



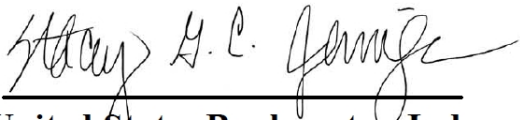
CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed July 16, 2019


United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF
TEXAS DALLAS DIVISION**

In re: § Chapter 11
§
THE LASALLE GROUP, INC., *et al.*,¹ § Case No. 19-31484-sgj-11
§
Debtors. § (Joint Administration Requested)

**FINAL ORDER GRANTING DEBTORS' EMERGENCY MOTION
PURSUANT TO SECTIONS 105(a), 345(b), 363(c) AND 364(a) OF THE BANKRUPTCY
CODE FOR AUTHORIZATION TO (I) CONTINUE USE OF EXISTING CASH
MANAGEMENT SYSTEM, (II) MAINTAIN EXISTING BANK ACCOUNTS, AND
(III) WAIVE CERTAIN DEPOSIT GUIDELINES**

On June 25, 2019, the Court conducted a hearing to consider the *Debtors' Emergency Motion Pursuant to Sections 105(a), 345(b), 363(c) and 364(a) of the Bankruptcy Code for Authorization to (I) Continue Use of Existing Cash Management System, (II) Maintain Existing Bank Accounts, and (III) Waive Certain Deposit Guidelines* (the "Motion"), filed by the above-

captioned debtors (the “Debtors”). The Court finds that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; (iv) proper and adequate notice of the Motion has been given and no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein.

Therefore,

IT IS HEREBY **ORDERED** that the Motion is **GRANTED** as follows:

1. The Debtors are authorized and empowered, pursuant to Sections 105(a) and 363(c) of the Bankruptcy Code, to continue to manage its cash pursuant to the Cash Management System maintained by the Debtors before the commencement of these Chapter 11 Cases, and to collect, concentrate, and disburse cash in accordance with that Cash Management System to the extent set forth in the Motion.

2. The Debtors’ Accounts shall be deemed to comply with Section 345 of the Bankruptcy Code, and the Debtors are not obligated pursuant to Section 345(b) of the Bankruptcy Code to obtain a bond from any entity with which money is deposited in such accounts because such amounts fall well below the federally insured coverage in place on those accounts. Specifically, the account held at Dallas Capital Bank is solely to be used to hold the utility deposits not to exceed \$25,000 without further order of this Court.

3. The Debtors are authorized, to the extent set forth in the Motion, to: (i) maintain their existing Cash Management System and Accounts in the names and with the account numbers existing immediately prior to the commencement of these Chapter 11 Cases for the purpose of

continued collection of accounts receivable generated prior to, on, or after the Petition Date, and (ii) withdraw funds from such Accounts by all usual means, including, without limitation, checks, wire transfers, automated transfers and other debits for the purpose of transferring funds collected from accounts receivable that were generated prior to, on, or after the Petition Date into the Debtors' Accounts and disbursing such funds in accordance with the Debtors' Cash Management System and as authorized by any other orders of this Court.

4. All Banks with whom the Debtors maintain bank accounts are authorized to maintain, service, and administer such bank accounts and any other accounts opened post-petition in accordance with applicable non-bankruptcy law and in accordance with the account agreements and related documentation between the Debtors and their banks (the "Account Agreements"), as the same may be amended from time to time, including by lifting any administrative or debit freeze placed on any bank accounts as a consequence of the filing of the petition commencing this case.

5. Unless otherwise ordered by this Court, no bank shall honor or pay any check issued or dated prior to the Petition Date; provided, however, that any such bank 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 an Order of this Court, and such bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

6. The Debtors are directed to maintain records of each and every transfer within the Cash Management System occurring post-petition to the same extent maintained by the Debtors prior to the Petition Date, such that all post-petition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, the Debtors' books and records.

7. Nothing contained herein shall prevent the Debtors from opening any additional bank accounts, or closing any existing bank account(s), as they may deem necessary and appropriate, and such banks are authorized to honor the Debtors' request to open or close, as the case may be, such bank accounts or additional bank accounts.

8. The Debtors are authorized to (i) pay undisputed pre-petition amounts outstanding as of the date hereof, if any, owed to the Banks as service charges for the maintenance of the Cash Management System and (ii) reimburse the Banks for any claims arising, or chargebacks of deposits made, before, on, or after the Petition Date in connection with customer checks or other deposits into the bank accounts that have been dishonored or returned for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors are responsible therefor by operation of non-bankruptcy law or under the terms of the Account Agreements.

9. Notwithstanding anything herein to the contrary, to the extent that the provisions contained in this Order conflict with or are inconsistent with the provisions of any Interim or Final (as applicable) *Order Authorizing the Use of Cash Collateral Pursuant to Sections 105, 361, and 363 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 4001(B) and (II) Granting Adequate Protection to the Pre-Petition Secured Lender* (the "Cash Collateral Order"), entered by this Court in this case, or any debtor-in-possession financing obtained by the Debtor and authorized by this Court, the provisions of such Cash Collateral Order or later order authorizing debtor-in-possession financing shall control.

10. Notwithstanding anything herein to the contrary, the authority granted herein to the Debtors, including to make payments and honor obligations, is subject in all respects to the terms and conditions of the Debtors' cash collateral budget or post-petition financing agreement, including

any budget contained therein, and any order approving the same. Furthermore, notwithstanding anything in the Motion or this Order to the contrary, LaSalle is not authorized to use any of its funds to extend credit to or pay the expense of another entity; however, should such activity occur during the period covered by this Order, LaSalle will be entitled to an administrative claim against such entity to the extent of the loan or payment.

11. Notwithstanding anything in the Motion or this Order to the contrary, nothing herein or in the prior interim Orders authorizes the Debtors to use cash or other assets outside the ordinary course of business. Without limiting the generality of the foregoing, the rights of Origin Bank to contest payments made to or for the benefit of TLG Family Management, LLC, by West Houston Memory Care, LLC, including the right to contend that any such payments are made outside of the ordinary course of business, are specifically preserved.

12. Debtors will serve a copy of this Order upon all parties on the Limited Service List within two (2) business days of entry of this Order.

13. Notice of the Motion as provided herein and therein shall be deemed good and sufficient notice of such Motion.

14. Notwithstanding any Rule of the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon its entry.

15. This Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the implementation of this Order.

END OF ORDER

Prepared and Submitted by:

/s/ Vickie L. Driver

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PROPOSED ATTORNEYS FOR DEBTORS