

**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. 65

**ORDER (I) AUTHORIZING
DEBTORS TO EMPLOY PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF BUSINESS,
(II) WAIVING CERTAIN INFORMATION REQUIREMENTS
OF LOCAL RULE 2016-2, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the Debtors, for entry of an order (this “Order”)
(i) authorizing, but not directing, the Debtors to (a) establish certain procedures to retain and
compensate professionals that the Debtors employ or compensate in the ordinary course of
business (each, an “Ordinary Course Professional”) without the submission of separate retention
applications and the issuance of separate retention orders for each Ordinary Course Professional,
and (b) compensate and reimburse such Ordinary Course Professionals without individual fee
applications; (ii) waiving certain information requirements in connection therewith; and
(iii) granting related relief, all as more fully set forth in the Motion; and this Court having
jurisdiction over this matter 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

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



February 29, 2012; and this Court having found that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' 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 to the extent set forth herein.
2. The Debtors are authorized, but not directed, to retain, compensate, and reimburse Ordinary Course Professionals listed on the OCP List, annexed hereto as **Exhibit 1**, which may be supplemented in accordance with the procedures set forth in paragraph 2(f) below, in accordance with the following approved procedures (the "Procedures"):

- a. Each Ordinary Course Professional shall file with this Court and serve upon: (i) proposed counsel to the Debtors, Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: M. Blake Cleary (bcleary@potteranderson.com), R. Stephen McNeill (rmcneill@potteranderson.com), and Katelin A. Morales (kmorales@potteranderson.com)); (ii) Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Benjamin A. Hackman (benjamin.a.hackman@usdoj.gov) and Malcolm M. Bates (malcolm.m.bates@usdoj.gov)); (iii) counsel for the DIP Lender and the Prepetition Secured Parties, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq. (ray.schrock@weil.com) and Kevin Bostel, Esq. (kevin.bostel@weil.com)) and (b) Richards, Layton & Finger, P.A.,

One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Zachary I. Shapiro, Esq. (shapiro@rlf.com) and Daniel J. DeFranceschi, Esq. (defranceschi@rlf.com)); and (iv) if any statutory committee has been appointed in these Chapter 11 Cases, counsel to such committee (collectively, the “Reviewing Parties”), a disclosure declaration (the “OCP Declaration”), in the form attached to the Proposed Order as **Exhibit 2**, at least fourteen (14) days before submitting an initial invoice to the Debtors.

- b. Such OCP Declaration shall set forth the following information: (i) a description of the efforts that were taken to search for connections with parties in interest and the result of such search; (ii) a description of the proposed scope of services to be provided by the Ordinary Course Professional; (iii) the rate(s) proposed to be charged for the services; (iv) all information otherwise required to be disclosed pursuant to Bankruptcy Rule 2014; (v) whether the Ordinary Course Professional does not, in the ordinary course of business, maintain time records in tenth-of-an-hour increments and, if it does not, the time increments the Ordinary Course Professional does maintain in the ordinary course of business; and (vi) to the extent that the Ordinary Course Professional was not providing services as of the Petition Date, the date on which such services began postpetition. The Debtors will not make any payments to any Ordinary Course Professionals who have failed to file such an OCP Declaration.
- c. The Reviewing Parties will have fourteen (14) days from the date of the filing and service of the OCP Declaration to object to the retention of an Ordinary Course Professional. Any such objection must be timely filed with this Court and served upon the Ordinary Course Professional and the Reviewing Parties. If no timely objection to the retention of the Ordinary Course Professional is filed and served, or if all objections are withdrawn, the Debtors will be authorized to retain the Ordinary Course Professional on a final basis without further order of this Court. If an objection is filed and cannot be resolved and/or withdrawn within twenty (20) days after service of such objection, this Court shall adjudicate the matter at a hearing scheduled by the Debtors. The Debtors shall not make any payment to an Ordinary Course Professional as to which an objection is pending until such objection is either resolved or withdrawn or overruled by the Court. If, after a hearing, the retention of an Ordinary Course Professional is not approved, such professional may still apply to this Court for compensation for all work performed on behalf of the Debtors from the Petition Date through the date of an order denying such retention, subject to the rights of the U.S. Trustee and all parties in interest to object to such application for compensation.

- d. Once an Ordinary Course Professional is retained in accordance with these Procedures, the Debtors may pay such Ordinary Course Professional 100% of the fees and 100% of the expenses incurred upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtors' right to dispute any such invoices); *provided that* the Debtors shall not pay any individual Ordinary Course Professional listed on **Exhibit 1** to this Order in excess of the applicable cap identified on **Exhibit 1** to this Order per month on average over a rolling three-month period for postpetition compensation and reimbursement of postpetition expenses (the "Monthly Fee Cap"); *provided further, however,* that the Debtors reserve their right to seek to increase the Monthly Fee Cap, as appropriate and required under the circumstances.
- e. If any particular Ordinary Course Professional exceeds the Monthly Fee Cap, such Ordinary Course Professional must apply for approval by the Court of all of such Ordinary Course Professional's fees and expenses for such month in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any applicable procedures or orders of this Court, *provided, however,* that if an Ordinary Course Professional does not, in the ordinary course of business, maintain time records in tenth-of-an-hour increments and indicates that to be the case in its OCP Declaration, and no party objects thereto or any such objection is resolved, the requirements of Local Rule 2016-2(d) shall be waived solely to permit said Ordinary Course Professional to submit time records in whatever time increments such professional ordinarily maintains its time and setting forth, in summary format, a description of the services rendered and the professionals rendering such services on behalf of the Debtors, but otherwise complying with the requirements of Local Rule 2016-2. Additionally, such Ordinary Course Professionals that do file fee applications intend to comply with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "U.S. Trustee's Large Case Fee Guidelines"). The OCP Notice Parties and other parties in interest shall then have fourteen (14) days to object to the Ordinary Course Professional's fee application, which deadline shall be set forth in the notice of such fee application. If no objection is timely filed, the fees and expenses requested in the Ordinary Course Professional's fee application shall be deemed approved without further order of the Court, and the Ordinary Course Professional may be paid one hundred percent (100%) of its fees and one hundred percent (100%) of its expenses. No Ordinary Course Professional shall be required

to submit interim or final fee applications solely because such Ordinary Course Professional's fees and expenses exceeded the Monthly Fee Cap.

- f. If the Debtors seek to retain an Ordinary Course Professional not already listed on **Exhibit 1** to this Order, the Debtors will file with the Court and serve upon the Reviewing Parties a notice listing the Ordinary Course Professionals to be added to the OCP List (the "OCP List Supplement"), along with the OCP Declaration for any professional so added to the OCP List, at least fourteen (14) days before such Ordinary Course Professional submits an invoice to the Debtors. Once the OCP List Supplement is filed, all other provisions of this Order shall apply to the Ordinary Course Professional(s) identified therein, including the deadline to object set forth in paragraph 2(c) above.
- g. If no objection to the OCP List Supplement is filed with the Court and served upon the Reviewing Parties, as set forth above in section (c) of these Procedures, so as to be actually received within fourteen (14) days after the service thereof, the OCP List as modified will be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the OCP List Supplement will be paid in accordance with the terms and conditions set forth in these Procedures.
- h. At three (3) month intervals (each, a "Quarter") during the pendency of these Chapter 11 Cases, the Debtors shall file with the Court and serve on the other Reviewing Parties, no later than thirty (30) days after the end of such Quarter (the first end of the Quarter occurring on August 31, 2024), a statement that shall include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the amounts paid as compensation for services rendered and reimbursement of expenses incurred by the Ordinary Course Professional during the reported Quarter broken down by month; (iii) the cumulative amounts paid as compensation for services rendered and reimbursement of expenses incurred by the Ordinary Court Professional from the Petition Date through the end of the reported Quarter; and (iv) a general description of services rendered by such Ordinary Course Professional.
- i. All payments to Ordinary Course Professionals shall be subject to sections 328(c) and 330 of the Bankruptcy Code.
- j. All non-attorney Ordinary Course Professionals shall, once their employment is effective pursuant to this Order, be deemed to have

waived any and all pre-petition claims they may have against the Debtors and their estates and must include a statement of disinterestedness in their Declaration.

3. The OCP Declaration, substantially in form attached hereto as **Exhibit 2**, is approved.

4. The entry of this Order and approval of the Procedures does not affect the Debtors' ability to (i) dispute any invoice submitted by an Ordinary Course Professional and (ii) retain additional Ordinary Course Professionals from time to time as the need arises, and the Debtors reserve all of their rights with respect thereto.

5. Nothing in this Order shall authorize the retention or payment of any non-attorney professional who has a prepetition claim against the Debtors.

6. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

7. Nothing contained herein is or should be construed as: (a) an implication or admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors' or any other party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (c) a waiver of any claims or causes of action that may exist against any creditor or interest holder, (d) a promise to pay any claim, (e) 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, (f) a waiver of the obligation of any party in interest to file a proof of claim, or (g) 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 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' rights to subsequently dispute such claim.

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

Dated: June 13th, 2024
Wilmington, Delaware

BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

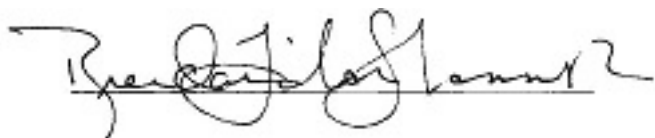
A handwritten signature in black ink, appearing to read "Brendan L. Shannon", written over a horizontal line.

EXHIBIT 1**Ordinary Course Professionals**

Professional	Services Provided	Monthly Fee Cap
Aktion Associates Inc.	Software Support	\$60,000
ADP Screening & Selection Service	Employment Support	\$5,000
Baker Tilly US, LLP	Audit Services	\$5,000
Bridgestreet Financial	Tax Support	\$10,000
Hill Kertscher and Wharton LLP	Counsel	\$10,000
Martenson, Hasbrouck & Simon	Counsel	\$1,000
McDonald Hopkins LLC	Counsel	\$5,000
Metlife Legal Plans Inc.	Legal Consulting	\$10,000
Munroe Design Group Inc.	Advertising	\$5,000
Shumaker Loop & Kendrick	Counsel	\$20,000
TI Parcel Solutions, Inc.	Supply Chain Consulting	\$5,000
Varsity Logistics Inc.	Freight Solutions	\$2,500

EXHIBIT 2

OCP Declaration

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

In re: Supply Source Enterprises, Inc., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 24-11054 (BLS) (Jointly Administered) Re: Docket No. __
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DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL

I, _____, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am a _____ of _____ (the “Firm”) which maintains offices at _____.

2. This Declaration is submitted in connection with the order (the “OCP Order”) entered by the United States Bankruptcy Court for the District of Delaware dated _____, 2024, authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases.

3. The Firm has represented and advised the Debtors as _____ with respect to _____, since [insert date].

4. The Firm [is/is not] a legal services firm.

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.

5. The Firm [has/has not] provided services to the Debtors prior to May 21, 2024 (the "Petition Date").

6. The Debtors have requested, and the Firm has agreed, to continue to provide services to the Debtors pursuant to section 327 of title 11 of the United States Code (the "Bankruptcy Code") with respect to such matters. Additionally, the Debtors have requested, and the Firm proposes to render, the following services to the Debtors: [Insert description, and if the firm is a legal services firm, please state the area of law].

7. The Firm's current customary [hourly] rates, subject to change from time to time, are \$ _____. In the normal course of business, the Firm revises its regular [hourly] rates and advises that, effective on _____ of each year, the aforementioned rates will be revised to the regular [hourly] rates that will be in effect at that time.²

8. The Firm [does/does not] keep time records in one-tenth-of-an-hour increments in the ordinary course of business. [If the firm does not keep time in one-tenth-of-an-hour increments, explain how time records are kept.]

9. To the best of my knowledge, formed after due inquiry, neither I nor any professional employed by the Firm is a relative of the United States Bankruptcy Judge assigned to these chapter 11 cases, and the Firm does not have any connection with the United States Bankruptcy Judge, the Office of the United States Trustee, or any person employed by the Office of the United States Trustee that would render the Firm's retention in these chapter 11 cases improper.

² [Disclose billing rates for Debtors if different from firm's customary rates, and if the fees are not based on hourly rates, please disclose the nature of the fees (e.g., flat fee, contingency) and the amount.]

10. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any professional thereof has any connection with, or currently represents, any of the Debtors' creditors or other parties in interest with respect to the matters upon which it is to be engaged.

11. In addition, although unascertainable at this time after due inquiry, by virtue of the magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may have in the past represented, currently represent, and may in the future represent entities and individuals that are creditors of the Debtors in matters entirely unrelated to the Debtors and their estates. The Firm does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any creditor that would be adverse to the Debtors or their estates. I believe that the Firm's representation of such entities in matters entirely unrelated to the Debtors is not adverse to the Debtors' interests, or the interests of its creditors or estates in respect of the matters for which the Firm will be engaged, nor will such representation impair the Firm's ability to represent the Debtors in these chapter 11 cases.

12. Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), I obtained a list of interested parties (the "Interested Parties List") attached hereto as **Exhibit 1** from counsel to the Debtors which includes the Debtors, their creditors, other parties in interest, and certain professionals employed in the Chapter 11 Cases (the "Interested Parties") and undertook a search for any connections between the Firm and the Interested Parties. [IF CONNECTIONS: The Firm's review of such Interested Parties identified connections with the following Interested Parties, including current and prior representations: _____ [INSERT DESCRIPTION]]. [IF NO CONNECTIONS: The Firm's review of such Interested Parties did not identify connections with any Interested Parties, including current and prior representations.].

13. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their estates, creditors, or equity interest holders, as identified to the Firm, with respect to the matter in which the Firm will be engaged. [For all Firms other than legal services firms that represented the Debtors pre-petition:] The Firm is a ‘disinterested person’ as that term is defined in section 101(14) of the Bankruptcy Code.

14. In the past year, the Firm has been paid \$_____ by the Debtors in respect of services rendered to the Debtors. In addition, the Firm has rendered services that have not yet been billed or that have been billed but with respect to which payment has not yet been received. The Firm is currently owed \$_____ on account of prepetition services, the payment of which is subject to the limitations contained in the Bankruptcy Code. [For non-legal firms: The Firm has waived, or will waive, any prepetition claims against the Debtors’ estates.]

15. As of the Petition Date, the Firm held a retainer in the amount of \$_____.

16. I also understand the limitations on compensation and reimbursement of expenses under the OCP Order. Specifically, the Firm understands that in the event its fees and expenses exceed a total of \$[___] per month, on average, over a rolling three-month period, the Firm will be required to file with the Court a fee application for approval of its fees and expenses for such month in accordance with Bankruptcy Code sections 330 and 331, the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and any applicable procedures or orders of the Court.

17. Except as set forth herein, no promises have been received by the Firm or any partner, associate, or other professional thereof as to compensation in connection with these

chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, and orders of the Court.

18. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with these chapter 11 cases with another party or person, other than as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

19. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief.

[NAME]
[ADDRESS]