

ENTERED

October 08, 2021

Nathan Ochsner, Clerk

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

In re:	§	Chapter 11
	§	
CBL & ASSOCIATES PROPERTIES, INC., et al.,	§	Case No. 20-35226 (DRJ)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**STIPULATION AND ORDER GRANTING
UTAH DEPARTMENT OF TRANSPORTATION
LIMITED RELIEF FROM THE AUTOMATIC STAY**

(Docket No. 1473)

This stipulation and order (the “**Stipulation**”) is entered into by and between the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) and the Utah Department of Transportation (the “**Utah DOT**,” and together with the Debtors, the “**Parties**”). The Parties hereby stipulate and agree as follows:

RECITALS

A. WHEREAS, beginning on November 1, 2020, the Debtors commenced the above-captioned voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”).

B. WHEREAS, in exchange for monetary consideration, the Utah DOT is seeking to exercise its eminent domain powers to acquire certain real property owned by Debtor Layton Hills Mall CMBS, LLC, located at approximately 411 West 1425 North, Layton, Davis County, Utah,

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/CBLProperties>. The Debtors’ service address for the purposes of these chapter 11 cases is 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421.

identified as Parcel Nos. 101 and 101:E (the “**Property**”) for use in certain improvements to the highway that runs adjacent to the Property.

C. WHEREAS, the Parties have agreed, subject to the approval of the Bankruptcy Court to the extent necessary, to modify the automatic stay pursuant to section 362 of the Bankruptcy Code for the limited purpose and subject to the terms and conditions set forth below.

It is hereby **ORDERED** that the automatic stay pursuant to section 362 of the Bankruptcy Code is modified as follows:

1. This Stipulation shall have no force or effect unless and until approved by the Bankruptcy Court.

2. Upon the Bankruptcy Court’s entry of this Stipulation, the automatic stay shall be modified solely to the extent necessary to permit the Utah DOT to file and prosecute a complaint in the Second Judicial District Court in and for Davis County in the State of Utah for the sole purpose of exercising its eminent domain powers to acquire the Property (the “**Lawsuit**”).

3. Nothing herein shall obligate the Debtors, the Reorganized Debtors, and their respective estates to pay any amounts in connection with the Lawsuit or the Utah DOT’s acquisition of the Property, including, but not limited to, any monetary damages or attorneys’ fees and expenses, if any.

4. Nothing contained herein shall be construed as a waiver by the Debtors of their right to object to any and all proofs of claim filed or to be filed by the Utah DOT, if any, related to the Lawsuit, the Utah DOT’s acquisition of the Property, or any other pending prepetition action to which one or more of the Debtors are a party thereto.

5. The limited relief set forth herein shall not be construed as an admission of liability by the Debtors regarding any claim or cause of action.

6. This Stipulation shall constitute the entire agreement and understanding of the Parties relating to the subject matter hereof and supersedes all prior agreements and understandings relating to the subject matter hereof.

7. The undersigned who executes this Stipulation by or on behalf of each respective Party represents and warrants that he or she has been duly authorized and empowered to execute and deliver this Stipulation on behalf of such Party.

8. This Stipulation shall not be modified, altered, amended, or vacated without the written consent of all Parties hereto or by further order of the Bankruptcy Court.

9. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or controversies arising from this Stipulation.

Signed: October 06, 2021.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

IN WITNESS WHEREOF, this Stipulation has been executed and delivered as of the day
and year first below written.

Dated: October 1, 2021

Dated: October 1, 2021

By: /s/ **Richard T. Chapman**
Richard T. Chapman
Texas Bar No. 04120100
ANDERSON, SMITH, NULL & STOFER LLP
P.O. Box 1969
Victoria, TX 77902
Telephone: (361) 573-9191
Fax: (361) 573-5288
Email: RChapman@andersonsmith.com

By: /s/ **Alfredo R. Pérez**
Alfredo R. Pérez
Texas Bar No. 15776275
WEIL, GOTSHAL & MANGES LLP
700 Louisiana Street, Suite 1700
Houston, TX 77002
Telephone: (713) 546-5040
Fax: (713) 224-9511
Email: Alfredo.Perez@weil.com

ATTORNEY FOR THE UTAH DOT

ATTORNEY FOR THE DEBTORS

United States Bankruptcy Court
Southern District of Texas

In re:
CBL & Associates Properties, Inc.
TN-Land Parcels, LLC
Debtors

Case No. 20-35226-drj
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Oct 08, 2021

User: ADIuser
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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 Oct 10, 2021:

Recip ID	Recipient Name and Address
db	+ APWM, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ Akron Mall Land, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ Alamance Crossing II, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ Alamance Crossing, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ Arbor Place Limited Partnership, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ Asheville, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ Brookfield Square Joint Venture, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ Brookfield Square Parcel, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ CBL & Associates Limited Partnership, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
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db	+ CBL Eagle Point Member, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ CBL HP Hotel Member, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ CBL Holdings I, Inc., 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
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db	+ CBL RM-Waco, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
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db	+ CBL/Monroeville Expansion Partner, L.P., 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db	+ CBL/Monroeville Expansion, L.P., 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038

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db + Jefferson Anchor S, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db + Jefferson Mall Company II, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
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db + The Landing at Arbor Place II, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db + The Pavilion at Port Orange, LLC, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
db + Turtle Creek Limited Partnership, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038
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db + WestGate Mall Limited Partnership, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038

db + Westgate Crossing Limited Partnership, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038

db + York Galleria Limited Partnership, 2030 Hamilton Place Blvd., CBL Center, Suite 500, Chattanooga, TN 37421-6038

aty + David John Ward, Michel and Ward PC, 735 Broad Street, Suite, Chattanooga, TN 37402-1804

aty + Ed R. Haden, Balch & Bingham LLP, 1901 6th Avenue North, Suite 1500, Birmingham, AL 35203-4642

cr + Ad Hoc Group of Noteholders, c/o Marty L. Brimmage, Jr., Akin Gump Strauss Hauer & Feld LLP, 2300 N. Field Street, Suite 1800, Dallas, TX 75201-4675

cr + American Electric Power, c/o Weldon L. Moore, III, Sussman & Moore, LLP, 2911 Turtle Creek Blvd., Ste. 1100, Dallas, TX 75219-7119

cr + Argo Partners, 12 West 37th Street, 9th floor, New York, NY 10018-7381

cr + Baltimore Gas and Electric Company, c/o Weldon L. Moore, III, Sussman & Moore, LLP, 2911 Turtle Creek Blvd., Ste. 1100, Dallas, TX 75219-7119

cr + Brazoria County Tax Office, c/o Owen M. Sonik, 1235 North Loop West, Suite 600, Houston, TX 77008-1772

cr + Cheyenne Partners One, LLC, c/o Angelina E. Lim, Esq., 401 E. Jackson Street, Suite 3100, Tampa, FL 33602-5228

intp + Chick-fil-A, Inc., 711 Louisiana Street, Ste. 1850, Houston, TX 77002-2790

cr + City Of El Paso, 112 E. Pecan St. Ste 2200, San Antonio, TX 78205-1588

cr + Commonwealth Edison Company, c/o Weldon L. Moore, III, Sussman & Moore, LLP, 2911 Turtle Creek Blvd., Ste. 1100, Dallas, TX 75219-7119

cr + Constellation NewEnergy Inc., c/o Weldon L. Moore, III, Sussman & Moore, LLP, 2911 Turtle Creek Blvd., Ste. 1100, Dallas, TX 75219-7119

cr + Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Freeway, Suite 1000 Dallas, TX 75207-2328

cr + Deb Secrest, Commonwealth of Pennsylvania, 651 Boas Street Room 925, Harrisburg, PA 17121-0751

cr + Delaware Trust Company, solely in its capacity as, Seth H. Lieberman, Pryor Cashman, LLP, 7 Times Square, New York, NY 10036-6569

op + Epiq Corporate Restructuring, LLC, 777 3rd Ave, 12th Floor, New York 10017-1302

cr + Estate of Cecil Lee Rutherford, 2265 Executive Drive, Lexington, KY 40505, UNITED STATES 40505-4809

cr + Fair Harbor Capital, LLC, PO Box 237037, New York, NY 10023, US 10023-0028

cr + Florida Power & Light Company, c/o Weldon L. Moore, III, Sussman & Moore, LLP, 2911 Turtle Creek Blvd., Ste. 1100, Dallas, TX 75219-7119

cr + Georgia Power Company, c/o Weldon L. Moore, III, Sussman & Moore, LLP, 2911 Turtle Creek Blvd., Ste. 1100, Dallas, TX 75219-7119

cr + Germer PLLC, P.O. Box 4915, Beaumont, TX 77704-4915

cr + Imperial County Treasurer - Tax Collector, 940 W. Main St., Suite 106, El Centro, CA 92243-2864

cr + Iron Mountain Information Management, Inc., c/o Frank F. McGinn, Esq., Hackett Feinberg P.C., 155 Federal Street, 9th Floor, Boston, MA 02110-1610

cr + James Platner, 2400 Lake View Cir, Valley Springs, CA 95252-8363

cr + Jeffrey Langford, c/o Hoffman & Saweris, p.c., 2777 Allen Parkway, Suite 1000, Houston, TX 77019-2165

intp + Josh C Kopp, von Briesen & Roper, 10 E. Doty Street, Suite 900, Madiosn, WI 53703-3390

cr + Lorene Miller, c/o Justin M. Luna, Esq., 111 N. Magnolia Ave., Suite 1400, Orlando, FL 32801-2367

intp + McDermott Will & Emery LLP, 2501 North Harwood Street, Suite 1900, Dallas, TX 75201-1664

cr + Metropolitan Edison Company, c/o Weldon Moore, III, Sussman & Moore, LLP, 2911 Turtle Creek Blvd., Ste. 1100, Dallas, TX 75219-7119

cr + Microsoft Corporation, c/o David Papiez, Fox Rothschild LLP, 1001 4th Ave, Suite 4500 Seattle, WA 98154-1192

cr + New York Life Insurance Company, Mayer Brown LLP, 700 Louisiana Street, Suite 3400, Houston, TX 77002-2798

cr + Quality Restaurants Concepts, LLC, c/o Daniel J. Ferretti, 1301 McKinney St., Suite 3700, Houston, TX 77010-3034

cr + Richard Cook, 3272 Landover Blvd, Spring Hill, FL 34609-2615

cr + Rocio Perkins, c/o Ronald A. Simank, Schauer & Simank, P.C., 615 N. Upper Broadway, Suite 700, Corpus Christi, TX 78401-0857

cr + Ronald Boatwright, c/o Hoffman & Saweris, p.c., 2777 Allen Parkway, Suite 1000, Houston, TX 77019-2165

cr + Subway Real Estate, LLC, c/o K&L Gates LLP, Attn.: Daniel M. Eliades, One Newark Center, 10th Floor Newark, NJ 07102-5237

intp + T-C Midwest REIT, LLC, c/o Seyfarth Shaw LLP, Attn: James B. Sowka, Esq., 233 S Wacker Dr. #8000, Chicago, IL 60606-6448

cr + TN Dept of Treasury, c/o TN Attorney General's Office, Bankruptcy Division, P.O. Box 20207, Nashville, TN 37202-4015

cr + Texas Taxing Authorities, c/o Tara LeDay, P.O. Box 1269, Round Rock, TX 78680-1269

cr + U.S. Bank National Association, Blank Rome LLP, 444 W. Lake Street, #1650, Chicago, IL 60606, UNITED STATES OF AMERICA 60606-0070

cr + Utah Department of Transportation, 160 East, 300 South, 5th Floor, Salt Lake City, UT 84114-0857

cr + Uvalde County Tax Office, c/o Owen M. Sonik, 1235 North Loop West, Suite 600, Houston, TX 77008-1772

cr + Virginia Electric and Power Company d/b/a Dominion, c/o Weldon L. Moore, III, Sussman & Moore, LLP, 2911 Turtle Creek Blvd., Ste. 1100, Dallas, TX 75219-7119

cr + West Penn Power Company, c/o Weldon L. Moore, III, Sussman & Moore, LLP, 2911 Turtle Creek Blvd., Ste. 1100, Dallas, TX 75219-7119

cr + Western Waterproofing Company, Inc., Attention Jennifer Ballengee, 1637 N. Warson Road, St. Louis, MO 63132-1027

cr + Whole Foods Market Group Inc., c/o Daniel J. Ferretti, Baker Donelson, 1301 McKinney Street, Ste 3700, Houston, TX 77010-3034

br + XCLAIM Inc., 5792 W. Jefferson Blvd, Ste. 1194, Los Angeles, CA 90016-3107

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Date Rcvd: Oct 08, 2021

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Total Noticed: 228

TOTAL: 226

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). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: kburkley@bernsteinlaw.com	Oct 08 2021 19:42:00	Duquesne Light Company, c/o Bernstein-Burkley, P.C., 707 Grant St., Suite 2200, Gulf Tower, Pittsburgh, PA 15219, Pittsburgh, PA 15219-1945
cr	Email/Text: houston_bankruptcy@LGBS.com	Oct 08 2021 19:42:00	Jefferson County, Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064

TOTAL: 2

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
aty		J. Albert Kroemer
cr		ATC Indoor DAS LLC
op		AlixPartners, LLP
op		Balch & Bingham LLP
cr		Brad D Lenkin
cr		CFBank, National Association
cr		Cameron County
intp		Canyon Capital Advisors LLC
cr		Chattanooga Business Machines
cr		CineMark USA, Inc.
intp		Cristina I Riberio
cr		D'Iberville Promenade LLC
cr		Dollar Tree Stores, Inc. and Family Dollar Stores,
cr		Duke Energy Carolinas, LLC
cr		Duke Energy Ohio, Inc.
cr		Duke Energy Progress, LLC
cr		ERMC, LLC
stkhld		Gebre-Michael Manna
cr		Granite Telecommunications, LLC
cr		JoAnn Stores LLC
op		John A. Kroemer
intp		Justin F. Weisenbacher
cr		Madison County, Alabama
intp		Matthew Page
cr		McDonald's Corporation
cr		McLennan County
cr		Migdalia Rodriguez
cr		Newburgh/Six Mile Limited Partnership II
intp		Oaktree Capital Management, L.P.
cr		Official Committee of Unsecured Creditors
cr		Patrick Clark
cr		Piedmont Natural Gas Company, Inc.
intp		Red Robin International, Inc.
cr		Robert Kratschmer
intp		Roman Morozov
cr		Ross Dress for Less, Inc.
intp		Securities Plaintiffs
cr		Sheena Mancini
cr		Stroud Township Volunteer Fire Company
intp		TJX Companies, Inc., Marmaxx Operating Corp., an
intp		Talen Energy Marketing, LLC
cr		Wells Fargo Bank, N.A.
cr		Western Specialty Contractors
intp		Yves Courcy

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Date Rcvd: Oct 08, 2021

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Total Noticed: 228

aty *+ McDermott Will & Emery LLP, 2501 North Harwood Street, Suite 1900, Dallas, TX 75201-1664

TOTAL: 44 Undeliverable, 1 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, 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: Oct 10, 2021

Signature: /s/Joseph Speetjens