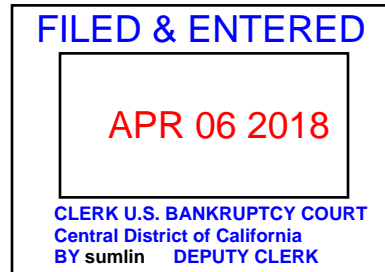


1 BRIAN L. DAVIDOFF (SBN 102654)
BDavidoff@GreenbergGlusker.com
2 KEITH PATRICK BANNER (SBN 259502)
KBanner@GreenbergGlusker.com
3 GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP
4 1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590
5 Telephone: 310.553.3610
6 Fax: 310.553.0687



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

**FINAL 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**

Final Hearing

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

1 On the above captioned date and time, the court held a final hearing (the “Final Hearing”)
2 on the *Emergency Motion for Order: (1) Authorizing the Maintenance and Continued Use of*
3 *Cash Management System; (2) Prohibiting Banks from Offsetting or Freezing the Existing Bank*
4 *Accounts; and (3) Authorizing Continuation of Electronic Payment Processing and the Honoring*
5 *of Related Pre-Petition Obligations in the Ordinary Course of Business* [Docket No. 6] (the
6 “Motion”), filed by Debtor and Debtor-in-Possession B&B Liquidating, LLC, f/k/a B&B
7 Bachrach, LLC, (the “Debtor”) pursuant to sections 105, 363, 1107 and 1108 of title 11 of the
8 United States Code (the “Bankruptcy Code”). Unless otherwise defined herein, capitalized terms
9 have the meaning ascribed to them in the Motion.

10 Following the initial emergency hearing on the Motion held on February 22, 2018 at 2:00
11 p.m., the Court granted the relief requested in the Motion on an interim basis by order entered
12 February 27, 2018 [Docket No. 62] (the “Interim Order”). The Interim Order further provided
13 that any party opposing the granting of relief requested in the Motion on a final was required to
14 file and serve an opposition no later than March 6, 2018.

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

**GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP**
1900 Avenue of the Stars, 21st Floor
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1 IT IS ORDERED THAT:

2 1. The Motion is granted on a final basis.

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

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

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

24 5. The Banks may rely on the representations of the Debtor with respect to whether
25 any check or other payment order drawn or issued by the Debtor prior to the Petition Date should
26 be honored pursuant to this or any other order of this Court, the Banks shall not have any liability
27 to any party for relying on such representations by the Debtor as provided for herein, and any
28

1 such check or payment order that is not listed as a stop payment by the Debtor shall be deemed to
2 have been represented by the Debtor as appropriate to be honored.

3 6. The Debtor shall continue to maintain its post-petition books and records
4 sufficiently detailed and separate from any pre-petition books and records.

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

10 8. Nothing contained herein shall prevent the Debtor from opening any new bank
11 accounts or closing any existing bank accounts as it may deem necessary and appropriate, with
12 notice to the United States Trustee, counsel to the Debtor, Siena Lending Group, LLC and to
13 counsel for the Official Committee of Unsecured Creditors; *provided, however*, that any new
14 account shall be with a bank that is insured by the Federal Deposit Insurance Corporation and
15 organized under the laws of the United States or any state therein, and on the United States
16 Trustee's list of approved depositories.

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

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

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

26 12. The stay imposed pursuant to Federal Rule of Bankruptcy Procedure 6004(h) is
27 waived.

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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: April 6, 2018



Neil W. Bason
United States Bankruptcy Judge