

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11**

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PACIFICCO INC., et al., : **Case No. 23-10470 (PB)**

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Debtors.¹ : **(Jointly Administered)**

: **Re: ECF No. 9**

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**INTERIM ORDER (I) AUTHORIZING
DEBTORS TO (A) CONTINUE EXISTING CASH
MANAGEMENT SYSTEM, (B) HONOR CERTAIN
PREPETITION OBLIGATIONS RELATED THERETO,
AND (C) MAINTAIN BUSINESS FORMS AND EXISTING
BANK ACCOUNTS; AND (II) GRANTING RELATED RELIEF**

Upon the motion, dated March 28, 2023 (the “**Motion**”)² of PacificCo Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 363(b), 363(c), 364(a), and 503(b)(1) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an interim order (i) authorizing the Debtors to (a) continue the existing Cash Management System, (b) honor certain prepetition obligations related thereto, and (c) maintain existing Business Forms and Bank Accounts; and (ii) granting related relief, all as more fully set forth in the Motion; and the Court

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Catalina Marketing Corporation (9007); PacificCo Inc. (1563); PacificCo Intermediate Corp. (8394); PacificCo Acquisition Corp. (4852); Catalina Marketing Procurement, LLC (9333); Catalina Marketing Technology Solutions, Inc. (8728); Modiv Media, LLC (3507); Cellfire LLC (5599); Catalina Marketing Worldwide, LLC (9687); Catalina-Pacific Media, L.L.C. (3931); CMJ Investments L.L.C. (0561); Supermarkets Online, Inc. (6998); Supermarkets Online Holdings, Inc. (1736); Catalina Marketing Loyalty Holdings, Inc. (3746); and Catalina Digital Holdings, LLC (3488). The Debtors’ principal offices are located at 200 Carillon Parkway, Suite 200, St. Petersburg, FL 33716.

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



having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and §1334, and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion on an interim basis (the “**Hearing**”); and upon the First Day Declarations and the record of the Hearing; and all objections to the relief requested in the Motion on an interim basis, if any, having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003, and is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on an interim basis to the extent set forth herein.
2. The Debtors are authorized, but not directed, pursuant to sections 105(a) and 363(c) of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System maintained by the Debtors before the Petition Date; to collect and disburse cash in accordance with the Cash Management System, including intercompany funding to Debtor affiliates; and to make ordinary-course changes to the Cash Management System without further

order of the Court.

3. The Debtors shall maintain accurate and detailed records of all transactions and transfers, including intercompany transactions, within the Cash Management System, so that all postpetition transfers and transactions are readily ascertainable, traceable, recorded properly, and distinguished from prepetition transfers and transactions.

4. All intercompany claims against a Debtor by another Debtor or non-debtor affiliate arising after the Petition Date as a result of intercompany transactions and transfers in the ordinary course of business shall be accorded administrative expense priority status pursuant to section 503(b) of the Bankruptcy Code, which shall be junior in priority to the Superpriority Claims and Adequate Protection Liens (in each case, as defined in any order(s) of this Court authorizing the Debtors' use of cash collateral).

5. The Debtors are authorized, but not directed, to pay any Employee Credit Card Program Fees whether arising before or after the Petition Date, and continue using the Employee Credit Card Program in the ordinary course of business.

6. The Debtors are further authorized, but not directed, to: (i) designate, maintain, and continue to use any or all of their existing Bank Accounts listed on **Schedule 1** annexed hereto (which shall be promptly amended to identify any Bank Accounts inadvertently omitted therefrom, with any such amendments being served on the U.S. Trustee and any statutory committee appointed in these chapter 11 cases), in the names and with the account numbers existing immediately before the Petition Date, (ii) deposit funds in and withdraw funds from such accounts by all usual means, including, without limitation, checks, wire transfers, ACH transfers, and other debits, (iii) pay any Bank Fees or other charges associated with the Bank Accounts whether arising before or after the Petition Date, and (iv) treat their Bank Accounts for all purposes

as debtors in possession accounts.

7. Except as otherwise provided in this Interim Order, all Banks in which the Debtors maintain the Bank Accounts as of the Petition Date are authorized to continue to maintain, service, and administer the Bank Accounts without interruption and in the usual and ordinary course, and to receive, process, honor, and pay all checks, drafts, wires, or other transfers by the holders or makers thereof, as the case may be.

8. Nothing contained herein shall prevent the Debtors from opening any additional deposit accounts, or closing any Bank Accounts as they may deem necessary and appropriate in their sole discretion, and the Banks and other financial institutions are authorized to honor the Debtors' request to open or close, as the case may be, Bank Accounts or additional bank accounts; *provided, that* any new deposit account shall be with (i) a bank that is insured by the Federal Deposit Insurance Corporation, organized under the laws of the United States, and designated as an Authorized Depository under the UST Operating Guidelines or (ii) any other bank, as the Debtors may determine, upon prior notice to the U.S. Trustee, and any statutory committee appointed in these chapter 11 cases; *provided, further, that* all accounts opened by any of the Debtors on or after the Petition Date at any bank or financial institution shall, for purposes of this Interim Order, be deemed a Bank Account as if it had been listed on **Schedule 1** hereto.

9. The Debtors are authorized to use their existing Business Forms and are not required to (i) obtain new stock reflecting their status as debtors in possession, or (ii) print "Debtors in Possession," the Debtors' chapter 11 case numbers, or other information on any of their checks or wire transfers; *provided, that* with respect to checks that the Debtors or their agents print themselves, the Debtors or their agents shall, when printing such checks, include the "Debtors in Possession" legend and include the jointly administered bankruptcy case number on any such

check printed more than ten (10) business days after the date of entry of the Interim Order; *provided, further, that* once the Debtors' existing check stock has been used, the Debtors shall use reasonable efforts, when reordering checks, to include the designation "Debtors in Possession" and the jointly administered bankruptcy case number on such checks.

10. To the extent a Bank in the ordinary course of the Cash Management System incurs an overdraft or other event giving rise to an uncovered debit, regardless of whether arising prepetition or postpetition, the Bank shall be authorized to cover the overdraft or debit from funds of the Debtors in its possession and available for that purpose.

11. The Debtors are authorized to pay any CMCR Payables whether arising before or after the Petition Date. The Debtors shall maintain accurate records of all CMCR Payables that they pay so that all such postpetition transfers shall be adequately and promptly documented in, and readily ascertainable from, the Debtors' bank records.

12. The Debtors are authorized, but not directed, to pay prepetition amounts outstanding as of the Petition Date, if any, owed to the Banks and other third parties that directly or indirectly provide services to the Debtors in connection with the Cash Management System as Bank Fees and other service charges for the maintenance of the Cash Management System.

13. The Debtors are hereby authorized to execute any additional documents and reasonably cooperate with the Banks as may be required to carry out the intent and purpose of this Order.

14. The Debtors are further authorized, but not directed, to issue new postpetition checks, or effect new electronic funds or ACH transfers, and to replace any prepetition checks or electronic fund or ACH transfer requests that may be lost or dishonored or rejected as a

result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Interim Order.

15. For all Banks at which the Debtors maintain Bank Accounts that are party to a Uniform Depository Agreement with the U.S. Trustee, within fifteen (15) business days after the date of entry of this Interim Order, the Debtors shall (i) contact each such Bank, (ii) provide each such Bank with each of the Debtors' employee identification numbers, and (iii) identify each of their Bank Accounts held at such Banks as being held by a debtor in possession in a chapter 11 case.

16. Nothing contained herein is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors or any liens satisfied pursuant to this Motion, (ii) an agreement or obligation to pay any claims, (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder, (iv) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (v) an approval, assumption, or rejection of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

17. Notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

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

19. Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

20. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

21. The Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Interim Order.

22. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Interim Order.

23. A hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held **on April 28, 2023, at 10:00 a.m. (Prevailing Eastern Time)** and any objections or responses to the Motion shall be in writing, filed with the Court, submitted electronically to pb.chambers@nysb.uscourts.gov, and served by no later than **4:00 p.m. (Prevailing Eastern Time) on April 18, 2023**, on the following:

- a. proposed attorneys for the Debtors: Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary T. Holtzer, Esq. (gary.holtzer@weil.com), Kevin Bostel, Esq. (kevin.bostel@weil.com), and Rachael Foust, Esq. (rachael.foust@weil.com));
- b. the Office of the United States Trustee for Region 2: One Bowling Green, Suite 534, New York, New York 10004 (Attn: Brian Masumoto, Esq., brian.masumoto@usdoj.gov; Tara Tiantian, Esq., tara.tiantian@usdoj.gov; and Daniel Rudewicz, Esq., daniel.rudewicz@usdoj.gov); and
- c. counsel for any statutory creditors' committee appointed in these chapter 11 cases.

24. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted in this Interim Order.

25. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Interim Order.

Dated: March 30, 2023
New York, New York

/s/ Lisa G. Beckerman
THE HONORABLE LISA G. BECKERMAN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Bank Accounts

	Entity	Bank Name	Account Number (XXXX)	Account Type
1	Catalina Marketing Corporation	Truist	9895	CMC Disbursement ZBAs
2	Catalina Marketing Corporation	Truist	2748	CMC Master Account
3	Catalina Marketing Corporation	Truist	3400	CMC Standalone Account
4	Catalina Marketing Procurement	Truist	9178	CMC Disbursement ZBAs
5	Catalina Marketing Corporation	Truist	9448	CMC Lockbox Account
6	Catalina Marketing Corporation	Truist	9456	CMC Disbursement ZBAs
7	Catalina Marketing Corporation	Truist	6615	Cash Collateral Account
8	Catalina Marketing Corporation	Truist	2764	CMC Disbursement ZBAs
9	Catalina Marketing Corporation	JPM	4762	Escrow Account