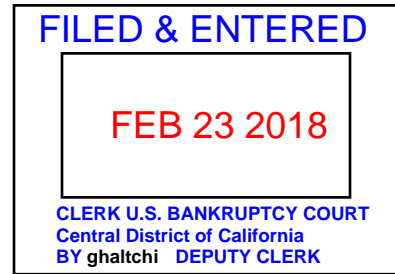


1 BRIAN L. DAVIDOFF (SBN 102654)
BDavidoff@GreenbergGlusker.com
2 KEITH PATRICK BANNER (SBN 259502)
KBanner@GreenbergGlusker.com
3 GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP
4 1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590
5 Telephone: 310.553.3610
6 Fax: 310.553.0687



7 Proposed General Bankruptcy Counsel for
8 Debtor and Debtor in Possession

9
10 UNITED STATES BANKRUPTCY COURT
11 CENTRAL DISTRICT OF CALIFORNIA
12 LOS ANGELES DIVISION

GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP
1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590

13 In re:
14 B&B Liquidating, LLC,
15
16 Debtor and Debtor in Possession.

Case No. 2:18-bk-11744-NB

Chapter 11

**INTERIM ORDER ON EMERGENCY
MOTION FOR ORDER:**

**(1) PROHIBITING UTILITIES FROM
ALTERING, REFUSING OR
DISCONTINUING SERVICE;**

**(2) DEEMING UTILITIES ADEQUATELY
ASSURED OF FUTURE PERFORMANCE;
AND**

**(3) ESTABLISHING PROCEDURES FOR
DETERMINING ADEQUATE
ASSURANCE OF PAYMENT UNDER
SECTION 366 OF THE BANKRUPTCY
CODE**

Hearing on Interim Relief

Date: February 22, 2018

Time: 2:00 p.m.

Place: Courtroom 1545

255 E. Temple Street

Los Angeles, CA 90012

GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP
1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590

Final Hearing

Date: March 20, 2018
Time: 2:00 p.m.
Place: Courtroom 1545
255 E. Temple Street
Los Angeles, CA 90012

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5 On the above captioned date and time, the Court considered the Emergency Motion for
6 Order: (1) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service; (2) Deeming
7 Utilities Adequately Assured of Future Performance; and (3) Establishing Procedures for
8 Determining Adequate Assurance of Payment [Docket No. 4] (the “Motion”), filed by Debtor and
9 Debtor-in-Possession B&B Liquidating, LLC, f/k/a B&B Bachrach, LLC, (the “Debtor”)
10 pursuant to section 366 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the
11 “Bankruptcy Code”). Unless otherwise defined herein, capitalized terms have the meaning
12 ascribed to them in the Motion.

13 Based upon the Court’s review of the Motion, the accompanying Memorandum of Points
14 and Authorities, the *Declaration of Brian Lipman in Support of First Day Motions*, the
15 evidentiary record, and argument of counsel; it appearing that this Court has jurisdiction over this
16 matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that due and adequate notice of the
17 Motion having been given under the circumstances; and after due deliberation and good cause
18 appearing therefor, based upon findings of fact and conclusions of law stated in the Court’s
19 *Memorialization of Tentative Rulings* (Docket No. 35), as modified or supplemented orally on the
20 recorded in open court pursuant to Rule 52(a) of the Federal Rules of Civil Procedure, as
21 incorporated into Rule 7052 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy
22 Rules” and each a “Bankruptcy Rule”) and applied to contested matters by Bankruptcy Rule
23 9014(c),

24 IT IS ORDERED THAT:

- 25 1. The Motion, on an interim basis, is granted as set forth herein.
26 2. On **March 20, 2018, at 2:00 p.m.** in the above referenced courtroom, a hearing
27 (the “Final Hearing”) will be held before this Court to consider the relief requested
28 in the Motion, on a final basis. All objections, if any, to the Motion shall be in

- 1 writing and filed with this Court and served on counsel for the Debtor, so as to be
2 received on or before **March 6, 2018**. The Debtor shall file any reply(s) to any
3 such objection on or before **March 13, 2018**.
- 4 3. The Utility Companies are prohibited from altering, refusing, or discontinuing
5 services to the Debtor without further order of this Court.
- 6 4. Only as to any Utility Company that currently does not hold a cash deposit
7 previously supplied by the Debtor in the prior case of *In Bachrach*, Case No. 2:17-
8 15292-NB (each, an “Existing Deposit”), within twenty-one (21) days after the
9 Court’s entry of this Interim Order, the Debtor shall deposit (each, a “Utility
10 Deposit”) with the Utility Companies an amount that equals one month of the
11 Debtor’s estimated average post-petition monthly cost of prepetition services
12 provided to the Debtor by such Utility Company, as reflected in Exhibit 1 to the
13 Motion.
- 14 5. The Utility Deposit or Existing Deposit, as the case may be, shall constitute
15 adequate assurance of payment for future utility services from the Utility
16 Companies under section 366(c) of the Bankruptcy Code.
- 17 6. In the event that a Utility Company believes that its Utility Deposit or Existing
18 Deposit, as the case may be, does not provide it with satisfactory adequate
19 assurance, the Court approves the following Adequate Protection Procedures by
20 which a Utility Company may request further adequate assurance of future
21 payment:
- 22 a. If any Utility Company is not satisfied with the assurance of future
23 payment provided by the Debtor, such Utility Company must serve a
24 written request (the “Request”) upon the Debtor setting forth the
25 location(s) for which utility services are provided, the account number(s)
26 for such location(s), the outstanding balance for each account, a summary
27 of the Debtor’s payment history on each account, and an explanation of
28 why the deposit is inadequate assurance of payment;

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1900 Avenue of the Stars, 21st Floor
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- 1 b. The Request must be sent to the Debtor’s counsel, Greenberg Glusker
2 Fields Claman & Machtinger LLP, Attention: Brian L. Davidoff, Esq., and
3 Keith Patrick Banner, Esq., 1900 Avenue of the Stars, 21st Floor, Los
4 Angeles, California 90067, within 21 days after notice of the entry of a
5 final Order (the “Final Order”) granting the Motion (the “Request
6 Deadline”);
- 7 c. Without further order of this Court, the Debtor may enter into agreements
8 granting additional adequate assurance to any of the Utility Companies that
9 serve a timely Request upon the Debtor, if the Debtor, in its business
10 judgment, determines that the Request is reasonable;
- 11 d. If the Debtor believes that a Request is unreasonable, then it may, within
12 30 days after the Request Deadline, file a motion pursuant to section
13 366(c)(3) of the Bankruptcy Code seeking an order that any Existing
14 Deposit or Utility Deposit made pursuant to paragraph 4 of this Interim
15 Order, as the case may be, plus any additional consideration offered by the
16 Debtor, constitutes adequate assurance of payment (an “Adequate
17 Assurance Motion”). Pending notice and a hearing on the Adequate
18 Assurance Motion, the Utility Company that is the subject of the
19 unresolved Request may not alter, refuse, or discontinue services to the
20 Debtor or recover or setoff against a pre-petition deposit, if any; and
- 21 e. Any Existing Deposit or Utility Deposit, as the case may be, shall be
22 deemed adequate assurance of payment for all of the Utility Companies
23 that fail to make a timely Request.
- 24 7. Debtor has the authority, without further order of the Court, to supplement the list
25 of Utility Companies attached as Exhibit 1 to the Motion if any Utility Company
26 has been omitted. If the Debtor adds a Utility Company to the list after the entry
27 of this Order, the Debtor shall serve a copy of the Motion and Order on any Utility
28 Company that is added to the list (the “Supplemental Service”). Concurrently with

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& MACHTINGER LLP**
1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590

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the Supplemental Service, the Debtor shall file with the Court a supplement to Exhibit 1 attached to the Motion showing the name of the Utility Company that is being added to the list.

8. In addition, provided that the Utility Company subject to the Supplemental Service does not hold an Existing Deposit, the Debtor, within 30 days after entry of entry of a Final Order on the Motion, or concurrently with the Supplemental Service, whichever is later, will provide each Utility Company subject to the Supplemental Service a Utility Deposit consistent with this Interim Order and the Motion, provided that, if the Debtor has not received utility services from the such Utility Company for the 12 months prior to the Petition Date, then the deposit will be equal to one-half of the Debtor's expected monthly invoice amount from such Utility Company. The added Utility Company shall have 21 days from the date of the Supplemental Service to make a Request. If such Request is made, the procedures outlined above shall apply to its consideration and resolution. To be clear, no further action is required of the Debtor under this paragraph 8 if the Utility Company subject to the Supplemental Service holds an Existing Deposit.
9. In the event that the Debtor defaults on an obligation to pay a Utility Company for post-petition services and such default is not cured within 21 days of the Debtor's receipt of written notice of default, then the applicable Utility Company may file a motion requesting that the Debtor furnish further adequate assurance of future payment, and the Debtor shall consent to an expedited hearing on such motion by a Utility Company.

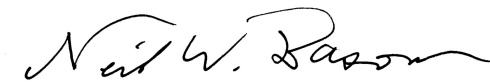
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1 10. No later than 3 business days after entry of this Interim Order, the Debtor shall
2 serve a copy of this Interim Order by first class U.S. Mail, postage prepaid on the
3 following parties or their counsel: (a) the Office of the United States Trustee; (b)
4 the largest twenty unsecured creditors appearing on the list filed in accordance
5 with Bankruptcy Rule 1007(d) by the Debtor unless and until a Committee is
6 appointed, then in that event, to counsel for such committee; (c) the Utility
7 Companies; (d) Siena Lending Group, LLC; (e) Emerald Capital Funding LLC;
8 and (f) all other known secured creditors.

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& MACHTINGER LLP
1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590

Date: February 23, 2018



Neil W. Bason
United States Bankruptcy Judge