

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
www.flsb.uscourts.gov

In re:

IPIC THEATERS, LLC,

Debtor.

Case No: 26-12313-EPK
Chapter 11, Subchapter V

**Emergency Hearing Requested on
or before February 26, 2026, or as
soon thereafter as possible**

**DEBTOR'S EMERGENCY MOTION FOR ENTRY OF AN ORDER (I)
AUTHORIZING THE DEBTOR TO HONOR AND CONTINUE CERTAIN
CUSTOMER PROGRAMS AND CUSTOMER OBLIGATIONS, (II)
AUTHORIZING BANKS TO HONOR AND PROCESS CHECK AND
ELECTRONIC TRANSFER REQUESTS RELATED THERETO, AND (III)
GRANTING RELATED RELIEF**

Emergency Hearing Requested

Basis for Request for Expedited Hearing

In the operation of its business, the Debtor maintains several customer programs. By this Motion, the Debtor seeks authority to continue to maintain and administer customer programs and to honor or pay certain prepetition obligations to its customers in the ordinary course of business. The Debtor reasonably believes that a hearing to consider the relief requested must be held on an emergency basis, and therefore, respectfully requests this Court hold a hearing on this Motion on or before February 26, 2026, or as soon thereafter as possible, pursuant to Local Rule 9013-1(F),

The Debtor respectfully requests that the Court waive the provisions of Local Rule 9075-1(B), which requires an affirmative statement that a bona fide effort was made in order to resolve the issues raised in this motion, as the relief requested herein is urgent in nature and does not lend itself to advance resolution.

COMES NOW IPIC Theaters, LLC (the "Debtor") in the above-captioned chapter 11, subchapter V case (the "Subchapter V Case"), by and through its proposed undersigned counsel, and hereby files this motion (the "Motion") for entry of an order, substantially in the forms attached hereto as **Exhibit A** (the "Interim Order") and **Exhibit B** (the "Final Order" and together, the "Proposed Orders"), (a) authorizing, but not directing, the Debtor to honor certain prepetition

obligations to customers and to otherwise continue the Customer Programs (defined below); (b) authorizing the Debtor's banks to honor and process check and electronic transfer requests related to the foregoing; and (c) granting related relief. In support of this Motion, the Debtor relies upon and incorporates by reference the *Declaration of Joseph J. Luzinski in Support of First Day Relief* (the "First Day Declaration"),¹ and respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this matter 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 this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 105(a), 363(b), 507(a)(7), 1107, and 1108 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 6003 of the Federal Rule of Bankruptcy Procedure (the "Bankruptcy Rules") and Local Rule 9013-1(F).

BACKGROUND

3. On February 25, 2026 (the "Petition Date"), the Debtor filed a voluntary petition for relief under subchapter V of chapter 11 of the Bankruptcy Code. The Debtor is operating its business and managing its assets and operations as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. A description of the Debtor's business, the reasons for commencing the Subchapter V Case, the relief sought from the Court, and the facts and circumstances supporting this Motion are set forth in the First Day Declaration filed contemporaneously herewith.

¹ Capitalized terms used but not otherwise defined in this Motion shall have the meaning ascribed to them in the First Day Declaration.

RELIEF REQUESTED

5. The Debtor seeks entry of the Order, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**: (a) authorizing the Debtor to honor certain prepetition obligations to the Debtor's customers and to otherwise continue the Customer Programs (defined below) in the ordinary course of business; (b) authorizing the Debtor's banks to honor and process check and electronic transfer requests related to the foregoing; and (c) granting related relief.

THE DEBTOR'S CUSTOMER PROGRAMS

6. Before the filing of this Subchapter V Case, the Debtor engaged in certain programs and practices (the "Customer Programs"), in the ordinary course of business, to develop and sustain positive customer relationships. To support its sales efforts, the Debtor engaged in marketing and sales practices that were targeted to develop and sustain positive reputations for their services. The practices included accounting for various payments, cash and non-cash credits, honoring return policies and credits, and maintaining a rewards program. Because the Customer Programs are an important component of the Debtor's operations and customer-retention strategy, continuing to honor the Customer Programs described below—including certain prepetition obligations arising thereunder—is necessary to maximize the value of the Debtor's estate for the benefit of all creditors and stakeholders in this Subchapter V Case.

7. A significant majority of the obligations described above require cash payment including the Refund and Exchange Program, the Gift Card Program, and the Rewards Program (each defined below).

I. Refund and Exchange Program.

8. The Debtor maintains a refund and exchange program (the "Refund and Exchange Program") whereby the Debtor's customers may be able to obtain a refund or exchange for ticket purchases, subject to certain conditions.

9. To accommodate their customers' needs, and consistent with industry practices, the Debtor has traditionally maintained Return or Exchange Policies with respect to both cash and credit purchases. These policies provide the Debtor's customers with comfort that they will be able to refund movie tickets as a situation arises in which a refund is needed. The Debtor requests authority to continue their practice of honoring returns and providing credits pursuant to the Refund and Exchange Program when and as necessary.

II. Gift Card Program.

10. The Debtor sells gift cards in any denomination. They may be redeemed for merchandise or services at any of the Debtor's locations, subject to certain conditions. The gift cards do not expire. The gift cards are an obligation of the Debtor to various customers on account of goods that were purchased by customers and returned prepetition. The Debtor requests authority to continue their practice of honoring Gift Cards when and as necessary.

III. Rewards Program.

11. The Debtor maintains customer loyalty programs and subscriptions (the "Rewards Program"). The Debtor offers two tiers of an annual membership program. The first tier is Silver, which is complimentary and has no annual fee. The Debtor also offers a Gold membership, which has an annual fee of \$39. Both tiers of rewards program earn members one IPIC ACCESS point for every one dollar spent. Members can redeem their IPIC ACCESS points at a value of 500 IPIC ACCESS points for \$5 in credit towards qualifying purchases. IPIC ACCESS Points are earned on qualifying purchases. Qualifying purchases exclude alcoholic beverages in Georgia and Texas, along with tax, gratuities, gift card and membership purchases. As of January 31, 2026, there were 65,000,000 outstanding IPIC ACCESS points, however the terms and conditions of the program expressly state: *Points have no cash value and are not redeemable for cash, gift certificates, gift*

cards, or any cash equivalent. Accumulated Points and Rewards do not constitute property of any IAMRP Member and are not descendible, may not be inherited, bartered, purchased, transferred or sold to any third party.

12. The Debtor seeks the authority, but not the direction, to honor the Rewards Program if customers wish to redeem their points during the Subchapter V Case, which is consistent with the Debtor's prepetition practices.

BASIS FOR RELIEF

13. Courts have recognized that it is appropriate to authorize the payment of prepetition obligations where necessary to protect and preserve the estate, including an operating business's going-concern value. *See, e.g., In re Just for Feet, Inc.*, 242 B.R. 821, 824 (D. Del. 1999) (recognizing that courts may "authorize the payment of pre-petition claims if such payment [is] essential to the continued operation of the debtors"); *see also In re NVR L.P.*, 147 B.R. 126, 127 (Bankr. E.D. Va. 1992); *In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002); *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175–76 (Bankr. S.D.N.Y. 1989); *Armstrong World Indus., Inc. v. James A. Phillips, Inc. (In re James A. Phillips, Inc.)*, 29 B.R. 391, 398 (S.D.N.Y. 1983). In so doing, these courts acknowledge that several legal theories rooted in Sections 105(a) and 363(b) of the Bankruptcy Code support the payment of prepetition claims.

14. Section 363(b) of the Bankruptcy Code permits a bankruptcy court, after notice and a hearing, to authorize a debtor to "use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). "In determining whether to authorize the use, sale or lease of property of the estate under this section, courts require the debtor to show that a sound business purpose justifies such actions." *In re Montgomery Ward Holding Corp.*, 242 B.R. 147, 153 (D. Del. 1999) (collecting cases); *see also Armstrong World*, 29 B.R. at 397 (relying on section

363 to allow contractor to pay prepetition claims of suppliers who were potential lien claimants because the payments were necessary for general contractors to release funds owed to the debtor); *Ionosphere Clubs*, 98 B.R. at 175 (finding that a sound business justification existed to justify payment of certain prepetition wages); *In re Phx. Steel Corp.*, 82 B.R. 334, 335–36 (Bankr. D. Del. 1987) (requiring the debtor to show a “good business reason” for a proposed transaction under section 363(b)). Moreover, “[w]here the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct.” *In re Johns-Manville Corp.*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (citation omitted); *see also In re Tower Air, Inc.*, 416 F.3d 229, 238 (3d Cir. 2005) (stating that “[o]vercoming the presumptions of the business judgment rule on the merits is a near Herculean task”).

15. Courts also authorize payment of prepetition claims in appropriate circumstances based on section 105(a) of the Bankruptcy Code. Section 105(a) of the Bankruptcy Code codifies a bankruptcy court’s inherent equitable powers to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Under section 105(a), courts may authorize pre-plan payments of prepetition obligations when essential to the continued operation of a debtor’s business. *See Just for Feet*, 242 B.R. at 825–26.

16. Specifically, a court may use its power under section 105(a) of the Bankruptcy Code to authorize payment of prepetition obligations pursuant to the “necessity of payment” or “doctrine of necessity” rule. *See In re Lehigh & New England Railway, Co.*, 657 F.2d 570, 581 (3d Cir. 1981); *Just for Feet*, 242 B.R. at 824–25 (D. Del. 1999) (holding that section 105(a) of the Bankruptcy Code “provides a statutory basis for payment of pre-petition claims” under the doctrine of necessity). The “doctrine of necessity” functions in a chapter 11 case as a mechanism

by which the bankruptcy court can exercise its equitable power to allow payment of critical prepetition claims not explicitly authorized by the Bankruptcy Code and further supports the relief requested herein.

17. Failure to satisfy the Debtor's prepetition obligations under the Customer Programs will adversely impact the Debtor's goodwill and going-concern value. *See In re CoServ*, 273 B.R. at 497. Further, the Debtor has determined, in the sound exercise of its business judgment, that maintaining the Customer Programs, including payment of any amounts due thereunder in the ordinary course of business is critical to the success of this Subchapter V Case. Continuing to honor the Customer Programs, the importance of which cannot be overstated, without interruption will help preserve the Debtor's valuable customer relationships and goodwill and the going concern value of the Debtor's business, which will inure to the benefit of all of the Debtor's creditors and stakeholders.

18. As noted above, the Customer Programs constitute an important part of the Debtor's business and liquidation strategy. Given the competitive nature of the Debtor's industry, the Debtor's success and the realization of maximized value depends on the quality and strength of its customer relationships. Any failure to honor its Customer Programs may disrupt the Debtor's ability to make similar sales post-petition, and, as a result, could curb the Debtor's efforts to maximize value and negatively impact the Debtor's sales efforts.

19. Finally, the Debtor's ability to maintain its existing customer relationships during this Subchapter V Case is critical to maximizing estate value. The commencement of this Subchapter V Case, and the surrounding circumstances, will undoubtedly create apprehension on the part of customers or potential customers regarding their willingness to purchase tickets and merchandise from the Debtor. As previously discussed, the damage that would result if the Debtor

fails to honor its prepetition Customer Programs significantly outweighs any arguable harm to the Debtor's estate if such obligations are honored.

20. Bankruptcy courts have granted similar relief in chapter 11 cases. *See, e.g., In re Cinemex Real Estate Holdings USA, Inc.*, Case No. 20-14659-LMI (Bankr. S.D. Fla. July 14, 2025); *In re Fla. Gaming Ctrs., Inc.*, Case No. 13-29597-RAM (Bankr. S.D. Fla. Aug. 26, 2013); *In re DM Indus., Ltd.*, Case No. 09-15533-LMI (Bankr. S.D. Fla. May 6, 2009); *In re E-Brands Restaurants, LLC, et al.*, Case No. 10-18282-KRM (Bankr. M.D. Fla. Aug. 20, 2010); *see also In re Essex Technologies Group, LLC*, Case No. 3:25-bk-00452-NBK (Bankr. M.D. Tenn. Feb. 7, 2025); *In re Delta Air Lines, Inc.*, Case No. 05-17923-PCB (Bankr. S.D.N.Y. Sept. 16, 2005); *In re Tower Auto., Inc.*, Case No. 05- 10578-ALG (Bankr. S.D.N.Y. Feb. 3, 2005). The present circumstances warrant similar relief.

PROCESSING OF CHECKS AND ELECTRONIC FUND TRANSFERS

21. The Debtor has 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 and anticipated access to cash from an infusion by the Debtor's equity holder. In addition, under the Debtor's existing cash management system, the Debtor can readily identify checks or wire transfer requests as relating to an authorized payment in respect of the relief requested herein. Accordingly, the Debtor believes there is minimal risk that checks or wire transfer requests that the Court has not authorized will be honored inadvertently. Therefore, the Debtor requests that the Court authorize and direct all applicable financial institutions at the Debtor's request to receive, process, honor, and pay any and all checks or wire transfer requests in respect of the relief requested in this Motion.

THE REQUIREMENTS OF BANKRUPTCY RULE 6003(B) ARE SATISFIED

22. Certain aspects of the relief requested herein are subject to Bankruptcy Rule 6003, which governs the availability of certain types of relief within twenty-one (21) days after the Petition Date. Pursuant to Bankruptcy Rule 6003, a court may grant this relief on an expedited basis if it is necessary to avoid immediate and irreparable harm. The Debtor submits that the facts set forth herein and in the First Day Declaration demonstrate that the relief requested is necessary to avoid immediate and irreparable harm to the Debtor and, thus, Bankruptcy Rule 6003 has been satisfied.

REQUEST FOR WAIVER OF BANKRUPTCY RULE 6004(H)

23. For the successful implementation of the foregoing, the Debtor seeks a waiver of the fourteen-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h). As set forth above, and in the First Day Declaration, the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtor. Maintaining the Customer Programs, including payment of any amounts due thereunder in the ordinary course of business is critical to the success of this Subchapter V Case. Accordingly, the Debtor submits that ample cause exists to justify the waiver of the fourteen-day stay imposed by Bankruptcy Rule 6004(h), to the extent it applies.

RESERVATION OF RIGHTS

24. Nothing contained herein is intended or shall be construed as (a) an admission as to the amount of, basis for, or validity of any claim against the Debtor under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtor 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; (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 to the validity, priority, enforceability, or perfection of any lien on, security interest in, or encumbrance on property of the Debtor's estate; or (g) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the 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 Debtor's rights to subsequently dispute such claim.

NOTICE

25. Notice of this Motion will be provided to: (a) the Office of the United States Trustee (via email); (b) the parties included on the Debtor's list of its 20 largest unsecured creditors (via overnight mail or first class mail if necessary); (c) the United States Attorney for the Southern District of Florida (via email); (d) the Subchapter V Trustee; and (e) all parties that have requested notice pursuant to Bankruptcy Rule 2002 (via overnight mail or first class mail if necessary), and notice was provided via email as available. The Debtor respectfully submits that, in light of the nature of the relief requested, no further notice of this Motion is required.

WHEREFORE, the Debtor respectfully requests that the Court (i) enter the order, substantially in the form attached hereto as **Exhibit A** and **Exhibit B**, granting the relief requested in this Motion, and (ii) grant such other and further relief as the Court may deem proper.

Dated: February 25, 2026

BURR & FORMAN LLP

/s/ Christopher R. Thompson

Christopher R. Thompson

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-and-

Derek Meek (*pro hac vice* application pending)
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Proposed Counsel for Debtor, IPIC Theaters, LLC

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on February 25, 2026, I electronically filed the foregoing document with the Clerk of Court using CM/ECF, which will provide Notice of Electronic Filing generated by CM/ECF to those parties registered to receive electronic notices of filing in this case. I further certify that the foregoing document will be served as follows: (a) the Office of the United States Trustee (via email); (b) the parties included on the Debtor's list of its 20 largest unsecured creditors (via overnight mail or first class mail if necessary); (c) the United States Attorney for the Southern District of Florida (via email); (d) the Subchapter V Trustee (via email); (e) all parties that have requested notice pursuant to Bankruptcy Rule 2002 (via overnight mail or first class mail if necessary); and (f) by email to all interested parties for whom an email address is reasonably ascertainable and, for all other parties, by telecopier or other means reasonably calculated to ensure prompt receipt.

/s/ Christopher R. Thompson
Christopher R. Thompson, Esq.

EXHIBIT A

Proposed Interim Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
www.flsb.uscourts.gov

In re:

Case No: 26-12313

Chapter 11, Subchapter V

IPIC THEATERS, LLC,

Debtor.

**EMERGENCY INTERIM ORDER (I) AUTHORIZING THE DEBTOR TO
HONOR AND CONTINUE CERTAIN CUSTOMER PROGRAMS AND CUSTOMER
OBLIGATIONS IN THE ORDINARY COURSE OF BUSINESS, (II) AUTHORIZING
BANKS TO HONOR AND PROCESS CHECK AND ELECTRONIC TRANSFER
REQUESTS RELATED THERETO, AND (III) GRANTING RELATED RELIEF**

Upon the *Emergency Motion of Debtor for Entry of an Order (I) Authorizing Debtor to Honor and Continue Certain Customer Programs and Customer Obligations in the Ordinary Course of Business, (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Granting Related Relief* (Doc. No. __) (the “Motion”)¹ filed by the above-captioned debtor and debtor in possession (collectively, the “Debtor”) for entry of an interim order (this “Order”), (a) authorizing, but not directing, the Debtor to honor, in its discretion,

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Motion.

certain prepetition obligations incurred in connection with the Customer Programs and to otherwise continue certain prepetition Customer Programs in the ordinary course of business; (b) authorizing the banks to honor and process check and electronic transfer requests related to the Customer Programs; and (c) granting related relief, each as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and opportunity for a hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Debtor's estate, its creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Without further order of this Court, the Debtor is authorized, but not directed, to maintain and administer the Customer Programs in the ordinary course of business and in a manner consistent with past practice, and to honor the obligations thereunder in the ordinary course of business and in a manner consistent with past practice as set forth in the Motion.
3. The Debtor, in its business judgment, is authorized, but not directed, to continue, renew, replace, implement, modify and/or terminate its Customer Programs, in the ordinary course of business and consistent with the Debtor's prepetition practices, without further application to the Court.

4. Notwithstanding the relief granted herein 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 non-bankruptcy law; (b) a waiver of the Debtor's or any party in interest's rights to dispute any claim or interest on any grounds; (c) a promise or requirement to pay any claim; (d) a waiver of the Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; (e) an implication or admission that any particular claim is of a type specified or defined in this Order or any other order granting the relief requested in this motion or a finding that any particular claim is an administrative expense claim or other priority claim; (f) an approval to assume, adopt, or reject any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code; or (g) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtor's estate. Any payment made pursuant to this Order is not intended to be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtor's rights to subsequently dispute such claim.

5. 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, and all such banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as approved in this Order.

6. The Debtor is authorized to issue post-petition checks or to effect post-petition fund transfer requests in replacement of any checks or fund transfer requests that are dishonored as a

consequence of this Subchapter V Case with respect to prepetition amounts owed in connection with the relief granted herein.

7. The final hearing on the Motion shall be held on _____, 2026 at _____ (Prevailing Eastern Time), and any objections or responses to the Motion shall be in writing, filed with the Court, and served so as to be actually received on or before _____, 2026 at _____ (Prevailing Eastern Time). In the event no objections to the entry of a final order on the Motion are timely filed, this Court may enter a final order without need for a hearing thereon.

8. Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtor and the Debtor's estate.

9. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be immediately effective and enforceable upon its entry.

10. The Debtor is hereby authorized to take all actions it deems necessary to effectuate the relief granted in this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

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Submitted by:
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Christopher R. Thompson, Esq., Burr & Forman LLP, is directed to serve copies of this order upon all non-registered users or registered users who have yet to appear electronically in this case and file a conforming certificate of service.

EXHIBIT B

Proposed Final Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
www.flsb.uscourts.gov

In re:

Case No: 26-12313

Chapter 11, Subchapter V

IPIC THEATERS, LLC,

Debtor.

**FINAL ORDER (I) AUTHORIZING THE DEBTOR TO
HONOR AND CONTINUE CERTAIN CUSTOMER PROGRAMS AND CUSTOMER
OBLIGATIONS IN THE ORDINARY COURSE OF BUSINESS, (II) AUTHORIZING
BANKS TO HONOR AND PROCESS CHECK AND ELECTRONIC TRANSFER
REQUESTS RELATED THERETO, AND (III) GRANTING RELATED RELIEF**

Upon the *Emergency Motion of Debtor for Entry of an Order (I) Authorizing Debtor to Honor and Continue Certain Customer Programs and Customer Obligations in the Ordinary Course of Business, (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Granting Related Relief* (Doc. No. __) (the “Motion”)¹ filed by the above-captioned debtor and debtor in possession (collectively, the “Debtor”) for entry of a final order (this “Order”), (a) authorizing, but not directing, the Debtor to honor, in its discretion, certain prepetition obligations incurred in connection with the Customer Programs and to

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Motion.

otherwise continue certain prepetition Customer Programs in the ordinary course of business; (b) authorizing the banks to honor and process check and electronic transfer requests related to the Customer Programs; and (c) granting related relief, each as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and opportunity for a hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Debtor's estate, its creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Without further order of this Court, the Debtor is authorized, but not directed, to maintain and administer the Customer Programs in the ordinary course of business and in a manner consistent with past practice, and to honor the obligations thereunder in the ordinary course of business and in a manner consistent with past practice as set forth in the Motion.
3. The Debtor, in its business judgment, is authorized, but not directed, to continue, renew, replace, implement, modify and/or terminate its Customer Programs, in the ordinary course of business and consistent with the Debtor's prepetition practices, without further application to the Court.

4. Notwithstanding the relief granted herein 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 non-bankruptcy law; (b) a waiver of the Debtor's or any party in interest's rights to dispute any claim or interest on any grounds; (c) a promise or requirement to pay any claim; (d) a waiver of the Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; (e) an implication or admission that any particular claim is of a type specified or defined in this Order or any other order granting the relief requested in this motion or a finding that any particular claim is an administrative expense claim or other priority claim; (f) an approval to assume, adopt, or reject any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code; or (g) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtor's estate. Any payment made pursuant to this Order is not intended to be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtor's rights to subsequently dispute such claim.

5. 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, and all such banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as approved in this Order.

6. The Debtor is authorized to issue post-petition checks or to effect post-petition fund transfer requests in replacement of any checks or fund transfer requests that are dishonored as a

consequence of this Subchapter V Case with respect to prepetition amounts owed in connection with the relief granted herein.

7. Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtor and the Debtor's estate.

8. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be immediately effective and enforceable upon its entry.

9. The Debtor is hereby authorized to take all actions it deems necessary to effectuate the relief granted in this Order.

10. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

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Christopher R. Thompson, Esq., Burr & Forman LLP, is directed to serve copies of this order upon all non-registered users or registered users who have yet to appear electronically in this case and file a conforming certificate of service.