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Proposed Counsel to the Debtors and Debtors in Possession

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

In re:	§	Chapter 11
BUCA TEXAS RESTAURANTS, L.P., *et al*.,[1]	§	Case No. 24-80058 (SGJ)
Debtors.	§	(Joint Administration Requested)

DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER (I) APPROVING THE DEBTORS' PROPOSED ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES, (III) APPROVING THE DEBTORS' PROPOSED PROCEDURES FOR RESOLVING ADEQUATE ASSURANCE REQUESTS, AND (IV) GRANTING RELATED RELIEF

EMERGENCY RELIEF HAS BEEN REQUESTED. RELIEF IS REQUESTED NOT LATER THAN 10:30 A.M. ON AUGUST 7, 2024.

IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST APPEAR AT THE HEARING IF ONE IS SET, OR FILE A WRITTEN RESPONSE PRIOR TO THE DATE THAT RELIEF IS REQUESTED IN THE PRECEDING PARAGRAPH. OTHERWISE, THE

[1] The Debtors in these chapter 11 cases and the last four digits of each Debtors' federal tax identification number are as follows: BUCA Texas Restaurants, L.P. (3262); BUCA Texas Beverage, Inc. (3995); BUCA C, LLC (8220); BUCA Sales & Marketing, LLC (4258); BUCA Investments, Inc. (5575); BUCA Restaurants, Inc. (9725); BUCA Restaurants 2, Inc. (2187); BUCA (Celebration), LLC (3412); BUCA (Ex), LLC (3092); BUCA (Minneapolis), Inc. (2474). The Debtors' principal offices are located at 4700 Millenia Boulevard, Suite 400, Orlando, Florida 32839.

COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

A VIRTUAL HEARING WILL BE CONDUCTED ON THIS MATTER ON AUGUST 7, 2024, AT 10:30 A.M. IN ROOM 1424, EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE STREET, 14TH FLOOR, COURTROOM 1, DALLAS, TEXAS, 75242.

PARTICIPATION AT THE HEARING WILL ONLY BE PERMITTED BY AN AUDIO AND VIDEO CONNECTION.

AUDIO COMMUNICATION WILL BE BY USE OF THE COURT'S DIAL-IN FACILITY. YOU MAY ACCESS THE FACILITY AT 1.650.479.3207. VIDEO COMMUNICATION WILL BE BY THE USE OF THE CISCO WEBEX PLATFORM. CONNECT VIA THE CISCO WEBEX APPLICATION OR CLICK THE LINK ON JUDGE JERNIGAN'S HOME PAGE. THE MEETING CODE IS 2304 154 2638. CLICK THE SETTINGS ICON IN THE UPPER RIGHT CORNER AND ENTER YOUR NAME UNDER THE PERSONAL INFORMATION SETTING.

HEARING APPEARANCES MUST BE MADE ELECTRONICALLY IN ADVANCE OF ELECTRONIC HEARINGS. TO MAKE YOUR APPEARANCE, CLICK THE "ELECTRONIC APPEARANCE" LINK ON JUDGE JERNIGAN'S HOME PAGE. SELECT THE CASE NAME, COMPLETE THE REQUIRED FIELDS AND CLICK "SUBMIT" TO COMPLETE YOUR APPEARANCE.

The above-captioned debtors and debtors in possession (the "Debtors) respectfully state the following in support of this motion (this "Motion"):[2]

Relief Requested

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Order"): (a) approving the Debtors' proposed adequate assurance of payment for future utility services; (b) prohibiting utility companies from altering, refusing, or discontinuing services; (c) approving the Debtors' proposed procedures for resolving Adequate Assurance Requests (as defined herein); and (d) granting related relief.

Jurisdiction and Venue

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and this is a core matter pursuant to 28 U.S.C. § 157(b).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

[2] Capitalized terms used but not yet defined herein shall have the meanings ascribed to them later in this Motion or in the First Day Declaration, as applicable.

4. The bases for the relief requested herein are sections 105(a), 362(d) and 363(c)(2), of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules"), and Section B.8(h) of the Procedures for Complex Cases in the Northern District of Texas (the "Complex Case Procedures").

Background

5. The Debtors are leading owners, operators, and franchisors of family-style Italian-American restaurants. With approximately 44 owned locations across 14 states and two international franchised locations, Buca di Beppo is known for its large portions, eclectic décor, and a festive atmosphere that encourages sharing and communal dining. The Debtors' operations have been impacted by a significant drop in sales, rising food and labor costs, continued staffing challenges, and changes in consumer preferences. A more detailed history of the Debtors' business, as well as their prepetition efforts to address liquidity issues, are discussed in the First Day Declaration.

6. On August 4, 2024 (the "Petition Date"), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrently with the filing of this Motion, the Debtors have filed a motion requesting procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committee has been appointed.

7. A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this Motion and the Debtors' chapter 11 cases, are set forth in the *Declaration of William Snyder, Chief Restructuring Officer, in Support of Chapter 11 Petitions and*

First Day Motions (the "First Day Declaration"), filed contemporaneously herewith and incorporated herein by reference.

Utility Services and Proposed Adequate Assurance

A. The Utility Services and Utility Companies

8. In connection with the operation of their business and management of their properties, the Debtors obtain electricity, natural gas, telecommunications, water, waste management (including sewer and trash), internet, cable, and other similar services (collectively, the "Utility Services") from various utility companies, municipalities, or brokers (each, a "Utility Company," and collectively, the "Utility Companies") to facilitate their business operations. A list of the Utility Companies that provide Utility Services to the Debtors as of the Petition Date is attached hereto as **Exhibit B** (the "Utility Services List").[3]

9. The Utility Services are essential for the Debtors to maintain and operate their business, which require electricity, water, natural gas, telecommunications, and other Utility Services to transact businesses and safely provide food service. Should any Utility Company refuse or discontinue service, even for a brief period, the Debtors' business operations would be severely disrupted.

10. The Debtors generally pay for all Utility Services by check, ACH, and online payments. As of the Petition Date, the Debtors owe approximately $1,479,075.57[4] on account of prepetition Utility Services. On average, over the last six months the Debtors paid approximately $630,000 each month for Utility Services, with some fluctuations depending on the season.

[3] The inclusion of any entity on or the omission of any entity from the Utility Services List is not an admission by the Debtors that such entity is or is not a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights with respect to any such determination.

[4] This figure represents accounts payable for vendors which only provide utility services. There may be some other amounts owed to vendors or landlords which also include utility services, including rent for which water and sewer or other utilities are included.

11. The Debtors estimate that, after rejecting certain leases as contemplated in the *Debtors' Emergency Motion for Entry of an Order (I) Authorizing Rejection of Certain Nonresidential Real Property Leases, (II) Abandoning Certain Personal Property, and (III) Granting Related Relief*, their cost for Utility Services during the next 30 days (not including any deposits to be paid) will be approximately $488,000.00 per month.

Proposed Adequate Assurance of Payment

12. The Debtors intend to pay postpetition obligations owed to the Utility Companies in a timely manner. Cash held by the Debtors, cash generated in the ordinary course of business, and cash made available to the Debtors under the proposed DIP facility will provide sufficient liquidity to pay the Debtors' Utility Service obligations for postpetition services.

13. The Debtors believe that each of the foregoing satisfies the requirements under section 366 of the Bankruptcy Code. Nonetheless, as additional adequate assurance, the Debtors propose to segregate $172,897.99 within the Debtors' existing cash management system (the "Adequate Assurance Deposit") within five (5) business days of this Court's entry of the Order. The Adequate Assurance Deposit represents an amount equal to approximately one-half of the Debtors' average monthly cost of Utility Services, not including amounts owed to Utility Companies that are currently paid in advance for their services or already hold a deposit equal to or greater than their pro rata share of the Adequate Assurance Deposit (which existing deposit shall be deemed to be the Adequate Assurance Deposit).

14. The Adequate Assurance Deposit will consist of segregated funds within the Debtors' existing cash management system for the duration of these chapter 11 cases, subject to the Debtors' right to terminate or discontinue the applicable Utility Services and may be applied to any postpetition defaults in payment to the applicable Utility Companies.

15. The Debtors submit that the Adequate Assurance Deposit and the Debtors' ability to pay for future utility services in accordance with prepetition practice (collectively, the "Proposed Adequate Assurance"), constitute sufficient adequate assurance to the Utility Companies in full satisfaction of section 366 of the Bankruptcy Code.

B. Adequate Assurance Procedures

16. Any Utility Company that is not satisfied with the Proposed Adequate Assurance may make a request for adequate assurance of future payment (each, an "Adequate Assurance Request") pursuant to the adequate assurance procedures set forth in the Order (the "Adequate Assurance Procedures"). The Adequate Assurance Procedures provide a streamlined process for Utility Companies to address potential concerns with respect to the Proposed Adequate Assurance, while allowing the Debtors to continue uninterrupted operations. Specifically, the Adequate Assurance Procedures permit a Utility Company to object to the Proposed Adequate Assurance by serving an Adequate Assurance Request upon certain notice parties. The Debtors, in their discretion, may then resolve any Adequate Assurance Request by mutual agreement with the Utility Company and without further order of the Court. If the Debtors determine that the Adequate Assurance Request cannot be resolved by mutual agreement, the Debtors will seek Court resolution of the Adequate Assurance Request.

17. Moreover, unless and until a Utility Company files an objection or serves an Additional Assurance Request, such Utility Company shall be (a) deemed to have received adequate assurance of payment "satisfactory" to such Utility Company in compliance with section 366 of the Bankruptcy Code and (b) forbidden to discontinue, alter, or refuse services to, or discriminate against, the Debtors on account of any unpaid prepetition charges, or require additional assurance of payment other than the Proposed Adequate Assurance.

18. Absent compliance with the Adequate Assurance Procedures, the Debtors request that the Utility Companies, including those subsequently added to the Utility Services List, be forbidden from altering, refusing, or discontinuing service or requiring additional assurance of payment other than the Proposed Adequate Assurance.

C. Modifications to the Utility Services List

19. The Debtors have made a good-faith effort to identify all Utility Companies and include them on the Utility Services List. If the Debtors identify new or additional Utility Companies or discontinue services from existing Utility Companies, the Debtors seek authority, in their sole discretion, to amend the Utility Services List to add or remove parties from the Utility Services List, provided that the Debtors shall give notice of any such amendment to the Notice Parties (as defined in the proposed Order). For any Utility Company that is subsequently added to the Utility Services List, the Debtors will serve such Utility Company with a copy of the Court's order regarding Utility Services, including the Adequate Assurance Procedures, and provide such Utility Company two weeks' notice of the inclusion of such Utility Company on the Utility Services List. The Debtors further request that the relief requested in this Motion, including the proposed Adequate Assurance Procedures, and the Order granting this Motion shall apply to any subsequently identified Utility Company, regardless of when such Utility Company was added to the Utility Services List.

Basis for Requested Relief

20. Section 366 of the Bankruptcy Code protects a debtor against the immediate termination or alteration of utility services after the Petition Date. *See* 11 U.S.C. § 366. The Bankruptcy Code requires the debtor to provide "adequate assurance" of payment for postpetition services in a form "satisfactory" to the utility company within 30 days of the petition date, or the

utility company may alter, refuse, or discontinue service. 11 U.S.C. § 366(c)(2). Section 366(c)(1) of the Bankruptcy Code provides a non-exhaustive list of examples for what constitutes "assurance of payment." 11 U.S.C. § 366(c)(1). Although assurance of payment must be "adequate," it need not constitute an absolute guarantee of the debtors' ability to pay. *See, e.g.*, *In re Great Atl. & Pac. Tea Co.*, No. 11-CV-1338, 2011 WL 5546954, at *5 (S.D.N.Y. Nov. 14, 2011) ("Courts will approve an amount that is adequate enough to insure against unreasonable risk of nonpayment, but are not required to give the equivalent of a guaranty of payment in full."); *In re Caldor, Inc.*, 199 B.R. 1, 3 (S.D.N.Y. 1996) ("Section 366(b) requires . . . adequate assurance of payment. The statute does not require an absolute guarantee of payment." (internal quotation and citation omitted), *aff'd sub nom. Va. Elec. & Power Co. v. Caldor, Inc.*, 117 F.3d 646 (2d Cir. 1997)).

21. When considering whether a given assurance of payment is "adequate," the Court should examine the totality of the circumstances to make an informed decision as to whether the utility provider will be subject to an unreasonable risk of nonpayment. *See Mass. Elec. Co. v. Keydata Corp.* (*In re Keydata Corp.*), 12 B.R. 156, 158 (B.A.P. 1st Cir. 1981) (citing *In re Cunha*, 1 B.R. 330, 333 (Bankr. E.D. Va. 1979)); *In re Adelphia Bus. Sols., Inc*., 280 B.R. 63, 82–83 (Bankr. S.D.N.Y. 2002). In determining the level of adequate assurance, however, "a bankruptcy court must 'focus upon the need of the utility for assurance, and . . . require that the debtor supply no more than that, since the debtor almost perforce has a conflicting need to conserve scarce financial resources.'" *Va. Elec. & Power Co. v. Caldor, Inc.*, 117 F.3d 646, 650 (2d Cir. 1997) (citation omitted).

22. Here, the Utility Companies are adequately assured against any risk of nonpayment for future services. The Adequate Assurance Deposit and the Debtors' ongoing ability to meet obligations as they come due in the ordinary course provide assurance of the Debtors' payment of

their future obligations. Moreover, termination of the Utility Services could result in the Debtors' inability to operate their business to the detriment of all stakeholders. *See In re Pilgrim's Pride Corp.*, No. 08-45664 (DML), 2009 WL 7313309, at *2 (Bankr. N.D. Tex. Jan. 4, 2009) ("The consequences of an unexpected termination of utility service to [the debtors] could be catastrophic."); *In re Monroe Well Serv., Inc.*, 83 B.R. 317, 321–22 (Bankr. E.D. Pa. 1988) (noting that without utility service, the debtors "would have to cease operations" and that section 366 of the Bankruptcy Code "was intended to limit the leverage held by utility companies, not increase it").

23. Courts are permitted to fashion reasonable procedures, such as the Adequate Assurance Procedures proposed herein, to implement the protections afforded under section 366 of the Bankruptcy Code. *See, e.g.*, *In re Circuit City Stores Inc.*, No. 08-35653, 2009 WL 484553, at *5 (Bankr. E.D. Va. Jan. 14, 2009) (stating that "the plain language of §366 of the Bankruptcy Code allows the court to adopt the [p]rocedures set forth in the [u]tility [o]rder"). Such procedures are important because, without them, the Debtors "could be forced to address numerous requests by utility companies in an unorganized manner at a critical period in their efforts to reorganize." *Id.* Here, notwithstanding a determination that the Proposed Adequate Assurance constitutes sufficient adequate assurance, any rights the Utility Companies believe they have under sections 366(c)(2) of the Bankruptcy Code are wholly preserved under the Adequate Assurance Procedures. *See id.* at *5–6. The Utility Companies still may choose, in accordance with the Adequate Assurance Procedures, to request modification of the Proposed Adequate Assurance. *See id.* at *6. The Adequate Assurance Procedures, however, avoid a haphazard and chaotic process whereby each Utility Company could make an extortionate, last-minute demand for adequate assurance that would force the Debtors to pay under the threat of losing critical Utility Services. *See id.* at *5.

24. The Adequate Assurance Procedures are reasonable and in accord with the purposes of section 366 of the Bankruptcy Code, and thus the Debtors respectfully request that Court grant the relief requested herein. Indeed, similar procedures have been approved by courts in this district. *See, e.g.*, *In re Cottonwood Financial, Ltd.*, No. 24-80035 (SWE) (Bankr. N.D. Tex. Feb. 29, 2024); *In re Ebix, Inc., et al.*, No. 23-80004 (SWE) (Bankr. N.D. Tex. Dec. 19, 2023); *In re Impel Pharms. Inc., et al.*, No. 23-80016 (SGJ) (Bankr. N.D. Tex. Dec. 21, 2023); *In re Tuesday Morning Corp., et al.*, No. 23-90001 (ELM) (N.D. Tex. Feb. 21, 2023); *In re Studio Movie Grill Holdings, LLC*, No. 20-32633 (SGJ) (Bankr. N.D. Tex. Nov. 24, 2020); *In re TriVascular Sales LLC*, No. 20-31840 (SGJ) (Bankr. N.D. Tex. Aug. 4, 2020).

25. Further, the Court possesses the power under section 105(a) of the Bankruptcy Code to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." *See* 11 U.S.C. § 105(a). The Adequate Assurance Procedures and the Proposed Adequate Assurance are necessary and appropriate to carry out the provisions of the Bankruptcy Code, particularly section 366 thereof. Accordingly, the Court should exercise its powers under sections 366 and 105(a) of the Bankruptcy Code and approve both the Adequate Assurance Procedures and the Proposed Adequate Assurance.

Processing of Checks and Electronic Fund Transfers Should Be Authorized

26. The Debtors have sufficient funds to pay the amounts described in this Motion in the ordinary course of business by virtue of expected cash flows from ongoing business operations, debtor in possession financing, and anticipated access to cash collateral. In addition, under the Debtors' existing cash management system, the Debtors can readily identify checks or wire transfer requests as relating to any authorized payment in respect of the relief requested herein. Accordingly, the Debtors believe that checks or wire transfer requests, other than those relating to

authorized payments, will not be honored inadvertently. Therefore, the Debtors respectfully request that the Court authorize all applicable financial institutions, when requested by the Debtors, to receive, process, honor, and pay any and all checks or wire transfer requests in respect of the relief requested in this Motion.

The Debtors Have Satisfied Bankruptcy Rule 6003(b)

27. Bankruptcy Rule 6003(b) permits a Court to grant a motion to use, sell, lease or otherwise incur an obligation regarding property of the estate in the first 21 days of a bankruptcy case when necessary to avoid immediate and irreparable harm. Fed. R. Bankr. P. 6003(b). For the reasons described above and verified in the First Day Declaration, the relief requested is necessary for the Debtors to operate their businesses in the ordinary course and maximize the value of their estates for the benefit of all stakeholders. Accordingly, the Debtors believe that the relief requested herein is necessary to avoid immediate and irreparable harm, and, therefore, Bankruptcy Rule 6003 is satisfied.

Waiver of Bankruptcy Rule 6004(a) and 6004(h)

28. To implement the foregoing successfully, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the fourteen-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

Reservation of Rights

29. Nothing contained herein or any actions taken pursuant to such relief requested is intended or shall be construed as: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion or any order granting the relief

requested by this Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens. If the Court grants the requested relief, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' or any other party in interest's rights to subsequently dispute such claim.

Notice

30. The Debtors will provide notice of this Motion to the following parties or their counsel: (a) the U.S. Trustee for the Northern District of Texas; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the agent to the lenders under the Debtors' prepetition and proposed postpetition term loan facilities; (d) the Utility Companies; (e) the United States Attorney's Office for the Northern District of Texas; (f) the Internal Revenue Service; (g) the state attorneys general for states in which the Debtors conduct business; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors submit that no other or further notice is needed.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Respectfully submitted this 5th day of August, 2024.

GRAY REED

By: */s/ Amber M. Carson*

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Proposed Counsel to the Debtors and Debtors in Possession

Certificate of Service

I certify that on August 5, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Amber M. Carson
Amber M. Carson

Exhibit A

Proposed Order

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

In re:	§	Chapter 11
BUCA TEXAS RESTAURANTS, L.P., *et al*.,[1]	§	Case No. 24-80058 (SGJ)
Debtors.	§	(Joint Administration Requested)
	§	**Re: Docket No. ___**

ORDER (I) APPROVING THE DEBTORS' PROPOSED ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES, (III) APPROVING THE DEBTORS' PROPOSED PROCEDURES FOR RESOLVING ADEQUATE ASSURANCE REQUESTS, AND (IV) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (the "Debtor(s)") for entry of an order (this "Order") (a) approving the Debtors' proposed adequate

[1] The Debtors in these chapter 11 cases and the last four digits of each Debtors' federal tax identification number are as follows: BUCA Texas Restaurants, L.P. (3262); BUCA Texas Beverage, Inc. (3995); BUCA C, LLC (8220); BUCA Sales & Marketing, LLC (4258); BUCA Investments, Inc. (5575); BUCA Restaurants, Inc. (9725); BUCA Restaurants 2, Inc. (2187); BUCA (Celebration), LLC (3412); BUCA (Ex), LLC (3092); BUCA (Minneapolis), Inc. (2474). The Debtors' principal offices are located at 4700 Millenia Boulevard, Suite 400, Orlando, Florida 32839.

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

assurance of payment for future utility services, (b) prohibiting utility companies from altering, refusing, or discontinuing services, (c) approving the Debtors' proposed procedures for resolving Adequate Assurance Requests, and (d) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion, and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion and the record of the hearing on such motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. The Debtors shall cause a copy of the Motion and this Order to be served on each Utility Company listed on the Utility Service List no later than three business days after the date this Order is entered.

3. The Debtors are authorized to cause the Adequate Assurance Deposit, in the amount of $172,897.99, to be segregated within the Debtors' existing cash management system for the benefit of the Utility Companies for the duration of these chapter 11 cases, subject to the Debtors'

right to terminate or discontinue the applicable Utility Services, and may be applied to any postpetition defaults in payment to the applicable Utility Companies.

4. Nothing in this Order affects or otherwise modifies the rights of the Utility Companies under 11 U.S.C. § 366(c)(4).

5. The Adequate Assurance Deposit and the Debtors' ability to pay for future utility services in the ordinary course of business subject to the Adequate Assurance Procedures shall constitute adequate assurance of future payment as required under section 366 of the Bankruptcy Code.

6. If an amount relating to the Utility Services that a Utility Company has provided postpetition is unpaid and remains unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the segregated Adequate Assurance Deposit funds by giving notice to: (a) the Debtors at 4700 Millenia Boulevard, Suite 400, Orlando, Florida 32839; (b) proposed counsel to the Debtors, Gray Reed, 1601 Elm Street, Suite 4600, Dallas, Texas 75201, Attn: Amber Carson, Jason Brookner, Micheal Bishop, and Emily Shanks; (c) the United States Trustee for the Northern District of Texas, 1100 Commerce Street, Room 976, Dallas, TX 75242, Attn: Lisa L. Lambert, Assistant United States Trustee, and (d) counsel to Main Street Capital, Porter Hedges, 1000 Main St. 36th Floor, Houston, TX 77002, Attn: Shane Johnson, Joshua Wolfshohl, and Brian Rose; (collectively, the "Notice Parties"). The Debtors shall honor such request within five (5) business days after the date the Debtors receive the request, subject to the Debtors' and any such requesting Utility Company's ability to resolve any dispute regarding such request without further order of the Court.

7. The portion of the Adequate Assurance Deposit attributable to each Utility Company (including any additional amount deposited upon request of any applicable Utility

Company) shall be returned to the Debtors on the earlier of: (a) reconciliation and payment by the Debtors of the Utility Company's final invoice in accordance with applicable nonbankruptcy law following the Debtors' terminating the Utility Services from such Utility Company; *provided* that amounts will not be removed from the Adequate Assurance Deposit to the extent there exists a dispute as to the postpetition amounts owed to such Utility Company; and (b) the effective date of any chapter 11 plan confirmed in these chapter 11 cases.

8. The following Adequate Assurance Procedures are hereby approved on a final basis:

a. Any Utility Company desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an "Additional Assurance Request") on the Notice Parties. An Additional Assurance Request may be made at any time.

b. Any Additional Assurance Request must (i) be in writing, (ii) identify the location for which the Utility Services are provided, (iii) summarize the Debtors' payment history relevant to the affected account(s), including any security deposits, (iv) provide evidence that the Debtors have a direct obligation to the Utility Company, (v) explain why the Utility Company believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment, and (vi) certify that the Utility Company does not already hold a Prepetition Deposit equal to or greater than two weeks of Utility Services.

c. Upon the Debtors' receipt of an Adequate Assurance Request, the Debtors shall have 20 days from the receipt of the Adequate Assurance Request (the "Resolution Period") to negotiate with the Utility Company to resolve the Utility Company's Adequate Assurance Request; *provided* that the Debtors and Utility Company may extend the Resolution Period by mutual agreement.

d. The Debtors may, without further order from the Court, resolve any Additional Assurance Request by mutual agreement with a Utility Company, not to be unreasonably withheld, and the Debtors may, in connection with any such agreement, provide a Utility Company with additional adequate assurance of payment, including cash deposits, prepayments, or other forms of security if the Debtors determine that such additional adequate assurance is reasonable.

e. If the Debtors determine that the Additional Assurance Request is not reasonable and the Debtors are unable to reach an alternative resolution with the Utility Company, the Debtors, during or immediately after the Resolution

Period, may request a hearing (a "Determination Hearing") before the Court to determine the adequacy of assurance of payment with respect to that Utility Company pursuant to section 366(c)(3) of the Bankruptcy Code. Pending resolution of such dispute at a Determination Hearing, the relevant Utility Company shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of: (i) unpaid charges for prepetition services; (ii) a pending Adequate Assurance Request; or (iii) any objections filed in response to the Proposed Adequate Assurance.

f. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

g. Unless and until a Utility Company files an objection or serves an Adequate Assurance Request, such Utility Company shall be: (a) deemed to have received adequate assurance of payment "satisfactory" to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (b) forbidden from (i) discontinuing, altering, or refusing services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, the commencement of these chapter 11 cases, or any perceived inadequacy of the Proposed Adequate Assurance, and (ii) requiring additional assurance of payment other than the Proposed Adequate Assurance.

9. The Debtors' service of the Motion upon the Utilities Services List shall not constitute an admission or concession that any such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

10. To the extent the Debtors identify new or additional Utility Companies or discontinue services from existing Utility Companies, the Debtors are authorized to add or remove such parties from the Utility Services List; *provided*, *however*, that the Debtors shall provide notice of any such addition or removal to the Notice Parties. To the extent that there is any dispute as to the postpetition amounts owed to a Utility Company, such Utility Company shall not be removed from the Utility Services List, and no funds shall be removed from the Adequate Assurance Deposit, until such dispute has been resolved. For any Utility Company that is subsequently added to the Utility Services List, the Debtors shall serve such Utility Company a copy of the Court's

order regarding Utility Services, including the Adequate Assurance Procedures, and provide such Utility Company two weeks' notice to object to the inclusion of such Utility Company on the Utility Services List. The terms of this Order and the Adequate Assurance Procedures shall apply to any subsequently identified Utility Company.

11. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, whether such checks or other requests were submitted prior to, or after, the Petition Date, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order.

12. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on, property of the Debtors' estates; (g) a waiver or limitation of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to

the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection, or seek avoidance of, all such liens.

13. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

14. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

15. Notwithstanding anything in the Motion or this Order to the contrary, any payment made or action taken by any of the Debtors pursuant to the authority granted herein, as well as the exercise of any and all other rights and authorizations granted or approved hereunder, shall be subject in all respects to any interim and final order(s) of this Court approving the Debtors' DIP Motion (as defined in the First Day Declaration) (the "DIP Orders"), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Orders. In the event of any inconsistency between the terms of this Order and the terms of the DIP Orders, the terms of the DIP Orders shall govern.

16. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

17. The Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

END OF ORDER # #

Submitted by:

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Proposed Counsel to the Debtors and Debtors in Possession

Exhibit B

Utility Services List

Utility	Service(s)	Account Number	Address	2024 YTD Avg. Monthly Spend	Stores Closed Prepitition	Go Forward Stores Only	Avg 2 wk	Deposit	Adequate Assurance Amount
Abcwua Albuquerque Bernalillo	Water & Sewer	1974259560	County Water Utility Authority, Po Box 27226, Albuquerque, Nm 87125-7226	-	-	592.19	296.09		296.09
Indiana/Indianapolis Power & Light Co	Electric	200000506825; 200000508195; 200000629862	Po Box 110, Indianapolis, In 46206-0110	-	3,721.43	4,442.36	2,221.18		2,221.18
Albuquerque Bernalillo County Water Utility Authority	Water & Sewer / Trash Removal		Po Box 27226, Albuquerque, Nm 87125-7226	-	-	1,595.12	797.56		797.56
All States Services	Trash Removal		Po Box 94258, Las Vegas, Nv 89193	-	1,682.60	976.94	488.47		488.47
Allstream	Lines & Local	804585	Po Box 734521, Chicago, Il 60673-4521	-	-	23.43	11.71		11.71
American Electric Power	Electric	107-327-511-3-5	Po Box 371496, Pittsburgh, Pa 15250-7496	-	-	3,258.82	1,629.41	720	909.41
Aps	Electric	1405431000; 9442151000; 3367711000	Po Box 37812, Boone, Ia 50037-0812	-	-	11,453.73	5,726.87		5,726.87
Aqua Pennsylvania Inc**	Water & Sewer	000463131 0389008	Po Box 1229, Newark, Nj 07101-1229	-	-	1,247.84	623.92		623.92
Atmos Energy	Electric / Gas	3040006614; 3040006865	Po Box 740353, Cincinnati, Oh 45274-0353	-	-	3,018.27	1,509.14		1,509.14
Bullseye Telecom Inc	Lines & Local	001955B; 001AFBA	Po Box 74594, Cleveland, Oh 44194-0007	145	-	145.00	72.50		72.50
California American Water	Water & Sewer	1015-210019672213; 1015-210020074987; 1015-210020075072; 1015-210020074895; 1015-210020075126	Po Box 7150, Pasadena, Ca 91109-7150	-	1,856.88	643.37	321.69		321.69
California Bp Llc	Water & Sewer		888 W Big Beaver Rd Ste 200, Troy, Mi 48084	-	-	638.57	319.29		319.29
California Water Service Co	Water & Sewer	6283111111; 9231111111	Po Box 4500, Whittier, Ca 90607-4500	-	-	682.37	341.19		341.19
Centerpoint Energy	Gas	02-600624169-5389210 2; 4639681-8; 5359318-2/8000013132-8; 5494723-9/8000013132-8; 5574987-3/8000013132-8; 5601454-1/8000013132-8	Po Box 4671, Houston, Tx 77210-4671 Po Box 4981, Houston, Tx 77210-4981 Po Box 301149, Dallas, Tx 75303	4,008	-	4,008.30	2,004.15	1,570	434.15
Centurylink**	Cable & Internet	206-272-9968 622B	Po Box 52187, Phoenix, Az 85072-2187 Po Box 2961, Phoenix, Az 85062-2961 Po Box 91155, Seattle, Wa 98111-9255	-	-	415.84	207.92		207.92

Utility	Service(s)	Account Number	Address	2024 YTD Avg. Monthly Spend	Stores Closed Prepitition	Go Forward Stores Only	Avg 2 wk	Deposit	Adequate Assurance Amount
Charter Communications Holdings Llc	Cable & Internet	8367300270831237	Po Box 6030, Carol Stream, Il 60197-6030 Po Box 7173, Pasadena, Ca 91109-7173 Po Box 7195, Pasadena, Ca 91109 Po Box 7186, Pasadena, Ca 91109-7186 Po Box 78063, Phoenix, Az 85062	-	-	265.23	132.62		132.62
Cincinnati Bell	Lines & Local	5133966063059	Po Box 748003, Cincinnati, Oh 45274-8003	108	-	108.38	54.19		54.19
Citizens Energy Group	Gas / Water & Sewer	2214010000; 6206200000; 8347510000	Po Box 7056, Indianapolis, In 46207-7056	-	1,250.20	1,395.90	697.95		697.95
City And County Of Broomfield	Water & Sewer	128150542; 130000093	Health & Human Services, 100 Spader Way, Broomfield, Co 80020	-	957.90	36.75	18.37		18.37
City Of Claremont-Refuse	Trash Removal	51915-01	Sanitation Utility Bill, Po Box 880, Claremont, Ca 91711-0880	-	-	2,114.50	1,057.25		1,057.25
City Of Cleveland (Water)	Water & Sewer	9707720000	Division Of Water, Po Box 94540, Cleveland, Oh 44101-4540	3	-	-	-		-
City Of Dallas-Utilities	Water & Sewer	100302377	City Hall 2D South, Dallas, Tx 75277	-	-	2,016.67	1,008.33		1,008.33
City Of Eden Prairie	Water & Sewer	0103380164	8080 Mitchell Rd, Eden Prairie, Mn 55344	-	-	174.36	87.18		87.18
City Of Franklin	Water & Sewer		Po Box 705, Franklin, Tn 37065	-	-	237.58	118.79		118.79
City Of Frisco	Water & Sewer	89-1970-00/89-1965-00	6101 Frisco Square Blvd 3Rd Fl, Frisco, Tx 75034	-	-	3,436.99	1,718.50		1,718.50
City Of Garden Grove	Water & Sewer	413010621	Po Box 3070, Garden Grove, Ca 92842	-	-	2,980.28	1,490.14		1,490.14
City Of Huntington Beach-711	Water & Sewer	1215150	Po Box 711, Attn City Treasurer, Huntington Beach, Ca 92648-0711	-	-	794.56	397.28		397.28
City Of Las Vegas Sewer Services	Water & Sewer	6253112222	Po Box 748022, Dept Of Finance, Los Angeles, Ca 90074-8022	-	-	1,674.51	837.26		837.26
City Of Maple Grove (Utility)	Water & Sewer	00053700-0025265001	12800 Arbor Lakes Pkwy N, Maple Grove, Mn 55369-7064	-	-	392.16	196.08		196.08
City Of Mesa-Utilities	Electric / Gas / Water & Sewer	615553-240556	Po Box 1878, Mesa, Az 85211-1878	-	-	6,933.46	3,466.73	11,150	
City Of Palo Alto Utilities	Electric / Gas / Water & Sewer / Trash Removal	30035320	Po Box 10250, Palo Alto, Ca 94303	-	-	4,578.01	2,289.01		2,289.01
City Of Pasadena-7115	Electric / Water & Sewer	0369914356; 2413712721; 5766715434	Po Box 7120, Pasadena, Ca 91109-7125	-	-	7,778.34	3,889.17		3,889.17
City Of Peoria	Water & Sewer	0005191501; 0005265001	16101 N 83Rd Ave, Peoria, Az 85382	-	-	490.16	245.08		245.08
City Of Roseville-Utilities	Electric / Water & Sewer / Trash Removal	17975053676	Po Box 619136, Roseville, Ca 95661	-	-	5,767.12	2,883.56	2,500	383.56
City Of San Diego Water	Water & Sewer	610000020905	Po Box 129020, Public Utilites Dept Customer Care Ctr, San Diego, Ca 92112-9020	-	-	1,942.49	971.25		971.25
City Of Scottsdale(Utilities)	Water & Sewer	2009158901	Po Box 842105, Los Angeles, Ca 90084-2105	-	-	1,715.27	857.64		857.64

Utility	Service(s)	Account Number	Address	2024 YTD Avg. Monthly Spend	Stores Closed Prepitition	Go Forward Stores Only	Avg 2 wk	Deposit	Adequate Assurance Amount
City Of Seattle-Electric	Water & Sewer & Electric	9661220000	Department Of Finance, Po Box 35178, Seattle, Wa 98124-5178 Po Box 34234, Dept Of Plng And Development, Seattle, Wa 98124-1234	-	-	2,810.76	1,405.38		1,405.38
City Of Seattle-Water	Water & Sewer	9537893630	Department Of Finance, Po Box 35177, Seattle, Wa 98124-5177	-	-	3,003.82	1,501.91		1,501.91
City Of Shenandoah	Water & Sewer	010-0758-00	29955 I-45 North, Shenandoah, Tx 77381-1199	-	-	648.91	324.45		324.45
City Of Southlake	Water & Sewer	332150501	1400 Main St, Ste 200, Southlake, Tx 76092	-	-	1,644.46	822.23		822.23
City Of Sunrise	Water & Sewer	259221-155388	Po Box 31432, Tampa, Fl 33631-3432	-	-	8,903.46	4,451.73		4,451.73
Columbia Gas Of Ohio	Gas	151016770010003; 152493500010008; 156862940010009; 162774010010003	Po Box 4629, Carol Stream, Il 60197	-	-	5,802.69	2,901.35		2,901.35
Columbus-City Treasurer	Water & Sewer	370770-1239120	Power Sewer & Water Srvcs, Po Box 182882	-	-	522.54	261.27		261.27
Comcast	Cable & Internet	708660040; 901809674; 8495752620426800; 8299700040596874; 8495440011952952; 8498320074747670; 8772106001128952	P O Box 3005, Southeastern, Pa 19398-3005 Po Box 37601, Philadelphia Pa 19101 Po Box 71211, Charlotte, Nc 28272 Po Box 60533, City Of Industry, Ca 91718 Po Box 70219, Philadelphia, Pa 19176 Po Box 60533, City Of Industry, Ca 91716	414	53.36	360.30	180.15		180.15
Comed	Electric	5798167017; 6400595017	Po Box 6111, Carol Stream, Il 60197-6111	-	3,246.83	3,313.71	1,656.86	5,793	
Community Waste Disposal Inc	Trash Removal		Po Box 208939, Dallas, Tx 75320	-	-	658.25	329.12		329.12
Consolidated Communications	Cable & Internet	916-771-3024/0; 936-273-6391/0	Po Box 66523, Saint Louis, Mo 63166-6523	-	-	22.79	11.40		11.40
Coserv (Electric)	Electric / Gas / Cable & Internet	9000374998	Po Box 734803, Dallas, Tx 75373	-	-	9,280.71	4,640.36		4,640.36
Country Club Plaza Kc Partners Llc	Trash Removal		Po Box 675001, Detroit, Mi 48267-5001	-	-	2,566.78	1,283.39		1,283.39
Cox Communications (Az)	Cable & Internet	0018501109211501; 0018610118022101	Po Box 53214, Phoenix, Az 85072-3214 Po Box 53262, Phoenix, As 85072	-	-	117.48	58.74		58.74

Utility	Service(s)	Account Number	Address	2024 YTD Avg. Monthly Spend	Stores Closed Prepitition	Go Forward Stores Only	Avg 2 wk	Deposit	Adequate Assurance Amount
Direct Energy Services Llc	Electric / Gas / Water & Sewer	1101212; 1108491; 1182307; 1182308; 1182309; 1246500; 1400580; 1400581; 1400582; 1400584; 1400586; 1400604; 1400605; 411005209993-1175751; 4110052099NC-1175751; 766373 - 936442; 766376 - 936448; 923484 - 950970	P O Box 70220, Philadelphia, Pa 19176-0220 Po Box 660749, Dallas, Tx 75266	12,881	5,284.62	7,595.93	3,797.96		3,797.96
Directv-5006	Cable & Internet	006427947	Po Box 5006, Carol Stream, Il 60197-5006	-	693.99	1,592.72	796.36		796.36
Dish Network Palatine	Cable & Internet	8255707050378111	Dept 94063, Palatine, Il 60094-4063 Po Box 7203, Pasadena, Ca 91109-7303	-	-	136.54	68.27		68.27
Duke Energy	Electric / Gas	910082580769; 910082581538; 910089169439; 910089169554; 910118037914; 910122718830	Po Box 1004, Charlotte, Nc 28201-1004 Po Box 1326, Charlotte, Nc 28201-1326 Po Box 1004, Charlotte, Nc 28201-1004 Po Box 1326, Charlotte, Nc 28201-1326 Po Box 9001076, Louisville, Ky 40290-1076	25,478	4,451.83	21,026.61	10,513.30	11,443	
Entergy	Electric	135124576	Po Box 8104, Baton Rouge, La 70891-8104	-	-	3,751.77	1,875.88		1,875.88
Enterprise Community Development District	Water & Sewer	80-03-3070-3-3	Po Box 865736, Orlando, Fl 32886-5736	-	-	2,093.76	1,046.88	4,991	
Evergy/Kansas City Power & Light	Electric / Water & Sewer	3225217103	Po Box 219330, Kansas City, Mo 64121-9330	-	-	5,469.56	2,734.78		2,734.78
Florida Mall Assoc Ltd-8544	Water & Sewer / Trash Removal		Po Box 406360, Atlanta, Ga 30384-6360	-	-	2,386.18	1,193.09		1,193.09
Fpl Energy Services	Electric	58711-97389	Po Box 25426, Miami, Fl 33102-5426	-	-	3,757.99	1,878.99		1,878.99
Franklin Stormwater Dept	Water & Sewer	0902323201	Po Box 306097, Nashville, Tn 37230-6097	-	-	676.67	338.33		338.33
Golden State Water Company	Water & Sewer	16140684925/5455 6598859	Po Box 9016, San Dimas, Ca 91773-9016	-	-	2,084.17	1,042.09		1,042.09
Grande Communications Tx	Lines & Local / Cable & Internet	8401-0197977-02	Po Box 679367, Dallas, Tx 75267-9367	-	-	162.28	81.14		81.14
Granite Telecommunications	Lines & Local	04027272	Po Box 983119, Client Id #311, Boston, Ma 02298-3119	-	5,894.02	12,885.39	6,442.69		6,442.69
Greenwood Sanitation Dept	Water & Sewer	219370	Po Box 1206, Indianapolis, In 46206-1206	-	-	548.06	274.03		274.03
Hines Global Reit Ii Properties Lp	Water & Sewer		Po Box 733538, Dallas, Tx 75373-3538	-	-	279.17	139.58		139.58

Utility	Service(s)	Account Number	Address	2024 YTD Avg. Monthly Spend	Stores Closed Prepitition	Go Forward Stores Only	Avg 2 wk	Deposit	Adequate Assurance Amount
Indiana American Water	Water & Sewer	1010-210006459964	Po Box 5127, Carol Stream, Il 60197-5127	-	-	282.51	141.26		141.26
Kcmo Water Serv Dept	Water & Sewer	000177291-0189227-4	Po Box 807045, Kansas City, Mo 64180-7045	-	-	2,811.07	1,405.54		1,405.54
La Dwp	Electric / Water & Sewer	1189451926/31489 17168	Water And Power-Ladwp, Po Box 30808	-	-	6,715.00	3,357.50	9,500	
Las Vegas Valley Water Dist	Water & Sewer	6008812962-6	Po Box 2921, Phoenix, Az 85062-2921	-	-	1,975.22	987.61		987.61
Louisville Gas And Electric Co	Electric / Gas	3000-0974-6599	Po Box 25211, Lehigh Valley, Pa 18002-5211	-	-	5,478.02	2,739.01		2,739.01
Louisville Water Company	Water & Sewer	372030000; 827203000	Po Box 32460, Louisville, Ky 40232	-	-	252.83	126.41		126.41
Mallory Valley Utility Dist	Electric / Gas / Water & Sewer	70201000098	Po Box 306056, Nashville, Tn 37230-6056	-	-	822.01	411.01		411.01
Middle Tennessee Electric	Electric	2026393364	Po Obox 330008, Murfressboro, Tn 37133-0008	-	-	3,919.35	1,959.67	7,000	
Nationwide Realty Investors	Electric / Water & Sewer / Trash Removal		Further Credit 1Nribuca, Dept L-2584, Columbus, Oh 43260-2584	-	-	6,759.12	3,379.56		3,379.56
New Castle Corporation	Electric / Gas / Water & Sewer		Co Mgm Resorts Intl, File 749443, Los Angeles, Ca 90074-9443	-	-	4,157.94	2,078.97		2,078.97
Nicor Gas	Gas	55583010008; 01649410006	Po Box 5407, Carol Stream, Il 60197-5407	-	662.91	464.47	232.23		232.23
Nuco2 Llc	Gas		Po Box 417902, Boston, Ma 02241-7902	-	-	(237.52)	(118.76)		
Nuco2-Stuart	Gas		Po Box 417902, Boston, Ma 02241-7902	-	140.62	241.47	120.74		120.74
Nv Energy Inc	Electric / Water & Sewer	3000159858917893437; 3000160133117950800	Po Box 30150, Reno, Nv 89520-3150	-	-	8,191.29	4,095.65		4,095.65
Olivenhain Municiple Water Dis	Water & Sewer	1045658-184485	Po Box 502650, San Diego, Ca 92150-2650	-	-	544.86	272.43		272.43
Olympic Compactor Rental Inc	Trash Removal		Po Box 800336, Houston, Tx 77280-0336	-	-	2,041.16	1,020.58		1,020.58
Onesource Communications	Lines & Local	0007303	101 Bourland Rd, Ste C, Keller, Tx 76248-3507	-	-	206.79	103.40		103.40
Pacific Gas & Elec Sacramento	Electric / Gas	40847275779; 65673224955; 65256558316; 95534553243	Po Box 997300, Sacramento, Ca 95899-7300	-	2,424.74	14,340.12	7,170.06	75,598	
Piedmont Natural Gas	Gas	7001774361001; 8001713370001	Po Box 1246, Charlotte, Nc 28201-1246	-	1,706.27	2,582.56	1,291.28		1,291.28
Pnm Electric & Gas Services	Electric	115449192-1203026-6	Po Box 27900, Albuquerque, Nm 87125-7900	-	-	4,124.08	2,062.04		2,062.04
Puget Sound Energy	Electric / Gas	220015044336	Bot-01H, Po Box 91269, Bellevue, Wa 98009-9269	-	-	1,536.77	768.38		768.38
Regency Centers Lp	Water & Sewer		Po Box 31001-0725, Pasadena, Ca 91110	-	-	827.46	413.73		413.73
Republic Services Inc	Trash Removal		Po Box 99917, National Accts, Chicago, Il 60696-7717 Po Box 9001099, Louisville, Ky 40290-1099	-	11,839.09	41,098.10	20,549.05		20,549.05

Utility	Service(s)	Account Number	Address	2024 YTD Avg. Monthly Spend	Stores Closed Prepitition	Go Forward Stores Only	Avg 2 wk	Deposit	Adequate Assurance Amount
San Diego Gas & Electric	Electric / Gas	7752815667; 53097909266; 98291882207; 210000319715; 90275471362	Po Box 25111, Santa Ana, Ca 92799-5111	-	366.97	18,088.18	9,044.09	17,193	
Silver State Refrigeration And Hvac Llc	Trash Removal		4535 Copper Sage St, Las Vegas, Nv 89115	-	-	109.29	54.64		54.64
Socalgas	Gas	15218072641; 04480926270; 04861195511; 08036864414; 09010522275; 09845293738; 10721602224; 13158535891; 15033439876; 18221015649	Po Box 1626, Monterey Park, Ca 91754-8626	2,541	-	2,540.68	1,270.34		1,270.34
Southern California Edison	Electric	700017797221	Po Box 300, Rosemead, Ca 91772-0001	-	-	40,061.57	20,030.79	240,514	
Southwest Gas Corporation	Gas	910000956549; 910001097546; 910001430471; 910002201089; 910002408322	Po Box 98890, Las Vegas, Nv 89193-8890	-	1,699.53	11,221.46	5,610.73	5,570	40.73
Spire	Electric / Gas	2559941111	Drawer 2, Saint Louis, Mo 63171	-	-	2,228.88	1,114.44		1,114.44
Spm Acquisition Llc	Water & Sewer		40 Fulton St 17Th Flr, New York, Ny 10038	-	-	2,314.29	1,157.14		1,157.14
Srp	Electric	585270006; 788810008; 887710007	Po Box 80062, Prescott, Az 86304-8062	-	2,724.10	3,046.76	1,523.38		1,523.38
St Paul Regional Water Serv	Water & Sewer		1900 Rice Street, St Paul, Mn 55113-6810	-	-	1,046.31	523.15		523.15
Teco Peoples Gas-31318	Gas	211010277278; 211010277484; 211010278151; 221001202193	Po Box 31318, Tampa, Fl 33631-3318	-	796.00	5,508.96	2,754.48	13,510	
The Gas Company	Gas		Po Box C, Monterey Park, Ca 91756	-	-	15,862.78	7,931.39		7,931.39
The Illuminating Company	Electric / Water & Sewer	110027478814; 110028945522	Po Box 3687, Akron, Oh 44309-3687	-	-	2,638.11	1,319.06		1,319.06
Tiger Inc	Gas	1521807264; 5100273716; 5100560052; 5100956685; 5309790926; 5768876365; 7752815667; 044-809-2627; 048-611-9551; 080-368-6441; 090-105-2227; 098-452-9373; 107-216-0222; 115815944-1327918; 131-585-3589; 150-334-3987; 182-210-1564	Department 2192, Tulsa, Ok 74182	-	1,034.28	19,395.47	9,697.74		9,697.74
Tri-County Electric Co-Op Inc	Electric	8002973801	Po Box 961032, Fort Worth, Tx 76161-0032	-	-	5,733.12	2,866.56		2,866.56

Utility	Service(s)	Account Number	Address	2024 YTD Avg. Monthly Spend	Stores Closed Prepitition	Go Forward Stores Only	Avg 2 wk	Deposit	Adequate Assurance Amount
Universal Citywalk Hollywood	Electric / Water & Sewer / Trash Removal		100 Universal City Plaza, Bldg 5511-5 Tenant Rec, Universal City, Ca 91608	-	-	7,372.82	3,686.41		3,686.41
Valencia Water Company	Water & Sewer	35706300/35707300	Po Box 515106, Los Angeles, Ca 90051-5106	-	-	1,917.99	958.99		958.99
Vectren	Gas		Po Box 1423, Houston, Tx 77210-1423	-	-	1,345.33	672.67		672.67
Village Of Lombard	Water & Sewer	31376001	255 E Wilson Ave, Lombard, Il 60148	-	-	1,751.94	875.97		875.97
Windstream Holdings Inc	Lines & Local	205768353	Po Box 9001013, Louisville, Ky 40290-1950	-	13,075.89	37,579.18	18,789.59		18,789.59
Wright-Hennepin Elec Box 330	Electric / Water & Sewer	150-1473-9301	Po Box 77027, Minneapolis, Mn 55480-7727	-	-	4,025.42	2,012.71		2,012.71
Xcel Energy Services Inc	Electric / Gas / Water & Sewer	51-4308181-4; 51-6363969-4; 51-6371968-0; 53-2830554-0	Po Box 9477, Minneapolis, Mn 55484-9477	-	4,440.82	13,277.64	6,638.82		6,638.82
				45,578	**70,005**	**488,279**	**244,139.59**	**407,052**	**172,897.99**

Assumptions: **This estimate is based on the Debtors' current records for similar services.