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and Debtors in Possession*

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

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In re:	:	Chapter 11
	:	
TGHI, INC., <u>et al.</u> ,	:	Case No. 16-10300(MEW)
	:	
Debtors. <sup>1</sup>	:	Jointly Administered
	:	
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**MOTION FOR AN ORDER (I) ENTERING FINAL DECREE  
AND CLOSING CHAPTER 11 CASES; AND (II) TERMINATING  
ENGAGEMENT OF CLAIMS AND NOTICING AGENT**

TGHI, Inc. (“Holdings”) and Parent THI, Inc. (“Parent,” and together with Holdings, the “Debtors”) respectfully submit this motion (the “Motion”) for an order (i) pursuant to section 350(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”) and Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for entry of a final decree and order closing the Debtors’ Chapter 11 cases; and (ii) terminating engagement of Kurtzman Carson Consultants LLC (“KCC”) as Claims and Noticing Agent and granting related relief. In support of the Motion, the Debtors respectfully represents as follows:

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



### **JURISDICTION**

1. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is section 350(a) of the Bankruptcy Code and Rule 3022 of the Bankruptcy Rules.

### **BACKGROUND**

2. On February 9, 2016 (the “Petition Date”), the each of the Debtors filed a voluntary petition under Chapter 11 of the Bankruptcy Code commencing the above-captioned Chapter 11 cases (the “Chapter 11 Cases”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

3. On February 16, 2016, the Court its *Order Authorizing the Debtors to Appoint Kurtzman Carson Consultants LLC as Claims and Noticing Agent* (the “KCC Order”) [Docket No. 14] appointing KCC as claims and noticing agent in the Chapter 11 Cases.

4. On April 15, 2016, the Debtors filed the *First Amended Joint Prepackaged Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code* (the “Prepackaged Plan”) [Docket No. 42].

5. On August 30, 2016, the Bankruptcy Court entered its *Findings of Fact, Conclusions of Law, and Order (I) Approving the Debtors’ (A) Disclosure Statement Pursuant to Sections 1125 and 1126(b) of the Bankruptcy Code and (B) Solicitation of Votes and Solicitation Procedures and (II) Confirming the First Amended Joint Prepackaged Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 65].

6. The Prepackaged Plan became effective by its terms on September 13, 2016 (the “Effective Date”).

7. On Effective Date, the Debtors made a distribution (the “Initial Distribution”) under the Prepackaged Plan to holders of Allowed Priority Tax Claims (as defined in the Prepackaged Plan) for Holdings and Parent, and an initial distribution to holders of Allowed Class 5 General Unsecured Claims Against Holdings (as defined in the Prepackaged Plan). On December 16, 2016, the Debtors made a second and final distribution (the “Final Distribution”) to holders of Class 5 General Unsecured Claims Against Holdings. As a result of these distributions, all cash in the Debtors’ estates has been distributed and therefore substantial consummation of the Prepackaged Plan has occurred. As of the date hereof, there are no pending applications, motions or adversary proceedings herein.

**RELIEF REQUESTED**

8. By this Motion, the Debtors seek an order (i) pursuant to section 350(a) of the Bankruptcy Code and Rule 3022 of the Bankruptcy Rules for entry of a final decree and order closing the Chapter 11 Cases; and (ii) terminating engagement of KCC as Claims and Noticing Agent and granting related relief.

**BASIS FOR REQUESTED RELIEF**

**A. Final Decree.**

9. Section 350(a) of the Bankruptcy Code provides that after an estate is fully administered the court shall close the case.

10. As of the date hereof, the Plan has been substantially consummated, substantially all distributions to creditors on account of claims have been made, and the Debtors’ estates have been fully administered.

11. Fees due to the United States Trustee pursuant to 28 U.S.C. §1930 are currently paid, and fees due to paid through the 4<sup>th</sup> Quarter of 2016 will be paid contemporaneously with the filing of this Motion.

**B. Termination of KCC Engagement.**

12. Pursuant to the KCC Order, KCC was retained to, among other things, receive, maintain, record and otherwise administer proofs of claim filed in the Chapter 11 Cases. As noted above, all distributions on account of allowed claims have been made. The Debtors therefore no longer require the services of KCC. Accordingly, the Debtors submit that the termination of KCC's engagement as claims and noticing agent is appropriate at this time.

**NOTICE**

13. Notice of this Motion has been provided to (i) the United States Trustee; and (ii) all parties filing a notice of appearance herein. The Debtors respectfully submit that no other notice need be given.

**WHEREFORE**, the Debtors respectfully request that the Court enter the proposed order, substantially in the form annexed hereto as **Exhibit A**, (i) closing the Chapter 11 Cases; and (ii) terminating the engagement of KCC.

Dated: New York, New York  
December 21, 2016

KLESTADT WINTERS JURELLER  
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**Exhibit A**

**Proposed Order**

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

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	:
In re:	: Chapter 11
	:
TGHI, INC., <u>et al.</u> ,	: Case No. 16-10300(MEW)
	:
Debtors. <sup>2</sup>	: Jointly Administered
	:
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**FINAL DECREE AND ORDER (I) CLOSING CHAPTER 11 CASES; AND (II)  
TERMINATING ENGAGEMENT OF CLAIMS AND NOTICING AGENT**

Upon consideration of the motion of TGHI, Inc. (“Holdings”) and Parent THI, Inc. (“Parent,” and together with Holdings, the “Debtors”), the Debtors in the above-captioned Chapter 11 Cases, (i) pursuant to section 350(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”) and Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of a final decree and order (i) closing the Chapter 11 Cases; and (ii) terminating the engagement of KCC<sup>3</sup> as claims and noticing Agent (the “Motion”); and the Court having jurisdiction to consider the Motion; and sufficient notice of the Motion having been given; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022 and the Plan, the Debtors’ Chapter 11 Cases are closed, subject only to this Court’s continued

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<sup>2</sup> The Debtors and 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 not defined herein shall have the meaning ascribed to them in the Motion.

jurisdiction as set forth in the Prepackaged Plan, and without prejudice to the rights of any party in interest to seek to reopen the Chapter 11 Cases for cause shown.

3. The clerk of the Court is directed to mark each of the Debtors' Chapter 11 Cases as "closed".

4. The appointment and services of KCC as claims and noticing agent is terminated as of the date hereof.

5. KCC shall have no further obligations to the Court, the Debtors, their estates, their creditors, or any other party in interest with respect to the Chapter 11 Cases, except that within thirty (30) days of entry of this Order, KCC shall (a) prepare a final claims register for the Clerk of the United States Bankruptcy Court for the Southern District of New York (the "Clerk of the Court") pursuant to the guidelines for implementing 28 U.S.C. § 156(c) and (b) box and transport all claims to the Federal Archives, at the direction of the Clerk of the Court.

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

7. The Court shall retain jurisdiction to hear and determine all matters arising from or related to implementation of this Order.

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

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UNITED STATES BANKRUPTCY JUDGE