

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:	)	
	)	Chapter 11
Hawthorne Race Course, Inc., <i>et al.</i> , ¹	)	
	)	Case No. 26-03505
	)	
Debtors.	)	Joint Administration Requested
	)	

**DEBTORS' MOTION (A) FOR AUTHORITY TO (I) PAY CERTAIN PREPETITION
EMPLOYEE WAGES, SALARIES AND OTHER COMPENSATION, (II) PAY AND
HONOR EMPLOYEE MEDICAL AND OTHER BENEFITS, AND (III) CONTINUE
EMPLOYEE BENEFIT PROGRAMS; (B) TO OBTAIN RELATED RELIEF;
AND (C) FOR SHORTENED AND LIMITED NOTICE THEREOF**

Hawthorne Race Course, Inc. ("**Hawthorne**") and its affiliated debtors and debtors in possession (the "**Debtors**"), by and through their undersigned proposed counsel, hereby file this motion (the "**Motion**"), for entry of an order, substantially in the form attached hereto as **Exhibit A** (the "**Proposed Order**"), pursuant to sections 363, 507, 1107(a), and 1108 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 et seq. (the "**Bankruptcy Code**"), and hereby move this Court: (a) for authority to (i) pay certain prepetition employee wages, salaries and other compensation; (ii) pay and honor employee medical and other benefits; and (iii) continue employee benefit programs; (b) to obtain related relief; and (c) for shortened and limited notice thereof. In support of the Motion, the Debtors rely on and incorporate by reference the *Declaration of Timothy S. Carey in Support of Chapter 11 Petitions and First Day Relief* (the "**First Day Declaration**"),² and respectfully represent as follows:

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Hawthorne Race Course, Inc., (2284); Carey Heirs Properties, LLC, (2654); Suburban Downs, Inc., (2457); and Post Time Catering, Inc., (3590). The Debtors' mailing address is 3501 S. Laramie Ave, Stickney, IL 60804.

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

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Northern District of Illinois (the “**Court**”) has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicates for the relief requested herein are sections 363, 507, 1107, and 1108 of the Bankruptcy Code and the applicable Rules are Rule 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

BACKGROUND

2. On February 27, 2026 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. Since the Petition Date, the Debtors have remained in possession of their assets and have continued to operate their businesses under the jurisdiction of this court as debtors in possession in accordance with 11 U.S.C. §§ 1107 and 1108.

3. Neither a trustee nor a committee of unsecured creditors has been appointed in the Debtors’ Chapter 11 Cases (the “**Chapter 11 Cases**”). Concurrently with the filing of this Motion, the Debtors have filed motions seeking joint administration of the Chapter 11 Cases; anticipating no objections to these motions, and in the interest of efficiency, this Motion has only been filed in the above-captioned proposed lead case, that of Hawthorne Race Course, Inc.

4. The Debtors operate a horse racing and wagering business centered on live thoroughbred and standardbred racing in Illinois. The Debtors generate revenue through parimutuel wagering, a large network of off-track betting locations, and sports wagering operations. In 2019, the Debtors began developing Illinois’ first Racino entertainment complex featuring both casino-style wagering and horseracing.

RELIEF REQUESTED

5. The Debtors employ over 275 full-time and part-time employees (the “**Employees**”). The skills, training and institutional knowledge of the Employees are essential to the Debtors’ ability to effectively administer their business during the Chapter 11 Cases and to maximize the value of the Debtors’ assets.

6. As of the Petition Date, there are amounts accrued and owing under or related to the Debtors’ compensation and benefit programs. A large portion of the Employees are dependent on their compensation and benefits to pay their daily living expenses and provide for their households.

7. The Employees (and their families) would be exposed to significant financial harm if the payment of compensation (including obligations related to benefits) and other programs benefiting the Employees were interrupted. Should their compensation and other benefits be suspended or terminated, the Employees will likely be required to find work elsewhere. And given the Debtors’ reliance upon the Employees, the viability of these Chapter 11 Cases would suffer irreparable harm if the Debtors lost or had to replace the Employees.

8. Accordingly, to ensure retention of their Employees and to maintain employee morale, by this Motion, the Debtors request that the Court enter an order, pursuant to sections 363(b)(1), 507(a)(4), 507(a)(5), 1107(a), and 1108 of the Bankruptcy Code, authorizing, but not directing, the Debtor to pay certain prepetition wage and salary claims of the Employees, to pay and honor all employee benefits, and to continue employee benefit programs after the Petition Date, consistent with the Debtors’ ordinary course of business prior to the Petition Date. The Debtors request authority to pay outstanding wages, salary and/or commissions accruing prior to and including the Petition Date in the estimated total gross amount of approximately \$462,000

(collectively, the “**Prepetition Wage Claims**”)³; to pay other prepetition claims arising in connection with, and otherwise maintain in effect, as applicable, the Debtors’ employee medical benefits, health and other insurance, accrued prepetition vacation time, reimbursable expenses, and accrued prepetition contributions to employee benefit plans as detailed further below (the “**Employee Benefit Programs**,” and together with the Prepetition Wage Claims and all related withholdings and taxes and all costs incident thereto, the “**Prepetition Employee Obligations**”).

A. Employee Wages and Salaries

9. The Debtors’ workforce comprises a total of approximately 276 employees, consisting of: (a) approximately 61 full-time salaried employees (“**Salaried Employees**”); (b) approximately 85 full-time hourly employees (the “**Hourly Employees**” and together with the Salaried Employees, the “**Full-Time Employees**”); and (c) approximately 129 part-time employees (“**Part-Time Employees**”).⁴ Nearly all Full-Time Employees regularly work at least forty (40) hours per week. In addition, the Debtors utilize one independent contract employee (the “**Independent Contractor**”).

10. The Employees are party to several collective bargaining agreements (the “**CBAs**”) with Local 1, Service Employees International Union, AFL-CIO, International Brotherhood of Electrical Workers, Local Union No. 134 (AFL-CIO), Unite Here Local 450, Illinois Union Local 727 (affiliate of International Brotherhood of Teamsters), and United Food and Commercial Workers International Union Local 1546.

³ To protect the confidentiality of employee information, the names, addresses, and specific wage claims of individual employees have not been disclosed herein. Such information will be provided to the Court and/or the United States Trustee (or other interested parties, provided sufficient guaranties of confidentiality are in place), upon request.

⁴ Employee data, including total employees, wages, and salaries, are approximated as of the Petition Date.

11. Other than John Carey, Kevin Kline, and Timothy S. Carey (the “**Insiders**”), none of the Employees are “insiders” as defined in Section 101(31) of the Bankruptcy Code. Prior to the filing of the Chapter 11 Cases, the Debtors made payments to the Insiders covering the wages earned through and including the Petition Date. As such, the Debtors are not seeking in this Motion to pay any prepetition wages for any potential “insiders”.

12. The Debtors pay their Employees every two weeks, either by check or direct deposit into their bank accounts. The aggregate payroll during the three months preceding the Petition Date averaged approximately \$443,060 per pay period.

13. An Employee’s wages or salary accruing in the first pay period (from the first to the 15th of each month) is remitted on the 20th of that month, and the second pay period (from the 16th to the end of each month) is remitted on the 5th of the following month. Payroll is distributed to employees on the ensuing business day. Paycor HCM, Inc. (“**Paycor**”) processes the Debtors’ payroll and provides a mechanism for paying employee wages and benefits, and calculating all proper employer and employee withholdings from the payroll. Paycor also remits tax withholdings directly to the applicable taxing authorities.

14. The Debtors’ last regularly scheduled payroll was set to occur on February 23, 2026. The next payroll is scheduled to be funded on March 5, 2026 and distributed March 6, 2026, for compensation accruing between February 15, 2026 and February 28, 2026. As set forth above, the Debtors’ estimate that approximately \$462,000 constitutes Prepetition Wage Claims.

15. The Debtors seek authority to satisfy all Prepetition Wage Claims in the amounts finally determined using the Debtors’ customary and ordinary methods heretofore utilized. As part of this relief, the Debtors seek authority to honor all prepetition checks issued to Employees who do not receive direct deposits. The Debtors believe that payment of the Prepetition Wage

Claims is critical to the retention of the Employees and to the continued operation of their business pending a going concern sale. No single Employee is owed prepetition wages in excess of the \$17,150 priority limit provided under section 507(a)(4) of the Bankruptcy Code.

B. Social Security, Income Taxes, and Other Withholdings and Deductions

16. Attendant to the payment of the Debtors' payroll obligations, the Debtors are also obligated to withhold and pay federal, state and local withholding taxes (including Social Security, Medicare taxes, and federal and state unemployment insurance) for themselves and the Employees.

17. As part of its payroll processing services, Paycor automatically withholds from Employee paychecks the taxes that the Debtors are required to withhold and remits them to the applicable taxing authorities.

18. As part of their request to pay Prepetition Employee Obligations, the Debtors seek authorization to pay all employer and employee federal, state, and local withholding and payroll related taxes relating to prepetition periods, including, but not limited to, all withholding taxes and all other miscellaneous withholdings. The Debtors estimate that the amount of the employer-side prepetition withholding and payroll-related taxes to be approximately \$51,257.72.

19. Additionally, the Debtors have been authorized, from time to time, to make deductions from employees' wages, including contributions to various benefit programs (many of which are described below) and wage garnishments. To the extent that any of these are considered property of the Debtors' estates, the Debtors request permission to allow such deductions to continue, and to be paid to their designated recipients, consistent with and in the ordinary course of their business.

C. Employee Benefit Programs

20. The Debtors offer the Employees access to health, dental, vision, flexible spending and dependent care plans, 401k retirement savings plans, and other benefits (collectively, the “**Employee Benefits**”). Certain of the benefits require payments by the Debtors and may be unpaid as of the Petition Date because certain obligations may have accrued in whole or in part prior to the Petition Date, but do not become payable in the ordinary course of the Debtors’ business until after the Petition Date. The Debtors seek authority to pay all obligations related to Employee Benefits incurred prior to the Petition Date.

21. Full-Time Employees may enroll in a health insurance plan (for themselves, spouses and dependent children) and have one of two health plans with Luminare Health Benefits, Inc. (“**Luminare**”). The Debtors pay approximately 80% of the overall costs, and the Employee pays approximately 20% of the overall costs. The Debtors seek authority to remit payments to Luminare for any claims incurred prior to the Petition Date.

22. The Debtors offer the Full-Time Employees a dental coverage plans through Luminare and the Guardian Life Insurance Company of America (“**Guardian**”). The Debtors pay an administrative fee to Luminare to in the amount of \$3.85 per month per each Employee that has opted into the dental coverage, and the Debtors pay 100% of the Guardian dental plans. The Debtors seek authority to remit payments to Luminare and Guardian for any claims incurred prior to the Petition Date.

23. The Debtors also offer the Full-Time Employees vision coverage through Vision Service Plan (“**VSP**”). The Debtors are responsible for paying the premiums for vision insurance, which is \$5.96 per employee and \$16.09 per family. The Debtors seek authority to remit payments to VSP for any claims incurred prior to the Petition Date.

24. The Debtors also have a workers’ compensation policy with Service American

Indemnity Company. The Debtors make premium payments of approximately \$14,611 per month to maintain this policy.

25. In addition to wages and salaries, the Debtors provide eligible Employees (i.e. regular full time Employees) paid time off (“PTO”) for holidays, vacations and other time off. As of the Petition Date, the Employees have accrued unpaid PTO in the approximate amount of \$505,236. The Debtors intend to honor any accrued, unpaid PTO.

26. Some of the Debtors’ Employees are entitled to contribute to a 401(k) plan with Service American Indemnity Company sponsored by the Debtors, a safe harbor plan into which such Employees may contribute pretax earnings for retirement savings. After six months of service, Full-Time Employees who are at least 21 years of age, and who are not covered by the CBAs can participate in the 401(k) plan. The Debtors contribute to Employees’ 401(k) accounts by matching up to the first 3% of the Debtors’ Employees’ salaries.

BASIS FOR RELIEF

27. Ample authority exists to pay prepetition employee obligations where doing so will benefit a debtor’s estate. Authority to pay Prepetition Employee Obligations is found in sections 1107(a) and 1108 of the Bankruptcy Code, which vest debtors in possession with authority to continue operating their businesses. Sometimes this authority and the concomitant duty to maximize estate value may be fulfilled only through the pre-plan payment of certain unsecured claims. *In re Mirant Corp.*, 296 B.R. 427, 429 (Bankr. N.D. Tex. 2003); *In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002); (authorizing debtors in possession to exercise business judgment to pay certain critical prepetition claims); *In re Commercial Mortg. & Fin., Co.*, 414 B.R. 389, 394 (Bankr. N.D. Ill. 2009) (noting that a debtor in possession “has the discretionary authority to exercise [its] business judgment in operating the debtor’s business

similar to the discretionary authority to exercise business judgment given to an officer or director of a corporation”).

28. Additionally, the Court may authorize payment of the Prepetition Employee Obligations under section 363(b)(1) of the Bankruptcy Code, which provides that, after notice and a hearing, a debtor in possession may “use . . . other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). Section 363(b)(1) of the Bankruptcy Code is an appropriate mechanism for payment of certain necessary prepetition debts, provided such payments will ultimately benefit all creditors. *In re Kmart Corp*, 359 F.3d 866, 874 (7th Cir. 2004). The United States Supreme Court favorably cited *Kmart* for its analysis in justifying the payment of prepetition claims of critical vendors early in a chapter 11 case. *Czyzewski v. Jevic Holding Corp.*, 580 U.S. 451, 468, 137 S.Ct. 973, 985 (2017) (noting that courts have approved critical vendor payments where “the distributions at issue would ‘enable a successful reorganization and make even the disfavored creditors better off’”). A debtor’s business judgment as to the use, sale, or lease of estate property is appropriate if supported by “sound business reasons.” *Fulton State Bank v. Schipper (In re Schipper)*, 933 F.2d 513, 515 (7th Cir. 1991).

29. Paying the Prepetition Employee Obligations is supported by sound business reasons. The Debtors rely on the services of the Employees, and missed or reduced paychecks would likely induce significant numbers of the Employees to find work elsewhere, at a time when the Debtors need them the most.

30. Further, the objective of the Chapter 11 Cases is to effectuate a prompt going concern sale/reorganization while simultaneously preserving the jobs of more than 275 Employees. Failing to fulfill the Prepetition Employee Obligations would cause irreparable harm

to and jeopardize the success of this objective. Consequently, in addition to satisfying the “sound business reasons” standard for motions under section 363 of the Bankruptcy Code generally, payment of the Prepetition Employee Obligations also satisfies the more specific “benefit to all creditors” standard articulated in *Kmart*. See 359 F.3d at 874. Paying the Prepetition Employee Obligations will greatly help the Debtors in maintaining necessary operations and activities while the Debtors seek to implement a going concern sale to maximize the potential recovery for the benefit of all creditors.

31. Section 507(a)(4) and (5) of the Bankruptcy Code requires that certain claims or prepetition wages, salaries, vacation, sick leave, and employee benefit plan contributions be accorded a priority in payment, up to \$17,500 per employee. 11 U.S.C. § 507(a)(4)-(5). By this Motion, the Debtors do not seek to pay any single Employee more than the \$17,500 limit. The relief sought herein, therefore, does not “rearrange priorities among creditors” in any meaningful way. See *In re Kmart Corp.*, 359 F.3d at 872.

32. Courts in this jurisdiction regularly authorize Chapter 11 debtors in possession to pay prepetition employee wages and benefits in instances where employee retention is critical to the success of their bankruptcy cases. See, e.g., *In re St. Margaret’s Health – Peru, et al.*, No. 23-11641 (Bankr. N.D.Ill. Sep. 13, 2023), ECF No. 40; *In re Arro Corporation, f/k/a Arro Packaging Company*, No. 19-35238 (Bankr. N.D.Ill Dec. 20, 2019), ECF No. 35; *In re Caesars Entm’t Operating Co.*, No. 15-01145 (Bankr. N.D. Ill. Mar. 6, 2015), ECF No. 617.

33. For the foregoing reasons, the Debtors respectfully request that they be granted authority to pay the Prepetition Employee Obligations, if and when they are due and owing, after the Petition Date, consistent with the Debtors’ prepetition practices.

SATISFACTION OF BANKRUPTCY RULE 6003

34. Rule 6003 of the Bankruptcy Rules empowers a court to grant relief in the first 21 days after the filing of a bankruptcy petition “to the extent that relief is necessary to avoid immediate and irreparable harm.” As discussed in more detail above, failure to pay the Prepetition Employee Obligations timely would likely jeopardize the success of the Chapter 11 Cases. Accordingly, the Debtors submit that, to the extent Bankruptcy Rule 6003 applies to the relief granted herein, its requirements are satisfied.

WAIVER OF BANKRUPTCY RULE 6004(a) AND (h)

35. Because the Debtors, their estates, and creditors will suffer immediate and irreparable harm if all Prepetition Employee Obligations are not timely paid, and in light of the relatively small expenditure required to do so, the Debtors request that the notice provisions of Bankruptcy Rule 6004(a) and the 14-day stay under Bankruptcy Rule 6004(h) be excused, to the extent they are applicable to the relief sought herein.

**AUTHORIZATION TO HONOR CHECKS AND ELECTRONIC
FUND TRANSFERS**

36. The Debtors currently maintain funds sufficient to pay all Prepetition Employee Obligations as they come due in the ordinary course. The Debtors request that the Court authorize and direct all applicable financial institutions to process, honor, and pay any and all checks or wire transfer requests, as may be requested by the Debtors to effectuate payment of the Prepetition Employee Obligations, including but not limited to checks issued and wire transfers initiated prior to the Petition Date on account of Prepetition Employee Obligations.

NOTICE

37. Notice of the filing of this Motion and the hearing scheduled therefor has been provided by CM/ECF, overnight delivery, and/or facsimile to (a) the Office of the United States Trustee for Region 11; (b) each of the Debtors’ 20 largest unsecured creditors pursuant to

Bankruptcy Rule 1007(d); (c) counsel to the Debtors' senior secured lender, Signature Bank; and (d) all other parties who have requested service of all filings via the Court's CM/ECF system. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required.

38. This Court's Local Rule 9090-2 provides that first day motions "may be noticed for presentment, subject to the court's availability, within two business days of the petition date." L.R. 9090-2(C). As discussed in more detail above, unless this Motion is heard expeditiously, the Employees would not timely receive their anticipated and needed compensation. Given the critical and time-sensitive nature of the relief requested herein, the Debtors submit that "cause" exists to deem the notice period and parties set forth above and in the attached certificate of service to be adequate and sufficient under the circumstances.

WHEREFORE, the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: February 27, 2026

SAUL EWING LLP

By: /s/ Barry A. Chatz

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Proposed Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:	)	
	)	Chapter 11
Hawthorne Race Course, Inc., <i>et al.</i> , ¹	)	
	)	Case No. 26-03505
Debtors.	)	
	)	Joint Administration Requested
	)	

NOTICE OF MOTION

PLEASE TAKE NOTICE that on Monday, March 2, 2026 at 12:00 p.m. CDT we will appear before the Honorable Deborah L. Thorne, or any judge sitting in that judge's place, either in courtroom 682 of the Dirksen Federal Building, 219 S. Dearborn Street, Chicago, IL 60604 or electronically as described below, and present the **Debtors' Motion (A) for Authority to (I) Pay Certain Prepetition Employee Wages, Salaries and Other Compensation, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Benefit Programs; (B) to Obtain Related Relief; and (C) For Shortened and Limited Notice Thereof**, copy of which is attached.

Important: Only parties and their counsel may appear for presentment of the motion electronically using Zoom for Government. All others must appear in person.

To appear by Zoom, please go to this link: <https://www.zoomgov.com>. Then enter the meeting ID and passcode.

To appear by Zoom using a telephone, call Zoom for Government at 1-669-254-5252 or 1-646-828-7666. Then enter the meeting ID and passcode.

Meeting ID and Passcode. The meeting ID for this hearing is 162 9362 1728, and the passcode is No Passcode Required. The meeting ID and passcode can also be found on the judge's page on the court's web site.

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¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Hawthorne Race Course, Inc., (2284); Carey Heirs Properties, LLC, (2654); Suburban Downs, Inc., (2457); and Post Time Catering, Inc., (3590). The Debtors' mailing address is 3501 S. Laramie Ave, Stickney, IL 60804.

If you object to this motion and want it called on the presentment date above, you must file a Notice of Objection no later than two (2) business days before that date. If a Notice of Objection is timely filed, the motion will be called on the presentment date. If no Notice of Objection is timely filed, the court may grant the motion in advance without calling it.

SAUL EWING LLP

By: /s/ Barry A. Chatz

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Proposed Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:	)	
	)	Chapter 11
	)	
Hawthorne Race Course, Inc., <i>et al.</i> , ¹	)	Case No. 26-03505
	)	Joint Administration Requested
	)	
Debtors.	)	
	)	

**ORDER GRANTING MOTION OF DEBTORS (A) FOR AUTHORITY
TO (I) PAY CERTAIN PREPETITION EMPLOYEE WAGES, SALARIES
AND OTHER COMPENSATION, (II) PAY AND HONOR EMPLOYEE
MEDICAL AND OTHER BENEFITS, AND (III) CONTINUE EMPLOYEE BENEFIT
PROGRAMS; (B) TO OBTAIN RELATED RELIEF; AND (C) FOR
SHORTENED AND LIMITED NOTICE THEREOF**

Upon consideration of the motion (the “**Motion**”)² pursuant to 11 U.S.C. §§ 363, 507, 1107(a), and 1108 for an order authorizing the Debtors to pay certain prepetition employee wage, health insurance, and other related obligations, and for shortened and limited notice thereof, all as more fully set forth in the Motion; and the Court having found that (i) the Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iv) notice of the Motion was adequate and appropriate under the circumstances; and the Court having reviewed the Motion and the First Day Declaration in support thereof; and the Court having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing held before this Court (the “**Hearing**”);

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Hawthorne Race Course, Inc., (2284); Carey Heirs Properties, LLC, (2654); Suburban Downs, Inc., (2457); and Post Time Catering, Inc., (3590). The Debtors’ mailing address is 3501 S. Laramie Ave, Stickney, IL 60804.

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

and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the 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 are authorized, but not directed, to pay, perform, and honor, as applicable, the Prepetition Employee Obligations, including payment to any third parties that provide or aid in the monitoring, processing, or administration of the Prepetition Employee Obligations, as and when such obligations are due; provided, however, that payments of wages and salary to any individual Employee after the Petition Date on account of amounts accrued prior to the Petition Date shall not exceed amounts afforded priority status by sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code.
3. The Debtors are authorized, but not directed, in their sole discretion to perform, honor and continue the Employee Insurance Benefits and the Employee Benefit Programs in the ordinary course.
4. The relief granted herein shall not constitute or be deemed an assumption or an authorization to assume any executory contract or agreement to which the Debtors is a party, including any benefit plans or employment agreements.
5. Due to the immediate and irreparable harm that would occur if the Motion were not granted, the requirements set forth in Bankruptcy Rule 6003(b) are satisfied with respect to the relief granted herein.
6. Notwithstanding Bankruptcy Rule 6004(h), this order shall be effective and enforceable immediately upon its entry.

7. The Debtors are authorized to take all steps necessary to carry out this order.

8. All applicable financial institutions are authorized and directed to process, honor, and pay any and all checks or wire transfer requests, as may be requested by the Debtors to effectuate payment of the Prepetition Employee Obligations.

9. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this order, any authorization contained in this order, or any claim for which payment is authorized hereunder, shall be subject to the requirements imposed on the Debtors under any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors and any budget in connection therewith.

10. Nothing in this order may be construed as approving any transfer pursuant to 11 U.S.C. § 503(c), and a separate motion shall be filed for any request that could fall within section 503(c).

11. Shortened and limited notice of the Motion is granted, such that the notice period and parties reflected in the certificate of service attached to the Motion are deemed adequate and sufficient under the circumstances, and no other or further notice of the Motion need be given.

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

Dated: _____, 2026

UNITED STATES BANKRUPTCY JUDGE