

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CTN Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

Related Docket No. 5

CERTIFICATION OF COUNSEL REGARDING MOTION OF THE DEBTORS FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING DEBTORS TO (A) CONTINUE TO OPERATE THEIR EXISTING CASH MANAGEMENT SYSTEM, (B) PAY OR HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN THEIR BANK ACCOUNTS, EXISTING BUSINESS FORMS, CORPORATE CARD PROGRAM, AND (D) IMPLEMENT CHANGES TO THE EXISTING CASH MANAGEMENT SYSTEM AS NECESSARY, (II) WAIVING DEPOSIT AND INVESTMENT REQUIREMENTS, (III) ALLOWING INTERCOMPANY TRANSACTIONS AND AFFORDING ADMINISTRATIVE EXPENSE PRIORITY TO POST-PETITION INTERCOMPANY CLAIMS, AND (IV) GRANTING RELATED RELIEF

The undersigned hereby certifies as follows:

1. On March 31, 2025, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue to Operate Their Existing Cash Management System, (B) Pay or Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Their Bank Accounts, Existing Business Forms, Corporate Card Program, and (D) Implement Changes to the Existing Cash Management System as Necessary, (II) Waiving Deposit and Investment Requirements, (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are CTN Holdings, Inc. (9122); CTN SPV Holdings, LLC (8689); Catona Climate Solutions, LLC (3375); Make Earth Green Again, LLC (4441); Aspiration QFZ, LLC (1532); Zero Carbon Holdings, LLC (1679); Aspiration Fund Adviser, LLC (4214). The Debtors’ mailing address is 548 Market Street, PMB 72015, San Francisco, CA 94101-5401.



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Petition Intercompany Claims, and (IV) Granting Related Relief [Docket No. 5] (the “Motion”), with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit A was a proposed form order granting the relief requested in the Motion on a final basis (the “Proposed Final Order”).

2. Prior to the First Day hearing, the Debtors received informal comments to the Motion and the Proposed Final Order from the Office of the United States Trustee (“Trustee”).

3. Attached as **Exhibit A** hereto is a proposed amended Final Order (the “Proposed Amended Order”) that addresses the comments made by the Trustee.

4. For the convenience of the Court and all parties in interest, a redline of the Proposed Amended Order marked against the Final Order is attached hereto as **Exhibit B**.

WHEREFORE, the Debtors respectfully request that the Proposed Amended Final Order, substantially in the form attached hereto as **Exhibit A**, be entered at the earliest convenience of the Court.

[Remainder of the page intentionally left blank]

Dated: April 3, 2025
Wilmington, Delaware

Respectfully submitted,

/s/ William F. Taylor, Jr.

WHITEFORD, TAYLOR & PRESTON LLC²

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Proposed Counsel to the Debtors and Debtors in Possession

² Whiteford, Taylor & Preston operates as Whiteford, Taylor & Preston LLC in Delaware.

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

Re: D.I. 5

**INTERIM ORDER (I) AUTHORIZING DEBTORS TO (A) CONTINUE
TO OPERATE THEIR EXISTING CASH MANAGEMENT SYSTEM,
(B) PAY OR HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO,
(C) MAINTAIN THEIR BANK ACCOUNTS, EXISTING BUSINESS FORMS AND
CORPORATE CARD PROGRAM, AND (D) IMPLEMENT CHANGES TO THE
EXISTING CASH MANAGEMENT SYSTEM AS NECESSARY, (II) WAIVING
DEPOSIT AND INVESTMENT REQUIREMENTS, (III) ALLOWING INTERCOMPANY
TRANSACTIONS AND AFFORDING ADMINISTRATIVE EXPENSE PRIORITY TO
POSTPETITION INTERCOMPANY CLAIMS, AND
(IV) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² filed by the Debtors for entry of an interim order (this “**Interim Order**”) authorizing the Debtors, in their sole discretion, to (i) continue to operate the Cash Management System, (ii) pay or honor Prepetition Bank Fees, (iii) maintain existing Bank Accounts, existing Business Forms and the existing Corporate Card Program, (iv) implement changes to the Cash Management System as necessary, (v) waive the requirements of section 345(b) of the Bankruptcy Code, Local Rule 2015-2, and section 2 of the U.S. Trustee Guidelines with respect to certain Bank Accounts, (vi) allow the Debtors to continue to enter into and perform Intercompany Transactions and afford post-petition Intercompany Claims administrative expense priority treatment under sections 503(b)(1) and 364(a) of the Bankruptcy Code, and (vii)

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² All capitalized terms used and not defined herein shall have the meanings given to them in the Motion.

granting certain related relief, including scheduling the Final Hearing; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other or further notice is necessary; and objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and 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** on an interim basis as set forth herein.
2. The Debtors are authorized, on an interim basis and in their sole discretion, to continue operating their Cash Management System in the same or similar manner as it was maintained before the Petition Date, subject to the limitations in this Interim Order.
3. The final hearing (the “**Final Hearing**”) on the Motion shall be held on **April 30, 2025, at 1:00 PM (ET)**. Any objections or responses to entry of a final order on the Motion (each, an “**Objection**”) shall be filed on or before **4:00 p.m. (ET) on April 23, 2025**, and served

on the following parties: (a) Debtors, c/o CTN Holdings, Inc., 548 Market Street, PMB 72015, San Francisco, CA 64101-5401, Attn: Statton Hammock, and c/o CTN Holdings, Inc., 13355 Noel Road, Suite 2005, Dallas, Texas 75240, Attn: Miles Staglik; (b) proposed counsel to the Debtors, Whiteford, Taylor & Preston LLP., 3190 Fairview Park Drive, Suite 800, Falls Church, VA 22042-4510, Attn: David W. Gaffey (dgaffey@whitefordlaw.com), Brandy M. Rapp (brapp@whitefordlaw.com); (c) counsel to the DIP Lender, Proskauer Rose LLP, Eleven Times Square, New York, NY 10036-8299, Attn: Vincent Indelicato (vindelicato@proskauer.com) and One International Place, Boston, MA 02110, Attn: Charles A. Dale (cdale@proskauer.com), and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market St, 16th Floor, Wilmington, DE 19801, Attn: Robert J. Dehney, Sr. (rdehney@morrisnichols.com), Matthew B. Harvey (mharvey@morrisnichols.com), Brenna A. Dolphin (bdolphin@morrisnichols.com); (d) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Rosa Sierra-Fox (Rosa.Sierra-Fox@usdoj.gov); and (e) counsel to any official committee appointed in the Chapter 11 Cases. In the event no Objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing.

4. The Debtors are authorized on an interim basis and in their sole discretion, to: (a) continue to use, with the same account numbers, the Bank Accounts; (b) continue to maintain, service and administer the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession and continue to use such accounts in the same manner with the same account numbers, styles and document forms as those employed prior to the Petition Date and provide related treasury, accounting and cash management services without interruption and in the ordinary course; (c) receive, process, honor and pay, to the extent of available funds, any and all checks, drafts, wires, ACH transfers, credit card payments, other electronic transfers or other

items presented, issued or drawn on the Bank Accounts; (d) pay the Prepetition Bank Fees, not to exceed \$1,000, and any other Bank Fees for prepetition transactions that are charged postpetition; (e) pay any ordinary course Bank Fees incurred in connection with the Bank Accounts and any related cash management, treasury and accounting services, and to otherwise perform their obligations under any and all documents and agreements governing the Bank Accounts and related cash management, treasury and accounting services, irrespective of whether such fees arose prior to or after the Petition Date; and (f) otherwise perform their obligations under the documents governing the Bank Accounts.

5. The Debtors are authorized to implement any changes to the Cash Management System they may deem necessary and appropriate in their sole discretion, in the ordinary course of business consistent with past practices, or in the furtherance of their reorganization, including opening any additional bank account or closing any Bank Account; *provided* that the Debtors shall give notice of any material change to the Cash Management System to the U.S. Trustee, counsel to the DIP Lender and counsel to any official statutory committee appointed in these Chapter 11 Cases, within 15 days of such change; *provided further*, that the Debtor shall provide two (2) business days prior notice of opening any new bank account or closing any Bank Account, and that any new bank account opened by the Debtors shall be maintained with a bank that is an approved depository institution that has signed a Uniform Depository Agreement with the U.S. Trustee for the District of Delaware.

6. The Debtors are authorized to continue using their existing Business Forms, in their present form, without reference to the Debtors' status as debtors in possession; *provided*, *however*, that once the Debtors exhaust their existing Business Forms, any new Business Forms shall be clearly labeled "Debtors in Possession" and include the case number; *provided, further*,

that within 15 days of entry of this Interim Order, the Debtors will update any electronically produced Business Forms, or any other Business Forms which the Debtors or their agents print themselves, to reflect their status as “Debtors in Possession” and include the case number.

7. Each Bank³ is authorized to permit the Debtors to continue to use the Cash Management System currently in place, as such Cash Management System is more fully described in the Motion, and manage the Debtors’ cash in a manner consistent with the Debtors’ prepetition practices. The Banks are hereby authorized to continue to maintain, service and administer all of the Bank Accounts as accounts of the Debtors as debtors in possession without interruption and in the ordinary course of business in a manner consistent with any agreements between the Banks and the Debtors that existed prior to and as of the Petition Date, and to receive, process, honor and pay any and all checks, drafts, wires, ACH transfers, credit card payments, other electronic transfer requests and other items which originated (a) prepetition and were presented prepetition but honored postpetition, (b) prepetition but presented to the Banks for payment on a postpetition basis and (c) postpetition and are presented to the Banks for payment on a postpetition basis; *provided, however*, the Debtors may provide the Banks specific instructions to dishonor or refuse to pay particular prepetition checks, drafts and other items presented for payment against the Bank Accounts, subject to the normal procedures, fees and charges set forth in the account agreements relating to the Bank Accounts, and the Banks shall use commercially reasonable efforts to comply with all such specific instructions.

8. The Banks participating in the Cash Management System shall not be liable to the Debtors, their estates or creditors for honoring or dishonoring a prepetition or postpetition check

³ The term “**Bank**” as used in this Interim Order shall include, in addition to the Bank with which the Debtors already maintain accounts, any other banks with which the Debtors open new accounts pursuant to the terms of this Interim Order. For the avoidance of doubt, the Debtors shall provide notice of this Interim Order to any other banks with which the Debtors open such new accounts.

or other item drawn on any of the Bank Accounts as a result of this Interim Order or at the direction of the Debtors. No Bank shall have any liability to any person for a good faith error made despite implementation of reasonable item handling procedures, including, without limitation, any inadvertent dishonoring of any payment or other disbursement directed to be made by the Debtors. No Bank shall be responsible for monitoring, or liable to any person for honoring, any payment or other transfer made or directed by the Debtors in contravention of the terms of this Interim Order or any other order of the Court.

9. The Debtors shall maintain accurate and detailed records of all transfers and transactions within the Cash Management System such that all postpetition transfers and transactions are adequately and promptly documented in, and readily ascertainable from, and distinguishable from prepetition transfers, and traced and recorded properly on, their books and records.

10. The Banks shall not honor or pay any bank payments drawn on the Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue stop payment orders in accordance with applicable account agreements.

11. To the extent not already done, the Debtors shall, as soon as reasonably possible, advise the Banks of the commencement of these Chapter 11 Cases, and within one business day from the date of entry of this Interim Order, the Debtors shall (a) serve a copy of this Interim Order on the Banks and (b) request that the Banks internally code each of the Bank Accounts as “debtors in possession” accounts.

12. 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.

13. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Interim Order.

14. The Debtors are authorized to continue entering into and performing under Intercompany Transactions with other Debtors in the ordinary course of business.

15. All Intercompany Claims against a Debtor by another Debtor arising after the Petition Date as a result of Intercompany Transactions and transfers in the ordinary course of business shall be afforded administrative expense priority status in accordance with sections 503(b), 364(a) and 507(a) of the Bankruptcy Code.

16. To the extent that cash, including cash collateral (as defined in the Bankruptcy Code), of any Debtor is used by another Debtor, the Debtor funding such use shall have an allowed administrative expense claim pursuant to sections 503(b) and 507(a) of the Bankruptcy Code.

17. The Debtors are authorized, but not directed, to continue the Corporate Card Program in the ordinary course of business, consistent with prepetition practices (subject to ordinary course modifications thereto), including the payment of all past and future obligations as they become due and owing under the accounts (whether pre- or postpetition) on a postpetition basis and performing all obligations thereunder (collectively, the “**Card Obligations**”). The issuer of the Corporate Cards under the Corporate Card Program is authorized to continue to make advances pursuant to the terms of its existing agreement (in reliance upon section 364(e) of the Bankruptcy Code) with the Debtors. The terms of the existing

agreement by and between the Debtors and issuer of the cards under the Corporate Card Program, including the termination, fee provisions, rights, benefits, collateral, and offset and termination rights, and remedies afforded under such agreements shall remain in full force and effect and govern the parties' postpetition transactions with the Debtors, including making ordinary course modifications thereto.

18. Despite use of a consolidated cash management system, the Debtors shall calculate quarterly fees under 28 U.S.C. section 1930(a)(6) based on the disbursements of each debtor, regardless of who pays those disbursements.

19. The Debtors are hereby granted an extension of time to comply with the requirements of 11 USC § 345(b) for a period of thirty (30) days, without prejudice to the Debtors' rights to seek a further extension. For banks at which the Debtors hold accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within thirty (30) days of the date of this Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

20. Nothing in the Motion or this Interim Order, nor as a result of any payment made pursuant to this Interim Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtors or of any claims or causes of action which may exist against the Banks, or shall impair the ability of

the Debtors to contest or seek relief under any section of the Bankruptcy Code in respect of the validity and amount of any payment made pursuant to this Interim Order.

21. Notwithstanding the relief granted in this Interim Order, any payment made or to be made by, or other action taken by, the Debtors pursuant to the authority granted herein shall be subject to and in compliance with each interim and final order entered by the Court in respect of the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Term Loan Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Hearing and (VI) Granting Related Relief*, filed contemporaneously herewith (collectively, such interim and final orders, the “**DIP Orders**”). Nothing herein is intended to modify, alter or waive, in any way, any terms, provisions, requirements or restrictions of the DIP Orders. To the extent there is any inconsistency between the terms of the DIP Orders and the terms of this Interim Order or any action taken or proposed to be taken hereunder, the terms of the DIP Orders shall control.

22. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

23. The requirements set forth in Bankruptcy Rule 6004(a) are waived.

24. This Interim Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

25. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Interim Order.

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. ←→ 25-10603
(TMH)

(Joint Administration Requested)

Re: **D.I. 5**

INTERIM ORDER (I) AUTHORIZING DEBTORS TO (A) CONTINUE TO OPERATE THEIR EXISTING CASH MANAGEMENT SYSTEM, (B) PAY OR HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN THEIR BANK ACCOUNTS, EXISTING BUSINESS FORMS AND CORPORATE CARD PROGRAM, AND (D) IMPLEMENT CHANGES TO THE EXISTING CASH MANAGEMENT SYSTEM AS NECESSARY, (II) WAIVING DEPOSIT AND INVESTMENT REQUIREMENTS, (III) ALLOWING INTERCOMPANY TRANSACTIONS AND AFFORDING ADMINISTRATIVE EXPENSE PRIORITY TO POSTPETITION INTERCOMPANY CLAIMS, AND (IV) GRANTING RELATED RELIEF

Upon the motion (the “**Motion**”)² filed by the Debtors for entry of an interim order (this “**Interim Order**”) authorizing the Debtors, in their sole discretion, to (i) continue to operate the Cash Management System, (ii) pay or honor Prepetition Bank Fees, (iii) maintain existing Bank Accounts, existing Business Forms and the existing Corporate Card Program, (iv) implement changes to the Cash Management System as necessary, (v) waive the requirements of section 345(b) of the Bankruptcy Code, Local Rule 2015-2, and section 2 of the U.S. Trustee Guidelines with respect to certain Bank Accounts, (vi) allow the Debtors to continue to enter into and perform Intercompany Transactions and afford post-petition Intercompany Claims administrative

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² All capitalized terms used and not defined herein shall have the meanings given to them in the Motion.

expense priority treatment under sections 503(b)(1) and 364(a) of the Bankruptcy Code, and (vii) granting certain related relief, including scheduling the Final Hearing; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other or further notice is necessary; and objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and 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** on an interim basis as set forth herein.
2. The Debtors are authorized, on an interim basis and in their sole discretion, to continue operating their Cash Management System in the same or similar manner as it was maintained before the Petition Date, [subject to the limitations in this Interim Order](#).
3. The final hearing (the “**Final Hearing**”) on the Motion shall be held on [\[redacted\]](#), **April 30, 2025**, at [\[redacted\]](#) **1:00 PM (ET)**. Any objections or responses to entry of

a final order on the Motion (each, an “**Objection**”) shall be filed on or before **4:00 p.m. (ET) on ~~_____~~, April 23, 2025**, and served on the following parties: (a) Debtors, c/o CTN Holdings, Inc., 548 Market Street, PMB 72015, San Francisco, CA 64101-5401, Attn: Statton Hammock, and c/o CTN Holdings, Inc., 13355 Noel Road, Suite 2005, Dallas, Texas 75240, Attn: Miles Staglik; (b) proposed counsel to the Debtors, Whiteford, Taylor & Preston LLP., 3190 Fairview Park Drive, Suite 800, Falls Church, VA 22042-4510, Attn: David W. Gaffey (dgaffey@whitefordlaw.com), Brandy M. Rapp (brapp@whitefordlaw.com); (c) counsel to the DIP Lender, Proskauer Rose LLP, Eleven Times Square, New York, NY 10036-8299, Attn: Vincent Indelicato (vindelicato@proskauer.com) and One International Place, Boston, MA 02110, Attn: Charles A. Dale (cdale@proskauer.com), and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market St, 16th Floor, Wilmington, DE 19801, Attn: Robert J. Dehney, Sr. (rdehney@morrisnichols.com), Matthew B. Harvey (mharvey@morrisnichols.com), Brenna A. Dolphin (bdolphin@morrisnichols.com); (d) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Rosa Sierra-Fox (Rosa.Sierra-Fox@usdoj.gov); and (e) counsel to any official committee appointed in the Chapter 11 Cases. In the event no Objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing.

4. The Debtors are authorized on an interim basis and in their sole discretion, to: (a) continue to use, with the same account numbers, the Bank Accounts; (b) continue to maintain, service and administer the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession and continue to use such accounts in the same manner with the same account numbers, styles and document forms as those employed prior to the Petition Date and provide related treasury, accounting and cash management services without interruption and in the

ordinary course; (c) receive, process, honor and pay, to the extent of available funds, any and all checks, drafts, wires, ACH transfers, credit card payments, other electronic transfers or other items presented, issued or drawn on the Bank Accounts; (d) pay the Prepetition Bank Fees, not to exceed \$1,000, and any other Bank Fees for prepetition transactions that are charged postpetition; (e) pay any ordinary course Bank Fees incurred in connection with the Bank Accounts and any related cash management, treasury and accounting services, and to otherwise perform their obligations under any and all documents and agreements governing the Bank Accounts and related cash management, treasury and accounting services, irrespective of whether such fees arose prior to or after the Petition Date; and (f) otherwise perform their obligations under the documents governing the Bank Accounts.

5. The Debtors are authorized to implement any changes to the Cash Management System they may deem necessary and appropriate in their sole discretion, in the ordinary course of business consistent with past practices, or in the furtherance of their reorganization, including opening any additional bank account or closing any Bank Account; *provided* that the Debtors shall give notice of any material change to the Cash Management System to the U.S. Trustee, [counsel to the DIP Lender](#) and counsel to any official statutory committee appointed in these Chapter 11 Cases, within 15 days of such change; *provided further*, [that the Debtor shall provide two \(2\) business days prior notice of opening any new bank account or closing any Bank Account, and](#) that any new bank account opened by the Debtors shall be maintained with a bank that is an approved depository institution ~~in accordance~~ [that has signed a Uniform Depository Agreement](#) with the U.S. Trustee [Guidelines for the District of Delaware](#).

6. The Debtors are authorized to continue using their existing Business Forms, in their present form, without reference to the Debtors' status as debtors in possession; *provided*,

however, that once the Debtors exhaust their existing Business Forms, any new Business Forms shall be clearly labeled “Debtors in Possession” and include the case number; *provided, further*, that within 15 days of entry of this Interim Order, the Debtors will update any electronically produced Business Forms, or any other Business Forms which the Debtors or their agents print themselves, to reflect their status as “Debtors in Possession” and include the case number.

7. Each Bank³ is authorized to permit the Debtors to continue to use the Cash Management System currently in place, as such Cash Management System is more fully described in the Motion, and manage the Debtors’ cash in a manner consistent with the Debtors’ prepetition practices. The Banks are hereby authorized to continue to maintain, service and administer all of the Bank Accounts as accounts of the Debtors as debtors in possession without interruption and in the ordinary course of business in a manner consistent with any agreements between the Banks and the Debtors that existed prior to and as of the Petition Date, and to receive, process, honor and pay any and all checks, drafts, wires, ACH transfers, credit card payments, other electronic transfer requests and other items which originated (a) prepetition and were presented prepetition but honored postpetition, (b) prepetition but presented to the Banks for payment on a postpetition basis and (c) postpetition and are presented to the Banks for payment on a postpetition basis; *provided, however*, the Debtors may provide the Banks specific instructions to dishonor or refuse to pay particular prepetition checks, drafts and other items presented for payment against the Bank Accounts, subject to the normal procedures, fees and charges set forth in the account agreements relating to the Bank Accounts, and the Banks shall use commercially reasonable efforts to comply with all such specific instructions.

³ The term “**Bank**” as used in this Interim Order shall include, in addition to the Bank with which the Debtors already maintain accounts, any other banks with which the Debtors open new accounts pursuant to the terms of this Interim Order. [For the avoidance of doubt, the Debtors shall provide notice of this Interim Order to any other banks with which the Debtors open such new accounts.](#)

8. The Banks participating in the Cash Management System shall not be liable to the Debtors, their estates or creditors for honoring or dishonoring a prepetition or postpetition check or other item drawn on any of the Bank Accounts as a result of this Interim Order or at the direction of the Debtors. No Bank shall have any liability to any person for a good faith error made despite implementation of reasonable item handling procedures, including, without limitation, any inadvertent dishonoring of any payment or other disbursement directed to be made by the Debtors. No Bank shall be responsible for monitoring, or liable to any person for honoring, any payment or other transfer made or directed by the Debtors in contravention of the terms of this Interim Order or any other order of the Court.

9. The Debtors shall maintain accurate and detailed records of all transfers and transactions within the Cash Management System such that all postpetition transfers and transactions are adequately and promptly documented in, and readily ascertainable from, and [distinguishable from prepetition transfers, and](#) traced and recorded properly on, their books and records.

10. The Banks shall not honor or pay any bank payments drawn on the Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue stop payment orders in accordance with applicable account agreements.

11. To the extent not already done, the Debtors shall ~~promptly~~, [as soon as reasonably possible](#), advise the Banks of the commencement of these Chapter 11 Cases, and within one business day from the date of entry of this Interim Order, the Debtors shall (a) serve a copy of this Interim Order on the Banks and (b) request that the Banks internally code each of the Bank Accounts as “debtors in possession” accounts.

12. 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.

13. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Interim Order.

14. The Debtors are authorized to continue entering into and performing under Intercompany Transactions [with other Debtors](#) in the ordinary course of business.

15. All Intercompany Claims against a Debtor by another Debtor arising after the Petition Date as a result of Intercompany Transactions and transfers in the ordinary course of business shall be afforded administrative expense priority status in accordance with sections 503(b), [364\(a\)](#) and [364507\(a\)](#) of the Bankruptcy Code.

16. To the extent that cash, including cash collateral (as defined in the Bankruptcy Code), of any Debtor is used by another Debtor, the Debtor funding such use shall have an allowed administrative expense claim pursuant to sections 503(b) and 507(a) of the Bankruptcy Code.

17. The Debtors are authorized, but not directed, to continue the Corporate Card Program in the ordinary course of business, consistent with prepetition practices (subject to ordinary course modifications thereto), including the payment of all past and future obligations as they become due and owing under the accounts (whether pre- or postpetition) on a postpetition basis and performing all obligations thereunder (collectively, the “**Card Obligations**”). The issuer of the Corporate Cards under the Corporate Card Program is

authorized to continue to make advances pursuant to the terms of its existing agreement (in reliance upon section 364(e) of the Bankruptcy Code) with the Debtors, ~~and the Debtors are authorized to incur credit in respect of such advances under sections 364(a) and (e) of the Bankruptcy Code, as applicable.~~ The terms of the existing agreement by and between the Debtors and issuer of the cards under the Corporate Card Program, including the termination, fee provisions, rights, benefits, collateral, and offset and termination rights, and remedies afforded under such agreements shall remain in full force and effect and govern the parties' postpetition transactions with the Debtors, including making ordinary course modifications thereto.

18. Despite use of a consolidated cash management system, the Debtors shall calculate quarterly fees under 28 U.S.C. section 1930(a)(6) based on the disbursements of each debtor, regardless of who pays those disbursements.

19. The Debtors are hereby granted an extension of time to comply with the requirements of 11 USC § 345(b) for a period of thirty (30) days, without prejudice to the Debtors' rights to seek a further extension. For banks at which the Debtors hold accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within thirty (30) days of the date of this Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

~~18.20.~~ Nothing in the Motion or this Interim Order, nor as a result of any payment made pursuant to this Interim Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract

or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtors or of any claims or causes of action which may exist against the Banks, or shall impair the ability of the Debtors to contest or seek relief under any section of the Bankruptcy Code in respect of the validity and amount of any payment made pursuant to this Interim Order.

~~19.21.~~ Notwithstanding the relief granted in this Interim Order, any payment made or to be made by, or other action taken by, the Debtors pursuant to the authority granted herein shall be subject to and in compliance with each interim and final order entered by the Court in respect of the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Term Loan Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Hearing and (VI) Granting Related Relief*, filed contemporaneously herewith (collectively, such interim and final orders, the "**DIP Orders**"). Nothing herein is intended to modify, alter or waive, in any way, any terms, provisions, requirements or restrictions of the DIP Orders. To the extent there is any inconsistency between the terms of the DIP Orders and the terms of this Interim Order or any action taken or proposed to be taken hereunder, the terms of the DIP Orders shall control.

~~20.22.~~ The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

~~21.23.~~ The requirements set forth in Bankruptcy Rule 6004(a) are waived.

~~22.24.~~ This Interim Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

~~23.25.~~ This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Interim Order.