

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

In re:

BEAVEX HOLDING CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-10316 (____)

Joint Administration Requested

DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS, PURSUANT TO SECTIONS 105(a), 345, 363 AND 503(b) OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2015 AND LOCAL RULE 2015-2 (I) AUTHORIZING AND APPROVING (A) CONTINUED USE OF CASH MANAGEMENT SYSTEM AND (B) USE OF PREPETITION BANK ACCOUNTS AND BUSINESS FORMS; (II) AUTHORIZING THE BANKS PARTICIPATING IN THE CASH MANAGEMENT SYSTEM TO HONOR CERTAIN TRANSFERS AND CHARGE CERTAIN AMOUNTS; (III) WAIVING THE REQUIREMENTS OF SECTION 345(b) ON AN INTERIM BASIS; (IV) GRANTING ADMINISTRATIVE EXPENSE STATUS TO POSTPETITION INTERCOMPANY CLAIMS; AND (V) GRANTING RELATED RELIEF

The above-captioned affiliated debtors and debtors in possession (collectively, the “Debtors”) hereby submit this motion (this “Motion”) for the entry of an interim order, substantially in the form attached hereto as Exhibit C (the “Interim Order”) and a final order, substantially the form attached hereto as Exhibit D, (the “Final Order”, together with the Interim Order, the “Proposed Orders”), pursuant to sections 105, 345, 363, 364 and 503(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2015-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (i) approving the Debtors’ continued use of (a) their current cash management system and (b) the Debtors’ existing bank accounts and business forms, including,

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: BeavEx Holding Corporation (7740); BeavEx Acquisition, Inc. (5497); BeavEx Incorporated (7355); JNJW Enterprises, Inc. (4963); and USXP, LLC (2997). The headquarters for the above-captioned Debtors is located at 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339.

authorizing the Debtors to open and close bank accounts; (ii) authorizing, but not directing, the banks participating in the Cash Management System (as defined below) to honor certain transfers and charge bank fees and certain other amounts; (iii) authorizing the Debtors' deposit practices and waiving the requirements of section 345(b) of the Bankruptcy Code in connection therewith on an interim basis; (iv) granting administrative expense status to postpetition intercompany claims and (v) granting related relief. The facts and circumstances supporting this Motion are set forth in the concurrently-filed *Declaration of Donald Van der Wiel in Support of Debtors' Chapter 11 Petitions and First Day Motions* (the "First Day Declaration"), which is incorporated herein by reference. In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter 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 February 29, 2012 (the "Amended Standing Order"). This is a core proceeding pursuant to 28 U.S.C. § 157(b), and pursuant to Local Rule 9013-1(f), the Debtors consent to the 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 is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are sections 105, 345, 363, 364(b), 503(b), 1107(a), and 1108 of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004, and Local Rule 2015-2.

BACKGROUND

3. On the date hereof (the "Petition Date"), each of the Debtors commenced a voluntary case under the Bankruptcy Code. The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No official committees have been appointed in these chapter 11 cases, and no request has been made for the appointment of a trustee or examiner.

4. Additional information regarding the Debtors' business, capital structure and the circumstances leading to the filing of these chapter 11 cases is set forth in the First Day Declaration.

A. Debtors' Cash Management System

5. In the ordinary course of business, the Debtors utilize a cash management system to efficiently collect, concentrate and disburse funds generated by their operations (the "Cash Management System"). The Cash Management System allows the Debtors to collect and disburse the cash generated by their business, pay their financial obligations, centrally control and monitor corporate funds and available cash, comply with the requirements of their financing agreements, reduce administrative expenses and efficiently obtain accurate financial data. Accordingly, any disruption to the Cash Management System would unnecessarily and significantly hinder the Debtors' day-to-day operations and impede the successful administration of their chapter 11 estates.

6. As of the Petition Date, the Debtors' Cash Management System consist of seven (7) bank accounts (the "Bank Accounts") located as follows: (i) five (5) with U.S. Bank; (ii) one (1) with Enterprise Bank & Trust ("Enterprise"); and (iii) one (1) with The Bancorp Bank (each a

“Bank” and collectively, the “Banks”).² A list and description of each of the Debtors’ Banks and Bank Accounts is attached hereto as Exhibit A, and a diagram illustrating the flow of funds through the Cash Management System is attached hereto as Exhibit B.

7. The Cash Management System has two main components: (i) cash receipts, including, but not limited to receipts of payments made to the Debtors by their customers and (ii) cash disbursements to fund the Debtors’ operations, primarily consisting of payments to or on account of non-employee independent contract couriers, non-employee third-party service providers, employee payroll, employee benefits and taxes. Accordingly, to that end, the Bank Accounts include a concentration Bank Account (9965) with U.S. Bank (the “Master Concentration Account”), two deposit accounts (the “Deposit Accounts”) and two disbursement accounts (the “Disbursement Accounts”).³ The Debtors also maintain a Bank Account to fund a prepaid Visa credit card for certain operational expenses and a Bank Account for their employees’ flex spending accounts in connection with their employees’ health care benefit.

8. As described more fully in the First Day Declaration, the Debtors’ business operations consists of their transportation broker services, warehousing and courier services (the “Core BeavEx Business”) and their medical and laboratory support services (the “Medical Logistics Business”) which is operated by BeavEx Incorporated’s Guardian Medical Logistics Division (“GML Division”). Accordingly, as illustrated in Exhibit B, the Debtors’ Cash Management System, generally speaking, is divided into two banking systems; one for the Core BeavEx Business operations conducted by BeavEx Inc., JNJW and USXP and one for the Medical Logistics Business operations conducted by the GML Division. With the exception of

² To the extent that the Debtors establish new bank accounts postpetition with new or additional banks, the term “Bank” shall include all banks participating in the Debtors’ Cash Management System and the term “Bank Accounts” shall include accounts held with those new or additional banks(s).

³ As explained more fully below, one of the Bank Accounts is in connection with the operations of the GML Division.

employee payroll and related expenses and settlement costs in connection with the independent contract couriers for the Core BeavEx Business and the Medical Logistics Business (each of which are paid out of the Master Concentration Account), all other operational disbursements on behalf of the Debtors are made through the Disbursement Accounts as described below.

Core BeavEx Business Cash Management System

9. The Debtors' Bank Account (9957) with U.S. Bank (the "Core BeavEx Business Deposit Account") collects all receipts, including, but not limited to customer receipts, in the form of checks, credit card payments or automated clearing house deposits. The Core BeavEx Business Deposit Account is generally swept on a daily basis and presented to the Master Concentration Account. The Debtors also maintain a Bank Account (1400) with U.S. Bank (the "Core BeavEx Business Disbursement Account")⁴, from which the Debtors pay most of their operating expenses in connection with the Core BeavEx Business.

10. Additionally, the Debtors maintain (i) a prepaid Visa credit card Bank Account (0439) with U.S. Bank, which is funded through the Master Concentration Account and which is used primarily to pay for certain operational expenses incurred at the Debtors' various terminal facilities and (ii) a flex spending account Bank Account (8682) with The Bancorp Bank (the "Core BeavEx FSA Account") for the purposes of holding contributions made by their employees to their respective flex spending accounts in connection with their respective health benefits.⁵

⁴ The Core BeavEx Disbursement Account is a zero-balance account. Thus, payments made through the Core BeavEx Disbursement Account are presented to the Master Concentration Account on a daily basis for payment.

⁵ Unused funds in the Core BeavEx Business FSA Account at the end of the fiscal year revert to the Debtors.

Medical Logistics Business Cash Management

11. The Debtors maintain Bank Account (3686) with Enterprise (the “Medical Logistics Business Deposit/Disbursement Account”) into which the Debtors collect all receipts in connection with the Medical Logistics Business, including, but not limited to those from their customers, in the form of checks, credit card payments or automated clearing house deposits and from which the Debtors also pay most of their operating expenses in connection with those business operations. Generally speaking, the Medical Logistics Business Deposit/Disbursement Account is swept 2-3 times a week into the Master Concentration Account.

12. Lastly, in anticipation of the filing of the chapter 11 cases, the Debtors established a deposit Bank Account (8992) with U.S. Bank for the purpose of maintaining funds in connection with the Utility Deposit designed to serve as adequate assurance of future payment for the Debtors’ utility providers.

RELIEF REQUESTED

13. By this Motion, the Debtors request the Court enter the Proposed Orders: (i) approving the Debtors’ continued use of (a) their current cash management system and (b) the Debtors’ existing bank accounts and business forms, including, authorizing the Debtors to open and close bank accounts; (ii) authorizing, but not directing, the banks participating in the Cash Management System to honor certain transfers and charge bank fees and certain other amounts; (iii) authorizing the Debtors’ deposit practices and waiving the requirements of section 345(b) of the Bankruptcy Code in connection therewith on an interim basis; (iv) granting administrative expense status to postpetition intercompany claims and (v) granting related relief.

BASIS FOR RELIEF

A. The Court Should Authorize the Debtors' Uninterrupted Use of Their Existing Cash Management System

14. The Debtors seek authority to continue utilizing their current Cash Management System, as described above. Given the volume of cash transactions processed through the Cash Management System each day, it is critical that the Debtors be able to continue to consolidate management of cash and centrally coordinate transfers of such funds in order to efficiently and effectively operate their business. Maintenance of the existing Cash Management System will prevent any interruption to the Debtors' business operations, while protecting the Debtors' cash for the benefit of their estates. Conversely, requiring the Debtors to change their Cash Management System at this critical time would cause unnecessary confusion, disrupt payroll, introduce inefficiency into the Debtors' operations when efficiency is most essential, and strain the Debtors' relationships with critical third parties, each of which could diminish the prospects for a successful sale of the Debtors' assets.

(i) The Debtors' Continued Use of Existing Bank Accounts is Necessary

15. The Debtors' Bank Accounts are with Banks that are insured by the Federal Deposit Insurance Corporation (the "FDIC"). The Cash Management System utilizes these Bank Accounts to effectively and efficiently collect, transfer and disburse funds as needed in the Debtors' general business operations. The Cash Management System provides significant benefits to the Debtors, including the ability to: (i) closely track, and thus control all corporate funds; (ii) ensure cash availability and (iii) reduce administrative expenses by facilitating the movement of funds. Any disruption in the Debtors' disbursement and deposit account could cause delays in the collection and disbursement of funds, thus impeding the Debtors' ability to avoid a harmful interruption in their operations during the pendency of these chapter 11 cases.

Furthermore, the Debtors' restructuring efforts will be facilitated by preserving the "business as usual" atmosphere and avoiding the distractions that would inevitably be associated with a substantial disruption in the Cash Management System.

16. Maintaining the Bank Accounts in their current form will sufficiently protect the Debtors' assets and allow the Debtors to proceed through the chapter 11 process in an efficient and cost effective manner. Accordingly, to avoid substantial disruption to the normal operation of their business, the Debtors request that they be permitted to continue to use their Bank Accounts with the same account numbers.

17. The Debtors will ensure that appropriate procedures are in place so that checks issued prior to the Petition Date but presented after the Petition Date will not be honored absent approval from the Court. The Debtors will also maintain records of postpetition transfers within the Cash Management System so that transfers and transactions will be documented in their books and records to the same extent such information was maintained by the Debtors prior to the Petition Date.

18. The Debtors further request that the Banks be authorized, but not directed, to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors-in-possession without interruption. Absent this relief, the United States Trustee's Operating Guidelines for Chapter 11 Cases (the "Guidelines") would require the Debtors to close all of their Bank Accounts and open new accounts. Allowing the Debtors to continue to use their Bank Accounts will assist the Debtors in accomplishing a smooth transition to operating as debtors-in-possession.

19. The Debtors also seek authority to implement ordinary course changes to their Cash Management System as the Debtors may determine that such changes in the Cash

Management System are beneficial to their business. As part of these ordinary course changes, the Debtors request authority to open and close bank accounts. The Debtors request that the Banks be authorized, but not directed, to honor the Debtors' requests to open or close any bank accounts.

20. The Debtors' request for authorization to continue to use their Cash Management System is supported by section 363(c)(1) of the Bankruptcy Code, which authorizes debtors-in-possession to "use property of the estate in the ordinary course of business, without notice or a hearing." 11 U.S.C. § 363(c)(1). Section 363(c)(1) provides debtors in possession with the flexibility to engage in the ordinary transactions required to operate their businesses. *See, e.g., In re Roth Am.*, 975 F.2d 949, 952 (3d Cir. 1992); *see also In re Nellson Nutraceutical, Inc.*, 369 B.R. 787, 796 (Bankr. D. Del. 2007). Included within the purview of section 363(c) is a debtor's ability to continue the routine transactions necessitated by its cash management system. *See Amdura Nat'l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.)*, 75 F.3d 1447, 1453 (10th Cir. 1996). Accordingly, the Debtors seek authority to continue the using their Cash Management System pursuant to section 363(c)(1).

(ii) *The Debtors Continued Use of Their Existing Business Forms is Necessary*

21. In the ordinary course of their business, the Debtors use various checks and other business forms, including, but not limited to, letterhead, purchase orders and invoices (collectively, the "Business Forms"). By virtue of the nature and scope of the Debtors' business operations and the large number of customers, vendors, independent contractor couriers and third-party service providers with whom the Debtors deal on a regular basis, it is important that the Debtors be permitted to continue to use their existing checks and other Business Forms without alteration or change. Pursuant to Local Rule 2015-2(a), and to avoid disruption of the

Cash Management System and unnecessary expense, the Debtors request that they not be required to include the legend “Debtor-in-Possession” and the corresponding bankruptcy case number on any existing Business Forms, provided, however, with respect to checks which the Debtors or their agents print themselves, the Debtors shall begin printing “Debtor-in-Possession” or “DIP” on such items within ten (10) days of the date of the entry of the Interim Order.

B. The Court Should Grant the Debtors a Waiver of the U.S. Trustee Guidelines

22. The Debtors further request a waiver of certain bank account and related requirements (including, without limitation, the operating guidelines established by the U.S. Trustee that require debtors to close all prepetition bank accounts, open new accounts designated as debtor-in-possession accounts and to provide new business forms and stationery) of the United States Trustee to the extent that such requirements are inconsistent with (i) the Debtors’ practices in connection with their Cash Management System or (ii) any action taken by the Debtors in accordance with any order granting the relief requested in this Motion or any other order entered in these chapter 11 cases.

23. As described above, the Debtors’ ability to continue their Cash Management System in the ordinary course of their business is essential to their operations. In light of the size and complexity of the Debtors’ operations, any disruption in the Debtors’ cash management procedures will hamper the Debtors’ efforts to preserve and enhance the value of their estates.

24. The Court has the authority to grant the requested relief pursuant to its equitable powers under section 105(a) of the Bankruptcy Code. Section 105(a) provides, in relevant part, that the Court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a). The relief requested herein is necessary and appropriate to allow the Debtors to successfully administer these chapter

11 cases, to optimize their postpetition business performance and to maximize the value of their estates.

25. Accordingly, the Debtors request that the Court waive the strict enforcement of the requirement that the Debtors open new bank accounts. The Debtors further request that their existing Bank Accounts be deemed debtor-in-possession accounts and that the Debtors be authorized to maintain and continue using these accounts in the same manner and with the same account numbers, styles and document forms as those employed prior to the Petition Date.

26. A centralized cash management system “allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” *In re Columbia Gas Sys., Inc.*, 136 B.R. 930, 934 (Bankr. D. Del. 1992). The Third Circuit agreed, stating that requiring the maintenance of all accounts separately “would be a huge administrative burden and economically inefficient.” *In re Columbia Gas Sys., Inc.*, 997 F.2d 1039, 1061 (3d Cir.1993).

C. The Court Should Authorize the Banks Participating in the Cash Management System to Honor Certain Transfers and Charge Bank Fees and Certain Other Amounts

27. Contemporaneously with the filing of this Motion, the Debtors have filed various motions for authorization to pay certain prepetition debt. With respect to some of this debt, prior to the Petition Date, the Debtors issued checks that have yet to clear the banking system. With respect to other debt, the Debtors intend to issue checks postpetition on account of such prepetition debt once the Court enters an order permitting the Debtors to take such action. The Debtors intend to inform the Banks of which prepetition checks the Banks should honor pursuant to orders of the Court authorizing such payment.

28. As a result of the foregoing, the Debtors request the Banks be authorized, but not directed, to accept and honor all representations from the Debtors as to which checks, drafts,

wires or automated clearing house transfers (“ACH Transfers”) should be honored or dishonored consistent with any order of this Court and governing law, whether such checks, drafts, wires or ACH Transfers are dated prior to, on or subsequent to the Petition Date. Pursuant to the relief requested in this Motion, the Banks will not be liable to any party on account of (i) following the Debtors’ instructions or representations as to any order of this Court; (ii) honoring of any prepetition check or item in a good faith belief that the Court has authorized such prepetition check or item to be honored or (iii) making an innocent mistake made despite implementation of reasonable item-handling procedures. Such relief is reasonable and appropriate because the Banks are not in a position to independently verify or audit whether a particular item may be paid in accordance with a Court order or otherwise.

29. Finally, the Debtors request authority for the Banks to charge and the Debtors to pay or honor both prepetition and postpetition service and other fees, costs, charges and expenses to which the Banks may be entitled under the terms of and in accordance with their contractual arrangements with the Debtors (collectively, the “Bank Fees”). The Debtors also request the Banks be authorized, but not directed, to charge back returned items to the Bank Accounts in the normal course of business.

30. The Debtors require this relief to minimize the disruption of the Cash Management System and their Bank Accounts and to assist them in accomplishing a smooth transition to operating in chapter 11.

D. The Court Should Waive the Deposit Requirements of Section 345(b) of the Bankruptcy Code on an Interim Basis

31. The Debtors request that the Court waive the requirements of section 345(b) of the Bankruptcy Code on an interim basis for a period of thirty (30) days from the Petition Date and permit them to maintain their deposits in their accounts in accordance with their existing

deposit practices until such time as the Debtors obtain the Court's approval to deviate from the guidelines imposed under section 345(b) of the Bankruptcy Code on a final basis, to the extent necessary.

32. Section 345(a) of the Bankruptcy Code authorizes deposits or investments of money of a bankruptcy estate, such as cash, in a manner that will "yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." 11 U.S.C. § 345(a). For deposits or investments that are not "insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States," section 345(b) of the Bankruptcy Code provides that the estate must require from the entity with which the money is deposited or invested a bond in favor of the United States secured by the undertaking of an adequate corporate surety. 11 U.S.C. § 345(b).

33. A court may, however, relieve a debtor-in-possession of the restrictions imposed by section 345(b) of the Bankruptcy Code for "cause." 11 U.S.C. § 345(b). Local Rule 2015-2(b) provides that if a motion for a waiver of the restrictions imposed by section 345(b) "is filed on the first day of a chapter 11 case in which there are more than 200 creditors, the Court may grant an interim waiver until a hearing on the debtor's motion can be held." Del. Bankr. L.R. 2015-2(b). As this Motion is being filed on the Petition Date and the Debtors have in excess of 200 creditors, the Debtors request that the Court enter an order waiving, on an interim basis, for a period of thirty (30) days from the Petition Date, the requirements of section 345(b) of the Bankruptcy Code.

34. The Debtors submit that cause exists for allowing them to maintain their cash within the Cash Management System without meeting the bond requirements of Bankruptcy

Code section 345(b). The Bank Accounts are with a financially stable banking institution and the Bank Accounts have FDIC insurance up to the applicable limit per account. Additionally, it would be overly burdensome and impractical for the Debtors to direct their limited financial personnel to open multiple operating accounts to keep funds in each account under the insured limits. To force the Debtors to do so would harm the Debtors' ability to maintain their business operations, as the Debtors would have to access several operating accounts to pay payroll and accounts payable invoices that may aggregate over \$250,000 at any given time. The Bank Accounts are safe, prudent, and commercially reasonable and satisfy the goal of protecting principal (even if they do not strictly comply with all of the requirements of section 345 of the Bankruptcy Code). Therefore, insisting on strict compliance with section 345 of the Bankruptcy Code, under the circumstances, would be unduly burdensome and distracting to the Debtors.

35. The Court has granted requests to approve the use of deposit and investment practices that do not comply strictly with section 345(b) of the Bankruptcy Code but that, as here, are safe and prudent.

E. The Court Should Provide Administrative Priority Status to Postpetition Intercompany Claims

36. To facilitate operations, the Debtors engage in certain intercompany transactions which include, but may not be limited to BeavEx Inc.'s payment of certain taxes and statutory fees on behalf of certain of the Debtors (collectively, the "Intercompany Transactions"). The Intercompany Transactions may result in intercompany receivables and payables (collectively, the "Intercompany Claims").

37. To ensure that each individual Debtor will not, at the expense of its own creditors, fund the operations of an affiliated entity, the Debtors respectfully request that the Court, pursuant to section 503(b)(1) of the Bankruptcy Code, authorize the Debtors to treat

Intercompany Claims arising after the Petition Date in the ordinary course of business as administrative expenses. If the Court authorizes the Debtors to treat Intercompany Claims, to the extent they exist, as administrative expenses, then each entity utilizing funds flowing through the Cash Management System and receiving services through intercompany arrangements would continue to bear the ultimate repayment responsibility for such ordinary course transactions and their related share of the cost of services provided.

38. The Debtors track all transactions and can ascertain, trace and account for the Intercompany Transfers. If the Intercompany Transfers were to be discontinued, the Cash Management System and the Debtors' operations could be unnecessarily disrupted to the detriment of the Debtors and their creditors and other stakeholders.

39. For the foregoing reasons, the Debtors believe that granting the relief requested herein is appropriate and in the best interests of their estates and creditors.

SATISFACTION OF BANKRUPTCY RULE 6003(b)

40. Pursuant to Bankruptcy Rule 6003(b), any motion seeking to use property of the estate pursuant to section 363 of the Bankruptcy Code or to satisfy prepetition claims within twenty-one days of the Petition Date requires the Debtors to demonstrate that such relief "is necessary to avoid immediate and irreparable harm." Fed. R. Bankr. P. 6003(b). As set forth above, the Debtors believe that the continued use of the Bank Accounts, Cash Management System and Business Forms, and the payment of Bank Fees are necessary to prevent the disruption of the Debtors' operations.

41. Accordingly, the Debtors respectfully submit that Bankruptcy Rule 6003(b) has been satisfied and the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates.

WAIVER OF STAY UNDER BANKRUPTCY RULE 6004(h)

42. Pursuant to Bankruptcy Rule 6004(h), “[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 set forth above, any delay in granting the relief requested would be detrimental to the Debtors, their estates and creditors.

43. For this reason and those set forth above, the Debtors submit that ample cause exists to justify a waiver of the fourteen day stay imposed by Bankruptcy Rule 6004(h), to the extent applicable.

DEBTORS’ RESERVATION OF RIGHTS

44. Nothing contained herein is intended or should be construed as either (i) an admission of the validity of any claim against the Debtors; (ii) a waiver or the Debtors’ right to dispute any claim or (iii) an approval, assumption or rejection of any agreement, contract or lease under section 365 of the Bankruptcy Code.

NOTICE

45. Notice of this Motion has been provided to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the Office of the United States Attorney for the District of Delaware; (iii) the Internal Revenue Service; (iv) the Debtors’ thirty (30) largest unsecured creditors on a consolidated basis against the Debtors; and (v) counsel to the Debtors’ prepetition and proposed postpetition secured lenders; and (vi) the Debtors’ Banks. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: Wilmington, Delaware
February 18, 2019

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Donald J. Bowman, Jr.

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*Proposed Counsel for the Debtors
and Debtors in Possession*

EXHIBIT A

List of Debtors' Banks and Bank Accounts

Bank	Account Number	Account Holder	Account
US Bank	XXX1400	Beavex Inc.	Disbursement Account
US Bank	XXX9957	Beavex Inc.	Deposit/Collection Account
US Bank	XXX9965	Beavex Inc.	Concentration Account
US Bank	XXX8982	Beavex Inc.	Deposit Account (Utility)
Enterprise Bank & Trust - Overland Park KS	XXX3686	Beavex Inc.	Deposit/Disbursement Account
US Bank	XXX0439	Beavex Inc.	Prepaid Visa
The Bancorp Bank	XXX8682	Beavex Inc.	FSA

EXHIBIT B

Schematic of Cash Management System

**Beavex, Inc.
Cash Management**

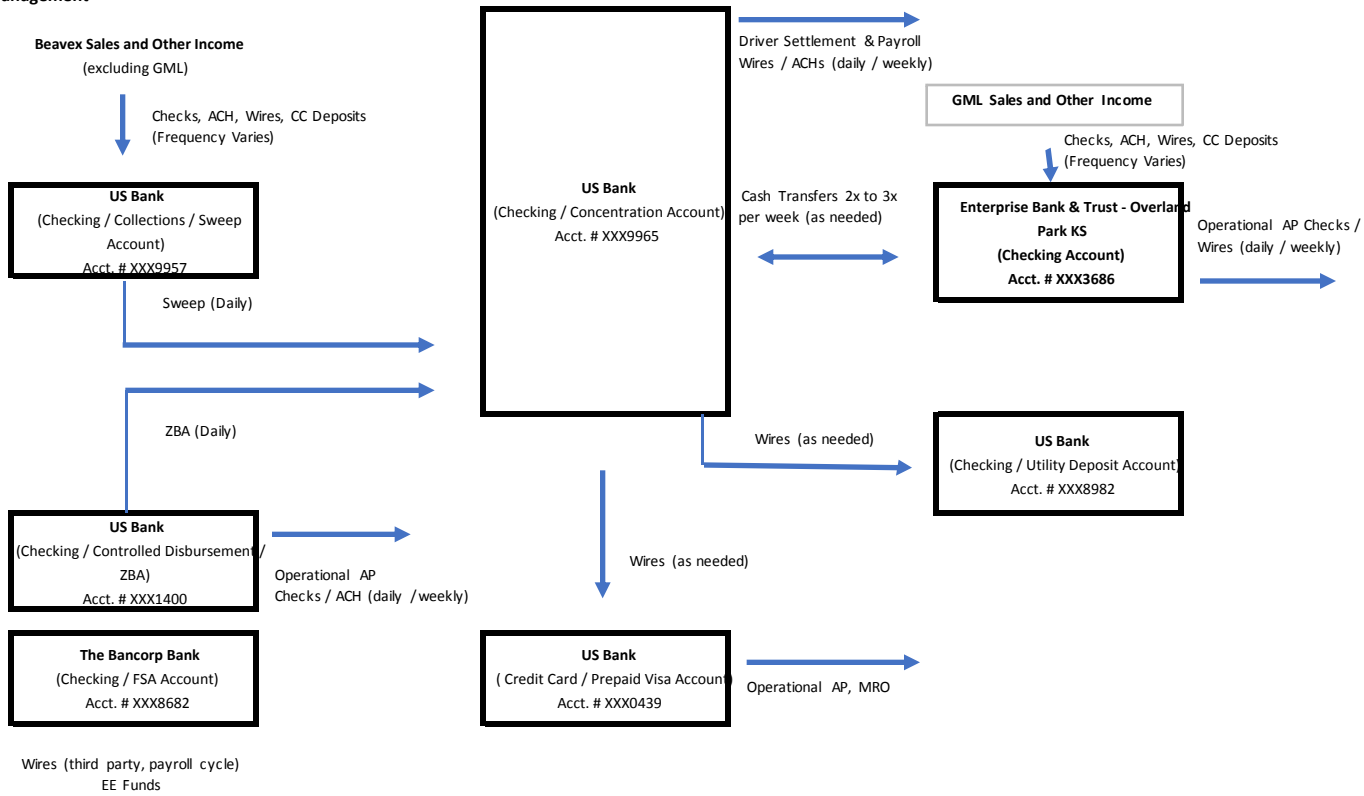


EXHIBIT C

Proposed Interim Order

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

In re:

BEAVEX HOLDING CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-10316 (___)

Jointly Administered

Ref. Docket No.: ___

**INTERIM ORDER, PURSUANT TO SECTIONS 105(a), 345, 363 AND 503(b) OF
THE BANKRUPTCY CODE, BANKRUPTCY RULE 2015 AND LOCAL RULE 2015-2
(I) AUTHORIZING AND APPROVING (A) CONTINUED USE OF CASH
MANAGEMENT SYSTEM AND (B) USE OF PREPETITION BANK ACCOUNTS AND
BUSINESS FORMS; (II) AUTHORIZING THE BANKS PARTICIPATING IN THE
CASH MANAGEMENT SYSTEM TO HONOR CERTAIN TRANSFERS AND
CHARGE CERTAIN AMOUNTS; (III) WAIVING THE REQUIREMENTS OF
SECTION 345(b) ON AN INTERIM BASIS; (IV) GRANTING ADMINISTRATIVE
EXPENSE STATUS TO POSTPETITION INTERCOMPANY CLAIMS;
AND (V) GRANTING RELATED RELIEF**

Upon consideration of the Motion² of the above-captioned affiliated debtors and debtors-in-possession (collectively, the “Debtors”), for the entry of an interim and final orders, pursuant to sections 105(a), 345, 363 and 503(b) of the Bankruptcy Code, Bankruptcy Rule 2015 and Local Rule 2015-2, (i) approving the Debtors’ continued use of (a) their current Cash Management System and (b) the Debtors’ existing bank accounts and business forms, including, authorizing the Debtors to open and close bank accounts; (ii) authorizing, but not directing, the banks participating in the Cash Management System to honor certain transfers and charge bank fees and certain other amounts; (iii) authorizing the Debtors’ deposit practices and waiving the requirements of section 345(b) of the Bankruptcy Code in connection therewith on an interim

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: BeavEx Holding Corporation (7740); BeavEx Acquisition, Inc. (5497); BeavEx Incorporated (7355); JNJW Enterprises, Inc. (4963); and USXP, LLC (2997). The headquarters for the above-captioned Debtors is located at 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339.

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

basis; (iv) granting administrative expense status to postpetition intercompany claims and (v) granting related relief; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and creditors; and after due deliberation 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 Debtors are authorized to continue the Cash Management System in accordance with the Debtors' normal and customary practice.
3. The Debtors are authorized in the reasonable exercise of their business judgment, to: (i) designate, maintain and continue to use, with the same account numbers, all of their Bank Accounts in existence on the Petition Date (including, without limitation, those bank accounts identified on Exhibit A to the Motion); (ii) use, in their present form, any and all checks and other documents related to the Bank Accounts; (iii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors-in-possession and to maintain and continue using these accounts in the same manner and with the same account numbers, styles, and document forms as used prior to the Petition Date; (iv) implement ordinary course changes to their Cash Management System and (v) open new bank accounts or close any of the Bank Accounts as the

Debtors may deem necessary and appropriate; provided, however, that prior to opening any new bank accounts or closing any of the Bank Accounts, the Debtors shall provide three (3) days' notice to (i) the U.S. Trustee; (ii) counsel to the Debtors' prepetition and proposed postpetition secured lender and (iii) counsel for any official committee appointed in these cases; provided, further, however, that the Debtors shall only open any such new bank accounts at banks that have executed a Uniform Depository Agreement (a "UDA") with the U.S. Trustee, or at such banks that are willing to promptly execute such an agreement.

4. Subject to the protections provided to the Banks in Paragraph 6 of this Order, the Banks are authorized, but not directed, to continue to service and administer the Bank Accounts as accounts of the applicable Debtor as debtor-in-possession without interruption, and in the ordinary course in a manner consistent with any agreements between the Banks and the applicable Debtor that existed prior to the Petition Date, and to receive, process, honor and pay any and all checks, drafts, wires, ACH Transfers or other electronic transfer requests issued, payable through, or drawn on, or electronic transfer requests made on, the Bank Accounts after the Petition Date by the holders or makers thereof or other parties entitled to issue instructions with respect thereto, as the case may be; provided, however, that no checks issued against the Bank Accounts before the Petition Date shall be honored, except as otherwise authorized by an order of this Court and directed by the Debtors.

5. Subject to the protections provided to the Banks in Paragraph 6 of this Order, except for those that comply with an order of this Court authorizing payment of certain prepetition claims, no checks, drafts, wires, or other electronic transfer requests drawn, issued, or requested on the Bank Accounts before the Petition Date but presented for payment after the Petition Date shall be honored or paid.

6. The Banks are authorized, but not directed, to accept and honor all representations from the Debtors as to which checks, drafts, wires or ACH Transfers should be honored or dishonored consistent with any order of this Court and governing law, whether such checks, drafts, wires or ACH Transfers are dated prior to, on, or subsequent to the Petition Date. The Banks shall not be liable to any party on account of: (i) following the Debtors' instructions or representations as to any order of this Court; (ii) the honoring of any prepetition check or item in a good faith belief that the Court has authorized such prepetition check or item to be honored or (iii) an innocent mistake made despite implementation of reasonable item-handling procedures.

7. The Debtors are authorized to continue to use all their Business Forms existing immediately before the Petition Date without reference to the Debtors' status as debtors-in-possession; provided, however, that upon the depletion of any pre-printed Business Forms, the Debtors will obtain Business Forms reflecting their status as debtors-in-possession; provided, further, however, that with respect to checks which the Debtors or their agents print themselves, the Debtors shall begin printing "Debtor-in-Possession" or "DIP" on such items within ten (10) days of the date of the entry of this Order.

8. To the extent that a Bank is a party to a UDA with the Office of the United States Trustee for the District of Delaware, within five (5) days of the date of entry of this Order, the Debtors shall: (i) contact the Bank; (ii) provide the Bank with each of the Debtors' employer identification numbers; (iii) identify each of their Bank Accounts being held at the Bank as being held by a debtor-in-possession in a bankruptcy case and (iv) provide the bankruptcy case number. Additionally, within five (5) business days from the date of the entry of this Order, the Debtors shall also (i) serve a copy of this Order on each Bank and (ii) request that each Bank internally code each of the Bank Accounts as "debtor-in-possession" accounts.

9. To the extent that any Bank is not a party to a UDA with the U.S. Trustee, within thirty (30) days from the date of the entry of this Order, the Debtors shall use their good-faith efforts to cause the bank to execute a UDA in a form prescribed by the U.S. Trustee. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the Bank is unwilling to execute a UDA in a form prescribed by the U.S. Trustee are fully reserved.

10. The requirements of section 345(b) of the Bankruptcy Code are waived on an interim basis for a period of thirty (30) days from the Petition Date, such that the Debtors are hereby permitted to maintain their deposits in their Bank Accounts in accordance with their existing deposit practices. This Order shall be without prejudice to the Debtors' rights to seek a further interim waiver of such requirements from the U.S. Trustee without further order of this Court or to seek an order from this Court waiving such requirements on a final basis.

11. The Banks are hereby authorized to debit from the Bank Accounts ordinary course of business Bank Fees and charges without further order of this Court, provided that such fees and charges are authorized under the applicable account agreement with the Debtors, and provided further that nothing set forth herein shall authorize the Banks to debit any claim or charges not in the ordinary course of business and not permitted under the applicable account agreements.

12. The Debtors are authorized on and after the Petition Date to engage in Intercompany Transfers in a manner consistent with their practices prior to the Petition Date; provided, however, that the Debtors may not make any Intercompany Transfers to non-debtor affiliates or subsidiaries absent further order of this Court. Intercompany Claims are hereby granted administrative expense status pursuant to section 503(b)(1) of the Bankruptcy Code.

13. The Debtors shall maintain accurate and detailed records of all transfers, including intercompany transfers, so that all transactions may be readily ascertained, traced, recorded properly and distinguished between prepetition and postpetition transactions.

14. Notwithstanding the Debtors' continued use of its Cash Management System, the Debtors shall calculate quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements made on behalf of that Debtor regardless of which Debtor makes the payment.

15. The Final Hearing shall take place on _____, 2019 at __: __ .m. (prevailing Eastern Time). Any party-in-interest objecting to the relief sought at the Final Hearing or the Proposed Final Order shall file and serve a written objection, which objection shall be served upon (i) the Debtors, 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339 (Attn: Donald Van der Wiel (dvanderwiel@beavex.com)); (ii) counsel to the Debtors; (ii) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Joseph M. Barry, Esq. (jbarry@ycst.com), Matthew B. Lunn, Esq. (mlunn@ycst.com), and Donald J. Bowman, Jr., Esq. (dbowman@ycst.com)); (iii) counsel to the Debtors' prepetition secured lenders and proposed postpetition secured lenders, Winston Strawn, LLP, 200 Park Avenue, New York, NY 10166 (Attn. Carey D. Schreiber, Esq. (cschreiber@winston.com)) and, Ashby & Geddes, 500 Delaware Avenue, P.O. 1150, Wilmington, Delaware 19899 (Attn. Gregory Taylor, Esq. (gtaylor@ashbygeddes.com)); (iv) counsel to any statutorily appointed committee in the Chapter 11 Cases; and (v) the Office of the United States Trustee for the District of Delaware, 844 King Street, Room 2207, Wilmington, DE 19801, Attn: Jaclyn Weissgerber (Jaclyn.weissgerber@usdoj.com)) so as to be received no later than _____, 2019 at 4:00 p.m. (ET). If no objections to the entry of the

Proposed Final Order are timely filed, this Court may enter the Proposed Final Order without further notice or a hearing

16. Nothing in this Order (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates; (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates or (iii) shall be construed as a promise to pay a claim.

17. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

18. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

19. The requirements of Bankruptcy Rule 6004(a) are waived.

20. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

21. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2019
Wilmington, Delaware

United States Bankruptcy Judge

EXHIBIT D

Proposed Final Order

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

In re:

BEAVEX HOLDING CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-10316 (___)

Jointly Administered

Ref. Docket No.: ___

**FINAL ORDER, PURSUANT TO SECTIONS 105(a), 345, 363 AND 503(b) OF
THE BANKRUPTCY CODE, BANKRUPTCY RULE 2015 AND LOCAL RULE 2015-2
(I) AUTHORIZING AND APPROVING (A) CONTINUED USE OF CASH
MANAGEMENT SYSTEM AND (B) USE OF PREPETITION BANK ACCOUNTS AND
BUSINESS FORMS; (II) AUTHORIZING THE BANKS PARTICIPATING IN THE
CASH MANAGEMENT SYSTEM TO HONOR CERTAIN TRANSFERS AND
CHARGE CERTAIN AMOUNTS; (III) WAIVING THE REQUIREMENTS OF
SECTION 345(b) ON AN INTERIM BASIS; (IV) GRANTING ADMINISTRATIVE
EXPENSE STATUS TO POSTPETITION INTERCOMPANY CLAIMS;
AND (V) GRANTING RELATED RELIEF**

Upon consideration of the Motion² of the above-captioned affiliated debtors and debtors-in-possession (collectively, the “Debtors”), for the entry of an interim and final orders, pursuant to sections 105(a), 345, 363 and 503(b) of the Bankruptcy Code, Bankruptcy Rule 2015 and Local Rule 2015-2, (i) approving the Debtors’ continued use of (a) their current Cash Management System and (b) the Debtors’ existing bank accounts and business forms, including, authorizing the Debtors to open and close bank accounts; (ii) authorizing, but not directing, the banks participating in the Cash Management System to honor certain transfers and charge bank fees and certain other amounts; (iii) authorizing the Debtors’ deposit practices and waiving the requirements of section 345(b) of the Bankruptcy Code in connection therewith on an interim

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: BeavEx Holding Corporation (7740); BeavEx Acquisition, Inc. (5497); BeavEx Incorporated (7355); JNJW Enterprises, Inc. (4963); and USXP, LLC (2997). The headquarters for the above-captioned Debtors is located at 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339.

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

basis; (iv) granting administrative expense status to postpetition intercompany claims and (v) granting related relief; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and creditors; and after due deliberation 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 are authorized to continue the Cash Management System in accordance with the Debtors' normal and customary practice.
3. The Debtors are authorized in the reasonable exercise of their business judgment, to: (i) designate, maintain and continue to use, with the same account numbers, all of their Bank Accounts in existence on the Petition Date (including, without limitation, those bank accounts identified on Exhibit A to the Motion); (ii) use, in their present form, any and all checks and other documents related to the Bank Accounts; (iii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors-in-possession and to maintain and continue using these accounts in the same manner and with the same account numbers, styles, and document forms as used prior to the Petition Date; (iv) implement ordinary course changes to their Cash Management System and (v) open new bank accounts or close any of the Bank Accounts as the

Debtors may deem necessary and appropriate; provided, however, that prior to opening any new bank accounts or closing any of the Bank Accounts, the Debtors shall provide three (3) days' notice to (i) the U.S. Trustee; (ii) counsel to the Debtors' prepetition and proposed postpetition secured lender and (iii) counsel for any official committee appointed in these cases; provided, further, however, that the Debtors shall only open any such new bank accounts at banks that have executed a Uniform Depository Agreement (a "UDA") with the U.S. Trustee, or at such banks that are willing to promptly execute such an agreement.

4. Subject to the protections provided to the Banks in Paragraph 6 of this Order, the Banks are authorized, but not directed, to continue to service and administer the Bank Accounts as accounts of the applicable Debtor as debtor-in-possession without interruption, and in the ordinary course in a manner consistent with any agreements between the Banks and the applicable Debtor that existed prior to the Petition Date, and to receive, process, honor and pay any and all checks, drafts, wires, ACH Transfers or other electronic transfer requests issued, payable through, or drawn on, or electronic transfer requests made on, the Bank Accounts after the Petition Date by the holders or makers thereof or other parties entitled to issue instructions with respect thereto, as the case may be; provided, however, that no checks issued against the Bank Accounts before the Petition Date shall be honored, except as otherwise authorized by an order of this Court and directed by the Debtors.

5. Subject to the protections provided to the Banks in Paragraph 6 of this Order, except for those that comply with an order of this Court authorizing payment of certain prepetition claims, no checks, drafts, wires, or other electronic transfer requests drawn, issued, or requested on the Bank Accounts before the Petition Date but presented for payment after the Petition Date shall be honored or paid.

6. The Banks are authorized, but not directed, to accept and honor all representations from the Debtors as to which checks, drafts, wires or ACH Transfers should be honored or dishonored consistent with any order of this Court and governing law, whether such checks, drafts, wires or ACH Transfers are dated prior to, on, or subsequent to the Petition Date. The Banks shall not be liable to any party on account of: (i) following the Debtors' instructions or representations as to any order of this Court; (ii) the honoring of any prepetition check or item in a good faith belief that the Court has authorized such prepetition check or item to be honored or (iii) an innocent mistake made despite implementation of reasonable item-handling procedures.

7. The Debtors are authorized to continue to use all their Business Forms existing immediately before the Petition Date without reference to the Debtors' status as debtors-in-possession; provided, however, that upon the depletion of any pre-printed Business Forms, the Debtors will obtain Business Forms reflecting their status as debtors-in-possession; provided, further, however, that with respect to checks which the Debtors or their agents print themselves, the Debtors shall begin printing "Debtor-in-Possession" or "DIP" on such items within ten (10) days of the date of the entry of this Order.

8. To the extent that a Bank is a party to a UDA with the Office of the United States Trustee for the District of Delaware, within five (5) days of the date of entry of this Order, the Debtors shall: (i) contact the Bank; (ii) provide the Bank with each of the Debtors' employer identification numbers; (iii) identify each of their Bank Accounts being held at the Bank as being held by a debtor-in-possession in a bankruptcy case and (iv) provide the bankruptcy case number. Additionally, within five (5) business days from the date of the entry of this Order, the Debtors shall also (i) serve a copy of this Order on each Bank and (ii) request that each Bank internally code each of the Bank Accounts as "debtor-in-possession" accounts.

9. To the extent that any Bank is not a party to a UDA with the U.S. Trustee, within thirty (30) days from the date of the entry of this Order, the Debtors shall use their good-faith efforts to cause the bank to execute a UDA in a form prescribed by the U.S. Trustee. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the Bank is unwilling to execute a UDA in a form prescribed by the U.S. Trustee are fully reserved.

10. The requirements of section 345(b) of the Bankruptcy Code are waived on an interim basis for a period of thirty (30) days from the Petition Date, such that the Debtors are hereby permitted to maintain their deposits in their Bank Accounts in accordance with their existing deposit practices. This Order shall be without prejudice to the Debtors' rights to seek a further interim waiver of such requirements from the U.S. Trustee without further order of this Court or to seek an order from this Court waiving such requirements on a final basis.

11. The Banks are hereby authorized to debit from the Bank Accounts ordinary course of business Bank Fees and charges without further order of this Court, provided that such fees and charges are authorized under the applicable account agreement with the Debtors, and provided further that nothing set forth herein shall authorize the Banks to debit any claim or charges not in the ordinary course of business and not permitted under the applicable account agreements.

12. The Debtors are authorized on and after the Petition Date to engage in Intercompany Transfers in a manner consistent with their practices prior to the Petition Date; provided, however, that the Debtors may not make any Intercompany Transfers to non-debtor affiliates or subsidiaries absent further order of this Court. Intercompany Claims are hereby granted administrative expense status pursuant to section 503(b)(1) of the Bankruptcy Code.

13. The Debtors shall maintain accurate and detailed records of all transfers, including intercompany transfers, so that all transactions may be readily ascertained, traced, recorded properly and distinguished between prepetition and postpetition transactions.

14. Notwithstanding the Debtors' continued use of its Cash Management System, the Debtors shall calculate quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements made on behalf of that Debtor regardless of which Debtor makes the payment.

15. Nothing in this Order (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates; (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates or (iii) shall be construed as a promise to pay a claim.

16. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

17. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

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

Dated: _____, 2019
Wilmington, Delaware

United States Bankruptcy Judge