



the foregoing; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and creditors; 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, in their discretion, to pay, honor or otherwise satisfy amounts and obligations on account of the Employee Wages and Benefits in the ordinary course of their business, including, without limitation, any amounts and obligations related to the period prior to the Petition Date; provided, however, that: (a) no payment to any Employee on account of Unpaid Wages shall exceed, in the aggregate, the \$12,850 statutory cap provided for under section 507(a)(4) of the Bankruptcy Code; (b) with respect to the Employee Wages and Benefits set forth in the table immediately below, the Debtors shall not pay any prepetition obligations on account of such Employee Wages and Benefits in excess of the amounts set forth therein; and (c) the Debtors shall not pay any prepetition obligations on account of Paid Time Off unless applicable state law requires such payment.

| <u>Employee Wages and Benefits</u>              | <u>Aggregate Amount</u> |
|---|-------------------------|
| Unpaid Wages                                    | \$450,000               |
| Payroll Processor Fees                          | \$30,000                |
| Employee Expenses                               | \$200,000               |
| Wage Deductions                                 | \$120,000               |
| Trust Fund Taxes and Payroll Taxes              | \$50,000                |
| Health Benefits                                 | \$150,000               |
| Paid Time Off                                   | \$465,000               |
| 401(k) Plan                                     | \$30,000                |
| Life and AD&D Insurance and Disability Benefits | \$33,000                |
| FSA Plan  | \$45,000                |
| Union Deductions                                | \$75,000                |
| Union Benefits                                  | \$10,000,000            |

3. Subject to Paragraph 2 of this Order, the Debtors are authorized, in their discretion, in the ordinary course of their business, to (a) continue to pay, honor or otherwise satisfy Unpaid Wages, Employee Expenses, and Paid Time Off, (b) withhold and remit to the applicable third-parties Wage Deductions, Trust Fund Taxes and Payroll Taxes, (c) continue to remit Union Deductions and pay, honor or otherwise satisfy Union Benefits, and (d) administer the Employee Benefits and the Workers' Compensation Program.

4. Nothing in this Order shall be deemed to authorize the payment of any amounts subject to section 503(c) of the Bankruptcy Code.

5. The Banks are authorized, when requested by the Debtors, in the

Debtors' discretion, to honor and process checks or electronic fund transfers drawn on the Debtors' bank accounts to pay prepetition obligations authorized to be paid hereunder, whether such checks or other requests were submitted prior to, or after, the Petition Date, provided that sufficient funds are available in the applicable bank accounts to make such payments. The Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtors, as provided for in this Order.

6. A final hearing on the relief sought in the Motion shall be conducted on November 19, 2018 at 11:00 A.M. (ET). The deadline by which objections to entry of the Proposed Final Order must be filed is November 9, 2018 at 4:00 p.m. (ET). If no objections to entry of the Proposed Final Order are timely filed, this Court may enter the Proposed Final Order without further notice or a hearing.

7. Nothing in this Order (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates, (b) shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority or amount of any claim against the Debtors and their estates, or (c) shall be construed as a promise to pay a claim.

8. Notwithstanding anything to the contrary in this Order, any payment made or to be made under this Order, and any authorization contained in this Order, shall be subject to the requirements imposed on the Debtors under any order(s) of this Court approving the Debtors' use of cash collateral and post-petition financing and any budget in

connection therewith.

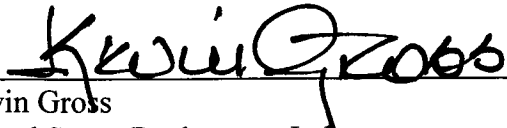
9. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

10. The requirements of Bankruptcy Rule 6003(b) are satisfied.

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

12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: October 23, 2018  
Wilmington, Delaware

  
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Kevin Gross  
United States Bankruptcy Judge