

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

In re:

Supply Source Enterprises, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24- 11054 (BLS)

(Jointly Administered)

Re: Docket No. 5 & 47

**CERTIFICATION OF COUNSEL REGARDING DEBTORS' MOTION
FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING
THE DEBTORS TO (A) HONOR CERTAIN PREPETITION
OBLIGATIONS TO CUSTOMERS AND (B) OTHERWISE CONTINUE
CERTAIN CUSTOMER PROGRAMS IN THE ORDINARY COURSE
OF BUSINESS; (II) AUTHORIZING BANKS TO HONOR PAYMENTS
ON ACCOUNT OF SUCH CERTAIN PREPETITION OBLIGATIONS RELATED
TO CUSTOMER PROGRAMS; AND (III) GRANTING RELATED RELIEF**

The undersigned hereby certifies as follows:

1. On May 21, 2024, the debtors and debtors in possession in the above-captioned cases (the "Debtors") filed the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Honor Certain Prepetition Obligations to Customers and (B) Otherwise Continue Certain Customer Programs in the Ordinary Course of Business; (II) Authorizing Banks to Honor Payments on Account of Such Certain Prepetition Obligations Related to Customer Programs; and (III) Granting Related Relief* [Docket No. 5] (the "Motion")

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor's federal tax identification number, are: Supply Source Enterprises, Inc. (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Impact Products, LLC (7450); and The Safety Zone, LLC (4597). The Debtors' headquarters are located at 385 Long Hill Road, Guilford, Connecticut 06437.



with the United States Bankruptcy Court for the District of Delaware (the “Court”). A proposed form of final order was attached to the Motion as Exhibit B (the “Proposed Final Order”).

2. Pursuant to the *Interim Order (I) Authorizing the Debtors to (A) Honor Certain Prepetition Obligations to Customers and (B) Otherwise Continue Certain Customer Programs in the Ordinary Course of Business; (II) Authorizing Banks to Honor Payments on Account of Such Certain Prepetition Obligations Related to Customer Programs; and (III) Granting Related Relief* [Docket No. 47] entered on May 23, 2024, any objection or response to the final relief requested in the Motion was to be filed and served so as to be received by no later than June 11, 2024 at 4:00 p.m. (ET) (the “Objection Deadline”).

3. Prior to the Objection Deadline, the Debtors received informal comments from Official Committee of Unsecured Creditors (the “Committee”). No other responses or objections were received or filed on the docket of these cases.

4. A revised form of final order resolving the Committee’s comments is attached hereto as Exhibit A (the “Revised Final Order”). The Revised Final Order has been circulated to the Committee, which does not object to its entry. For the convenience of the Court and all parties in interest, a blackline of the Revised Final Order against the Proposed Final Order is attached hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that the Proposed Order be entered at the earliest convenience of the Court.

[Remainder of Page Intentionally Left Blank]

Dated: June 12, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Katelin A. Morales

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*Proposed Counsel to the Debtors and
Debtors in Possession*

Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:

Supply Source Enterprises, Inc., *et al.*,¹

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Chapter 11

Case No. 24- 11054 (BLS)

(Jointly Administered)

Re: Docket Nos. 5 & 47

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO
(A) HONOR CERTAIN PREPETITION OBLIGATIONS TO
CUSTOMERS AND (B) OTHERWISE CONTINUE CERTAIN
CUSTOMER PROGRAMS IN THE ORDINARY COURSE OF BUSINESS;
(II) AUTHORIZING BANKS TO HONOR PAYMENTS ON ACCOUNT
OF SUCH CERTAIN PREPETITION OBLIGATIONS RELATED TO
CUSTOMER PROGRAMS; AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Final Order”), (i) authorizing, but not directing, the Debtors, in their sole discretion, to honor certain prepetition and postpetition obligations owed to customers under the Customer Programs (each as defined herein) and to otherwise continue, renew, replace, modify, implement, revise, and/or terminate Customer Programs in the ordinary course of business and consistent with past practice, (ii) authorizing Banks to honor payments on account of prepetition obligations related to Customer Programs, and (iii) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter in accordance with 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

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

having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of these Chapter 11 Cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein and that such relief is in the best interests of the Debtors, their estates, their creditors and all parties in interest; and upon all of the proceedings had before the Court after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth herein.
2. All objections to entry of this Final Order, to the extent not withdrawn or settled, are overruled.
3. The Debtors are authorized, but not directed, in their sole discretion, to continue the Customer Programs in the ordinary course of business (and consistent with past practice) and without further order of this Court, to honor all prepetition obligations thereunder that come due, including satisfying all obligations therewith, in each case, in the ordinary course of business and in the same manner and on the same basis as if the Debtors performed and honored such obligations prior to the Petition Date.
4. The Debtors are authorized, but not directed to honor prepetition amounts relating to the Customer Programs, including payment to third parties in connection with administering and maintaining the Customer Programs, in an amount not to exceed \$2,900,000; *provided*, that such amount shall be inclusive of any amounts paid pursuant to the Interim Order.

5. The Debtors are authorized, but not directed, to continue, renew, replace, modify, implement, revise, and/or terminate their Customer Programs as they deem appropriate, in their sole discretion, and in the ordinary course of business and consistent with past practice, without further application to this Court.

6. All Banks shall be and hereby are authorized and directed to receive, process, honor, and pay all checks and fund transfers on account of prepetition obligations to customers on account of Customer Programs that have not been honored and paid as of the Petition Date, provided that sufficient funds are on deposit in the applicable accounts to cover such payments. The Banks are authorized to rely on the representations of the Debtors as to which checks and fund transfers are authorized to be honored and paid pursuant to this Final Order.

7. Any party receiving payment from the Debtors is authorized and directed to rely on the representations of the Debtors as to which payments are authorized by this Final Order.

8. All payments authorized by this Final Order may be made solely to the extent in compliance with the Approved DIP Budget (as defined in the interim or final order authorizing the Debtors to obtain postpetition senior secured financing and related relief) then in effect.

9. Nothing contained herein is or should be construed as: (i) an implication or admission by the Debtors, the Committee, or any other party in interest as to the validity of any claim against the Debtors or the existence of any lien against the Debtors' assets, (ii) a waiver of the Debtors', the Committee's, or any other party-in-interest's rights to dispute the amount of, basis for, or validity of any claim or lien against the Debtors, (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder, (iv) a promise to pay any claim, (v) a concession by the Debtors that any liens (contractual, common law, statutory or otherwise) satisfied pursuant to the Motion are valid (and all rights to contest the extent, validity

or perfection or seek avoidance of all such liens are expressly reserved), (vi) an approval, assumption, adoption, or rejection of any agreement, contract, program, policy, or lease between the Debtors and any third party under section 365 of the Bankruptcy Code, (vii) a waiver of the obligation of any party in interest to file a proof of claim, or (viii) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease. Any payment made pursuant to this Final Order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors' or the Committee's rights to subsequently dispute such claim.

10. Nothing in the Motion or this Final Order, nor as a result of any payment, setoff, deduction or issuance of credit, made pursuant to this Final Order, shall be deemed or construed as a waiver of the right of the Debtors, or shall impair the ability of the Debtors, to contest the validity and amount of any payment, setoff, deduction or issuance of credit, made pursuant to this Final Order.

11. Nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

12. All objections to entry of this Final Order, to the extent not withdrawn or settled, are overruled.

13. This Final Order shall be immediately effective and enforceable upon its entry. The fourteen-day stay imposed by Bankruptcy Rule 6004(h) is hereby waived.

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

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

Exhibit B

Blackline

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Supply Source Enterprises, Inc., *et al.*,¹

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Chapter 11

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(~~Joint Administration Requested~~[Jointly Administered](#))

Re: Docket Nos. ~~—~~[5 & 47](#)

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with 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 having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of these Chapter 11 Cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein and that such relief is in the best interests of the Debtors, their estates, their creditors and all parties in interest; and upon all of the proceedings had before the Court after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

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9. Nothing contained herein is or should be construed as: (i) an implication or admission by the Debtors, the Committee, or any other party in interest as to the validity of any claim against the Debtors or the existence of any lien against the Debtors' assets, (ii) a waiver of the Debtors', the Committee's, or any other party-in-interest's rights to dispute the amount of, basis for, or validity of any claim or lien against the Debtors, (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder, (iv) a promise to pay any

claim, (v) a concession by the Debtors that any liens (contractual, common law, statutory or otherwise) satisfied pursuant to the Motion are valid (and all rights to contest the extent, validity or perfection or seek avoidance of all such liens are expressly reserved), (vi) an approval, assumption, adoption, or rejection of any agreement, contract, program, policy, or lease between the Debtors and any third party under section 365 of the Bankruptcy Code, (vii) a waiver of the obligation of any party in interest to file a proof of claim, or (viii) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease. Any payment made pursuant to this Final Order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors' or the Committee's rights to subsequently dispute such claim.

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