

UNION

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

In re:

BLITZ U.S.A., Inc., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 11-13603 (PJW)
)
) (Jointly Administered)
)
) Re: Docket No. 4 and 33

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO
(A) CONTINUE USING THE CASH MANAGEMENT SYSTEM,
(B) MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS
FORMS, AND (C) CONTINUE INTERCOMPANY ARRANGEMENTS AND
(II) GRANTING INTERCOMPANY CLAIMS ADMINISTRATIVE PRIORITY**

Upon the motion (the “*Motion*”)² of Blitz U.S.A., Inc. (“*Blitz*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), for entry of a final order (the “*Order*”) authorizing the Debtors to continue using their existing cash management system, Bank Accounts, and business forms and to continue performing ordinary course Intercompany Transactions, all as more fully set forth in the Motion; and upon the Declaration of Rocky Flick, President and Chief Executive Officer of Blitz U.S.A., Inc. in Support of the Debtors’ Chapter 11 Petitions and First Day Motions (the “*First Day Declaration*”); and the Court having found that: (i) this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; (ii) the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. § 1408; (iv) the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: LAM 2011 Holdings, LLC (8742); Blitz Acquisition Holdings, Inc. (8825); Blitz Acquisition, LLC (8979); Blitz RE Holdings, LLC (9071); Blitz U.S.A., Inc. (8104); and F3 Brands LLC (2604). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 404 26th Ave. NW Miami, OK 74354.

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



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parties in interest; (v) notice of the Motion was adequate and appropriate under the circumstances; and (vi) no other or further notice need be provided; and the Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before the Court (the “*Hearing*”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and the Court having found that relief requested in the Motion is necessary to prevent immediate and irreparable harm; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to continue using the Cash Management System as described in the Motion.
3. The Debtors are authorized to: (a) continue to use, with the same account numbers, the Bank Accounts in existence on the Petition Date, lists of which are attached as **Exhibit 1** hereto; (b) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; and (c) use, in their present form, all correspondence and business forms (including, without limitation, letterhead, purchase orders, and invoices), and other documents related to the Bank Accounts, without reference to their status as debtor in possession.
4. Except as otherwise expressly provided in this order, the Banks are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wires, and automated clearing house transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may

be; *provided* that the Debtors shall commence printing "Debtor in Possession" on checks the Debtors print themselves within sixty days of the Petition Date and replace their existing stock of business forms with new forms identifying their status as debtors in possession as existing forms are depleted.

5. The Banks are authorized to debit the Debtors' accounts in the ordinary course of business without the need for further order of this Court on account of: (a) all checks drawn on the Debtors' accounts which are cashed at the Banks' counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of the Debtors' accounts with the Banks prior to or after the Petition Date that have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent that the Debtors were responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as service charges for the maintenance of the Cash Management System.

6. Notwithstanding any other provision of this Order, no Bank that honors a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtors, (b) in good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of reasonable item handling procedures, shall be deemed to be liable to the Debtors or their estates or otherwise in violation of this Order.

7. The Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow the Bank Fees, and charge back returned items to the Bank Accounts in the ordinary course.

8. The Debtors are authorized to open any new Bank Accounts or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion; *provided* that the Debtors give notice to the Office of the United States Trustee for the District of Delaware and any statutory committees appointed in these chapter 11 cases in the next monthly operating report.

9. For banks at which the Debtors hold accounts that are party to a Uniform Depository agreement with the Office of the United States Trustee for the District of Delaware, within fifteen (15) days of the date of entry of this Order the Debtors shall (a) contact each bank, (b) provide each of the Debtors' employer identification numbers and (c) identify each of their accounts held at such banks as being held by a debtor in possession in a bankruptcy case.

10. For banks at which the Debtors hold accounts that are not party to a Uniform Depository agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall use their good-faith efforts to cause the bank to execute a Uniform Depository agreement in a form prescribed by the Office of the United States Trustee within forty-five (45) days of the date of this Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned Banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

11. Paragraphs 9 and 10 of this Order apply to any bank accounts opened by the Debtors subsequent to entry of this Order; provided, however, that the deadlines referenced in the paragraphs shall run from the respective dates on which the accounts are opened.

12. The Debtors are authorized to continue performing Intercompany Transactions in the ordinary course of business and to honor and pay obligations in connection with the Intercompany Transactions; *provided however*, that the Debtors shall not honor or pay

obligations with respect to a non-debtor affiliate or subsidiary, other than Intercompany Transactions between Blitz. and Reliance Products, Inc. ("**Reliance**") for Reliance payroll, absent further order of the Court; and provided further that the Official Committee of Unsecured Creditors (the "**Committee**") and BOKF, NA d/b/a Bank of Oklahoma (the "**DIP Agent**"), as agent, and BOKF NA d/b/a Bank of Oklahoma, The F&M Bank & Trust Company, and Citizens Security Bank and Trust Company (collectively, the "**DIP Lenders**") reserve all rights with respect to the necessity for, and repayment of, all such Intercompany Transactions. Moreover, the Debtors shall maintain accurate and detailed records of all transfers, including Intercompany Transactions, so that all transactions may be readily ascertained, traced, recorded properly and distinguished between prepetition and post-petition transactions. The Debtors shall provide the Committee with weekly reports of all Intercompany Transactions.

13. All Intercompany Claims against a Debtor by another Debtor, arising after the Petition Date as a result of the Intercompany Transactions, are hereby accorded administrative expense status.

14. The Banks are authorized to pay obligations in accordance with this or any separate order of the Court.

15. Except as otherwise provided in this Order or in a separate order of the Court, the Banks shall not honor or pay any bank payments drawn on the listed Bank Accounts or otherwise issued prior to the Petition Date.

16. The Debtors are granted an additional sixty (60) days from the Petition Date to come into compliance with section 345 of the Bankruptcy Code. If the Debtors determine that they are unable to comply with the requirements of section 345 within the sixty (60) day period, the Debtors shall file a motion seeking authority to deviate from such requirements.

17. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.
18. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules are satisfied by such notice.
19. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
20. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

Dated: December 5, 2011
Wilmington, Delaware



THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Bank Accounts

Bank Accounts

Bank	Account Type	Account No.	Account Description
Bank of Oklahoma	Main Operating Account	XXX7779	Main Operating Account
Bank of Oklahoma	Medical Fund Account	XXX1466	Disbursement
Bank of Oklahoma	Controlled Disbursement Account	XXX7526	Disbursement
Bank of Oklahoma	Flex Spend Account	XXX5940	Flex Spending
Bank of Oklahoma	Main Operating Account	XXX0913	Main Operating Account
Bank of Oklahoma	Medical Fund Account	XXX8987	Disbursement
Bank of Oklahoma	Controlled Disbursement Account	XXX9055	Disbursement
Bank of Oklahoma	Flex Spent Account	XXX8998	Flex Spending
Security Bank	General Account	XXX6549	General Account
Security Bank	Disbursement Account	XXX4745	Disbursement