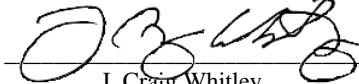




FILED & JUDGMENT ENTERED
Steven T. Salata

October 2 2019

Clerk, U.S. Bankruptcy Court
Western District of North Carolina


J. Craig Whitley
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

In re:

PORTRAIT INNOVATIONS, INC., et al.¹

Debtors.

Chapter 11

Case No. 17-31455 (JCW)

Jointly Administered

**ORDER (I) IN AID OF CONSUMMATION; (II) ENTERING FINAL DECREE
CLOSING BANKRUPTCY CASES; AND (III) TERMINATING SERVICES OF
CLAIMS, NOTICE AND BALLOTING AGENT**

This matter coming before the Court on the Debtors' Motion for an Order (I) In Aid of Consummation; (II) Entering Final Decree Closing Bankruptcy Cases; and (III) Terminating Services of Claims, Notice and Balloting Agent, filed on August 21, 2019 [Docket No. 436] (the "Motion")² the Court having reviewed the Motion and all pleadings relating

¹ The Debtors in these jointly administered cases are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Portrait Innovations, Inc. (9394) and Portrait Innovations Holding Company (5553). The Debtors address is 2016 Arysley Town Center Boulevard, Suite 200, Charlotte, North Carolina 28273.

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

thereto; the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, Article 12 of the Plan and Paragraph 76 of the Confirmation Order, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) notice of the Motion was sufficient under the circumstances, (d) the estates of the Debtors have been fully administered, and (e) the relief requested in the Motion is appropriate under sections 350(a) and 1142(b) of the Bankruptcy Code and Bankruptcy Rules 3020(d), 3021 and 3022; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Disbursing Agent is hereby authorized, but not directed, to donate Remaining GUC Funds to the charity of the Disbursing Agent's choice.
3. Funds from the Administrative Expense Reserve may be used to pay fees and expenses of counsel the Debtors and the Disbursing Agent related to closure of these Bankruptcy Cases, and the Disbursing Agent shall transfer the balance of the Administrative Expense Reserve, after such payment and the payment of all Quarterly Fees due and owing at the time the Bankruptcy Cases are closed, to the Reorganized Company.
4. Except as to duties set forth in this Order, the Disbursing Agent is hereby terminated and discharged from its duties under the Plan.
5. Pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, the following cases are closed and a final decree is granted effective as of the date hereof:
 - Case No. 17-31455 filed by Portrait Innovations, Inc.
 - Case No. 17-31456 filed by Portrait Innovations Holding Company

6. The services of Rust/Omni as Claims, Notice and Balloting Agent are terminated in accordance with the Motion upon the completion of the services listed in paragraph 7 below. Thereafter, Rust/Omni will have no further obligations to the Court, the Debtors or any party in interest with respect to its services as Claims, Notice and Balloting Agent in these Chapter 11 Cases. Rust/Omni may continue to provide any services that may be requested by the Debtors.

7. Within seven (7) days of notice to Rust/Omni of the entry of this order, Rust/Omni will provide the Court with a one final claims register as of the date immediately before the close of the Bankruptcy Cases. In addition, Rust/Omni will box and transport all original proofs of claim and ballots in the Bankruptcy Cases to (i) the Federal Archives Record Administration, located at Central Plains Region, 200 Space Center Drive, Lee's Summit, MO 64064 or (ii) any other location directed by the Clerk's Office. All tasks performed by Rust/Omni hereunder shall be at the Debtors' expense.

8. Should Rust/Omni receive any mail regarding the Debtors after entry of this order, Rust/Omni will collect and forward such mail no less frequently than monthly to the Reorganized Debtors at the following address (or such other address as may be subsequently provided by the Debtors to Rust/Omni):

Portrait Studio LLC
2101 Cambridge Beltway Dr, Suite C
Charlotte, NC 28273

9. On or prior to September 30, 2019 the Debtors shall: (a) submit all unfiled post-confirmation reports for the period during which the Chapter 11 Cases remained open; and (b) pay all Section 1930 Fees that are due and owing for such time period.

10. Notwithstanding the closure of the Chapter 11 Cases, the Court expressly retains jurisdiction to the extent set forth in Article 12 of the Plan and Paragraph 76 of the Confirmation Order including, without limitation, to (a) enforce any order issued in the Chapter 11 Cases (including, without limitation, the Confirmation Order); (b) enforce of any provision of the Plan (including all related documents contemplated by the Plan); (c) prevent interference with the Plan's execution or requests for aid in the Plan's operation; and (d) consider any proper request to reopen the Chapter 11 Cases.

This Order was signed electronically. The judge's signature and court's seal appear at the top of the Order.

United States Bankruptcy Court