

ENTERED

November 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., <i>et al.</i> ,	§	Case No. 20-35226 (DRJ)
	§	
Debtors. ¹	§	(Jointly Administered)

**AGREED ORDER REGARDING THE DISSOLUTION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS WITH RESPECT TO DEBTOR
BROOKFIELD SQUARE ANCHOR S, LLC**

(Docket No. 1532)

WHEREAS beginning on November 1, 2020, CBL & Associates Properties, Inc. and certain of its affiliated debtors (collectively, the “Initial Debtors”) each commenced with this Court a voluntary case (collectively, the “Initial Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

WHEREAS on November 13, 2020, the United States Trustee for Region 7 (the “U.S. Trustee”) appointed (the “Committee Appointment”) an official committee of unsecured creditors (the “Creditors’ Committee”) in the jointly-administered Initial Chapter 11 Cases.

WHEREAS on October 18, 2021, Brookfield Square Anchor S, LLC commenced with this Court a voluntary case (the “Brookfield Chapter 11 Case”) under the Bankruptcy Code.

WHEREAS on October 20, 2021, this Court entered an *Interim Order Regarding (I) Joint Administration of Additional Chapter 11 Case and (II) That Certain Orders in the Chapter 11 Cases of CBL & Associates Properties, Inc., et al. Be Made Applicable to New Debtor* (the

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.

“Joint Administration Order”), which Joint Administration Order, among other things, ordered the joint administration of the Brookfield Chapter 11 Case with the Initial Chapter 11 Cases.

WHEREAS upon entry of the Joint Administration Order, the Committee Appointment became effective with respect to the Brookfield Chapter 11 Case.

WHEREAS on August 9, 2021, the Initial Debtors filed their *Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and its Affiliated Debtors (With Technical Modifications)* [ECF No. 1369] (the “Plan”).

WHEREAS the Plan is applicable only to the Initial Debtors.

WHEREAS Section 12.14 (Dissolution of the Committee) of the Plan provides that:

On the Effective Date,² any official committees appointed in the Chapter 11 Cases, including the Creditors’ Committee, shall dissolve; provided, that following the Effective Date, any such committees, including the Creditors’ Committee, shall continue in existence and have standing and a right to be heard solely for the limited purposes of (i) filing and prosecuting applications for allowance of Fee Claims, and (ii) any appeal of the Confirmation Order or other appeal to which the Creditors’ Committee is a party. Upon the dissolution of any official committees appointed in the Chapter 11 Cases, including the Creditors’ Committee, such committee members and their respective Professional Persons shall cease to have any duty, obligation, or role arising from or related to the Chapter 11 Cases and shall be released and discharged from all rights and duties from or related to the Chapter 11 Cases. For the avoidance of doubt, the Reorganized Debtors shall be responsible for paying fees and expenses incurred by members of the Creditors’ Committee and/or advisors to the Creditors’ Committee after the Effective Date with respect to the limited purposes identified in section 12.14 of the Plan.

WHEREAS on August 11, 2021, the Court entered its *Findings of Fact, Conclusions of Law, and Order (I) Confirming Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and its Affiliated Debtors and (II) Granting Related Relief* [ECF No. 1397] (the “Confirmation Order”).

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

WHEREAS paragraph 33 (Dissolution of the Creditors' Committee) of the Confirmation Order provides that:

On the Effective Date, the Creditors' Committee shall dissolve; provided, that following the Effective Date, the Creditors' Committee, shall continue in existence and have standing and a right to be heard for the limited purposes of (i) filing and prosecuting applications for allowance of Fee Claims, and (ii) any appeal of the Confirmation Order or other appeal to which the Creditors' Committee is a party. Upon the dissolution of the Creditors' Committee, members of the Creditors' Committee and their respective Professional Persons shall cease to have any duty, obligation, or role arising from or related to the Chapter 11 Cases and shall be released and discharged from all rights and duties from or related to the Chapter 11 Cases. The Reorganized Debtors shall be responsible for paying fees and expenses incurred by members of the Creditors' Committee and/or advisors to the Creditors' Committee after the Effective Date with respect to the limited purposes identified in this paragraph 33.

WHEREAS the duration of the Brookfield Chapter 11 Case may extend beyond the Effective Date, at which time, pursuant to the Plan and the Confirmation Order (i) other than with respect to (x) filing and prosecuting applications for allowance of Fee Claims, and (y) any appeal of the Confirmation Order or other appeal to which the Creditors' Committee is a party, the Creditors' Committee will have dissolved with respect to the Initial Chapter 11 Cases; and (ii) the Creditors' Committee, its members, and their respective Professional Persons will have ceased to have any duty, obligation, or role arising from or related to the Initial Chapter 11 Cases.

WHEREAS the Creditors' Committee and U.S. Trustee agree that, as of the Effective Date, it is appropriate for the Creditors' Committee to dissolve with respect to the Brookfield Chapter 11 Case.

Now, therefore, upon the request and agreement of the Creditors' Committee and the U.S. Trustee, it is **HEREBY ORDERED** that:

1. On the Effective Date, upon the dissolution of the Creditors' Committee pursuant to the Plan and the Confirmation Order, the Creditors' Committee shall dissolve with respect to the Brookfield Chapter 11 Case; provided, that following the Effective Date, the Creditors' Committee shall continue in existence and have standing and a right to be heard for the limited purposes of filing and prosecuting applications for allowance of Fee Claims to the extent that any fees for professional services rendered or costs incurred by Professional Persons retained by the Creditors' Committee are attributable to the Brookfield Chapter 11 Case. Upon the dissolution of the Creditors' Committee, members of the Creditors' Committee and their respective Professional Persons shall cease to have any duty, obligation, or role arising from or related to the Brookfield Chapter 11 Case and shall be released and discharged from all rights and duties from or related to the Brookfield Chapter 11 Case. The Reorganized Debtors shall be responsible for paying fees and expenses incurred by members of the Creditors' Committee and/or advisors to the Creditors' Committee after the Effective Date with respect to the limited purposes identified in this paragraph 1.

2. Nothing set forth in this Order is intended to be or shall be deemed to modify, amend, supplement, or restate any provision of the Plan or the Confirmation Order.

3. Nothing set forth in this Order is intended to be or shall be deemed as a waiver of any party's rights under the Bankruptcy Code or any other applicable nonbankruptcy law.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Signed: November 08, 2021.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE