

**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 Nos. 6 & 57

**CERTIFICATION OF COUNSEL REGARDING
DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL
ORDER (I) AUTHORIZING THE DEBTORS TO PAY CERTAIN
PREPETITION CLAIMS OF TRADE CLAIMANTS, FOREIGN CLAIMS,
LIENHOLDER CLAIMS, AND 503(B)(9) CLAIMS; (II) AUTHORIZING
BANKS TO HONOR AND PROCESS CHECK AND ELECTRONIC TRANSFER
REQUESTS RELATED THERETO; 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 Pay Certain Prepetition Claims of Trade Claimants, Foreign Claims, Lienholder Claims, and 503(b)(9) Claims; (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto; and (III) Granting Related Relief* [Docket No. 6] (the "Motion") 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").

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.



2. Pursuant to the *Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Trade Claimants, Foreign Claims, Lienholder Claims, and 503(b)(9) Claims; (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto; and (III) Granting Related Relief* [Docket No. 57], entered on May 24, 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 the Official Committee of Unsecured Creditors (the “Committee”). No other responses or objections were received or filed on the docket of these cases. 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.

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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

Revised Final Order

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

In re:

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Debtors.

Chapter 11

Case No. 24-11054 (BLS)

(Jointly Administered)

Re: Docket Nos. 6 & 57

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO PAY CERTAIN
PREPETITION CLAIMS OF TRADE CLAIMANTS, FOREIGN CLAIMS,
LIENHOLDER CLAIMS, AND 503(b)(9) CLAIMS, (II) AUTHORIZING
BANKS TO HONOR AND PROCESS CHECK AND ELECTRONIC TRANSFER
REQUESTS RELATED THERETO, 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 a final order (this “Final Order”), (i) authorizing, but not directing, the Debtors, in their discretion, to pay certain Trade Claims in the ordinary course of business, (ii) authorizing banks and other financial institutions to honor and process check and electronic transfer requests related thereto, 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 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

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

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 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. The Debtors are authorized, but not directed, to pay, in their discretion, the Trade Claims; *provided that* the Debtors shall only be authorized to pay Trade Claims up to \$8,000,000 on account of prepetition Trade Claims on a final basis; *provided further, however,* that the Debtors are not authorized to pay any Trade Claims held by vendors that are bound by an executory contract to continue to supply goods or services to the Debtors, except for claims falling under section 503(b)(9) of the Bankruptcy Code. For the avoidance of doubt, nothing in this Final Order authorizes the Debtors to pay the claims of the DIP Lender and any professional persons (within the meaning of section 327 of the Bankruptcy Code).
3. The Debtors are authorized, but not directed, to, in their reasonable business judgment condition payment of the Trade Claims, upon such Trade Claimant's agreement to continue *supplying* goods or services to the Debtors on terms at least as favorable to the Debtors as those practices and programs (including credit limits, pricing, cash discounts, timing of payments, allowances, availability, and other programs) that were in place in the 120 days immediately prior to the Petition Date, or on such terms that are otherwise acceptable to the Debtors in light of Customary Trade Terms. The Debtors shall provide a copy of this Final Order

to the applicable party prior to such party's acceptance of any payment hereunder. Any party that accepts payment from the Debtors on account of a Trade Claim shall be deemed to have agreed to the terms and provisions of this Final Order, and if such party accepts payment hereunder and does not continue supplying goods or services to the Debtors in accordance with Customary Trade Terms after agreeing to do so, then the Debtors reserve the right to seek any appropriate remedy. Notwithstanding the foregoing, the Debtors may reinstate an agreement with a Trade Claimant if the underlying default is fully cured by the Trade Claimant following the Debtors' notification to the Trade Claimant that such default has occurred or the Debtors reach a favorable alternative agreement with the Trade Claimant.

4. Nothing contained herein is or should be construed as: (i) an implication or admission by the Debtors, the official committee of unsecured creditors (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.

5. The banks on which checks are 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 Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

6. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests made in payment of the prepetition obligations *approved* herein that are dishonored as a consequence of these Chapter 11 Cases with respect to prepetition amounts owed in connection with any prepetition claims of the Trade Claimant.

7. The Debtors shall maintain a matrix/schedule of payments made pursuant to this Final Order, including the following information: (a) the names of the payees; (b) the date, category, nature, and amount of payment; and (c) the Debtor or Debtors that made the payment. The Debtors shall provide a copy of such matrix/schedule to counsel to the DIP Lender and counsel to the Committee on a confidential basis on June 21, 2024 and every Friday thereafter.

8. Upon the Debtors' payment of any Lien Claim, any lien securing same shall be immediately released, void, and of no further force and effect, without further action by the Debtors.

9. 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.

10. 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.

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

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

13. 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

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)

(~~Joint Administration Requested~~Jointly Administered)

Re: Docket Nos. ~~---~~6 & 57

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Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”), (i) authorizing, but not directing, the Debtors, in their discretion, to pay certain Trade Claims in the ordinary course of business, (ii) authorizing banks and other financial institutions to honor and process check and electronic transfer requests related thereto, 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 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

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.

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

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 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. The Debtors are authorized, but not directed, to pay, in their discretion, the Trade Claims; *provided that* the Debtors shall only be authorized to pay Trade Claims up to \$8,000,000 on account of prepetition Trade Claims on a final basis; *provided further, however,* that the Debtors are not authorized to pay any Trade Claims held by vendors that are bound by an executory contract to continue to supply goods or services to the Debtors, except for claims falling under section 503(b)(9) of the Bankruptcy Code. For the avoidance of doubt, nothing in this ~~Interim~~Final Order authorizes the Debtors to pay the ~~prepetition claims of any professionals~~claims of the DIP Lender and any professional persons (within the meaning of section 327 of the Bankruptcy Code).

3. The Debtors are authorized, but not directed, to, in their reasonable business judgment, ~~condition~~ payment of the Trade Claims, upon such Trade Claimant's agreement to continue *supplying* goods or services to the Debtors on terms at least as favorable to the Debtors as those practices and programs (including credit limits, pricing, cash discounts, timing of payments, allowances, availability, and other programs) that were in place in the 120 days

immediately prior to the Petition Date, or on such terms that are otherwise acceptable to the Debtors, in light of Customary Trade Terms. The Debtors shall provide a copy of this Final Order to the applicable party prior to such party's acceptance of any payment hereunder. Any party that accepts payment from the Debtors on account of a Trade Claim shall be deemed to have agreed to the terms and provisions of this Final Order, and if such party accepts payment hereunder and does not continue supplying goods or services to the Debtors in accordance with Customary Trade Terms after agreeing to do so, then the Debtors reserve the right to seek any appropriate remedy. Notwithstanding the foregoing, the Debtors may reinstate an agreement with a Trade Claimant if the underlying default is fully cured by the Trade Claimant following the Debtors' notification to the Trade Claimant that such default has occurred or the Debtors reach a favorable alternative agreement with the Trade Claimant.

4. Nothing contained herein is or should be construed as: (i) an implication or admission by the Debtors, the official committee of unsecured creditors (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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