

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NEW RSC HOLDCO, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10939 (BLS)

(Jointly Administered)

**Ref. Docket No. 326, 343, 344, 350, 357, &
373**

ORDER DISMISSING THE DEBTORS' CHAPTER 11 CASES

Upon the (i) *Debtors' Motion for Entry of an Order (I) Dismissing the Debtors' Chapter 11 Cases; (II) Establishing Procedures With Respect to Final Fee Applications; (III) Directing the Debtor Entities to be Dissolved; (IV) Exculpating Parties for Liability in Connection with these Chapter 11 Cases; and (V) Granting Related Relief* [Docket No. 326] (the "Motion"),² filed on June 21, 2024, (ii) that certain order granting the Motion, entered on July 17, 2024 [Docket No. 373], and (iii) the *Certification of Counsel and Request for Entry of an Order Dismissing these Chapter 11 Cases*, filed on September 12, 2024; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their federal tax identification numbers, are New RSC Holdco, Inc. (4668), r21 Holdings, Inc. (1618), New RSC Intermediate, Inc. (9166), New RSC I, LLC (4521), New RSC, LLC (4690), and r services llc (9425). The Debtors' service address 153 Jefferson Ave. #618, Washington, PA 15301.

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

the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; 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 the proceedings had before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby,

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 1112(b) and 305(a) of the Bankruptcy Code, each of these Chapter 11 Cases is dismissed effective as of the entry of this Order.
3. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein are overruled on the merits and denied with prejudice.
4. Notwithstanding anything to the contrary, including, without limitation, section 349 of the Bankruptcy Code, all prior orders, releases, stipulations, settlements, rulings, orders and judgments of this Court made during the course of these Chapter 11 Cases and any related adversary proceedings, including, without limitation, the Final Cash Collateral Order, the Sale Order,³ the APA approved thereby, and the Final Store Closing Order,⁴ shall remain in full force and effect, shall be unaffected by the dismissal of these Chapter 11 Cases, and shall be specifically preserved for purposes of finality of judgment and *res judicata*; provided, however, that the Challenge Deadline (as defined in the Final Cash Collateral Order), to the extent such

³ “Sale Order” means the *Order (I) Authorizing the Sale of Certain Assets of the Debtors to YM Inc. (Sales) Free and Clear of All Liens, Claims, Interests, and Encumbrances and (II) Granting Related Relief* [Docket No. 247].

⁴ “Final Store Closing Order” means the *Final Order (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief* [Docket No. 193].

Challenge Deadline has not already occurred prior to entry of the Dismissal Order, shall be deemed to have expired upon entry of the Dismissal Order. For the avoidance of doubt, the Buyer's obligations to any and all applicable third parties under the Sale Order and the APA shall survive dismissal of these Chapter 11 Cases.

5. Upon entry of this Order, any remaining assets of the Debtors' estates that constitute ABL Priority Collateral, Term Priority Collateral⁵ or Postpetition Collateral (each as defined in the Final Cash Collateral Order)⁶ shall be assigned to the Prepetition ABL Agent or the Prepetition Term Loan Agent, as applicable. Any such assets shall be transferred to the Prepetition ABL Agent or the Prepetition Term Loan Agent free and clear of all liens, claims, and encumbrances. For the avoidance of doubt, the Debtors shall not assign their rights to the funds in the Carve Out Reserves and the Wind-Down Reserve, which shall be distributed in accordance with the terms of the Initial Order and the Final Cash Collateral Order.⁷

6. Pursuant to sections 105(a) and 554 of the Bankruptcy Code and Bankruptcy Rule 6007, the Debtors are authorized, but not directed, upon reasonable notice to the Prepetition Secured Creditors (email to suffice), to abandon or destroy, or cause to be abandoned or destroyed, any and all Retained Books and Records that remain with the Debtors' estates; provided, however, that any hard copy documents containing personally identifiable information must be shredded and any personally identifiable information that is electronically stored must

⁵ For the avoidance of doubt, the assigned Term Priority Collateral shall include all of the Debtors' rights to seek and recover any tax refunds and any claims held by the Debtors related to the *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* 05-MD-1720 (MKB).

⁶ For the avoidance of doubt, no derivative causes of action, including but not limited to fraudulent conveyance and/or breach of fiduciary duty causes of action, shall be assigned to the Prepetition ABL Agent or Prepetition Term Loan Agent.

⁷ To the extent applicable, and upon reasonable request by the Prepetition ABL Agent or Prepetition Term Loan Agent that identifies specific contracts or other agreements for transfer and assignment, the Debtors shall also transfer and assign (subject to any required counterparty consents) all contracts and other agreements with third parties and rights thereunder (including, without limitation, accountants, consultants, collection agencies) relating to any such transferred ABL Priority Collateral, Term Priority Collateral or Postpetition Collateral.

be destroyed. In the event any Prepetition Secured Party requests that the Debtors transfer to such Prepetition Secured Party any Retained Books and Records applicable to such Prepetition Secured Party's collateral, the Debtors shall transfer such Retained Books and Records in the manner prescribed by the Prepetition Secured Party and at such Prepetition Secured Party's sole cost and expense. Upon entry of this Order, the Committee and its advisors are authorized to destroy, or cause to be destroyed, copies of any and all Retained Books and Records and any other documents produced by the Debtors to the Committee that remain in the possession of the Committee and/or its advisors.

7. Each of the Professional Person's retentions by the Debtors' estates is terminated, effective immediately, without the need for further action on the part of this Court, the Debtors, or such firms, provided, however, that the Debtors' Professionals shall be authorized to take any actions necessary to effectuate the dissolution of each Debtor entity as contemplated herein.

8. The Committee is hereby dissolved as of the date hereof without the need for further action on the part of this Court or the Committee or its members; provided, however, that obligations arising under bylaws, confidentiality agreements, and protective orders, if any, entered into during these Chapter 11 Cases shall remain in full force and effect in accordance with their terms.

9. Upon entry of this Order, Kroll Restructuring Administration, LLC ("Kroll"), as the Debtors' claims and noticing agent, is relieved of its responsibilities as the Debtors' claims and noticing agent in these Chapter 11 Cases; provided, however, that Kroll shall provide the services described in this Order and shall be entitled to payment and reimbursement of its fees and costs from and against any prepetition retainer provided to Kroll in connection with these Chapter 11 Cases or, to the extent such retainer has been exhausted, the Wind-Down Reserve as

appropriate. In accordance with Local Rule 2002-1(f)(ix), within fourteen (14) days of the entry of this Order, Kroll shall (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, and (c) docket a combined final claims register containing claims against each Debtor.

10. As soon as reasonably practicable after entry of this Order, without the need for further action on the part of this Court and without the need for further corporate action or action of the board of directors or managers of the Debtors (as applicable), to the extent not previously dissolved, the Debtors are authorized, but not directed, to dissolve their corporate entities in accordance with applicable law or take other actions necessary and appropriate to effectuate such dissolution, and the Debtors shall not be required to pay any taxes or fees to cause such dissolution. Any officer or other authorized representative of the Debtors is authorized to execute and file on behalf of the Debtors all documents necessary and proper to effectuate and consummate the dissolution of the Debtors in accordance with applicable law.

11. From and after the date of this Order, the Debtors, the directors, and officers of the Debtors who served during any portion of these Chapter 11 Cases (solely in their capacity as agents of the Debtors), the Debtors' professionals retained in these Chapter 11 Cases, the Committee, the members of the Committee in their capacity as such, and the Committee's professionals retained in these Chapter 11 Cases (each an "Exculpated Party") shall be exculpated from any liability for any act taken or omitted to be taken in good faith during the period from the Petition Date through the date of entry of this Order in connection with or related to the post-petition preparation, filing, or administration of the Debtors' Chapter 11 Cases, including, but not limited to, the commencement and prosecution of these Chapter 11 Cases, the sale processes, entry into the Final Cash Collateral Order, seeking and effectuating the dismissal

of the Debtors' Chapter 11 Cases, and implementation or consummation of this Order (other than an act in contravention of this Order); provided, however, that the foregoing provision shall not affect the liability of any person that otherwise would result from any such act or omission to the extent that the act or omission is determined in a final order of a court of competent jurisdiction to have constituted fraud, gross negligence, or willful misconduct of such Exculpated Party.

12. Notwithstanding any other provisions included in this Order, upon dismissal of these Chapter 11 Cases, the funds established in ¶35 of the Final Cash Collateral Order in the amount of \$217,075.94 (the "Tax Reserve") shall continue to be held for the benefit of the Taxing Authorities⁸ and the Tax Liens (as defined in the Final Cash Collateral Order) shall remain attached to the funds in the Tax Reserve in their relative priority until the Tax Claims (as defined in the Final Cash Collateral Order) are paid in full (which payment, for the avoidance of doubt, may be made from such Tax Reserve). The funds held in the Tax Reserve may be distributed only upon agreement between the Texas Taxing Authorities and the Debtors and are not a cap on the amounts the Texas Taxing Authorities may be entitled to receive in satisfaction of the Tax Claims. The Debtors will pay the undisputed Tax Claims in the ordinary course of

⁸ For purposes of this Final Order, the term "Texas Taxing Authorities" shall refer to: Potter County Tax Office, Lubbock Central Appraisal District, Midland County, Burleson Independent School District, Crowley Independent School District, City of Grapevine, Grapevine-Colleyville Independent School District, Carrollton-Farmers Branch Independent School District, Tyler Independent School District, Brazoria County Tax Office, Dickinson Independent School District, Galveston County Municipal Utility District #54, Humble Independent School District, Galena Park Independent School District, Harris County Municipal Utility District #285, Pasadena Independent School District, City of Houston, Alief Independent School District, West Harris County Municipal Utility District #6, Harris County Municipal Utility District #358, Harris County Water Control Improvement District 155, Walker County Appraisal District et al, City of Katy - Fort Bend and Waller Counties, Katy Management District # 1, Fort Bend Independent School District, Fort Bend County Levee Improvement District # 2, Wichita County Tax Office, Brownsville Independent School District, City of Mercedes, Bastrop County, Bowie CAD, Brazos County, Hays County, Midland CAD, Taylor County CAD, City of Waco and Waco ISD, Williamson County, Allen ISD, Bexar County, Cameron County, City of Allen, City of El Paso, City of Houston, Cypress Fairbanks ISD, Dallas County, Ector CAD, Fort Bend County, Galveston County, Harris County ESD #9, Harris County ESD #60, Harris-Fort Bend ESD #100, Hidalgo County, Houston Community College System, Houston ISD, Humble, Irving ISD, Jefferson County, Kaufman County, Lamar CAD, Lewisville ISD, Lone Star College System, Navarro County, San Marcos CISD, Tarrant County, Victoria County.

business when they come due. Upon payment of the Tax Claims, the Texas Taxing Authorities release any liens they may have against any of the Debtors' property, including remaining sale proceeds.

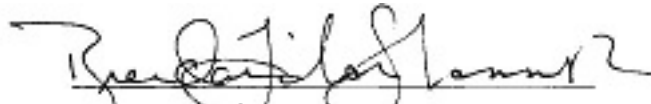
13. The Clerk of the Court shall enter this Order individually on each of the dockets of these Chapter 11 Cases and, thereafter, each docket shall be marked as "Closed."

14. The Debtors are hereby authorized and empowered to take any and all steps necessary and appropriate to effectuate the terms of this Order.

15. To the extent applicable, the 14-day stay to effectiveness of this Order provided by Bankruptcy Rule 6004(h) is waived and this Order shall be effective and enforceable immediately upon entry.

16. Notwithstanding the dismissal of these Chapter 11 Cases, this Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the implementation, interpretation, or enforcement of this Order or any other Order of this Court entered in these Chapter 11 Cases.

Dated: September 16th, 2024
Wilmington, Delaware



BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

Notice Recipients

District/Off: 0311-1

User: admin

Date Created: 9/16/2024

Case: 24-10939-BLS

Form ID: pdfdoc

Total: 173

Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:

cr Ken Burton, Jr. Manatee County Tax Collector
 cr Kern County Treasurer and Tax Collector Office
 cr Accion Labs US, Inc.
 cr Granite Telecommunications, LLC

TOTAL: 4

Recipients of Notice of Electronic Filing:

ust	U.S. Trustee	USTPRegion03.WL.ECF@USDOJ.GOV
trans	Reliable Companies	gmatthews@reliable-co.com
clagent	Kroll Restructuring Administration LLC	info@ra.kroll.com
aty	Adam G. Landis	landis@lrclaw.com
aty	Allison S Mielke	amielke@ycst.com
aty	Benjamin Joseph Steele	bsteale@primeclerk.com
aty	Benjamin P. McCallen	bmccallen@willkie.com
aty	Brendan Gage	bgage@goulstonstorr.com
aty	Brent Weisenberg	bweisenberg@lowenstein.com
aty	Brian T. FitzGerald	fitzgerald@hillsboroughcounty.org
aty	Carol E Cox	CCox@ycst.com
aty	Cathy Herschopf	cherschopf@cooley.com
aty	Christopher L. Carter	christopher.carter@morganlewis.com
aty	Christopher M. Samis	csamis@potteranderson.com
aty	Curtis S. Miller	csmeffiling@mnat.com
aty	Daniel B. Besikof	dbesikof@lowenstein.com
aty	Daniel N. Brogan	dbrogan@beneschlaw.com
aty	David P. Primack	dprimack@mgmlaw.com
aty	Derek C. Abbott	dabbott@mnat.com
aty	Diane W. Sanders	austin.bankruptcy@publicans.com
aty	Don Stecker	don.stecker@lgbs.com
aty	Douglas B. Rosner	drosner@goulstonstorr.com
aty	Dustin Parker Branch	branchd@ballardspahr.com
aty	Edmon L. Morton	emorton@ycst.com
aty	Emily Margaret Hahn	ehahn@abernathy-law.com
aty	Erin Powers Severini	eseverini@ftlaw.com
aty	Garvan F. McDaniel	gfmcdaniel@dkhogan.com
aty	Gerald Andrew Slater	aslater@quallcardot.com
aty	Hiram Abif Gutierrez	edinburgbankruptcy@pbfc.com
aty	Inez M. Markovich	imarkovich@mccarter.com
aty	Inez M. Markovich	imarkovich@mccarter.com
aty	Jamie Kirk	bk-jkirk@texasattorneygeneral.gov
aty	Jane M. Leamy	jane.m.leamy@usdoj.gov
aty	Jason A. Starks	BKECF@traviscountytx.gov
aty	Jason Daniel Angelo	JAngelo@reedsmith.com
aty	Jeffrey Kurtzman	kurtzman@kurtzmansteady.com
aty	Jennifer Powers Himes	jennifer.himes@tanger.com
aty	John Kendrick Turner	john.turner@lgbs.com
aty	Julie Anne Parsons	jparsons@mvalaw.com
aty	Justin Cory Falgowski	jfalowski@burr.com
aty	Karen C. Bifferato	kbifferato@connollygallagher.com
aty	Karen M. Grivner	kgrivner@clarkhill.com
aty	Katelin Ann Morales	kmorales@potteranderson.com
aty	Katherine Hemming	khemming@camlev.com
aty	Kevin F. Shaw	kshaw@archerlaw.com
aty	Kevin M. Capuzzi	kcapuzzi@beneschlaw.com
aty	Kristen N. Pate	bk@bpretail.com
aty	Kurt F. Gwynne	kgwynne@reedsmith.com
aty	Laura J. Monroe	lmbkr@pbfc.com
aty	Laurel D. Roglen	roglenl@ballardspahr.com
aty	Leslie C. Heilman	heilmanl@ballardspahr.com
aty	Louis F. Solimine	louis.solimine@thompsonhine.com
aty	Margaret A. Vesper	vesperm@ballardspahr.com
aty	Mark L. Desgrosseilliers	desgross@chipmanbrown.com
aty	Matthew Rifino	mrifino@mccarter.com
aty	Matthew B. McGuire	mcguire@lrclaw.com
aty	Matthew O Talmo	mtalmo@mnat.com
aty	Melissa E. Valdez	mvaldez@pbfc.com
aty	Michelle E. Shriro	mshriro@singerlevick.com
aty	Rachel B. Mersky	rmersky@monlaw.com
aty	Rafael Xavier Zahralddin-Aravena	Rafael.Zahralddin@lewisbrisbois.com

aty	Richard A Rozanski	richard@rarlaw.net
aty	Richard J. McCord	rmccord@cbah.com
aty	Richard L. Schepacarter	richard.schepacarter@usdoj.gov
aty	Ronald E Gold	rgold@fbtlaw.com
aty	Ronald Mark Tucker	rtucker@simon.com
aty	Scott Andron	sandron@broward.org
aty	Shane M. Reil	sreil@wsgr.com
aty	Shannon Forshay	sforshay@potteranderson.com
aty	Shawn M. Christianson	schristianson@buchalter.com
aty	Susan E. Kaufman	skaufman@skaufmanlaw.com
aty	Tara L. Grundemeier	houston_bankruptcy@lgbs.com
aty	William F. Taylor, Jr	wtaylor@whitefordlaw.com

TOTAL: 73

Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	New RSC Holdco, Inc.	153 Jefferson Ave #618	Washington, PA 15301	
cr	Simon Property Group, Inc.	225 W. Washington St	Attn: Ronald Tucker, Esq.	Indianapolis, IN
	46204 UNITED STATES			
cr	Brookfield Properties Retail Inc.	Kristen N. Pate	350 N. Orleans St., Suite 300	Chicago, IL 60654
intp	Gordon Brothers Retail Partners, LLC	101 Huntington Avenue, Suite 1100, Bosto		Boston, MA 02199
	UNITED STATES			
cr	WPG Legacy, LLC	C/o Frost Brown Todd	3300 Great American Tower	Attention Ronald E.
	Gold	301 E. Fourth Street	Cincinnati, OH 45202	
cr	PREIT Services LLC	c/o Kurtzman Steady LLC	Jeffrey Kurtzman, Esquire	101 N. Washington
	Ave Suite 4A	Margate, NJ 08403		
cr	The County of Williamson, Texas	McCreary Veselka Bragg & Allen PC	Attn: Julie Anne	
	Parsons	PO Box 1269	Round Rock, TX 78680-1269	
cr	City of Waco and/or Waco ISD	c/o McCreary, Veselka, Bragg & Allen	P.O. Box 1269	Round Rock,
	TX 78680-1269			
cr	Central Appraisal District of Taylor County	McCreary, Veselka, Bragg & Allen, P.C.	P.O. Box	
	1269 Round Rock, TX 78680-1269			
cr	Midland Central Appraisal District	c/o Julie Anne Parsons	P.O. Box 1269	Round Rock, TX
	78680-1269			
cr	The County of Hays, Texas	McCreary, Veselka, Bragg & Allen, PC	PO Box 1269	Round Rock, TX
	78680-1269			
cr	The County of Brazos, Texas	c/o McCreary, Veselka, Bragg & Allen	P.O. Box 1269	Round Rock,
	TX 78680			
cr	Julie Anne Parsons Bowie Central Appraisal District	McCreary, Veselka, Bragg & Allen, P.C.	P.O. Box	
	1269 Round Rock, TX 78680			
cr	The County of Bastrop, Texas	McCreary, Veselka, Bragg & Allen	P.O. Box 1269	Round Rock, TX
	78680			
cr	Tanger Management, LLC	3200 Northline Avenue, Suite 360	Greensboro, NC 27408	
cr	City Of Allen	c/o John Kendrick Turner	2777 N. Stemmons Freeway	Suite
	1000 Dallas	TX, 75207 UNITED STATES		
cr	Dallas County	Linebarger Goggan Blair & Sampson, LLP	c/o John K. Turner	2777 N. Stemmons
	Fwy, Ste. 1000	Dallas, TX 75207		
cr	Lamar CAD	c/o John Kendrick Turner	2777 N. Stemmons Freeway	Suite
	1000 Dallas	TX, 75207 UNITED STATES		
cr	Lewisville ISD	Linebarger Goggan Blair & Sampson, LLP	c/o John Kendrick Turner	2777 N.
	Stemmons Freeway	Suite 1000 Dallas, TX 75207		
cr	Tarrant County	Linebarger Goggan Blair & Sampson, LLP	c/o John Kendrick Turner	2777 N.
	Stemmons Freeway	Suite 1000 Dallas, TX 75207		
cr	Navarro County	Linebarger Goggan Blair & Sampson, LLP	c/o John K. Turner	2777 N. Stemmons
	Fwy, Ste. 1000	Dallas, TX 75207		
cr	Irving ISD	Linebarger Goggan Blair & Sampson, LLP	c/o John Kendrick Turner	2777 N. Stemmons
	Freeway, Ste 1000	Dallas, TX 75207		
cr	Allen ISD	c/o John Kendrick Turner	2777 N. Stemmons Freeway	Suite
	1000 Dallas	TX, 75207 UNITED STATES		
cr	Kaufman county	c/o John Kendrick Turner	2777 N. Stemmons Freeway	Suite
	1000 Dallas	TX, 75207 UNITED STATES		
cr	Lubbock Central Appraisal District	Perdue, Brandon, Fielder, Collins & Mott	c/o Laura J.	
	Monroe	PO Box 817 Lubbock, TX 79408		
cr	Midland County	Perdue, Brandon, Fielder, Collins & Mott	c/o Laura J. Monroe	PO Box
	817 Lubbock, TX 79408			
cr	Cypress-Fairbanks ISD	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	P.O.
	Box 3064	Houston, TX 77253-3064		
cr	COLLIN COUNTY TAX ASSESSOR/COLLECTOR	Abernathy, Roeder, Boyd & Hullett, P.C.	1700	
	Redbud Blvd.	Suite 300 McKinney, TX 75069		
cr	Broward County	c/o Records, Taxes & Treasury	Attn: Bankruptcy Section	115 S. Andrews Ave #
	A-100	Ft. Lauderdale, FL 33301		
cr	Bexar County	Linebarger Goggan Blair & Sampson	c/o Don Stecker	112 E. Pecan Street, Suite
	2200	San Antonio, TX 78205		
cr	City of El Paso	Linebarger Goggan Blair & Sampson, LLP	112 E. Pecan Street, Suite 2200	c/o Don
	Stecker	San Antonio, TX 78205		
cr	Ector CAD	Linebarger Goggan Blair & Sampsonm, LLP	112 E. Pecan Street, Suite 2200	c/o Don
	Stecker	San Antonio, TX 78205		

intp	Carrollton-Farmers Branch ISD	c/o Linda D. Reece	1919 S. Shiloh Rd., Suite 640, LB 40	Garland, TX 75042
cr	Wintrust Equipment Finance, a division of Wintrust Asset Finance Inc.	c/o McCarter & English, LLP	1600 Market Street	Suite 3900 Philadelphia, PA 19103
cr	Somerset Capital Group, Ltd.	c/o McCarter & English, LLP	1600 Market Street	Suite 3900 Philadelphia, PA 19103
cr	Houston Community College System	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	PO Box 3064 Houston, TX 77253-3064
cr	Lone Star College System	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	PO Box 3064 Houston, TX 77253-3064
cr	City of Humble	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	PO Box 3064 Houston, TX 77253-3064
cr	Harris County ESD #09	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	PO Box 3064 Houston, TX 77253-3064
cr	Jefferson County	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	P.O. Box 3064 Houston, TX 77253-3064
cr	Harris County ESD #60	c/o Tara L. Grundemeier	Linebarger Goggan Blair & Sampson LLP	PO Box 3064 Houston, TX 77253-3064
cr	Galveston County	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	P.O. Box 3064 Houston, TX 77253-3064
cr	Houston ISD	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	PO Box 3064 Houston, TX 77253
cr	Fort Bend County	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	P.O. Box 3064 Houston, TX 77253-3064
cr	City of Houston	Linebarger Goggan Blair & Sampson LLP	c/o Tara L. Grundemeier	PO Box 3064 Houston, TX 77253-3064
cr	Harris-Fort Bend ESD #100	c/o Tara L. Grundemeier	Linebarger Goggan Blair & Sampson LLP	PO Box 3064 Houston, TX 77253-3064
cr	Brownsville Independent School District, City of Mercedes Blvd., Suite B	Edinburg, Tx 78539	c/o Hiram A. Gutierrez	2805 Fountain Plaza
cr	Mt. Pleasant Shopping Center, L.L.C.	c/o Clark Hill PLC	Audrey L. Hornisher	901 Main Street, Suite 6000 Dallas, TX 75202
cr	CF III SH Valley Fair, LLC	c/o Clark Hill PLC	Audrey L. Hornisher	901 Main Street, Suite 6000 Dallas, TX 75202
cr	Surprise Marketplace Holdings, LLC	c/o Clark Hill PLC	Audrey L. Hornisher	901 Main Street, Suite 6000 Dallas, TX 75202
cr	Texas Comptroller of Public Accounts, Revenue Accounting Division	Jamie Kirk	PO Box 12548	Austin, TX 78711-2548
cr	Serota Islip GA, LLC	c/o Certilman Balin Adler & Hyman, LLP.	90 Merrick Avenue	East Meadow, NY 11554
cr	Prince George's County, Maryland	c/o Meyers, Rodbell & Rosenbaum, P.A.	6801 Kenilworth Ave.	Ste. 400 Riverdale Park, MD 20737
cr	Travis County	c/o Jason A. Starks	P.O. Box 1748	Austin, TX 78767
cr	City of Alexandria, Louisiana	Richard A. Rozanski, APLC	P.O. Box 13199	Alexandria, LA 71315
cr	Cleco Power LLC	Richard A. Rozanski, APLC	P.O. Box 13199	Alexandria, LA 71315
cr	Hillsborough County Tax Collector	hillsborough county attorney's office	PO Box 1110, 27th Floor	Tampa, FL 33601-1110 UNITED STATES
cr	Oracle America, Inc.	Buchalter, a Professional Corporation	c/o Shawn M. Christianson, Esq.	425 Market St., Suite 2900 San Francisco, CA 94105
cr	Frank Hallaian	Frank and Christine Hallaian Family Trus	7589 N. Wilson Avenue, #104	Suite 110 Fresno, CA 93711 UNITED STATES
cr	Crowley ISD	Linebarger Goggan Blair & Sampson, LLP	c/o John K. Turner	2777 N. Stemmons Frwy Ste 1000 Dallas, TX 75207
cr	Somerset Leasing Corp. XXII, as Assignee of an Successor-In-Interest to Somerset Capital Group, Ltd.	c/o McCarter & English, LLP	Attn: Matthew J. Rifino, Esq.	Renaissance Centre 405 North King Street, Suite 800 Wilmington, DE 19801
aty	Abbey Walsh	Schulte Roth & Zabel LLP	919 Third Avenue	New York, NY 10022
aty	Adam C. Harris	Schulte Roth & Zabel LLP	919 Third Avenue	New York, NY 10022
aty	Audrey L. Hornisher	Clark Hill PLC	901 Main Street, Suite 6000	Dallas, TX 75202
aty	Colleen M. Restel	Lowenstein Sandler LLP	One Lowenstein Drive	Roseland, NJ 07068
aty	Elizabeth Banda Calvo	Perdue Brandon Fielder Collins & Mott LL	500 E Border St, Suite 640	Arlington, TX 76010
aty	James H. Haithcock, III	Burr & Forman LLP	420 N. 20th Street	Suite 3400 Birmingham, AL 35203
aty	Jeffrey Cohen	Lowenstein Sandler LLP	1251 Avenue of the Americas	New York, NY 10020
aty	Jessica D. Graber	Willkie Farr & Gallagher LLP	787 Seventh Avenue	New York, NY 10019
aty	Joseph Brandt	WILLKIE FARR & GALLAGHER LLP	787 Seventh Avenue	New York, NY 10019
aty	Justin M. Tuskan	METZ LEWIS BRODMAN MUST OKEEFE	444 Liberty Avenue, Suite 2100	Pittsburgh, PA 15222
aty	Katelin A. Morales	Potter Anderson & Corroon LLP	1313 N. Market Street	6th Floor Wilmington, DE 19801
aty	Linda D. Reece	Perdue, Brandon, Fielder, Collins & Mott	1919 S. Shiloh Road	Suite 310, LB 40 Garland, TX 75042
aty	M. Annie Houghton-Larsen	WILLKIE FARR & GALLAGHER LLP	787 Seventh Avenue	New York, NY 10019
aty	Matthew A. Feldman	Willkie Farr & Gallagher	787 Seventh Avenue	New York, NY 10019
aty	Nahal Zarnighian	Ballard Spahr LLP	2029 Century Park East	Los Angeles, CA 90067

aty	Nicole C. Kenworthy 400 Riverdale, MD 20737	Meyers Rodbell & Rosenbaum, P.A.	6801 Kenilworth Avenue	Suite
aty	Rachael T. Gonzalez	Morgan, Lewis & Bockius LLP	101 Park Avenue	New York, NY 10178-0060
aty	Sara Shahbazi 90067-2915	Ballard Spahr LLP	2029 Century Park East, Suite 1400	Los Angeles, CA
aty	Yan Borodanski Floor Newark, NJ 07102	McCarter & English LLP	Four Gateway Center	100 Mulberry Street, 12th
19025485	Bexar County	c/o Don Stecker	112 E. Pecan Street, Suite 2200	San Antonio, TX 78205
19025477	Cameron County 17428 Austin, TX 78760	c/o Diane W. Sanders	Linebarger Goggan Blair & Sampson, LLP	P.O. Box
19025486	City of El Paso	c/o Don Stecker	112 E. Pecan Street, Suite 2200	San Antonio, TX 78205
19165393	Crowley ISD Frwy Ste 1000	Linebarger Goggan Blair & Sampson, LLP	c/o John K. Turner	2777 N. Stemmons
19070051	Dallas County Frwy Ste 1000	Linebarger Goggan Blair & Sampson, LLP	c/o John K. Turner	2777 N. Stemmons
19025359	Dallas County Stemmons Freeway	Linebarger Goggan Blair & Sampson, LLP	c/o John Kendrick Turner	2777 N.
19025487	Ector CAD	c/o Don Stecker	112 E. Pecan Street, Suite 2200	San Antonio, TX 78205
19021783	Hector Corante	297 Knickerbocker Dr	Pittsburgh, PA 15235, PA 15235	
19025478	Hidalgo County 17428 Austin, TX 78760	c/o Diane W. Sanders	Linebarger Goggan Blair & Sampson, LLP	P.O. Box
19062521	Jennifer Francis, Legal and Collections Colle 1001 3rd Ave W, Suite 20	Specialist, CFCA	Ken Burton, Jr. Manatee County Tax	
19141059	Kern County Treasurer and Tax Collector Office 579 Bakersfield, CA 93302-0579	Attn: Bankruptcy Division	P.O. Box	
19021582	McCreary, Veselka, Bragg & Allen	P.O. Box 1269	Round Rock, TX 78680-1269	
19025480	McLennan County 17428 Austin, TX 78760	c/o Diane W. Sanders	Linebarger Goggan Blair & Sampson, LLP	P.O. Box
19141102	Oracle America, Inc. 2900 San Francisco, CA 94105	c/o Shawn M. Christianson, Esq.	Buchalter PC	425 Market St., Suite
19025481	San Marcos CISD 17428 Austin, TX 78760	c/o Diane W. Sanders	Linebarger Goggan Blair & Sampson, LLP	P.O. Box
19025479	Victoria County 17428 Austin, TX 78760	c/o Diane W. Sanders	Linebarger Goggan Blair & Sampson, LLP	P.O. Box

TOTAL: 96