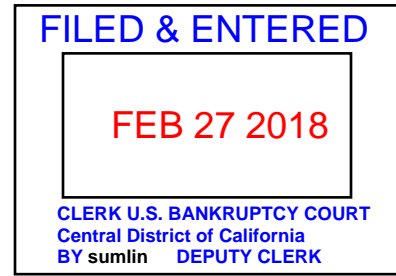


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6 Proposed General Bankruptcy Counsel for  
7 Debtor and Debtor in Possession

**CHANGES MADE BY COURT**

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

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

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

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

Chapter 11

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

**(1) AUTHORIZING THE MAINTENANCE  
AND CONTINUED USE OF CASH  
MANAGEMENT SYSTEM;**

**(2) PROHIBITING BANKS FROM  
OFFSETTING OR FREEZING DEBTOR'S  
EXISTING BANK ACCOUNTS; AND**

**(3) AUTHORIZING CONTINUATION OF  
ELECTRONIC PAYMENT PROCESSING  
AND THE HONORING OF RELATED  
PRE-PETITION OBLIGATIONS IN THE  
ORDINARY COURSE OF BUSINESS**

**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) Authorizing the Maintenance and Continued Use of Cash Management System; (2)*  
7 *Prohibiting Banks from Offsetting or Freezing the Existing Bank Accounts; and (3) Authorizing*  
8 *Continuation of Electronic Payment Processing and the Honoring of Related Pre-Petition*  
9 *Obligations in the Ordinary Course of Business* [Docket No. 6 ] (the “Motion”), filed by Debtor  
10 and Debtor-in-Possession B&B Liquidating, LLC, f/k/a B&B Bachrach, LLC, (the “Debtor”) pursuant to sections 105, 363, 1107 and 1108 of title 11 of the United States Code (the  
11 “Bankruptcy Code”). Unless otherwise defined herein, capitalized terms have the meaning  
12 ascribed to them in the Motion.  
13

14 Based upon the Court’s review of the Motion, the accompanying Memorandum of Points  
15 and Authorities, the *Declaration of Brian Lipman in Support of First Day Motions*, the  
16 *Declaration of Brian Allen of Clear Thinking Group LLC, Financial Advisor to the Debtor in*  
17 *support of First Day Motions* [Docket No. 23], the *Supplemental Declaration of Brian Lipman in*  
18 *Support of Cash Management Motion* [Docket No. 51], the evidentiary record, and argument of  
19 counsel; it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157  
20 and 1334; it appearing that due and adequate notice of the Motion having been given under the  
21 circumstances; and after due deliberation and good cause appearing therefor, based upon findings  
22 of fact and conclusions of law stated in the Court’s Memorialization of Tentative Rulings (Docket  
23 No. 35) as modified or supplemented orally on the recorded in open court pursuant to Rule 52(a)  
24 of the Federal Rules of Civil Procedure, as incorporated into Rule 7052 of the Federal Rules of  
25 Bankruptcy Procedure (the “Bankruptcy Rules” and each a “Bankruptcy Rule”) and applied to  
26 contested matters by Bankruptcy Rule 9014(c),

27 ///

28 ///

1 IT IS ORDERED THAT:

2 1. The Motion, on an interim basis, is granted as set forth herein.

3 2. On **March 20, 2018, at 2:00 p.m.** in the above referenced courtroom, a hearing  
4 (the “Final Hearing”) will be held before this Court to consider the relief requested in the Motion,  
5 on a final basis. All objections, if any, to the Motion shall be in writing and filed with this Court  
6 and served on counsel for the Debtor, so as to be received on or before **March 6, 2018**. The  
7 Debtor shall file any reply(s) to any such objection on or before **March 13, 2018**.

8 3. The Debtor is authorized, but not directed, in the reasonable exercise of its  
9 business judgment: (a) to designate, maintain and continue to use all of the bank accounts as  
10 identified in the Motion, on Exhibit 1 attached thereto (the “Bank Accounts”) as debtor in  
11 possession bank accounts; (b) to use, in their present forms and other documents related to the  
12 Bank Accounts; (c) to treat the Bank Accounts for all purposes as accounts of the Debtor as  
13 debtor in possession; (d) to otherwise continue utilizing its Cash Management System to manage  
14 its cash, in a manner consistent with its pre-petition practice; and (e) continue to maintain and  
15 administer the Debtor’s Electronic Payment Processing in a manner consistent with its pre-  
16 petition practice

17 4. The Debtor is authorized, but not directed, in the reasonable exercise of its  
18 business judgment to pay any Cash Management Fees and Payment Processing Fees, including  
19 such fees that were incurred pre-petition.

20 5. The Banks that maintain the Bank Accounts, including those set forth on Exhibit 1  
21 attached to the Motion (the “Banks”) are hereby authorized to service and administer  
22 the Bank Accounts as accounts of the Debtor as a debtor in possession without interruption and in  
23 the usual and ordinary course of business, and to receive, process, honor and pay any and all  
24 checks, drafts and other items such as automated clearing house transfers and wires, if any, drawn  
25 on the Bank Accounts before or after the Petition Date when presented by the holders, makers or  
26 parties entitled thereto unless the Debtor has delivered to the applicable Bank a stop payment  
27 notice with respect to any one or more of such items issued and provided such Bank with a list of  
28 all payments for which a stop payment notice had been given.

1           6. The Banks may rely on the representations of the Debtor with respect to whether  
2 any check or other payment order drawn or issued by the Debtor prior to the Petition Date should  
3 be honored pursuant to this or any other order of this Court, the Banks shall not have any liability  
4 to any party for relying on such representations by the Debtor as provided for herein, and any  
5 such check or payment order that is not listed as a stop payment by the Debtor shall be deemed to  
6 have been represented by the Debtor as appropriate to be honored.

7           7. Subject to section 553 of the Bankruptcy Code, the Banks are prohibited from  
8 offsetting, affecting, freezing, or otherwise impeding the Debtor's use of any funds deposited in  
9 the Bank Accounts by reason of the filing of the bankruptcy, or as a result of any claim (as  
10 defined in section 101(5) of the Bankruptcy Code) of any such bank against the Debtor that arose  
11 pre-petition, absent further order of the Court.

12           8. Nothing contained herein shall prevent the Debtor from opening any new bank  
13 accounts or closing any existing bank accounts as it may deem necessary and appropriate, with  
14 notice to the United States Trustee, counsel to the Debtor, Siena Lending Group, LLC and to any  
15 official committee appointed in this case (if applicable); *provided, however*, that any new account  
16 shall be with a bank that is insured by the Federal Deposit Insurance Corporation and organized  
17 under the laws of the United States or any state therein, and on the United States Trustee's list of  
18 approved depositories.

19           9. The Debtor is authorized to continue to use its business forms without alteration  
20 and without the designation "debtor in possession" imprinted upon them.

21           10. No later than 3 business days after entry of this Interim Order, the Debtor shall  
22 serve a copy of this Interim Order by first class U.S. Mail, postage prepaid on the following  
23 parties or their counsel: (i) the Banks; (ii) the Payment Processors; and (iii) the Limited Service  
24 List, as such term is defined in the Court's *Order Granting Emergency Motion for Order Limiting*  
25 *Scope of Notice* [Docket No. 44].

26           11. Bankruptcy Rule 6003(b) is satisfied because the relief described in this Order is  
27 necessary to avoid immediate and irreparable harm to the estate.

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12. The stay imposed pursuant to Federal Rule of Bankruptcy Procedure 6004(h) is  
waived.  
13. This Court shall retain jurisdiction to hear and determine all matters arising from  
the implementation of this Order.

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

Date: February 27, 2018

  
\_\_\_\_\_  
Neil W. Bason  
United States Bankruptcy Judge