

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

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In re	:
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PACIFICCO INC., et al.,	:
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Debtors.¹	:
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Chapter 11

Case No. 23-10470 (PB)

(Jointly Administered)

Re: ECF No. 7, 54, 66

**SUPPLEMENTAL ORDER (I) APPROVING SCHEDULING
MODIFICATION FOR THE COMBINED HEARING ON PREPACKAGED PLAN
AND FINAL RELIEF ON FIRST DAY MOTIONS; (II) APPROVING THE FORM
AND MANNER OF NOTICE THEREOF; AND (III) GRANTING RELATED RELIEF**

Upon the motion, dated April 5, 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**”), for entry of an order (i) rescheduling the Combined Hearing for April, 24, 2023 from April 28, 2023, (ii) approving the form and manner of notice to parties in interest of such potential hearing date, and (iii) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the relief requested in accordance with 28 U.S.C. §§ 157 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

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 same meanings ascribed to such terms in the Motion.



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 the Popehn Declaration, filed in support of the requested relief, and a hearing having been held **on April 11, 2023** to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing, and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, **[PB 4/12/2023]**

IT IS HEREBY ORDERED THAT:

1. The hearing before this Court to consider compliance with the disclosure and solicitation requirements and confirmation of the Debtors’ Prepackaged Plan (the “**Combined Hearing**”) will be scheduled for **April 24, 2023 at 10:00 a.m. (Prevailing Eastern Time)** in the event that no objections are filed by the Objection Deadline that would require a contested evidentiary presentation at the Combined Hearing. If any objections are filed by the Objection Deadline that will require a contested evidentiary presentation at the Combined Hearing, the Combined Hearing will be held before this Court as previously scheduled on April 28, 2023 at 10:00 a.m. (Prevailing Eastern Time). The Combined Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates in open court or a notice filed with the Court, and notice of such adjourned date(s) will be available on the electronic case filing docket.

2. Any objections to the Disclosure Statement and/or the Prepackaged Plan must: (i) be in writing, (ii) be filed with the Clerk of Court, together with proof of service thereof, and submitted electronically to pb.chambers@nysb.uscourts.gov (iii) set forth the name of the objecting party, and the nature and amount of any Claim or Interest asserted by the objecting party against the estates or property of the Debtors, and state the legal and factual basis for such objection, and (iv) conform to the applicable Bankruptcy Rules and the Local Rules. In addition to being filed with the Clerk of the Court, any such objections should be served upon the following parties (the “**Notice Parties**”) so as to be received by **April 18, 2023, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Objection Deadline**”):

- (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) Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019 (Attn: Joshua A. Feltman, Esq., JAFeltman@wlrk.com and Mitchell S. Levy, Esq., MSLevy@wlrk.com), as counsel to Mudrick Capital Management, LP;
- (c) Brown Rudnick LLP, One Financial Center, Boston, Massachusetts 02111 (Attn: Steven B. Levine, Esq., SLevine@brownrudnick.com and Tia C. Wallach, Esq., TWallach@brownrudnick.com), as counsel to GLAS USA LLC and GLAS Americas LLC, the respective administrative and collateral agents under the Super Priority Credit Agreement and Subordinated Credit Agreement;
- (d) the Internal Revenue Service;
- (e) the Office of the United States Trustee for Region 2, One Bowling Green, Suite 534, New York, New York 10014-1408 (Attn: Brian Masumoto, Esq., Brian.Masumoto@usdoj.gov, Tara Tiantian, Esq., Tara.Tiantian@usdoj.gov, and Daniel Rudewicz, Esq., Daniel.Rudewicz@usdoj.gov);
- (f) counsel to any statutory creditors’ committee appointed in these chapter 11 cases; and
- (g) any party that has requested notice pursuant to Bankruptcy Rule 2002.

3. Any objections not timely filed and served in the manner set forth in this Order may, in the Court's discretion, not be considered and may be overruled; *provided that*, if the Combined Hearing is held on April 24, 2023 in accordance with paragraph 1 of this Order, to the extent any party in interest contacts the Debtors' counsel and requests additional time, such party will be permitted to file objections ("**Extended Objections**") so as to be received by this Court and the Notice Parties by **April 20, 2023 at 5:00 p.m. (Prevailing Eastern Time)**.

4. The Debtors shall file a formal notice on the docket by **no later than 12:00 p.m. (Prevailing Eastern Time) on April 19, 2023** confirming the date of the Combined Hearing in accordance with this Order and shall post such date on the Debtors' case website (<https://www.kccllc.net/catalina>).

5. The deadline to file any briefs, declarations, and/or affidavits in support of approval of the Disclosure Statement and confirmation of the Prepackaged Plan and any replies to any objections to the Disclosure Statement and/or the Prepackaged Plan shall be **April 19, 2023 at 5:00 p.m. (Prevailing Eastern Time)** (the "**Reply Deadline**"); *provided that* the deadline to file replies to any Extended Objections shall be **April 21, 2023 at 12:00 p.m. (Prevailing Eastern Time)**. If the Combined Hearing is adjourned, the Reply Deadline shall be 12:00 p.m. (Prevailing Eastern Time) on the date that is two (2) business days prior to the date of the adjourned Combined Hearing. To the extent applicable, Local Rule 9006 -1 is hereby waived in its entirety.

6. If the Combined Hearing is held on April 24, 2023 in accordance with paragraph 1 of this Order, the hearing to consider final relief on the Debtors' "first day" motions currently scheduled for hearing on April 28, 2023 (the "**First Day Motions**"), will also be rescheduled and considered on April 24, 2023 at the Combined Hearing. Any objections to the First Day Motions must be filed and served in accordance with the applicable interim order for

each First Day Motion by no later than **April 18, 2023 at 4:00 p.m. (Prevailing Eastern Time)**. The deadline to file replies to any objections to the First Day Motions shall be **April 21, 2023 at 4:00 p.m. (Prevailing Eastern Time)**.

7. The form of notice of the change to the Combined Hearing date (the “**Amended Combined Notice**”), annexed hereto as **Exhibit 1**, is approved and shall be deemed good and sufficient notice of the Combined Hearing dates, the Objection Deadline, the procedures for objecting to the adequacy of the Disclosure Statement and to confirmation of the Prepackaged Plan, and the hearing to consider final relief of the Debtors’ First Day Motions, and no further notice need be given other than as set forth herein.

8. The Debtors shall serve a copy of the Amended Combined Notice on all known creditors, interest holders, and interested parties.

9. The Debtors are authorized to take all steps necessary or appropriate to carry out the relief granted pursuant to this Order.

10. Except as expressly modified herein, the provisions of that certain *Amended Order (I) Scheduling Combined Hearing to Consider (A) Approval of Disclosure Statement, (B) Approval of Solicitation Procedures and Forms of Ballot, and (C) Confirmation of Prepackaged Plan; (II) Establishing a Deadline to Object to Disclosure Statement and Plan; (III) Shortening Notice Requirements Related Thereto; (IV) Approving the Form and Manner of Notice of Combined Hearing, Objection Deadline, and Notice of Commencement; (V) Conditionally Waiving Requirement of Filing Statements of Financial Affairs and Schedules of Assets and Liabilities; (VI) Conditionally Waiving Requirement to Convene the Section 341 Meeting of Creditors; and (VII) Granting Related Relief* (ECF No. 54), shall remain in full force and effect.

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

Dated: April 12, 2023
New York, New York

/s/ Philip Bentley
THE HONORABLE PHILIP BENTLEY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Amended Combined Notice

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

-----X
: **Chapter 11**
: **Case No. 23-10470 (PB)**
: **(Jointly Administered)**
: **Debtors.¹**
: **(Jointly Administered)**
-----X

**NOTICE OF SCHEDULING CHANGE FOR (I) COMBINED HEARING TO
CONSIDER (A) DEBTORS' COMPLIANCE WITH DISCLOSURE REQUIREMENTS
AND (B) CONFIRMATION OF PLAN OF REORGANIZATION, AND
(II) HEARING TO CONSIDER FINAL RELIEF ON CERTAIN FIRST DAY MOTIONS**

NOTICE IS HEREBY GIVEN as follows:

1. On March 28, 2023 (the "**Petition Date**")² PacificCo Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "**Debtors**"), each commenced a case under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of New York.

2. On the Petition Date, the Debtors filed a "prepackaged" plan of reorganization (the "**Prepackaged Plan**") and a proposed disclosure statement (the "**Disclosure Statement**") pursuant to sections 1125 and 1126(b) of the Bankruptcy Code.³

3. The combined hearing (the "**Combined Hearing**") to consider the Debtors' compliance with the Bankruptcy Code's disclosure requirements and any objections thereto and

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 have the meanings ascribed to such terms in the Prepackaged Plan and Disclosure Statement (each as defined herein), as applicable.

³ Copies of the Prepackaged Plan and the Disclosure Statement may be obtained free of charge by visiting the website maintained by the Debtors' voting agent, Kurtzman Carson Consultants, LLC (the "**KCC**"), at www.kccllc.net/Catalina. Copies of the Prepackaged Plan and Disclosure Statement may also be obtained by calling the Voting Agent at (888) 251-2764 (toll free) or (310) 751-2610 (international hotline), emailing the Voting Agent at CatalinaInfo@kccllc.com, or emailing Debtors' counsel at gary.holtzer@weil.com, kevin.bostel@weil.com, or rachael.foust@weil.com.

to consider confirmation of the Prepackaged Plan and any objections thereto was previously scheduled for April 28, 2023 at 10 a.m. (Prevailing Eastern Time) to be held virtually before the Honorable Philip Bentley, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408 (the “**Bankruptcy Court**”).

4. **The Bankruptcy Court has approved a modification to the Combined Hearing date.** The Combined Hearing will be held virtually via Zoom on **April 24, 2023 at 10:00 a.m. (Prevailing Eastern Time)** before the Bankruptcy Court if no material objections are filed with respect to the Debtors’ Disclosure Statement and Prepackaged Plan by the Objection Deadline.

5. If material objections are filed by the Objection Deadline, the Combined Hearing will be held as previously scheduled on April 28, 2023 at 10:00 a.m. (Prevailing Eastern Time) before the Bankruptcy Court. The Debtors will file a formal notice on the docket and confirm the date on KCC’s website (www.kccllc.net/Catalina) by no later than April 19, 2023.

6. If the Combined Hearing is held on April 24, 2023, the hearing to consider final relief on the following “first day” motions, currently scheduled for hearing on April 28, 2023 (the “**First Day Motions**”), will also be **rescheduled and considered on April 24, 2023 at the Combined Hearing:**

ECF No. 8	Motion of Debtors Requesting Entry of Interim and Final Orders (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures Providing Adequate Assurance and Resolving Objections by Utility Providers, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service, and (IV) Granting Related Relief
ECF No. 9	Motion of Debtors for Entry of Interim and Final Orders (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
ECF No. 10	Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Commissions, Employee Benefits, and Other Compensation and (B) Maintain Employee Benefit Programs and Pay Related Administrative Obligations and (II) Granting Related Relief
ECF No. 11	Motion of Debtors for (I) Entry of Interim and Final Orders to Pay Certain Prepetition Trade Claims in Ordinary Course of Business, and (II) Granting Related Relief
ECF No. 12	Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief
ECF No. 13	Motion of Debtors for Entry of Order (I) Authorizing Debtors to (A) Continue Their Insurance Policies and Programs and (B) Pay All Obligations with Respect Thereto, and (II) Granting Related Relief
ECF No. 14	Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Maintain and Administer Their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief
ECF No. 15	Motion of Debtors for Entry of Interim and Final Orders Establishing Notification Provisions and Approving Restrictions on Certain Transfers of Interests in the Debtors
ECF No. 16	Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing (A) the Use of Cash Collateral, (B) Granting Adequate Protection to the Prepetition Secured Parties, (C) Modifying the Automatic Stay, and (D) Scheduling a Final Hearing, and (II) Granting Related Relief

7. Any objections to the First Day Motions must be filed and served in accordance with the applicable interim order for each First Day Motion by no later than **April 18, 2023 at 4:00 p.m. (Prevailing Eastern Time)**. The deadline to file replies to any objections to the First Day Motions shall be **April 21, 2023 at 4:00 p.m. (Prevailing Eastern Time)**.

8. The Combined Hearing may be adjourned from time to time without further notice other than by filing a notice on the Bankruptcy Court's docket indicating such adjournment and/or an announcement of the adjourned date or dates in open court or in a notice filed with the Bankruptcy Court. The adjourned date or dates will be available on the electronic case filing docket and the Voting Agent's website at www.kccllc.net/Catalina.

9. As previously noticed, any objections to the Disclosure Statement and/or the Prepackaged Plan must: (i) be in writing; (ii) filed with the Clerk of the United States Bankruptcy for the Southern District of New York, together with proof of service thereof, and submitted electronically to pb.chambers@nysb.uscourts.gov; (iii) set forth the name of the objecting party, and the nature and amount of any Claim or Interest asserted by the objecting party against the estate or property of the Debtors, and state the legal and factual basis for such objection; and (iv) be served upon the following (the "**Notice Parties**") so as to be received no later than **4:00 p.m. (Prevailing Eastern Time) on April 18, 2023**:

- (a) PacificCo Inc., 200 Carillon Parkway, Suite 200, St. Petersburg, FL 33716 (Attn: David Glogoff, Chief Legal Officer);
- (b) 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 L. Foust, Esq., rachael.foust@weil.com);
- (c) Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019 (Attn: Joshua A. Feltman, Esq., JAFeltman@wlrk.com and Mitchell S. Levy, Esq., MSLevy@wlrk.com), as counsel to Mudrick Capital Management, LP;
- (d) Brown Rudnick LLP, One Financial Center, Boston, Massachusetts 02111 (Attn: Steven B. Levine, Esq., SLevine@brownrudnick.com and Tia C. Wallach, Esq., TWallach@brownrudnick.com), as counsel to GLAS USA LLC and GLAS Americas LLC, the respective administrative and collateral agents under the Super Priority Credit Agreement and Subordinated Credit Agreement;
- (e) the Internal Revenue Service;
- (f) the Office of the United States Trustee for Region 2, One Bowling Green, Suite 534, New York, New York 10014-1408 (Attn: Brian Masumoto, Esq., Brian.Masumoto@usdoj.gov, Tara Tiantian, Esq., Tara.Tiantian@usdoj.gov, and Daniel Rudewicz, Esq., Daniel.Rudewicz@usdoj.gov);
- (g) counsel to any statutory creditors' committee in these chapter 11 cases; and
- (h) any party that has requested notice pursuant to Bankruptcy Rule 2002;

provided that, if the Combined Hearing is held on April 24, 2023, to the extent any party in interest contacts the Debtors' counsel and requests additional time, such party will be permitted to file objections so as to be received by the Court and the Notice Parties by **April 20, 2023 at 5:00 p.m. (Prevailing Eastern Time)**.

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AT THE COMBINED HEARING.

Dated: New York, New York
April [●], 2023

BY ORDER OF THE COURT

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