

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
THE WET SEAL, LLC, <i>et al.</i> ,	:	Case No. 17-10229 (____)
	:	
Debtors. ¹	:	(Joint Administration Requested)
	:	
	X	

**DEBTORS’ MOTION FOR INTERIM AND FINAL ORDERS (I) PROHIBITING
UTILITY COMPANIES FROM DISCONTINUING, ALTERING, OR REFUSING
SERVICE, (II) DEEMING UTILITY COMPANIES TO HAVE ADEQUATE
ASSURANCE OF PAYMENT, (III) ESTABLISHING PROCEDURES
FOR RESOLVING REQUESTS FOR ADDITIONAL ASSURANCE, AND
(IV) GRANTING RELATED RELIEF**

The Wet Seal, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”) hereby move the Court (this “Motion”) for entry an interim order (the “Interim Order”) and a final order (the “Final Order”), substantially in the forms attached hereto as Exhibit A and Exhibit B, respectively, pursuant to sections 105(a) and 366 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) (i) prohibiting utility companies from discontinuing, altering or refusing service to the Debtors except as set forth herein, (ii) deeming the utility companies to have received adequate assurance of future payment, (iii) establishing procedures for resolving requests for additional assurance of payment, and (iv) granting related relief. In

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: The Wet Seal, LLC (2741) The Wet Seal Gift Card, LLC (3286); Mador Financing, LLC (1377). The Debtors’ corporate headquarters is located at 7555 Irvine Center Drive, Irvine, California 92618.

addition, the Debtors request that the Court schedule a final hearing within approximately twenty-five days of the Petition Date (as defined below) to consider approval of this Motion on a final basis. In support of this Motion, the Debtors rely on the *Declaration of Judd P. Tirnauer in Support of Chapter 11 Petitions and Requests for First Day Relief* (the "First Day Declaration"), which was filed contemporaneously with this Motion and is incorporated herein by reference. In further support of this Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over these Chapter 11 Cases and this Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Debtors consent to entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue of these Chapter 11 Cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a) and 366 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004.

BACKGROUND

A. General

3. On the date hereof (the "Petition Date"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their property as debtors in possession pursuant to

sections 1107(a) and 1108 of the Bankruptcy Code. To date, no trustee, examiner or statutory committee has been appointed in these Chapter 11 Cases. Additional factual background relating to the Debtors' business, capital structure and the commencement of these Chapter 11 Cases is set forth in further detail in the First Day Declaration.

B. The Debtors' Utility Services and Utility Companies

4. In connection with the operation of their business and management of their properties, the Debtors obtain electricity, natural gas, telephone, water, waste disposal, and other similar services (collectively, the "Utility Services") from multiple utility companies or brokers (each, a "Utility Company" and collectively, the "Utility Companies"). A nonexclusive list of the Utility Companies and their affiliates that provide Utility Services to the Debtors as of the Petition Date (the "Utility Services List") is attached hereto as Exhibit C.² The relief requested herein is requested with respect to all Utility Companies providing Utility Services to the Debtors.

5. The Debtors' operations require electricity and gas for lighting, heating, and air conditioning. In addition to operating 142 retail stores, the Debtors maintain a corporate office in Irvine, California that requires Utility Services such as telephone, internet, water, and waste disposal services.

² The Debtors have endeavored to identify all of the Utility Companies and list them on the Utility Service List. However, inadvertent omissions may have occurred, and the omission from the Utility Service List of any entity providing utility services to the Debtors shall not be construed as an admission, waiver, acknowledgment, or consent that section 366 of the Bankruptcy Code does not apply to such entity. If the Debtors identify any entity that was inadvertently excluded from the Utility Service List (each, an "Additional Utility Company"), the Debtors will promptly provide such entity with a copy of this Motion and either the (i) Interim Order or (ii) if entered, the Final Order. In addition, the inclusion of any entity on the Utility Service List is not an admission that such entity is a utility with the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights with respect thereto.

6. On average, the Debtors pay approximately \$155,550.32 each month for Utility Services. In the aggregate, the Utility Companies currently hold \$174,963.49 in deposits from the Debtors.

7. To manage the Utility Services at their many locations, the Debtors contract with Telecom Solutions Group (“TSG”), a third-party processor. TSG manages the Debtors’ accounts for all of the Utility Companies, including managing the Utility Services, reviewing bills for the Utility Services, paying bills for the Utility Services as an agent for the Debtors (after receiving funds from the Debtors for such payments), establishing new Utility Services, terminating Utility Services for closing locations, and providing accounting information to the Debtors with respect to the Utility Services managed by TSG. Although the Debtors contract directly with the Utility Companies, invoices from the Utility Companies are directed to TSG, which then reconciles and consolidates the invoices, submits them to the Debtors with a request for funding and a payment date (via a consolidated daily invoice), and then disburses the funds from the Debtors to the Utility Companies. TSG charges the Debtors a monthly fee for such services based on the volume of activity with respect to the Debtors’ accounts. The services provided by TSG are integral to the Debtors’ operations and the success of these Chapter 11 Cases. The Debtors pay, on average, approximately \$2,750 per month for TSG’s services. The Debtors believe that, as of the Petition Date, they do not owe TSG any outstanding service and administrative fees.

RELIEF REQUESTED

8. The Debtors respectfully request that the Court enter the Interim Order, in substantially the form attached hereto as Exhibit B, and the Final Order, in substantially the form attached hereto as Exhibit C, (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of unpaid prepetition invoices, including the making of

demands for security deposits, or accelerated payment terms, (ii) determining that the Debtors have provided each Utility Company with “adequate assurance of payment” within the meaning of section 366 of the Bankruptcy Code (“Adequate Assurance”), based, among other things, on the Debtors’ establishment of a segregated account containing an amount equal to 50% of the Debtors’ estimated monthly cost of the Utility Services, which may be adjusted by the Debtors to account for the termination of certain Utility Services by the Debtors, by agreement between the Debtors and the affected Utility Company, or to account for the addition of a Utility Company to the Utility Service List, (iii) establishing procedures for determining additional Adequate Assurance, if any, and authorizing the Debtors to provide Adequate Assurance to the Utility Companies (the “Adequate Assurance Procedures”), (iv) authorizing, but not directing, the Debtors to pay TSG in the ordinary course on a postpetition basis, and (v) setting the Final Hearing on the proposed Adequate Assurance Procedures within approximately twenty-five days of the Petition Date to consider approval of this Motion on a final basis.

9. Specifically with respect to Adequate Assurance, the Debtors propose to establish a segregated account containing an initial aggregate amount of \$77,775.16, which is equal to 50% of the Debtors’ estimated monthly cost of the Utility Services.

BASIS FOR RELIEF

10. The Utility Services are essential to the operation of the Debtors’ business and the success of the ongoing store closing sales (the “Store Closing Sales”) ongoing at the Debtors’ retail locations. The termination or cessation (even if only temporary) of Utility Services because of payment defaults related to prepetition Utility Services would result in a significant disruption to the Debtors’ business operations and the Store Closing Sales. Unanticipated delays in the Debtors’ ability to meet their customers’ needs would result in substantial and irreparable harm to the Debtors and would impair the Debtors’ efforts to preserve

and maximize the value of their estates during these Chapter 11 Cases. It is, therefore, critical that the Utility Services continue uninterrupted so as to allow the Store Closing Sales to run their course and generate maximum value for the estates.

11. Section 366 of the Bankruptcy Code provides that, in a chapter 11 case, during the initial thirty (30) days after the commencement of the case, utilities may not alter, refuse or discontinue service to, or discriminate against, a debtor solely on the basis of the commencement of its case or the existence of prepetition debts owed by the debtor. After the thirty-day period, however, under section 366(c) of the Bankruptcy Code, utilities may discontinue service to a debtor if the debtor does not provide “adequate assurance of future performance” of its postpetition obligations in a form that is satisfactory to the utility, subject to the Court’s ability to modify the amount of adequate assurance. *See* 11 U.S.C. § 366(c)(2).

12. The Debtors intend to pay, when due, all undisputed postpetition charges for Utility Services, and the Debtors expect that their available cash will be more than sufficient to pay for the Debtors’ postpetition use of Utility Services. Nonetheless, the Debtors propose to deposit a sum of \$77,775.16, which is equal to 50% of the Debtors’ estimated monthly cost of the Utility Services, into a newly-created segregated bank account within twenty (20) days of the Petition Date (the “Utility Deposit”) as Adequate Assurance.

13. To the extent that the Debtors identify Additional Utility Companies or discontinue services from existing Utility Companies, the Debtors seek authority to add or remove parties from the Utility Services List. For any Additional Utility Company, the Debtors will serve such Additional Utility Company with a copy of the appropriate Court order regarding Utility Services, including the Adequate Assurance Procedures, and will increase the Utility Deposit by an amount equal to 50% of the Debtors’ estimated monthly cost of services from the

Additional Utility Company. For any Utility Company that is subsequently removed from the Utility Services List, the Debtors will decrease the Utility Deposit by an amount equal to 50% of the Debtors' estimated monthly cost of services from the removed Utility Company upon obtaining the Utility Company's consent or upon providing negative notice to the Utility Company of its intent to reduce the Utility Deposit twenty-one days thereafter. The Debtors request that the terms of any Utility Services order and the Adequate Assurance Procedures apply to any Additional Utility Company.

14. While the form of Adequate Assurance may be limited to the types of security enumerated in section 366(c)(1)(A) of the Bankruptcy Code, the determination of the amount of Adequate Assurance is within the discretion of the Court. It is well established that the requirement that a utility receive adequate assurance of payment does not require guarantee of payment. Instead, the protection granted to a utility is intended to avoid exposing the utility to an unreasonable risk of nonpayment.

15. The Debtors submit that the Utility Deposit constitutes sufficient Adequate Assurance for the Utility Companies. However, should any Utility Company disagree, the Debtors propose to establish the Adequate Assurance Procedures under which a Utility Company may request additional Adequate Assurance. If any Utility Company believes additional Adequate Assurance is required, it may request such additional assurance pursuant to the procedures set forth herein. The proposed Adequate Assurance Procedures are as follows:

- i. Any Utility Company that objects to the Adequate Assurance must serve a request (an "Adequate Assurance Request") on (i) the Debtors, 7555 Irvine Center Drive, Irvine, CA 92618, Attn: Judd P. Tirnauer; (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Travis G. Buchanan, Esq., Kenneth A. Listwak, Esq.; and (iii) counsel to any statutory committee appointed in these Chapter 11 Cases (collectively, the "Notice Parties")

- ii. Any Adequate Assurance Request must be served on the Notice Parties and must: (a) be made in writing; (b) identify the location for which Utility Services are provided; and (c) explain why the Utility Company believes the Adequate Assurance is not sufficient adequate assurance of future payment.
- iii. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of the Court, if the Debtors believe such alternative assurance is reasonable.
- iv. If the Debtors are unable to consensually resolve an Adequate Assurance Request by mutual agreement within 30 days of receipt of the Adequate Assurance Request, the Debtors shall schedule a hearing (the "Determination Hearing") to determine the appropriate amount of adequate assurance required with respect to such Adequate Assurance Request for the next-scheduled omnibus hearing after such 30-day period has expired. Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance.

16. As stated above, given the scale of the Debtors' operations, TSG provides critical and necessary services to the Debtors. TSG is familiar with the Debtors' and the Utility Companies' respective invoicing and payment systems, and enables the Debtors to pay the Utility Companies in an efficient and orderly fashion, thereby minimizing the potential for late fees and penalties and ensuring that there is no interruption to the Debtors' Utility Services. Further, section 363(c) of the Bankruptcy Code authorizes a debtor in possession operating its business pursuant to section 1108 of the Bankruptcy Code to use property of the estate in the ordinary course of business without notice or a hearing. *See* 11 U.S.C. § 363(c). Accordingly, the Debtors submit that the continuation of postpetition payments to TSG in the ordinary course of the Debtors' business is authorized under sections 363 and 105(a) of the Bankruptcy Code.³

³ Section 363(c)(1) of the Bankruptcy Code authorizes the debtor to "use property of the estate in the ordinary course of business without notice or a hearing." 11 U.S.C. § 363(c)(1).

17. The Debtors request that the Final Hearing be held within twenty-five days of the Petition Date to ensure that, if a Utility Company argues it can unilaterally refuse service to the Debtors on the thirty-first day after the Petition Date, the Debtors will have the opportunity, to the extent necessary, to request that the Court make such modifications to the Adequate Assurance Procedures in time to avoid any potential termination of the Utility Services.

18. The Debtors' proposed method of furnishing Adequate Assurance is not prejudicial to the rights of any Utility Company and is in the best interest of the Debtors' estates. Because uninterrupted Utility Services are vital to the success of the Store Closing Sales and, consequently, to the success of these Chapter 11 Cases, the Debtors submit that relief requested herein is necessary and in the best interest of the Debtors' estates and creditors. Such relief ensures that the Debtors' business operations will not be disrupted during the Debtors' wind down and also provides both Utility Companies and the Debtors with a fair, orderly procedure for determining Adequate Assurance.

19. Accordingly, for all of the foregoing reasons, the Debtors submit that cause exists for granting the relief requested herein.

IMMEDIATE RELIEF IS JUSTIFIED

20. Bankruptcy Rule 6003 provides that the relief requested in this Motion may be granted if the "relief is necessary to avoid immediate and irreparable harm." Fed. R. Bankr. P. 6003. The Debtors submit that for the reasons already set forth herein, the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtors.

WAIVER OF ANY APPLICABLE STAY

21. The Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that "[a]n order authorizing the use, sale, or lease of

property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As described above, the relief requested is necessary for the Debtors to operate their business and conduct the Store Closing Sales without interruption, thereby preserving value for their estates. Accordingly, the Debtors respectfully request that the Court waive the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the exigent nature of the relief sought herein justifies immediate relief.

NOTICE

22. Notice of this Motion has been given to (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to Crystal Financial, LLC; (iii) counsel to Mador Funding, LLC; (iv) holders of the thirty (30) largest unsecured claims on a consolidated basis against the Debtors; (v) the Utility Companies; and (vi) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this Motion is seeking “first day” relief, within two business days of the hearing on this Motion, the Debtors will serve copies of this Motion and any order entered respecting this Motion as required by Local Rule 9013-1(m). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

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CONCLUSION

WHEREFORE, the Debtors respectfully request entry of the Interim order and Final Order, substantially in the forms attached hereto as Exhibit A and Exhibit B, respectively, (i) granting the relief requested herein, and (ii) granting such other relief as is just and proper.

Dated: February 2, 2017
Wilmington, Delaware

/s/ Andrew L. Magaziner

Robert S. Brady (No. 2847)

Michael R. Nestor (No. 3526)

Jaime Luton Chapman (No. 4936)

Andrew L. Magaziner (No. 5426)

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*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

Proposed Interim Order

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
In re:	:	Chapter 11
	:	
THE WET SEAL, LLC, <i>et al.</i> ,	:	Case No. 17-10229 (____)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	:	Ref. Docket No. ____
	X	

**INTERIM ORDER (I) PROHIBITING UTILITY COMPANIES FROM
DISCONTINUING, ALTERING, OR REFUSING SERVICE,
(II) DEEMING UTILITY COMPANIES TO HAVE ADEQUATE
ASSURANCE OF PAYMENT, (III) ESTABLISHING PROCEDURES
FOR RESOLVING REQUESTS FOR ADDITIONAL ASSURANCE,
AND (IV) GRANTING RELATED RELIEF**

Upon the Motion (the “Motion”)² of the Debtors for entry of this Interim Order pursuant to sections 105(a) and 366 of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004, and Local Rule 9013-1 (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of unpaid prepetition invoices, including the making of demands for security deposits or accelerated payment terms, (ii) determining that the Debtors have provided each Utility Company with Adequate Assurance and (iii) establishing the Adequate Assurance Procedures; and upon consideration of the First Day Declaration and the entire record of these Chapter 11 Cases; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

this Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Chapter 11 Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Final Hearing on the Motion shall be held on _____, 2017, at __:__.m., prevailing Eastern Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on _____, 2017, and shall be served on the Notice Parties. If no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without further notice or hearing.
3. The Debtors shall serve a copy of the Motion and this Interim Order on each Utility Company listed on the Utility Services List no later than two business days after the date this Interim Order is entered.
4. The Debtors are authorized to pay on a timely basis and in accordance with their prepetition practices all undisputed invoices for postpetition Utility Services provided by the Utility Companies to the Debtors.
5. No later than twenty days after the date the Petition Date, the Debtors shall cause the Utility Deposit to be deposited into a segregated account and held during the pendency of these Chapter 11 Cases.

6. The Utility Deposit shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

7. Until such time as this Court enters a final order on the Motion or as otherwise ordered by this Court, all Utility Companies are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these Chapter 11 Cases, or any perceived inadequacy of the Adequate Assurance.

8. The following Adequate Assurance Procedures are hereby approved on an interim basis:

i. Any Utility Company that objects to the Adequate Assurance must serve an Adequate Assurance Request on the (i) the Debtors, 7555 Irvine Center Drive, Irvine, CA 92618, Attn: Judd P. Tirnauer; (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Travis G. Buchanan, Esq., Kenneth A. Listwak, Esq.; and (iii) counsel to any statutory committee appointed in these Chapter 11 Cases (collectively, the “Notice Parties”).

ii. Any Adequate Assurance Request must be served on the Notice Parties and must: (a) be made in writing; (b) identify the location for which Utility Services are provided; and (c) explain why the Utility Company believes the Adequate Assurance is not sufficient adequate assurance of future payment.

iii. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of this Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of this Court, if the Debtors believe such alternative assurance is reasonable.

iv. If the Debtors are unable to consensually resolve an Adequate Assurance Request by mutual agreement within 30 days of receipt of the Adequate Assurance Request, the Debtors shall schedule a Determination Hearing to determine the appropriate amount of adequate assurance required with respect to such Adequate Assurance Request for the next-scheduled omnibus hearing after such 30-day period has expired. Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services

to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance.

9. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

10. All Utility Companies that do not serve an Adequate Assurance Request shall be: (i) deemed to have received adequate assurance of payment “satisfactory” to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (ii) prohibited from discontinuing, altering, or refusing services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Adequate Assurance.

11. The Debtors are authorized, in their sole discretion, to add or remove any Utility Company from the Utility Services List, and the Debtors shall add to or subtract from the Utility Deposit an amount equal to 50% of the Debtors’ estimated monthly cost for each subsequently-added or removed Utility Company as soon as practicable. For Utility Companies that are added to the Utility Services List, the Debtors will serve a copy of this Interim Order, including the Adequate Assurance Procedures, on such subsequently-added Utility Company, and augment the Utility Deposit with an amount equal to 50% of the Debtors’ estimated monthly cost for such added Utility Company within 20 days of its addition. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures, provided that any subsequently-added Utility Company must serve, on the Notice Parties, any Adequate Assurance Request. The Debtors shall have authority to reduce the Utility Deposit to reflect terminated utility service upon either (a) obtaining the affected Utility Company’s consent to reduce the Utility Deposit or (b) providing such affected Utility Company

with twenty-one days' notice of their intent to reduce the Utility Deposit and receiving no response thereto.

12. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors listed on the Utility Services List, provided however, that this Interim Order shall be binding on any Utility Companies listed on any amended Utility Services List filed with this Court as of the date of service of the notice of the amended Utility Services List.

13. Nothing contained in the Motion, this Interim Order, nor the Debtors' service of the Motion upon the Utility Services List, shall constitute an admission or concession that each such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors' rights and defenses with respect thereto are fully reserved.

14. The Debtors are authorized, but not directed, to continue making payments to TSG with respect to postpetition service and administrative fees in the ordinary course of the Debtors' business.

15. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Interim Order, or any payment made pursuant to this Interim Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

16. Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

17. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (i) this Order shall be effective immediately and enforceable upon its entry; (ii) the Debtors are

not subject to any stay in the implementation, enforcement, or realization of the relief granted in this order; and (iii) the Debtors are authorized and empowered to, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Order.

18. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: Wilmington, Delaware
February ____, 2017

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Proposed Final Order

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: : Chapter 11
: :
THE WET SEAL, LLC, *et al.*, : Case No. 17-10229 (____)
: :
Debtors.¹ : (Jointly Administered)
: :
: Ref. Docket Nos. ____ & ____
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**FINAL ORDER (I) PROHIBITING UTILITY COMPANIES FROM
DISCONTINUING, ALTERING, OR REFUSING SERVICE,
(II) DEEMING UTILITY COMPANIES TO HAVE ADEQUATE
ASSURANCE OF PAYMENT, (III) ESTABLISHING PROCEDURES
FOR RESOLVING REQUESTS FOR ADDITIONAL ASSURANCE,
AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the Debtors for entry of this Final Order, pursuant to sections 105(a) and 366 of the Bankruptcy Code, Bankruptcy Rule 6004, and Local Rule 9013-1 (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of prepetition invoices, including the making of demands for security deposits or accelerated payment terms, (ii) determining that the Debtors have provided each of the Utility Companies with Adequate Assurance and (iii) establishing the Adequate Assurance Procedures; and upon consideration of the First Day Declaration and the entire record of these Chapter 11 Cases; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it

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² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Chapter 11 Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and the Court having previously entered that certain Interim Order (i) *Prohibiting Utility Companies from Discontinuing, Altering, or Refusing Service*, (ii) *Deeming Utility Companies to Have Adequate Assurance of Payment*, (iii) *Establishing Procedures for Resolving Requests for Additional Assurance*, and (vi) *Granting Related Relief* [D.I. ____]; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Motion is GRANTED, on a final basis as set forth herein.
2. The Debtors shall serve a copy of the Motion and this Final Order on each Utility Company listed on the Utility Services List no later than two business days after the date this Final Order is entered.
3. The Debtors are authorized to pay on a timely basis and in accordance with their prepetition practices all undisputed invoices for postpetition Utility Services provided by the Utility Companies to the Debtors.
4. To the extent not already done, Debtors are authorized to cause the Utility Deposit to be held in a segregated account during the pendency of these Chapter 11 Cases.

5. The Utility Deposit shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

6. All Utility Companies are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these Chapter 11 Cases, or any perceived inadequacy of the Adequate Assurance.

7. The following Adequate Assurance Procedures are hereby approved:

i. Any Utility Company that objects to the Adequate Assurance must serve an Adequate Assurance Request on the (i) the Debtors, 7555 Irvine Center Drive, Irvine, CA 92618, Attn: Judd P. Tirnauer; (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Travis G. Buchanan, Esq., Kenneth A. Listwak, Esq.; and (iii) counsel to any statutory committee appointed in these Chapter 11 Cases (collectively, the "Notice Parties").

ii. Any Adequate Assurance Request must be served on the Notice Parties and must: (a) be made in writing; (b) identify the location for which Utility Services are provided; and (c) explain why the Utility Company believes the Adequate Assurance is not sufficient adequate assurance of future payment.

iii. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of this Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of this Court, if the Debtors believe such alternative assurance is reasonable.

iv. If the Debtors are unable to consensually resolve an Adequate Assurance Request by mutual agreement within 30 days of receipt of the Adequate Assurance Request, the Debtors shall schedule a hearing (the "Determination Hearing") to determine the appropriate amount of adequate assurance required with respect to such Adequate Assurance Request for the next-scheduled omnibus hearing after such 30-day period has expired. Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance.

8. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

9. All Utility Companies that do not serve an Adequate Assurance Request shall be: (i) deemed to have received adequate assurance of payment “satisfactory” to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (ii) prohibited from discontinuing, altering, or refusing services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Adequate Assurance.

10. The Debtors are authorized, in their sole discretion, to add or remove any Utility Company from the Utility Services List, and the Debtors shall add to or subtract from the Utility Deposit an amount equal to 50% of the Debtors’ estimated monthly cost of utility service for each subsequently-added or removed Utility Company as soon as practicable. For Utility Companies that are added to the Utility Services List, the Debtors will serve a copy of this Final Order, including the Adequate Assurance Procedures, on such subsequently-added Utility Company, and augment the Utility Deposit with an amount equal to 50% of the Debtors’ estimated monthly cost for such added Utility Company within 20 days of its addition. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures, provided that any subsequently-added Utility Company must serve, on the Notice Parties, any Adequate Assurance Request. The Debtors shall have authority to reduce the Utility Deposit to reflect terminated utility service upon either (a) obtaining the affected Utility Company’s consent to reduce the Utility Deposit or (b) providing such affected Utility Company with twenty-one days’ notice of their intent to reduce the Utility Deposit and receiving no response thereto

11. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors and is not limited to those parties or entities listed on the Utility Services List.

12. Nothing contained in the Motion, the Interim Order, or this Final Order, nor the Debtors' service of the Motion upon the Utility Services List, shall constitute an admission or concession that each such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors' rights and defenses with respect thereto are fully reserved.

13. The Debtors are authorized, but not directed, to continue making payments to TSG with respect to postpetition service and administrative fees in the ordinary course of the Debtors' business.

14. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

15. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (i) this Order shall be effective immediately and enforceable upon its entry; (ii) the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this order; and (iii) the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Order.

16. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

17. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Dated: Wilmington, Delaware
_____, 2017

UNITED STATES BANKRUPTCY JUDGE

Exhibit C

Utility Services List

Vendor Name (Utility)	Account #	Detailed Type	Average Monthly Expenditure	Proposed Adequate Assurance
ICloud	10000010422	Telephone	\$ 55.36	\$ 27.68
ICloud	10000010422-D	DSL	\$ 111.14	\$ 55.57
All States Services	09-0229800	Garbage	\$ 98.03	\$ 49.02
American Water & Energy Savers	641952W	Utilities	\$ 14.51	\$ 7.26
Aqua Pennsylvania	000478335 0131298	Utilities	\$ 41.32	\$ 20.66
Aqua Pennsylvania	001297606 0957621	Utilities	\$ 22.90	\$ 11.45
AT&T	065 141-6075 965 4	DSL	\$ 82.60	\$ 41.30
AT&T	073 085 1478 902	DSL	\$ 3,309.20	\$ 1,654.60
AT&T	134639521	DSL	\$ 59.83	\$ 29.92
AT&T	144996920	Telephone	\$ 67.52	\$ 33.76
AT&T	144996920D	DSL	\$ 66.02	\$ 33.01
AT&T	145024669	Telephone	\$ 69.85	\$ 34.92
AT&T	145024669D	DSL	\$ 116.07	\$ 58.04
AT&T	149566589	DSL	\$ 114.20	\$ 57.10
AT&T	209 723-7560 196 6	Telephone	\$ 170.85	\$ 85.42
AT&T	209 723-7560 196 6-D	DSL	\$ 88.84	\$ 44.42
AT&T	214 A65-0021 167 0	Telephone	\$ 158.79	\$ 79.39
AT&T	214 A65-0021 167 0D	DSL	\$ 89.14	\$ 44.57
AT&T	248 344-4947 838 1	Telephone	\$ 148.22	\$ 74.11
AT&T	248 344-4947 838 1-D	DSL	\$ 79.99	\$ 40.00
AT&T	269 321-8920 945 0	DSL	\$ 871.96	\$ 435.98
AT&T	269 327-1218 192 2	Telephone	\$ 182.97	\$ 91.49
AT&T	269 327-1218 192 2-D	DSL	\$ 83.74	\$ 41.87
AT&T	281 807-1646 186 6	Telephone	\$ 158.88	\$ 79.44
AT&T	281 807-1646 186 6 D	DSL	\$ 79.60	\$ 39.80
AT&T	316 A43-0083 505 6	DSL	\$ 84.16	\$ 42.08
AT&T	316 A61-9515 835 3	Telephone	\$ 169.81	\$ 84.90
AT&T	321 M06-0985 516	Telephone	\$ 215.29	\$ 107.65
AT&T	321 M06-0985 516D	DSL	\$ 124.95	\$ 62.48
AT&T	339 341-1708 740 4	DSL	\$ 166.80	\$ 83.40
AT&T	404 M24-3292 292	Telephone	\$ 193.38	\$ 96.69
AT&T	404 M24-3292 292D	DSL	\$ 67.45	\$ 33.73
AT&T	404 R16-0106 106	Telephone	\$ 155.20	\$ 77.60
AT&T	404 R16-0106 106D	DSL	\$ 89.95	\$ 44.98
AT&T	405 A61-7111 638 4	Telephone	\$ 156.77	\$ 78.38
AT&T	407 370-5723 001 3140	Telephone	\$ 86.56	\$ 43.28
AT&T	407 370-5723 001 3140-D	DSL	\$ 128.78	\$ 64.39
AT&T	407 851-0208 379 3140	Telephone	\$ 95.87	\$ 47.93
AT&T	407 851-0208 379 3140-D	DSL	\$ 99.12	\$ 49.56
AT&T	440 255-3455 684 3	Telephone	\$ 87.55	\$ 43.77
AT&T	501 614-7654 610 5	Telephone	\$ 60.05	\$ 30.02
AT&T	501 614-7654 610 5D	DSL	\$ 43.64	\$ 21.82
AT&T	502 897-0562 001 0485	Telephone	\$ 145.95	\$ 72.97
AT&T	502 897-0562 001 0485-D	DSL	\$ 73.28	\$ 36.64
AT&T	559 261-1939 790 9	Telephone	\$ 161.28	\$ 80.64
AT&T	559 261-1939 790 9-D	DSL	\$ 74.16	\$ 37.08
AT&T	559 584-2097 834 1	Telephone	\$ 168.46	\$ 84.23
AT&T	559 584-2097 834 1-DE	DSL	\$ 49.99	\$ 25.00
AT&T	562 634-4810 941 0	Telephone	\$ 216.09	\$ 108.05
AT&T	562 634-4810 941 0-D	DSL	\$ 73.74	\$ 36.87
AT&T	619 479-4757 357 0	Telephone	\$ 176.73	\$ 88.36
AT&T	619 479-4757 357 0-D	DSL	\$ 83.63	\$ 41.81
AT&T	661 834-7233 362 9	Telephone	\$ 198.68	\$ 99.34
AT&T	661 834-7233 362 9-D	DSL	\$ 52.00	\$ 26.00
AT&T	708 442-8525 063 9	Telephone	\$ 168.54	\$ 84.27
AT&T	708 442-8525 063 9D	DSL	\$ 51.99	\$ 26.00
AT&T	713 A43-6075 171 2	DSL	\$ 90.51	\$ 45.25
AT&T	713 A61-2901 721 0	Telephone	\$ 155.24	\$ 77.62
AT&T	714 255-1421 610 3	Telephone	\$ 155.30	\$ 77.65
AT&T	714 255-1421 610 3D	DSL	\$ 73.64	\$ 36.82
AT&T	785 271-0626 507 6	Telephone	\$ 206.34	\$ 103.17
AT&T	785 271-0626 507 6D	DSL	\$ 49.99	\$ 25.00
AT&T	803 732-9353 001 1899	Telephone	\$ 158.42	\$ 79.21
AT&T	865 531-9810 551 1869	Telephone	\$ 152.97	\$ 76.49
AT&T	865 531-9810 551 1869-D	DSL	\$ 133.28	\$ 66.64
AT&T	912 352-2371 001 3167	Telephone	\$ 172.26	\$ 86.13
AT&T	912 352-2371 001 3167-D	DSL	\$ 113.70	\$ 56.85
AT&T	949 598-9131 094 2	Telephone	\$ 59.93	\$ 29.96
AT&T	949 598-9131 094 2-D	DSL	\$ 89.68	\$ 44.84

Vendor Name (Utility)	Account #	Detailed Type	Average Monthly Expenditure	Proposed Adequate Assurance
AT&T	951 340-2800 119 9	Telephone	\$ 93.76	\$ 46.88
AT&T	951 340-2800 119 9-D	DSL	\$ 68.75	\$ 34.38
AT&T	954 255-7266 001 1806	Telephone	\$ 171.11	\$ 85.55
AT&T	954 255-7266 001 1806-D	DSL	\$ 99.67	\$ 49.83
AT&T	954 499-8949 003 1801	Telephone	\$ 128.25	\$ 64.13
AT&T	960 451-6639 555 8	Telephone	\$ 725.53	\$ 362.77
AT&T	960 451-6639 555 8D	DSL	\$ 87.45	\$ 43.72
AT&T	960 733-1257 555 0	Telephone	\$ 159.16	\$ 79.58
Avista Utilities	5920930000	Utilities	\$ 686.89	\$ 343.45
Avista Utilities	9373374988 DC	Utility Deposits	\$ 462.00	\$ 231.00
Berkshire Mall LLC	0500-060303	Utilities	\$ 23.99	\$ 11.99
Berkshire Mall LLC	BK2015	Utilities	\$ 691.96	\$ 345.98
Braintree Electric Light Department	49-0014716-03	Utilities	\$ 1,351.64	\$ 675.82
California Water Service Company	4975929788	Utilities	\$ 19.88	\$ 9.94
Caseyville Township Sewer	0203749000	Utilities	\$ 42.00	\$ 21.00
Cass County Electric Cooperative	1119163	Utilities	\$ 899.09	\$ 449.54
CenterPoint Energy	10466254-9	Utilities	\$ 17.10	\$ 8.55
Century link	308453976	Telephone	\$ 59.94	\$ 29.97
Century link	308453976-D	DSL	\$ 69.94	\$ 34.97
Century link	411321203	Telephone	\$ 53.11	\$ 26.55
Century link	411321203D	DSL	\$ 73.35	\$ 36.67
Century Link	65131603	LD/800#	\$ 18.49	\$ 9.25
Century Link	86940323	LD/800#	\$ 81.85	\$ 40.93
Century Link	87612606	LD/800#	\$ 19.18	\$ 9.59
Century Link	88104562	LD/800#	\$ 8.35	\$ 4.18
Century Link	88156056	LD/800#	\$ 32.05	\$ 16.03
Century Link	88156067	LD/800#	\$ 28.54	\$ 14.27
Century Link	88157913	LD/800#	\$ 12.05	\$ 6.03
Century Link	88160704	LD/800#	\$ 12.30	\$ 6.15
Century Link	88161717	LD/800#	\$ 55.19	\$ 27.60
Century Link	88161718	LD/800#	\$ 17.72	\$ 8.86
Century Link	88161720	LD/800#	\$ 17.53	\$ 8.77
Century Link	88161722	LD/800#	\$ 17.24	\$ 8.62
Century Link	88161723	LD/800#	\$ 12.56	\$ 6.28
Century Link	88161725	LD/800#	\$ 14.24	\$ 7.12
Century Link	88161727	LD/800#	\$ 27.66	\$ 13.83
Century Link	88161728	LD/800#	\$ 19.97	\$ 9.99
Century Link	88161730	LD/800#	\$ 16.81	\$ 8.41
Century Link	88161731	LD/800#	\$ 20.31	\$ 10.16
Century Link	88161732	LD/800#	\$ 21.03	\$ 10.51
Century Link	88161744	LD/800#	\$ 29.12	\$ 14.56
Century Link	88161745	LD/800#	\$ 22.99	\$ 11.49
Century Link	88161749	LD/800#	\$ 10.52	\$ 5.26
Century Link	88161752	LD/800#	\$ 29.30	\$ 14.65
Century Link	88161755	LD/800#	\$ 32.70	\$ 16.35
Century Link	88161756	LD/800#	\$ 19.93	\$ 9.97
Century Link	88161758	LD/800#	\$ 19.94	\$ 9.97
Century Link	88161764	LD/800#	\$ 6.02	\$ 3.01
Century Link	88168338	LD/800#	\$ 10.14	\$ 5.07
Century Link	88171193	LD/800#	\$ 47.91	\$ 23.96
Century Link	88171199	LD/800#	\$ 10.08	\$ 5.04
Century Link	88176865	LD/800#	\$ 0.61	\$ 0.31
Century Link	88176866	LD/800#	\$ 8.98	\$ 4.49
Century Link	88176868	LD/800#	\$ 1.36	\$ 0.68
Century Link	88176869	LD/800#	\$ 18.79	\$ 9.40
CenturyLink	309470794	Telephone	\$ 34.35	\$ 17.18
CenturyLink	309470794-D	DSL	\$ 100.04	\$ 50.02
CenturyLink	311677985	Telephone	\$ 74.56	\$ 37.28
CenturyLink	313935954	Telephone	\$ 57.52	\$ 28.76
City of Ann Arbor Water Utilities	500278-176777	Utilities	\$ 33.85	\$ 16.93
City of Columbia	01-9197226-2024527 7	Utilities	\$ 40.42	\$ 20.21
CITY OF CORONA	00000265	Utilities	\$ 1,397.98	\$ 698.99
City of Fargo	6000083819	Utilities	\$ 26.67	\$ 13.33
City of Fresno	260915-28034	Utilities	\$ 65.32	\$ 32.66
City of Idaho Falls Utility Dept	2014689	Utilities	\$ 526.08	\$ 263.04
City of Idaho Falls Utility Dept	202-016260-40	Utilities	\$ 378.67	\$ 189.33
City of Lakewood	82226401-51139	Utilities	\$ 20.43	\$ 10.22
City of Lynnwood	205764	Utilities	\$ 186.68	\$ 93.34
City of Lynnwood	576401	Utilities	\$ 236.98	\$ 118.49

Vendor Name (Utility)	Account #	Detailed Type	Average Monthly Expenditure	Proposed Adequate Assurance
City Of Rediands	30-0508.303	Utilities	\$ 93.87	\$ 46.93
City of Roseville Water Dept	927032305	Utilities	\$ 37.28	\$ 18.64
City of Savannah	066604F	Utilities	\$ 29.66	\$ 14.83
City of Sterling Heights-Water	500913	Utilities	\$ 71.87	\$ 35.93
City of Wilkes Barre Sewer Maintenance	2402781150	Utilities	\$ 12.50	\$ 6.25
Columbia Gas of Kentucky	19709029 001 000 4	Utilities	\$ 61.08	\$ 30.54
Comcast	05627 255037-01-1	DSL	\$ 90.80	\$ 45.40
Comcast	901146642	DSL	\$ 75.00	\$ 37.50
ComEd	0959332006	Utilities	\$ 87.38	\$ 43.69
ComEd	1847013004	Utilities	\$ 469.65	\$ 234.82
COMPLETE SOLUTIONS & SOURCING, INC.	Complete-0016	Garbage	\$ 259.53	\$ 129.76
Consolidated Communications	916-055-0338-0	DSL	\$ 61.06	\$ 30.53
Consolidated Communications	916-784-2099-0	Telephone	\$ 55.98	\$ 27.99
Consumers Energy	1030 1551 2405	Utilities	\$ 596.43	\$ 298.21
Consumers Energy	1030 1551 2439	Utilities	\$ 116.03	\$ 58.02
Coplay-Whitehall Sewer Authority	03-011060-00	Utilities	\$ 40.00	\$ 20.00
Coral Springs Improvement District	460-5448-05	Utilities	\$ 182.95	\$ 91.47
Cox Communications	001 5110 135811001	DSL	\$ 107.44	\$ 53.72
COX COMMUNICATIONS	001 6610 313386302	Telephone	\$ 91.13	\$ 45.57
CR&R Incorporated	70-0020287 2	Garbage	\$ 1,065.60	\$ 532.80
Delmarva Power	5000 0559 042	Utilities	\$ 791.34	\$ 395.67
Direct Energy	1133659	Utilities	\$ 1,142.62	\$ 571.31
Direct Energy	1133662	Utilities	\$ 544.24	\$ 272.12
Direct Energy	1345730	Utilities	\$ 753.44	\$ 376.72
Direct Energy Business	1147865	Utilities	\$ 990.32	\$ 495.16
Direct Energy Business	1147868	Utilities	\$ 783.71	\$ 391.86
Direct Energy Business	1147869	Utilities	\$ 651.84	\$ 325.92
Direct Energy Business	1147870	Utilities	\$ 908.34	\$ 454.17
Direct Energy Business	1281137	Utilities	\$ 736.22	\$ 368.11
Dominion East Ohio	8 1800 0183 8600	Utility Deposits	\$ 74.19	\$ 37.09
DTE Energy	6078 551 0002 2	Utilities	\$ 73.60	\$ 36.80
Duke Energy	03047 88056	Utilities	\$ 974.20	\$ 487.10
Duke Energy	54839 03014D	Utility Deposits	\$ 605.00	\$ 302.50
Duke Energy Progress	031 317 6919	Utilities	\$ 650.87	\$ 325.43
Duke Energy Progress	070 515 0340	Utilities	\$ 1,039.16	\$ 519.58
Duke Energy Progress	0705150340	Utility Deposits	\$ 1,158.00	\$ 579.00
EarthLink Inc	26995515	DSL	\$ 27.86	\$ 13.93
Easton Town Center II, LLC	424-EW	Utilities	\$ 238.67	\$ 119.34
ECUA	281967-50267	Utilities	\$ 19.85	\$ 9.92
EnergyWorks Lancaster,LLC	T3223D	Utility Deposits	\$ 1,663.77	\$ 831.89
Entergy	4241115	Utilities	\$ 854.40	\$ 427.20
Envirosolutions Inc.	006154	Garbage	\$ 364.57	\$ 182.28
Eversource	1224 513 0187	Utilities	\$ 58.09	\$ 29.04
Eversource	1224 513 0195	Utilities	\$ 674.99	\$ 337.49
EVERSOURCE	51941227084	Utilities	\$ 974.17	\$ 487.09
FOREST CITY ENERGY SERVICES GRP	515211-000161	Utilities	\$ 24.05	\$ 12.03
FPL	24239-37552	Utilities	\$ 1,761.47	\$ 880.74
FPL	75197-40570	Utilities	\$ 1,282.17	\$ 641.09
FPL	98581-86241	Utilities	\$ 896.71	\$ 448.35
Frontier	425-347-1306-070207-5	Telephone	\$ 74.37	\$ 37.18
Frontier	425-771-9034-111092-5	Telephone	\$ 72.78	\$ 36.39
Frontier	845-692-4044-032000-4	Telephone	\$ 63.74	\$ 31.87
Frontier	845-692-4044-032000-4-D	DSL	\$ 57.45	\$ 28.73
Gainesville Regional Utilities	2000-5310-1912	Utilities	\$ 1,753.52	\$ 876.76
Georgia Power	39390-05038	Utilities	\$ 1,081.66	\$ 540.83
Georgia Power	50249-13134 D	Utility Deposits	\$ 840.00	\$ 420.00
Georgia Power	53369-07026	Utilities	\$ 1,754.98	\$ 877.49
Georgia Power	66607-81088 D	Utility Deposits	\$ 1,320.00	\$ 660.00
Georgia Power	95886-42021D	Utility Deposits	\$ 1,940.00	\$ 970.00
Grande Communications Networks, Omnia Dept 1204	8683 40 018 0005273	Telephone	\$ 26.35	\$ 13.17
Granite	02029803	Telephone	\$ 109.57	\$ 54.78
Granite	02029803 D	DSL	\$ 97.06	\$ 48.53
Great Waste and Recycling Service LLC	1062060	Garbage	\$ 1,347.28	\$ 673.64
Great Waste and Recycling Service LLC	GREAT WASTE 3051	Garbage	\$ 1,347.28	\$ 673.64
Gulf Power	91390-93092	Utilities	\$ 1,275.36	\$ 637.68
Hawaiian Electric Co., Inc.	201012334201	Utilities	\$ 1,197.73	\$ 598.86
Hawaiian Electric Co., Inc.	201012334581	Utilities	\$ 1,056.60	\$ 528.30
Hawaiian Telcom	108724989900010	Telephone	\$ 53.74	\$ 26.87
Hawaiian Telcom	108724989900010D	DSL	\$ 70.80	\$ 35.40

Vendor Name (Utility)	Account #	Detailed Type	Average Monthly Expenditure	Proposed Adequate Assurance
Hawaiian Telcom	165192011630740	Garbage	\$ 70.78	\$ 35.39
Idaho Power	2221275247	Utilities	\$ 483.95	\$ 241.98
Illuminating Company	110 115 921 550	Utilities	\$ 466.01	\$ 233.00
Illuminating Company	110 115 921 550 D	Utility Deposits	\$ 376.00	\$ 188.00
Industrial Waste and Salvage	033720	Garbage	\$ 434.81	\$ 217.41
International Environmental Management, Inc	WET SEAL	Garbage	\$ 321.47	\$ 160.73
Irvine Ranch Water District	2128832432	Utilities	\$ 352.53	\$ 176.27
Irvine Ranch Water District	3572210000	Utilities	\$ 188.59	\$ 94.30
Irvine Ranch Water District	4572210000	Utilities	\$ 517.23	\$ 258.62
Irvine Ranch Water District	4599555222	Garbage	\$ 195.70	\$ 97.85
Irvine Ranch Water District	7390922974	Utilities	\$ 420.02	\$ 210.01
Irvine Ranch Water District	8924774597	Utilities	\$ 18.13	\$ 9.07
Irvine Ranch Water District	8924774597 PD	Utilities	\$ 55.86	\$ 27.93
JCP&L	100 016 253 518	Utilities	\$ 1,121.52	\$ 560.76
JOEMC	5000336813	Utilities	\$ 888.30	\$ 444.15
Johnson County Watewater	0020818538	Utilities	\$ 99.61	\$ 49.80
K U B	0543914870	Utilities	\$ 758.91	\$ 379.45
K U B	0543914870D	Utility Deposits	\$ 817.57	\$ 408.79
Kentucky American Water	1012-210009282521	Utilities	\$ 19.38	\$ 9.69
Keter Environmental Services, Inc	1039925	Garbage	\$ 254.18	\$ 127.09
Keter Environmental Services, Inc	1041413	Garbage	\$ 347.56	\$ 173.78
Keter Environmental Services, Inc	1042075	Garbage	\$ 261.61	\$ 130.80
Keter Environmental Services, Inc	1045107	Garbage	\$ 193.43	\$ 96.72
Keter Environmental Services, Inc	1048122	Garbage	\$ 225.94	\$ 112.97
Keter Environmental Services, Inc	1049108	Garbage	\$ 231.64	\$ 115.82
Keter Environmental Services, Inc	1052096	Garbage	\$ 468.50	\$ 234.25
Keter Environmental Services, Inc	1055081	Garbage	\$ 313.41	\$ 156.71
Keter Environmental Services, Inc	1057114	Garbage	\$ 310.86	\$ 155.43
Keter Environmental Services, Inc	1060187	Garbage	\$ 634.07	\$ 317.03
Keter Environmental Services, Inc	1061116	Garbage	\$ 230.42	\$ 115.21
Keter Environmental Services, Inc	1063159	Garbage	\$ 220.44	\$ 110.22
Keter Environmental Services, Inc	1064089	Garbage	\$ 409.72	\$ 204.86
Keter Environmental Services, Inc	1068117	Garbage	\$ 403.85	\$ 201.93
Keter Environmental Services, Inc	1073138	Garbage	\$ 175.50	\$ 87.75
Keter Environmental Services, Inc	1079118	Garbage	\$ 415.22	\$ 207.61
Keter Environmental Services, Inc	1082150	Garbage	\$ 493.25	\$ 246.63
Keter Environmental Services, Inc	1089141	Garbage	\$ 516.64	\$ 258.32
Keter Environmental Services, Inc	1090101	Garbage	\$ 286.69	\$ 143.35
Keter Environmental Services, Inc	1091140	Garbage	\$ 449.63	\$ 224.81
Keter Environmental Services, Inc	1093147	Garbage	\$ 307.46	\$ 153.73
Keter Environmental Services, Inc	1095115	Garbage	\$ 370.17	\$ 185.09
Keter Environmental Services, Inc	1097128	Garbage	\$ 536.20	\$ 268.10
Keter Environmental Services, Inc	1105144	Garbage	\$ 332.22	\$ 166.11
Keter Environmental Services, Inc	1111092	Garbage	\$ 330.73	\$ 165.36
Keter Environmental Services, Inc	1217122	Garbage	\$ 380.12	\$ 190.06
Keter Environmental Services, Inc	1218121	Garbage	\$ 279.49	\$ 139.75
Keter Environmental Services, Inc	1504126	Garbage	\$ 154.30	\$ 77.15
Keter Environmental Services, Inc	1505179	Garbage	\$ 442.51	\$ 221.25
Keter Environmental Services, Inc	3410181	Garbage	\$ 381.90	\$ 190.95
Keter Environmental Services, Inc	3411267	Garbage	\$ 960.56	\$ 480.28
Keter Environmental Services, Inc	3422163	Garbage	\$ 381.97	\$ 190.99
Keter Environmental Services, Inc	3428216	Garbage	\$ 490.17	\$ 245.08
Keter Environmental Services, Inc	3603153	Garbage	\$ 439.69	\$ 219.85
Kissimmee Utility Authority	2157461-1212540	Utilities	\$ 534.00	\$ 267.00
KU	3000-3076-8406	Utilities	\$ 1,652.60	\$ 826.30
LA DWP	420 358 6853	Utilities	\$ 1,871.20	\$ 935.60
Lake County Dept of Utilities	D30-00604-00	Utilities	\$ 81.41	\$ 40.70
LAKESIDE MALL	775-886-0755-05	Utilities	\$ 1,107.56	\$ 553.78
Lxserv City Services	11031607-2014512	Utilities	\$ 8.03	\$ 4.02
LG&E a PPL Company	3000-3077-9023	Utilities	\$ 606.45	\$ 303.22
Liberty Power Holdings LLC	20612049-545	Utilities	\$ 1,237.74	\$ 618.87
Liberty Power Holdings LLC	27176846-909	Utilities	\$ 403.85	\$ 201.92
Liberty Power Holdings LLC	49952500689	Utilities	\$ 603.38	\$ 301.69
Liberty Power Holdings LLC	49952500704	Utilities	\$ 516.51	\$ 258.25
Liberty Power Holdings LLC	49952500711	Utilities	\$ 1,019.04	\$ 509.52
Liberty Power Holdings LLC	94243834-013	Utilities	\$ 648.08	\$ 324.04
Liberty Utilities -NH	44633375-44324012	Utilities	\$ 745.90	\$ 372.95
LIPA	0395-1009-74-9	Utilities	\$ 1,109.30	\$ 554.65
LIPA	0448-8000-79-7	Utilities	\$ 1,629.14	\$ 814.57

Vendor Name (Utility)	Account #	Detailed Type	Average Monthly Expenditure	Proposed Adequate Assurance
LSREF Summer REO Trust 2009	722 Electric	Utilities	\$ 553.05	\$ 276.52
LSREF Summer REO Trust 2009	722 Water	Utilities	\$ 15.47	\$ 7.74
M.A.F. Enterprises	0171-4583-9029	Garbage	\$ 295.00	\$ 147.50
Macomb Mall Partners	D-265	Utilities	\$ 834.22	\$ 417.11
Margaret A Young, Collector	27B366038000	Utilities	\$ 72.03	\$ 36.02
Megapath, INC dba GTT Communications	3027774	DSL	\$ 126.11	\$ 63.06
Memorial City Mall	216 Wet Seal	Utilities	\$ 82.56	\$ 41.28
Metro Waste Services	116521	Garbage	\$ 344.93	\$ 172.47
Metropolitan Telecommunications	0100495334-700-8	Telephone	\$ 62.98	\$ 31.49
Metropolitan Telecommunications	0100495334-700-8D	DSL	\$ 78.41	\$ 39.20
MidAmerican Energy Company	52410-53121	Utilities	\$ 25.94	\$ 12.97
Middlesex Water Company	9340737919	Utilities	\$ 67.00	\$ 33.50
Mississippi Power	40121-63034	Utilities	\$ 1,248.55	\$ 624.27
Modesto Irrigation District	06385932100	Utilities	\$ 1,663.69	\$ 831.84
National Grid	28358-13004	Utilities	\$ 579.10	\$ 289.55
National Grid	64540-60001	Utilities	\$ 1,103.34	\$ 551.67
NATIONAL MANAGEMENT SYSTEMS LLC	1890-049	Garbage	\$ 253.78	\$ 126.89
NSTAR	2633 956 1016	Utilities	\$ 1,104.38	\$ 552.19
NV ENERGY	3000319266416037372	Utilities	\$ 610.02	\$ 305.01
NV ENERGY	3000319266419566674	Utilities	\$ 815.17	\$ 407.58
O'Fallon Water & Sewer Department	12921 52580	Utilities	\$ 17.50	\$ 8.75
OG&E	130633650-2D	Utility Deposits	\$ 1,395.00	\$ 697.50
Olympic III Mall Services	02-0085194	Garbage	\$ 277.35	\$ 138.68
Olympic Services	11-0031880	Garbage	\$ 350.78	\$ 175.39
Olympic Sunset Services	05-0043122	Garbage	\$ 229.34	\$ 114.67
OUC	0097274797	Utilities	\$ 1,413.44	\$ 706.72
Pacific Gas and Electric Company	0129735240-1 0921	Utilities	\$ 1,081.39	\$ 540.69
Pacific Gas and Electric Company	5688153509-2 0554	Utilities	\$ 815.59	\$ 407.80
Palmetto Utilities, Inc.	150000140.00 98	Utilities	\$ 42.56	\$ 21.28
Pennsylvania American Water	1024-210035021411	Utilities	\$ 20.39	\$ 10.19
PG&E	0135362630-0	Utilities	\$ 1,240.52	\$ 620.26
PG&E	1384069811-5	Utilities	\$ 1,618.67	\$ 809.33
PG&E	4915683396-1	Utilities	\$ 1,223.41	\$ 611.70
PG&E	7655114877-8	Utilities	\$ 816.66	\$ 408.33
PR Springfield- Delco Ltd Part	137 25292	Utilities	\$ 703.15	\$ 351.58
PR WYOMING VALLEY LP	2835415	Utilities	\$ 661.01	\$ 330.50
PREIT	74603-0560-0000-02-00	Utilities	\$ 31.57	\$ 15.78
Premiere Conferencing	221403	Conference Calls	\$ 31.71	\$ 15.85
PSE&G	71 921 500 02	Utilities	\$ 591.43	\$ 295.71
PSE&G	71 927 737 00	Utilities	\$ 1,188.32	\$ 594.16
San Diego Gas & Electric	3929 642 145 0	Utilities	\$ 1,786.94	\$ 893.47
SCE&G	2-2101-0344-1130	Utilities	\$ 706.33	\$ 353.16
SCE&G	2-2101-0717-8041	Utilities	\$ 1,033.85	\$ 516.93
SMUD	6268676	Utilities	\$ 561.33	\$ 280.67
Snohomish County Utility District	2203-1584-0	Utilities	\$ 735.21	\$ 367.61
Snohomish County Utility District	2203-1585-7	Utilities	\$ 593.28	\$ 296.64
Source Power & Gas LLC	06106797-222-6	Utilities	\$ 773.78	\$ 386.89
Source Power & Gas LLC	06106797-644-1	Utilities	\$ 195.13	\$ 97.56
Source Power & Gas LLC	40959082-439-0	Utilities	\$ 268.05	\$ 134.02
Southern California Edison	2-37-315-8492	Utilities	\$ 1,131.79	\$ 565.89
Southern California Edison	2-37-315-9094	Utilities	\$ 4,195.48	\$ 2,097.74
Southern California Edison	2-37-315-9482	Utilities	\$ 1,069.52	\$ 534.76
Southern California Edison	2-37-316-3211	Utilities	\$ 639.05	\$ 319.52
Southern California Edison	2-37-316-3401	Utilities	\$ 1,445.77	\$ 722.88
Southern California Edison	2-37-316-3732	Utilities	\$ 1,407.64	\$ 703.82
Southern California Edison	2-37-316-3922	Utilities	\$ 2,144.29	\$ 1,072.15
Southern California Edison	2-37-316-4136	Utilities	\$ 1,405.96	\$ 702.98
Southern California Edison	2-37-316-4292	Utilities	\$ 1,502.73	\$ 751.36
Southern California Edison	2-37-316-4813	Utilities	\$ 968.87	\$ 484.44
Southern California Edison	2-37-316-4946	Utilities	\$ 1,163.76	\$ 581.88
Southern California Edison	2-37-316-5737	Utilities	\$ 854.65	\$ 427.33
Southern California Edison	2-38-903-0271	Utilities	\$ 906.61	\$ 453.31
Sprint	681091200	LD/800#	\$ 15.05	\$ 7.52
SRP	994-795-008	Utilities	\$ 817.93	\$ 408.97
Suez Water Delaware	02708653040000	Utilities	\$ 17.10	\$ 8.55
Suez Water Delaware	02708653040000 PD	Utilities	\$ 71.37	\$ 35.69
Sustainable Solutions Group	WET1211281	Garbage	\$ 324.63	\$ 162.32
Sustainable Solutions Group	WET1212011	Garbage	\$ 137.00	\$ 68.50
Sustainable Solutions Group	WET1212021	Garbage	\$ 298.13	\$ 149.07

Vendor Name (Utility)	Account #	Detailed Type	Average Monthly Expenditure	Proposed Adequate Assurance
Sustainable Solutions Group	WET1212121	Garbage	\$ 353.35	\$ 176.68
Sustainable Solutions Group	WET1212141	Garbage	\$ 428.33	\$ 214.16
Sustainable Solutions Group	WET1212181	Garbage	\$ 249.41	\$ 124.71
Sustainable Solutions Group	WET1212211	Garbage	\$ 375.89	\$ 187.94
Sustainable Solutions Group	WET1212251	Garbage	\$ 317.03	\$ 158.51
Sustainable Solutions Group	WET1212281	Garbage	\$ 240.94	\$ 120.47
Tampa Westshore Assoc. LP	775-915-0085-03	Utilities	\$ 347.91	\$ 173.95
Tampa Westshore Assoc. LP	775-916-0085-03	Utilities	\$ 456.66	\$ 228.33
Telecom Solutions	8 1800 0022 7722	Utilities	\$ 430.18	\$ 215.09
Telecom Solutions	8 1800 0022 7722D	Utility Deposits	\$ (131.00)	\$ (65.50)
The Gas Company	087 297 5968 1	Utilities	\$ 256.62	\$ 128.31
The Gas Company	140 350 8581 1	Utilities	\$ 357.69	\$ 178.85
TM Fairlane Center LP	775-912-0100-01	Utilities	\$ 1,014.20	\$ 507.10
TOG	CUST002078	Garbage	\$ 349.57	\$ 174.78
Toho Water Authority	002157461-001212540	Utilities	\$ 35.39	\$ 17.69
Town of Burlington	90100011	Utilities	\$ 54.40	\$ 27.20
Town of Hempstead Dept of Water	511231	Utilities	\$ 138.69	\$ 69.35
Township of Freehold Water & Sewer	2299160-100	Utilities	\$ 148.63	\$ 74.32
Twelve Oaks Mall LLC	775-902-0070-01	Utilities	\$ 570.99	\$ 285.49
UGI Utilities	720519250760	Utilities	\$ 23.44	\$ 11.72
United Water Delaware	02708653040000	Utilities	\$ 18.60	\$ 9.30
Vector Intelligent Solutions, LLC	AN1000000128	DSL	\$ 116.65	\$ 58.33
Verizon	315 422 9313 779 25 1	Telephone	\$ 143.09	\$ 71.55
Verizon	315 422 9313 779 25 1-D	DSL	\$ 78.39	\$ 39.20
Verizon	652-535-823-0001-59	DSL	\$ 96.99	\$ 48.50
Verizon Wireless	770383176-00001	Cellular	\$ 50.54	\$ 25.27
Verizon Wireless	770383176-00005	Cellular	\$ 78.48	\$ 39.24
Village of Orland Park	104230	Utilities	\$ 27.57	\$ 13.79
Warwick Utility Billing	82401563600	Utilities	\$ 75.96	\$ 37.98
WASTE MANAGEMENT OF RHODE ISLAND	14-57497-73006	Cellular	\$ 219.56	\$ 109.78
WASTE MANAGEMENT OF RHODE ISLAND	607-0055620-0460-5	Garbage	\$ 204.92	\$ 102.46
Waste Pro 601-Gautier	020664	Garbage	\$ 165.70	\$ 82.85
Water District No. 1 of Johnson County	400101188878	Utilities	\$ 112.75	\$ 56.37
Water, Gas & Light Commission	213998-36459	Utilities	\$ 679.80	\$ 339.90
Whitehall Township Authority	11060	Utilities	\$ 25.00	\$ 12.50
Windstream	011 299 091 123	Telephone	\$ 59.47	\$ 29.73
Windstream	040 538 005	Telephone	\$ 88.40	\$ 44.20
Windstream	040 538 005-D	DSL	\$ 43.17	\$ 21.59
Windstream	100166010	Telephone	\$ 73.20	\$ 36.60
Windstream	162302625	Telephone	\$ 65.03	\$ 32.52
Wright-Hennepin Cooperative Electric	150-1689-8831	Utilities	\$ 767.70	\$ 383.85
Wyoming Valley Sanitary Authority	2402781150-0	Utilities	\$ 52.38	\$ 26.19
TOTAL			\$ 155,550.32	\$ 77,775.16