

**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 ENTRY OF AN ORDER AUTHORIZING
DEBTORS TO HONOR AND CONTINUE CERTAIN CUSTOMER PROGRAMS
AND CUSTOMER OBLIGATIONS IN THE ORDINARY COURSE OF BUSINESS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file this motion (this “Motion”) for the entry of an order (the “Proposed Order”), substantially in the form attached hereto as Exhibit A, pursuant to sections 105(a), 363, 1107(a), and 1108 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 9013-1(m) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the Debtors to honor and continue their Customer Programs and meet their Customer Obligations (each, as defined below) in the ordinary course of the Debtors’ business. 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”). In further support of this Motion, the Debtors respectfully state as follows:

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.

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 as of February 29, 2012. 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 before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 105(a), 363, 1107(a) and 1108 of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004, and Local Rule 9013-1(m).

BACKGROUND

A. General Background

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 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.

B. The Debtors' Customer Programs

5. Prior to the Petition Date, both in the ordinary course of the Debtors' business and as is customary in the expedited delivery industry, the Debtors offered and engaged in certain customer-related programs and practices (collectively, the "Customer Programs"). As described more fully below, the Customer Programs include, but are not limited to, the following: (1) customer rebate program, (2) customer refund program and (3) early payment discount program. To effectuate a smooth transition into chapter 11, the Debtors submit that they must maintain customer loyalty and goodwill by maintaining and honoring the Customer Programs. Indeed, the Debtors implemented the Customer Programs in the ordinary course of business prior to the Petition Date as a means by which to maintain positive, productive, and profitable relationships with their customers, encourage new service agreements, enhance customer satisfaction, and ensure that the Debtors remain competitive in their industry. The Customer Programs are designed and implemented to encourage the Debtors' customers to increase their purchasing frequency and volume, resulting in larger net revenues for the Debtors and, in return, greater satisfaction for the customers. Accordingly, the Debtors' ability to honor the Customer Programs in the ordinary course of business is necessary to retain their customer base and reputation within their industry. On account of the Customer Programs, the Debtors may owe certain obligations to their customers, arising both before and after the Petition Date (collectively, the "Customer Obligations").

6. The success and viability of the Debtors' business, and ultimately the Debtors' ability to maximize the value of the Debtors' estates, are dependent upon the loyalty of their customers. In this regard, the Customer Programs are essential, and any delay in honoring Customer Obligations will severely and irreparably impair customer relations, thereby harming

the Debtors' efforts to maximize value for all interested parties. Accordingly, the Debtors seek authority to continue to honor the Customer Programs in their discretion, including Customer Obligations arising therefrom. Significant Customer Programs are described in more detail below.

(1) Customer Rebate Program

7. Certain customers hold contingent claims against the Debtors for rebates or other price adjustments (including sales price adjustments to billing), and other credit balances (each, a "Rebate," and collectively, the "Rebates") relating to services provided in the ordinary course of business prior to the Petition Date. At the end of each calendar year, the Debtors provide certain customers with rebates, in the form of either reimbursements or future invoice offsets, as a reward for accumulating large volumes of services during the preceding year, up to a maximum rebate for customers that hit certain dollar spend thresholds. As of the Petition Date, the current monthly Rebates reserve is approximately \$5,000. The ability to continue to provide the Rebates is vital to the Debtors' ongoing relationship with their customers.

8. The Debtors believe that the increase in customer loyalty generated by the Rebates far outweighs the costs of the Rebates. Accordingly, the Debtors seek authority to continue to issue Rebates, in their discretion, in the ordinary course of business, whether related to services provided before or after the Petition Date.

(2) Customer Refunds Program

9. Certain customers may also hold claims against the Debtors for refunds (each, a "Refund," and collectively, the "Refunds") based on service criteria. The Debtors frequently incorporate service level agreements into their customer contracts in order to define the service level requirements expected of the Debtors by the customer. Such service level

requirements include, but are not limited to time performance or damage guarantees. The Debtors' customers undoubtedly rely upon the existence of the Refunds and the service level requirements upon which they are based when contracting for the Debtors' services. As of the Petition Date, the Debtors anticipate that approximately \$750,000 has accrued on account of the Refunds. The vast majority of this amount is paid through deductions to future invoices. The Debtors estimate that approximately \$6,000 has accrued on account of Refunds that will require cash payment.

10. The Debtors believe that their ability to continue to offer and honor the Refunds is essential to the satisfaction of their customers and to the maintenance of their customer relationships. The Debtors seek the authority to continue, in the ordinary course of business, to offer and honor the Refunds in connection with their delivery services, whether arising before or after the Petition Date.

(3) *Early Payment Discounts*

11. In the ordinary course of business, the Debtors occasionally offer customers the opportunity to discount invoices by choosing to pay such discounted amounts prior to the invoice's due date (each, an "Early Payment Discount," and collectively, the "Early Payment Discounts"). The Early Payment Discounts allow customers a modest discount for paying an invoice in advance of ordinary course payment terms. The Early Payment Discounts help support the Debtors' liquidity position and recover their accounts receivable at an accelerated rate.

12. The Debtors believe that their ability to continue to offer the Early Payment Discounts is essential to the Debtors' ability to compete in the marketplace on an

ongoing basis. Accordingly, the Debtors seek authority to continue, in their discretion, to honor the Early Payment Discounts in the ordinary course of business post-petition.

RELIEF REQUESTED

13. By this Motion, the Debtors seek entry of the Proposed Order authorizing the Debtors, in their sole discretion, to maintain and administer the Customer Programs and to honor the Customer Obligations in the ordinary course of business and to pay and honor prepetition claims on account of: (i) the Rebates, in an amount not to exceed \$5,000 and (ii) Refunds, in an amount not to exceed \$750,000; *provided, however* that cash payments on account of the Refunds shall not exceed \$6,000.

14. The Debtors also seek authority for banks and other financial institutions to receive, process, honor, and pay checks or electronic transfers used by the Debtors to pay the foregoing and to rely on the representations of such Debtors as to which checks are issued and authorized to be paid in accordance with this Motion and relief granted in connection herewith.

BASIS FOR RELIEF

A. Continuation of the Customer Programs is Warranted Pursuant to Section 363 of the Bankruptcy Code

15. Courts have authorized payment of prepetition obligations under section 363(b) of the Bankruptcy Code where a sound business purpose exists for doing so. *See, e.g., In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) (finding that a sound business justification existed to justify payment of prepetition wages); *see also Armstrong World Indus., Inc. v. James A. Phillips, Inc., (In re James A. Phillips, Inc.)*, 29 B.R. 391, 397 (S.D.N.Y. 1983) (relying on section 363 to authorize a contractor to pay prepetition claims of some suppliers who were potential lien claimants because payments were necessary for general contractors to release funds owed to the debtors). In addition, section 363(c) allows a debtor in

possession to enter into transactions involving property of the estate in the ordinary course of business without an order of the court. *See, e.g., In re James A. Phillips*, 29 B.R. at 395 n.2 (“Insofar as transactions are actually in the ordinary course, they are authorized automatically by § 363(c)(1) and § 1107(a), and do not require Bankruptcy Court approval.”). Indeed, where retaining the loyalty and patronage of customers is critical to a successful reorganization, courts have not hesitated to grant the relief requested. In *In re Federated Dep’t Stores, Inc.*, Case Nos. 1-90-00130 to 1-90-00196, 1990 Bankr. LEXIS 102 (Bankr. S.D. Ohio Jan. 15, 1990), the court authorized debtors to treat deposits or prepayments on goods and services “in the same manner as Debtors treated Deposits prior to the commencement of [the] cases.”

16. The Debtors submit that the relief requested herein is appropriate under each of the foregoing standards. The Customer Programs are an integral part of the Debtors’ business and enable the Debtors to attract and retain customers. If the Debtors do not honor their Customer Programs in the ordinary course of business, the Debtors would be significantly less competitive, to the detriment of all interested parties.

17. Moreover, the Debtors would risk alienating certain customer constituencies or, possibly, even encouraging them to initiate business relationships with the Debtors’ competitors. The failure to honor the Customer Programs could erode the Debtors’ hard-earned reputation and brand loyalty which, in turn, could adversely affect the Debtors’ ability to maximize the value of their estates. Accordingly, in the exercise of their sound business judgment, the Debtors believe that a sound business purpose exists for the relief requested herein because it will pay dividends with respect to the value of the Debtors’ business, both in terms of profitability and the engendering of goodwill, especially at this critical time following the commencement of the chapter 11 cases.

18. In addition, because the Debtors pay the Customer Obligations in the ordinary course of business, the Debtors submit that Court approval of the Debtors' payment of postpetition Customer Obligations is not necessary because of the authority granted to them by section 363(c) of the Bankruptcy Code. Indeed, most, if not all, of the Customer Programs are standard practice in the Debtors' industry. Nonetheless, out of an abundance of caution, the Debtors request that the Court grant the relief requested herein and enter an order authorizing them to pay the Customer Obligations in the ordinary course of the Debtors' business.

B. Continuation of the Customer Programs is Warranted Pursuant to Section 105(a) of the Bankruptcy Code and Under the Doctrine of Necessity

19. The Debtors believe that their proposed maintenance of the Customer Programs and payment of the Customer Obligations should also be authorized pursuant to section 105(a) of the Bankruptcy Code and the "doctrine of necessity."

20. Section 105(a) of the Bankruptcy Code empowers the Court to "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). A bankruptcy court's use of its equitable powers to "authorize the payment of pre-petition debt when such payment is needed to facilitate the rehabilitation of the debtor is not a novel concept." *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989). "Under [section] 105, the court can permit pre-plan payment of a pre-petition obligation when essential to the continued operation of the debtor." *In re NVR L.P.*, 147 B.R. 126, 127 (Bankr. E.D. Va. 1992) (citing *Ionosphere Clubs*, 98 B.R. at 177); accord *In re Just for Feet, Inc.*, 242 B.R. 821, 825 (D. Del. 1999) ("To invoke the necessity of payment doctrine, a debtor must show that payment of the prepetition claims is 'critical to the debtor's reorganization.") (quoting *In re Fin. News Network, Inc.*, 134 B.R. 732, 736 (Bankr. S.D.N.Y. 1991)); see also *In re Eagle-Picher Indus., Inc.*, 124 B.R. 1021, 1023 (Bankr. S.D. Ohio 1991)

("[T]o justify payment of a pre-petition unsecured creditor, a debtor must show that the payment is necessary to avert a serious threat to the Chapter 11 process.").

21. In a long line of well-established cases, federal courts have consistently permitted postpetition payment of prepetition obligations where necessary to preserve or enhance the value of a debtor's estate for the benefit of all creditors. *See, e.g., Miltenberger v. Logansport Ry.*, 106 U.S. 286, 311-12 (1882) (payment of pre-receivership claim prior to reorganization permitted to prevent "stoppage of [crucial] business relations"); *In re Lehigh & New Eng. Ry. Co.*, 657 F.2d 570, 581 (3d Cir. 1981) (holding that "if payment of a claim which arose prior to reorganization is essential to the continued operation of the . . . [business] during reorganization, payment may be authorized even if it is made out of [the] corpus"); *Dudley v. Mealey*, 147 F.2d 268 (2d Cir. 1945), *cert. denied*, 325 U.S. 873 (1945) (extending doctrine for payment of prepetition claims beyond railroad reorganization cases); *Michigan Bureau of Workers' Disability Comp. v. Chateaugay Corp. (In re Chateaugay Corp.)*, 80 B.R. 279 (S.D.N.Y. 1987) (approving lower court order authorizing payment of prepetition wages, salaries, expenses, and benefits).

22. The "doctrine of necessity" functions in a chapter 11 case as a mechanism by which the bankruptcy court can exercise its equitable power to allow payment of essential prepetition claims not explicitly authorized by the Bankruptcy Code. *See In re Boston & Me. Corp.*, 634 F.2d 1359, 1382 (1st Cir. 1980) (recognizing the existence of a judicial power to authorize trustees to pay claims for goods and services that are indispensably necessary to the debtors' continued operation); *In re Just for Feet, Inc.*, 242 B.R. at 824 ("[C]ourts have used their equitable power under section 105(a) of the Code to authorize the payment of pre-petition claims when such payment is deemed necessary to the survival of a debtor in a chapter 11

reorganization.”). The doctrine is frequently invoked early in a chapter 11 proceeding, particularly in connection with payment of prepetition claims. The court in *In re Structurelite Plastics Corp.*, 86 B.R. 922, 931 (Bankr. S.D. Ohio 1988), noted that the decisional authority that supports “the principle that a bankruptcy court may exercise its equity powers under section 105(a) to authorize payment of prepetition claims where such payment is necessary to ‘permit the greatest likelihood of survival of the debtor and payment of creditors in full or at least proportionately’” (quoting *In re Chateaugay Corp.*, 80 B.R. at 287). The court stated that “a per se rule proscribing the payment of prepetition indebtedness may well be too inflexible to permit the effectuation of the rehabilitative purposes of the Code.” *Id.* at 932. The rationale for the doctrine of necessity rule is consistent with the paramount goal of chapter 11: “facilitating the continued operation and rehabilitation of the debtor” *Ionosphere Clubs*, 98 B.R. at 176.

23. As stated above, maintaining the Customer Programs and fulfilling the Customer Obligations are essential to preserving the Debtors’ relationships with their customers, maximizing value for all interested parties, and allowing the Debtors to successfully reorganize.

24. Moreover, if the Debtors do not honor the Customer Obligations, the Debtors would risk reputational damage from certain customer constituencies or, possibly, even encourage them to contract with the Debtors’ competitors. The failure to honor the Customer Programs could erode the Debtors’ hard-earned reputation and brand loyalty which, in turn, could adversely affect the Debtors’ ability to maximize value for the estates. Accordingly, in the exercise of their sound business judgment, the Debtors believe that a sound business purpose exists for the relief requested herein because it will pay dividends with respect to the Debtors’ ability to maximize value for all interested parties, both in terms of profits and goodwill, especially at this critical time following the commencement of these chapter 11 cases.

C. The Court Should Authorize Applicable Banks to Honor Checks and Electronic Fund Transfers in Accordance with the Motion

25. In connection with the foregoing, the Debtors respectfully request that the Court (a) authorize all applicable banks and other financial institutions (collectively, the “Banks”) to receive, process, honor, and pay all checks and transfers issued by the Debtors in accordance with this Motion, without regard to whether any checks or transfers were issued before or after the Petition Date; (b) provide that all Banks may rely on the representations of the Debtors with respect to whether any check or transfer issued or made by the Debtors before the Petition Date should be honored pursuant to this Motion (such banks and other financial institutions having no liability to any party for relying on such representations by the Debtors provided for herein); and (c) authorize the Debtors to issue replacement checks or transfers to the extent any checks or transfers that are issued and authorized to be paid in accordance with this Motion are dishonored or rejected by the Banks.

SATISFACTION OF BANKRUPTCY RULE 6003(b)

26. Pursuant to Bankruptcy Rule 6003, the Court may grant relief within 21 days after the filing of the petition regarding a motion to “use, sell, lease, or otherwise incur an obligation regarding property of the estate” only if such relief is necessary to avoid immediate and irreparable harm. Fed. R. Bankr. P. 6003(b). As described herein, the viability of the Debtors’ business, and ultimately the Debtors’ ability to maximize the value of the Debtors’ estates, are dependent upon the loyalty of their customers. The failure to honor the Customer Programs without interruption will erode that loyalty, thus causing the Debtors to suffer immediate and irreparable harm.

27. For this reason and those set forth above, 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)

28. 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 throughout this Motion, any disruption in, among other things, the Debtors’ Customer Programs and Customer Obligations would be detrimental to the Debtors, their creditors, and their estates, and would impair their ability to optimize their business performance at this critical time as they begin the chapter 11 process.

29. 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 to the Proposed Order.

DEBTORS’ RESERVATION OF RIGHTS

30. Nothing contained herein is intended or should be construed as an admission of the validity of any claim against the Debtors; a waiver of the Debtors’ rights to dispute any claim; or an approval, assumption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code. The Debtors expressly reserve their rights to contest any invoice or claim on account of any Customer Obligation. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court’s order is not intended and should not be construed as an admission as to the validity of any claim or a waiver of the Debtors’ rights to dispute such claim subsequently.

NOTICE

31. 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; (v) counsel to the Debtors' pre-petition secured lenders and proposed post-petition 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 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.

Joseph M. Barry (No. 4221)
Matthew B. Lunn (No. 4119)
Donald J. Bowman, Jr. (No. 4383)
Jordan E. Sazant (No. 6515)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

*Proposed Counsel for the Debtors
and Debtors in Possession*

Exhibit A

Proposed 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. _____

**ORDER AUTHORIZING DEBTORS TO HONOR AND CONTINUE
CERTAIN CUSTOMER PROGRAMS AND CUSTOMER
OBLIGATIONS IN THE ORDINARY COURSE OF BUSINESS**

Upon consideration of the Motion of the above-captioned debtors and debtors in possession (collectively, the “Debtors”); and this Court having reviewed the Motion; and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and this Court having found that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and this Court having considered the First Day Declaration; and this Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein; and this Court having determined that the relief sought in the Motion is in the best

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.

interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED, as set forth herein.
2. The Debtors are authorized, but not directed, to maintain and administer, in the ordinary course of business and in a manner consistent with past practices, the Customer Programs and to honor the Customer Obligations thereunder in the ordinary course of business as set forth in the Motion.
3. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment and in the ordinary course of business, to pay and honor prepetition claims on account of: (i) the Rebates, in an amount not to exceed \$5,000 and (ii) Refunds, in an amount not to exceed \$750,000; *provided, however* that cash payments on account of the Refunds shall not exceed \$6,000.
4. Each Bank is authorized to honor checks presented for payment and all fund transfer requests made by the Debtors, to the extent that sufficient funds are on deposit in the applicable accounts, in accordance with this Order and any other order of this Court.
5. The Debtors are authorized to issue postpetition checks, or to affect postpetition fund transfer requests, in replacement of any checks or fund transfer requests in connection with the Customer Programs and the Customer Obligations that are dishonored or rejected.
6. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed (a) an admission as to the validity or priority of any claim against the Debtors or their estates; (b) a waiver of the Debtors' right to

dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

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

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

9. This Court shall retain jurisdiction over any matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2019
Wilmington, Delaware

United States Bankruptcy Judge