

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

*In re:*

ANAGRAM HOLDINGS, LLC, *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 23-90901 (MI)

(Jointly Administered)

**Re: Docket Nos. 26, 174, 239**

**STATEMENT OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS IN SUPPORT OF THE SALE  
TRANSACTION PURSUANT TO THE STALKING HORSE APA**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors in possession (collectively, the “Debtors”), hereby submits this statement (the “Statement”) in support of the proposed sale (the “Sale”) to Celebration Bidco, LLC (“Celebration”) pursuant to the *Emergency Motion Of Debtors For Entry Of An Order (I)(A) Approving The Bidding Procedures For Sale Of Debtors’ Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Certain Dates With Respect Thereto, (D) Approving Form And Manner Of Notices Of Thereof And (E) Approving Contract Assumption And Assignment Procedures, (II)(A) Approving Sale Of Debtors’ Assets Free And Clear Of Liens, Claims, Interests, And Encumbrances And (B) Authorizing Assumption And Assignment Of Executory Contracts And Unexpired Leases And (III) Granting Related Relief*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ 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 Party City Holdco Inc. and its affiliated debtors (collectively, “Party City”) which emerged from chapter 11 in this Court on October 12, 2023. *See In re Party City Holdco Inc., et al.*, Case No. 23-90005 (DRJ) (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.



[Docket No. 26] (the “Motion”).<sup>2</sup> In support of this Statement, the Committee respectfully states as follows:

**STATEMENT**

1. The Committee supports Celebration’s bid for substantially all of the Debtors’ assets. Most significantly, Celebration’s bid provides for the payment or assumption of all of the Debtors’ outstanding trade and vendor claims (both pre- and post-petition), thereby significantly reducing or entirely eliminating the potential pool of general unsecured creditors in these chapter 11 cases.

2. Specifically, Section 2.3(a) of the Stalking Horse APA provides for Celebration’s assumption of all Trade Payables which “means all Accounts Payable and all trade obligations and accrued operating expenses incurred in the Ordinary Course of Business, whether arising prior to, on or after the Petition Date.”<sup>3</sup>

3. Additionally, the Stalking Horse APA provides for the payment of cure amounts necessary to cure all defaults, if any, related to the assumed trade agreements and contracts, and to pay all actual or pecuniary losses that have resulted from such defaults, to the extent they were not already paid by the Debtors prior to closing. *See* Stalking Horse APA, § 2.5.

4. Recently, the Committee engaged the Debtors and Celebration to obtain clarity as to certain provisions of the Stalking Horse Bid, including the timing of payment of Trade Payables. While Celebration understandably did not want to make changes to the Stalking Horse Bid, which is already extremely favorable to unsecured creditors, the Committee understands that Trade Payables are expected to be paid in the ordinary course of business and that trade creditors and

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

<sup>3</sup> “‘Accounts Payable’ means all accounts payable and accrued expenses to the extent arising in the Ordinary Course of Business prior to, on or after the Petition Date and not paid before the Closing Date.” Stalking Horse APA § 1.1.

vendors can reach out to representatives of Celebration to address questions or concerns relating to Trade Payables, for which contact information will be provided on the Debtors' case website, <https://www.kccllc.net/anagram>.

5. With such understanding, the Committee reiterates its support for the proposed Sale to Celebration pursuant to the Stalking Horse APA.

### **CONCLUSION**

6. For the foregoing reasons, the Committee respectfully submits, through this Statement, its support for the Sale.

December 21, 2023

**MUNSCH HARDT KOPF & HARR, P.C.**

/s/ Brenda L. Funk

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*Proposed Counsel for the Official Committee  
of Unsecured Creditors*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 21st day of December, 2023, she caused a true and correct copy of the foregoing *Statement of the Official Committee of Unsecured Creditors in Support of the Sale Transaction Pursuant to the Stalking Horse APA* to be served electronically on those parties requesting electronic service through the Court's ECF system.

/s/ Brenda L. Funk

Brenda L. Funk

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