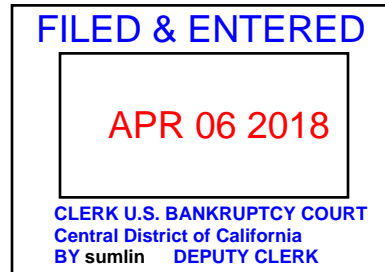


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6 Proposed General Bankruptcy Counsel for  
7 Debtor and Debtor in Possession

8  
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) 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**

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

9 Following the initial emergency hearing on the Motion held on February 22, 2018 at 2:00  
10 p.m., the Court granted the relief requested in the Motion on an interim basis by order entered  
11 February 23, 2018 [Docket No. 46] (the “Interim Order”). The Interim Order further provided  
12 that any party opposing the granting of relief requested in the Motion on a final was required to  
13 file and serve an opposition no later than March 6, 2018.

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

26 IT IS ORDERED THAT:

- 27 1. The Motion is granted on a final basis.  
28

1           2. The Utility Companies are prohibited from altering, refusing, or discontinuing  
2 services to the Debtor without further order of this Court.

3           3. Pursuant to the Interim Order, for those Utility Companies that do not currently  
4 hold a cash deposit previously supplied by the Debtor in the prior case of *In Bachrach*, Case No.  
5 2:17-15292-NB (each, an “Existing Deposit”), Debtor was required to deposit an amount that  
6 equals one month of the Debtor’s estimated average post-petition monthly cost of pre-petition  
7 services provided to the Debtor by such Utility Company (each, a “Utility Deposit”), and, as such,  
8 the Existing Deposit or the Utility Deposit, as the case may be, along with the Adequate  
9 Assurance Procedures (as defined in the Motion and detailed below), shall constitute adequate  
10 assurance of payment for future utility services from the Utility Companies under section 366(c)  
11 of the Bankruptcy Code.

12           4. In the event that a Utility Company believes that its Existing Deposit or Utility  
13 Deposit, as the case may be, does not provide it with satisfactory adequate assurance, the Court  
14 approves the following Adequate Protection Procedures by which a Utility Company may request  
15 further adequate assurance of future payment:

16           a. If any Utility Company is not satisfied with the assurance of future  
17 payment provided by the Debtor, such Utility Company must serve a  
18 written request (the “Request”) upon the Debtor setting forth the  
19 location(s) for which utility services are provided, the account number(s)  
20 for such location(s), the outstanding balance for each account, a summary  
21 of the Debtor’s payment history on each account, and an explanation of  
22 why the deposit is inadequate assurance of payment;

23           b. The Request must be sent to (i) the Debtor’s counsel, Greenberg Glusker  
24 Fields Claman & Machtinger LLP, Attention: Brian L. Davidoff, Esq., and  
25 Keith Patrick Banner, Esq., 1900 Avenue of the Stars, 21<sup>st</sup> Floor, Los  
26 Angeles, California 90067; and (ii) counsel for the Official Committee of  
27 Unsecured Creditors, Pachulski Stang Ziehl & Jones, Attention: Shirley S.  
28 Cho, Esq. and Jeffrey W. Dulberg, Esq., 10100 Santa Monica Blvd., 13th

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- 1 Floor, Los Angeles, CA 90067-4003 within 21 days after notice of the  
2 entry of this order (“Final Order”) (the “Request Deadline”);
- 3 c. Without further order of this Court, the Debtor may enter into agreements  
4 granting additional adequate assurance to any of the Utility Companies that  
5 serve a timely Request upon the Debtor, if the Debtor, in its business  
6 judgment, determines that the Request is reasonable;
- 7 d. If the Debtor believes that a Request is unreasonable, then it may, within  
8 30 days after the Request Deadline, file a motion pursuant to section  
9 366(c)(3) of the Bankruptcy Code seeking an order that any Existing  
10 Deposit or Utility Deposit made pursuant to paragraph 3 of this Final  
11 Order, as the case may be, plus any additional consideration offered by the  
12 Debtor, constitutes adequate assurance of payment (an “Adequate  
13 Assurance Motion”). Pending notice and a hearing on the Adequate  
14 Assurance Motion, the Utility Company that is the subject of the  
15 unresolved Request may not alter, refuse, or discontinue services to the  
16 Debtor or recover or setoff against a pre-petition deposit, if any; and
- 17 e. Any Existing Deposit or Utility Deposit, as the case may be, shall be  
18 deemed adequate assurance of payment for all of the Utility Companies  
19 that fail to make a timely Request.

20 5. Debtor has the authority, without further order of the Court, to supplement the list  
21 of Utility Companies attached as Exhibit 1 to the Motion if any Utility Company has been  
22 omitted. If the Debtor adds a Utility Company to the list after the entry of this Order, the Debtor  
23 shall serve a copy of the Motion and Order on any Utility Company that is added to the list (the  
24 “Supplemental Service”). Concurrently with the Supplemental Service, the Debtor shall file with  
25 the Court a supplement to Exhibit 1 attached to the Motion showing the name of the Utility  
26 Company that is being added to the list.

27 6. In addition, provided that the Utility Company subject to the Supplemental Service  
28 does not hold an Existing Deposit, the Debtor, within 30 days after entry of entry of this Final

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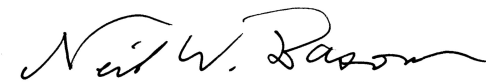
1 Order, or concurrently with the Supplemental Service, whichever is later, will provide each  
2 Utility Company subject to the Supplemental Service a Utility Deposit consistent with this Final  
3 Order and the Motion, provided that, if the Debtor has not received utility services from the such  
4 Utility Company for the 12 months prior to the Petition Date, then the deposit will be equal to  
5 one-half of the Debtor's expected monthly invoice amount from such Utility Company. The  
6 added Utility Company shall have 21 days from the date of the Supplemental Service to make a  
7 Request. If such Request is made, the procedures outlined above shall apply to its consideration  
8 and resolution. To be clear, no further action is required of the Debtor under this paragraph 6 if  
9 the Utility Company subject to the Supplemental Service holds an Existing Deposit.

10 7. In the event that the Debtor defaults on an obligation to pay a Utility Company for  
11 post-petition services and such default is not cured within 21 days of the Debtor's receipt of  
12 written notice of default, then the applicable Utility Company may file a motion requesting that  
13 the Debtor furnish further adequate assurance of future payment, and the Debtor shall consent to  
14 an expedited hearing on such motion by a Utility Company.

15 8. No later than 3 business days after entry of this Final Order, the Debtor shall serve  
16 a copy of this Final Order by first class U.S. Mail, postage prepaid on the following parties or  
17 their counsel: (a) the Office of the United States Trustee; (b) counsel for the Official Committee  
18 of Unsecured Creditors; (c) the Utility Companies; (d) Siena Lending Group, LLC; (e) Emerald  
19 Capital Funding LLC; and (f) all other known secured creditors.

20 ####

21  
22  
23  
24 Date: April 6, 2018



Neil W. Bason  
United States Bankruptcy Judge