing before the Court (the “**Hearing**”); and the Court having determined that the legal and factual bases set forth in the Application, the First Day Declaration, the Gershbein Declaration, and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. The retention of KCC as administrative agent to the Debtors, *nunc pro tunc* to the Petition Date, on the terms and conditions set forth in the Retention Agreement and as described in the Application, is hereby approved.
3. The administrative agent is authorized to perform all actions and services set forth in the Application, including:
  - (a) Assist with, among other things, solicitation, balloting, tabulation, and calculation of votes, as well as preparing any appropriate reports, as required in furtherance of confirmation of plan(s) of reorganization (the “**Balloting Services**”);
  - (b) Generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results;

- (c) Gather data in conjunction with the preparation, and assist with the preparation, of the Debtors' schedules of assets and liabilities and statements of financial affairs;
- (d) Managing and coordinating any distributions pursuant to a confirmed plan of reorganization or otherwise; and
- (e) Provide such other processing, solicitation, balloting, and other administrative services described in the Agreement, but not included in the Section 156(c) Application, as may be requested from time to time by the Debtors, the Court, or the Clerk.

4. The Administrative Agent shall maintain records of all services showing dates, categories of services, fees charged and expenses incurred, and shall serve monthly invoices on (a) the Debtors, (b) any statutory committee, and (c) any party-in-interest who requests service of the monthly invoices (each a "**Notice Party**" and collectively, the "**Notice Parties**").

5. The Administrative Agent shall apply for allowance of compensation and reimbursement of out-of-pocket expenses incurred after the Petition Date in the performance of the duties described in the Application, to the extent that such duties exceed the scope of 28 U.S.C. § 156(c), in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, General Order M-412, General Order M-447 and further orders of this Court.

6. The Debtors shall indemnify the Administrative Agent under the terms of the Retention Agreement.

7. Article IX (B) of the Retention Agreement is deemed stricken in its entirety and is of no force or effect.

8. Article XVII of the Retention Agreement is deemed stricken and is of no force or effect. Any controversy or claim arising out of or relating to the Retention Agreement

shall be determined by the Court, and the parties to the Retention Agreement consent to the jurisdiction and venue of the Court to decide any such controversy or claim.

9. The Debtors and the Administrative Agent are authorized to take such other action to comply with all of the duties set forth in the Application.

10. To the extent that there may be any inconsistency between the terms of the Application, the Retention Agreement, or this Order, the terms of this Order shall govern.

11. This Order shall be immediately effective and enforceable upon its entry.

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2016

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HONORABLE MICHAEL E. WILES  
UNITED STATES BANKRUPTCY JUDGE

No Objection:

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Office of the United States Trustee

**Exhibit B**



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: : Chapter 11  
: ~~Chapter 11~~  
TGHI, INC., et al., : Case No. 16-10300(MEW)  
: ~~Case No. 16~~ (→)  
: Jointly Administered  
Debtors.<sup>1</sup> : ~~Joint Administration Pending~~  
: Related to: Docket No. 5  
-----X

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**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND  
RETENTION OF KURTZMAN CARSON CONSULTANTS LLC AS  
ADMINISTRATIVE AGENT TO THE DEBTORS**

Upon the application (the “**Application**”)<sup>2</sup> of TGHI, Inc. (“**Holdings**”) and Parent THI, Inc. (“**Parent**”), as chapter 11 debtors and debtors in possession (each a “**Debtor**” and collectively the “**Debtors**”) in the above-referenced chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to 11 U.S.C. § 327(a), 330, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Bankruptcy Rule 2014-1 of the Local Bankruptcy Rules of the Southern District of New York (the “**Local Rules**”), for entry of an order authorizing the Debtors to employ and retain Kurtzman Carson Consultants LLC (“**KCC**”) as administrative agent (“**Administrative Agent**”) for the Debtors, *nunc pro tunc* to the Petition Date, all as more fully set forth in the Application; and upon the Declaration of Evan Gershbein attached to the Application as **Exhibit C** (the “**Gershbein Declaration**”); and the Court having subject matter jurisdiction to consider the Application and the relief requested therein

<sup>1</sup> The Debtors, and, if applicable, the last four digits of their taxpayer identification numbers are as follows: Parent THI, Inc. (5521) and TGHI, Inc. (3814).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order M-431 of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York*, dated January 31, 2012 (Preska, Acting C.J.); and the Application being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and no other or further notice being required; and the relief requested in the Application being in the best interests of the Debtors and their estates; and the Court having reviewed the Application and the First Day Declaration, and having heard the statements in support of the relief requested therein at a hearing before the Court (the “**Hearing**”); and the Court having determined that the legal and factual bases set forth in the Application, the First Day Declaration, the Gershbein Declaration, and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. The retention of KCC as administrative agent to the Debtors, *nunc pro tunc* to the Petition Date, on the terms and conditions set forth in the Retention Agreement and as described in the Application, is hereby approved.
3. The administrative agent is authorized to perform all actions and services set forth in the Application, including:
  - (a) Assist with, among other things, solicitation, balloting, tabulation, and calculation of votes, as well as preparing any appropriate reports, as required in furtherance of confirmation of plan(s) of reorganization (the “**Balloting Services**”);

- (b) Generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results;
- (c) Gather data in conjunction with the preparation, and assist with the preparation, of the Debtors' schedules of assets and liabilities and statements of financial affairs;
- (d) Managing and coordinating any distributions pursuant to a confirmed plan of reorganization or otherwise; and
- (e) Provide such other processing, solicitation, balloting, and other administrative services described in the Agreement, but not included in the Section 156(c) Application, as may be requested from time to time by the Debtors, the Court, or the Clerk.

4. The Administrative Agent shall maintain records of all services showing dates, categories of services, fees charged and expenses incurred, and shall serve monthly invoices on (a) the Debtors, (b) any statutory committee, and (c) any party-in-interest who requests service of the monthly invoices (each a "**Notice Party**" and collectively, the "**Notice Parties**").

5. The Administrative Agent shall apply for allowance of compensation and reimbursement of out-of-pocket expenses incurred after the Petition Date in the performance of the duties described in the Application, to the extent that such duties exceed the scope of 28 U.S.C. § 156(c), in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, General Order M-412, General Order M-447 and further orders of this Court.

6. The Debtors shall indemnify the Administrative Agent under the terms of the Retention Agreement.

7. Notwithstanding any term in Article IX (B) of the Retention Agreement  
tois deemed stricken in its entirety and is of no force or effect.

~~7-8.~~ Article XVII of the contrary, KCC's liability Retention Agreement is deemed stricken and is of no force or effect. Any controversy or claim arising out of or relating to the Retention Agreement shall not be limited to the amount billed to or paid determined by the Debtors. Court, and the parties to the Retention Agreement consent to the jurisdiction and venue of the Court to decide any such controversy or claim.

~~8-9.~~ The Debtors and the Administrative Agent are authorized to take such other action to comply with all of the duties set forth in the Application.

~~9-10.~~ To the extent that there may be any inconsistency between the terms of the Application, the Retention Agreement, or this Order, the terms of this Order shall govern.

~~10-11.~~ This Order shall be immediately effective and enforceable upon its entry.

~~11-12.~~ This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2016

HONORABLE MICHAEL E. WILES  
UNITED STATES BANKRUPTCY JUDGE

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No Objection:

Office of the United States Trustee