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PROPOSED ATTORNEYS FOR DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
Tuesday Morning Corporation,	§	Case No. 20-31476-HDH-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 75-2398532	§	
-----	§	
In re:	§	Chapter 11
	§	
TMI Holdings, Inc.,	§	Case No. 20-31477-HDH-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 51-0336658	§	
-----	§	
In re:	§	Chapter 11
	§	
Tuesday Morning, Inc.,	§	Case No. 20-31478-SGJ-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 75-1482994	§	
-----	§	

In re: § Chapter 11
 Friday Morning, LLC, §
 Debtor. § Case No. 20-31479-SGJ-11
 Tax I.D. No. 75-1643440 §
 ----- §

In re: § Chapter 11
 Days of the Week, Inc., §
 Debtor. § Case No. 20-31480-SGJ-11
 Tax I.D. No. 75-2794231 §
 ----- §

In re: § Chapter 11
 Nights of the Week, Inc., §
 Debtor. § Case No. 20-31481-SGJ-11
 Tax I.D. No. 51-0387141 §
 ----- §

In re: § Chapter 11
 Tuesday Morning Partners, Ltd., §
 Debtor. § Case No. 20-31482-SGJ-11
 Tax I.D. No. 75-2794232 §
 ----- §

**DEBTORS’ EMERGENCY MOTION FOR ENTRY OF ORDER AUTHORIZING
 JOINT ADMINISTRATION OF CHAPTER 11 CASES PURSUANT TO
 RULE 1015(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Tuesday Morning Corporation and its debtor affiliates, as debtors and debtors-in-possession in the above-referenced chapter 11 cases (collectively, the “Debtors”¹) hereby file this

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Tuesday Morning Corporation (8532) (“TM Corp.”); TMI Holdings, Inc. (6658) (“TMI Holdings”); Tuesday Morning, Inc. (2994) (“TMI”); Friday Morning, LLC (3440) (“FM LLC”); Days of the Week, Inc. (4231) (“DOTW”); Nights of the Week, Inc. (7141) (“NOTW”); and Tuesday Morning Partners, Ltd. (4232) (“TMP”). The location of the Debtors’ service address is 6250 LBJ Freeway, Dallas, TX 75240.

Debtors' Emergency Motion for Entry of Order Authorizing Joint Administration of Chapter 11 Cases Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Motion").

In support of the Motion, the Debtors respectfully state as follows:

Jurisdiction and Venue

1. The United States District Court for the Northern District of Texas (the "District Court") has jurisdiction over the subject matter of this Motion pursuant to 28 U.S.C. § 1334. The District Court's jurisdiction has been referred to this Court pursuant to 28 U.S.C. § 157 and the District Court's Miscellaneous Order No. 33, *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984. This is a core matter pursuant to 28 U.S.C. § 157(b), which may be heard and finally determined by this Court. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On May 27, 2020 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") commencing the above captioned cases (the "Chapter 11 Cases"). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108.

3. An official committee of unsecured creditors has yet to be appointed in these Chapter 11 Cases. Further, no trustee or examiner has been requested or appointed in these Chapter 11 Cases.

4. A detailed description of the Debtors and their businesses, and the facts and circumstances supporting the Motion and the Debtors' Chapter 11 Cases are set forth in greater detail in the *Declaration of Barry Folsie in Support of the Debtors' Chapter 11 Petitions and*

First Day Motions (the “Folse Declaration”), which was filed on the Petition Date and is incorporated by reference in this Motion.

Relief Requested

5. Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 1015-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”), the Debtors request authorization to jointly administer their Chapter 11 cases for procedural purposes only. A proposed form of order approving the relief requested herein is annexed hereto as **Exhibit A** (the “Proposed Order”).

6. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” FED. R. BANKR. P. 1015(b). The Debtors are “affiliates” as defined in Bankruptcy Code § 101(2), as Tuesday Morning Corporation directly or indirectly owns and controls 100 percent of the equity interests of all of the other Debtors. Accordingly, this Court is authorized to consolidate these cases for procedural purposes.

7. In addition, Rule 1015-1 of the Local Rules provides in relevant part as follows:

“When a case is filed for or against a debtor related to a debtor with a case pending in the Bankruptcy Court, a party in interest may file a motion for joint administration in each case.”

N.D. Tex. L.B.R. 1015-1.

8. Because joint administration of these cases will remove the need to prepare, replicate, file, and serve duplicative notices, applications and orders, the Debtors and their estates will save substantial time and expense. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the Northern District of Texas (the “U.S. Trustee”) and other parties in interest will

similarly benefit from joint administration of these Chapter 11 Cases by sparing them the time and effort of reviewing duplicative pleadings and papers.

9. Joint administration will not adversely affect creditors' rights because this Motion requests only the administrative consolidation of the estates. This Motion does not seek substantive consolidation. As such, each creditor may still file its claim against a particular estate.

10. The Debtors request that all orders, pleadings, papers and documents, except proofs of claim, lists, schedules, statements and monthly operating reports, shall be filed and docketed in the case number assigned to Tuesday Morning Corporation (the "Lead Case"), bearing the caption as shown in Exhibit A to the Proposed Order. All proofs of claim shall be filed and docketed under the case number representing the estate in which the claim is made, and a creditor of more than one estate shall file and docket a proof of claim in each case to which a claim may be made, and only in the amount which the creditor may make a claim from that estate.

11. The Debtors also seek the Court's direction that a notation be entered on the docket in each of the Debtors' Chapter 11 Cases to reflect the joint administration of these cases.

12. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors and should be granted in all respects.

13. Courts in this jurisdiction have approved relief similar to the relief requested in this motion. *See, e.g., In re Diamondback Industries, Inc.*, Case No. 20-41504 (ELM) (Bankr. N.D. Tex. April 28, 2020) (Docket No. 41); *In re The LaSalle Group, Inc.*, Case No. 19-31484 (SGJ) (Bankr. N.D. Tex. May 7, 2019) (Docket No. 35); *In re PHI, Inc.*, Case No. 19-30923

(HDH) (Bankr. N.D. Tex. Mar 19, 2019) (Docket No. 57); *In re SAS Healthcare, Inc.*, Case No. 19-40401 (MXM) (Bankr. N.D. Tex. Feb. 6, 2019) (Docket No. 44); *In re Senior Care Centers, LLC*, Case No. 18-33967 (BJH) (Bankr. N.D. Tex. Dec. 7, 2018) (Docket No. 65); *In re Preferred Care, Inc.*, Case No. 17-44642 (MXM) (Bankr. N.D. Tex. Nov. 20, 2017) (Docket No. 89); and *In re Erickson Incorporated*, Case No. 16-34393 (HDH) (Bankr. N.D. Tex. Nov. 10, 2016) (Docket No. 39).

Notice

14. Notice of this Motion will be provided to: (i) the Office of the United States Trustee; (ii) the Debtors' secured creditors; (iii) any party whose interests are directly affected by this specific pleading; (iv) those persons who have formally appeared and requested notice and service in these proceedings pursuant to Bankruptcy Rules 2002 and 3017; (v) counsel for the proposed DIP Agent²; (vi) counsel for any official committees appointed by this Court; (vii) the consolidated list of the 40 largest unsecured creditors of the Debtors; and (viii) all governmental agencies having a regulatory or statutory interest in these cases (collectively, the "Notice Parties"). Based on the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submits that no further notice is required.

Conclusion

WHEREFORE, based on the foregoing, the Debtors respectfully request that the Court (i) grant the Motion, and (ii) grant such other and further relief as is just and proper.

² "DIP Agent" means JPMorgan Chase Bank, N.A., in its capacity as administrative agent under that certain [Senior Secured Super Priority Debtor-in-Possession Credit Agreement] dated May 27, 2020 between Debtor Tuesday Morning, Inc., as borrower, Guarantors (as defined therein), the DIP Agent, and the lenders party thereto.

RESPECTFULLY SUBMITTED this 27th day of May, 2020.

HAYNES AND BOONE, LLP

By: /s/ Ian T. Peck

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PROPOSED ATTORNEYS FOR DEBTORS

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
Tuesday Morning Corporation,	§	Case No. 20-31476-HDH-11
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Debtor.	§	
	§	
Tax I.D. No. 75-2398532	§	
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In re:	§	Chapter 11
	§	
TMI Holdings, Inc.,	§	Case No. 20-31477-HDH-11
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Debtor.	§	
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Tax I.D. No. 51-0336658	§	
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In re:	§	Chapter 11
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Tuesday Morning, Inc.,	§	Case No. 20-31478-SGJ-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 75-1482994	§	

In re:	§	Chapter 11
	§	
Friday Morning, LLC,	§	Case No. 20-31479-SGJ-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 75-1643440	§	

In re:	§	Chapter 11
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Days of the Week, Inc.,	§	Case No. 20-31480-SGJ-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 75-2794231	§	

In re:	§	Chapter 11
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Nights of the Week, Inc.,	§	Case No. 20-31481-SGJ-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 51-0387141	§	

In re:	§	Chapter 11
	§	
Tuesday Morning Partners, Ltd.,	§	Case No. 20-31482-SGJ-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 75-2794232	§	

**ORDER REGARDING FILING OF PLEADINGS AND
DIRECTING JOINT ADMINISTRATION OF CASES**

The Court, having considered the matter of administering the above captioned cases finds (1) this Court has jurisdiction over the subject matter pursuant to 28 U.S.C. §1334

and 157; (2) all parties-in-interest were provided adequate notice and opportunity for hearing; (3) joint administration of these cases is appropriate pursuant to Rule 1015(b) and (c) of the Federal Rules of Bankruptcy Procedure; (4) an order of joint administration would serve judicial economy; and (5) it is in the best interests and without prejudice to the rights of the Debtors' estates, creditors, and other parties-in-interest. It is therefore

ORDERED that the above captioned cases be and hereby are jointly administrated by this Court for procedural purposes only, and nothing contained in this Order shall be deemed or construed as directing a substantive consolidation of the above-captioned cases; it is further

ORDERED that all orders, pleadings, papers and documents, except proofs of claim, lists, schedules, statements and monthly operating reports, shall be filed and docketed in case number 20-31476-HDH-11 (the "Lead Case"); and it is further

ORDERED that all proofs of claim shall be filed and docketed under the case number representing the estate in which the claim is made, and a creditor of more than one estate shall file and docket a proof of claim in each case to which a claim may be made, and only in the amount which the creditor may make a claim from that estate; and it is further

ORDERED that all lists, schedules, statements, and monthly operating reports shall be filed and docketed in the specific member case for which they are applicable; it is further

ORDERED that all pleadings, papers, and documents filed in the Lead Case shall bear the caption as shown in Exhibit A (attached); it is further

ORDERED that if pleadings, papers, or documents have been filed in any of the above captioned cases other than the Lead Case prior to the entry of this Order, and those matters have not yet been heard and decided, the party who filed the pleading, paper, or document shall (i) refile the pleading, paper, or document in the Lead Case within 3 business days of the entry of this Order, (ii) set the pleading, paper, or document for hearing before the judge assigned to the

Lead Case, and (iii) notice the hearing to all appropriate parties; it is further

ORDERED that counsel for Debtors, shall serve a copy of this Order on the United States Trustee, all creditors, persons filing Notices of Appearance, and other parties-in-interest, and shall file a certificate of service with the Clerk of Court after completing service; it is further

ORDERED that counsel for Debtors shall file with the Clerk, in the Lead Case, a master service list of all creditors, persons filing Notices of Appearance, and all parties-in-interest in the jointly administered cases, in the form prescribed by Local Bankruptcy Rule 1007-1; it is further

ORDERED that in the event that any of these cases have been assigned to separate judges, all such cases shall be transferred to the judge with the lowest numbered case; and it is further

ORDERED that the Clerk shall file a copy of this order in the Lead Case and each of the member cases.

END OF ORDER

Submitted by:

HAYNES AND BOONE, LLP

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EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
Tuesday Morning Corporation, <i>et al.</i> , ¹	§	Case No. 20-31476-HDH-11
	§	
Debtors.	§	Jointly Administered

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Tuesday Morning Corporation (8532) ("TM Corp."); TMI Holdings, Inc. (6658) ("TMI Holdings"); Tuesday Morning, Inc. (2994) ("TMI"); Friday Morning, LLC (3440) ("FM LLC"); Days of the Week, Inc. (4231) ("DOTW"); Nights of the Week, Inc. (7141) ("NOTW"); and Tuesday Morning Partners, Ltd. (4232) ("TMP"). The location of the Debtors' service address is 6250 LBJ Freeway, Dallas, TX 75240.