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and Debtors in Possession*

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

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<b>In re</b>	: <b>Chapter 11</b>
	:
<b>PACIFICCO INC., et al.,</b>	: <b>Case No. 23-10470 (PB)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
	: <b>Re: ECF Nos. 12 &amp; 45</b>
	:
-----X	

**CERTIFICATE OF NO OBJECTION TO  
MOTION OF DEBTORS FOR ENTRY OF INTERIM  
AND FINAL ORDERS (I) AUTHORIZING PAYMENT OF CERTAIN  
PREPETITION TAXES AND FEES, AND (II) GRANTING RELATED RELIEF**

Pursuant to 28 U.S.C. § 1746 and Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), the undersigned hereby certifies as follows:

<sup>1</sup> 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.



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1. On March 29, 2023, PacificCo Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), filed the *Motion of Debtors Requesting Entry of Interim and Final Orders (I) Authorizing Payment of Certain Prepetition Taxes and Fees, and (II) Granting Related Relief* [ECF No. 12] (the “**Motion**”) with proposed orders granting relief on an interim and final basis requested in the Motion annexed thereto as Exhibits A and B, respectively.

2. On March 31, 2023, the Court entered the *Interim Order (I) Authorizing Debtors to Pay Certain Prepetition Taxes and Fees and (II) Granting Related Relief* [ECF No. 45], granting the Motion on an interim basis to the extent set forth therein.

3. On April 12, 2023, the Court entered the *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* [ECF No. 82], setting the deadline for parties to object or file responses to the Motion as April 18, 2023 at 4:00 p.m. (Prevailing Eastern Time) (the “**Response Deadline**”). Local Rule 9075-2 provides that a motion or application may be granted without a hearing, provided that no objections or other responsive pleadings have been filed or served before 48 hours after the relevant response deadline and the attorney for the entity that filed the pleading complies with certain procedural and notice requirements.

4. The Response Deadline has passed and, to the best of my knowledge, no objection, responsive pleading, or request for a hearing with respect to the Motion has been (i) filed with the Court on the docket of the above-captioned chapter 11 cases or (ii) served on proposed counsel to the Debtors.

5. Since filing the initial proposed final order attached to the Motion (the “**Initial Proposed Final Order**”), the Debtors made certain revisions to the proposed final order, attached hereto as **Exhibit A** (the “**Proposed Final Order**”). Such revisions are minor and non-substantive, or are otherwise consistent with changes made to the interim order at the Court’s request. A redline of the Initial Proposed Final Order marked against the Proposed Final Order showing these changes is attached hereto as **Exhibit B** (the “**Redline**”).

6. Accordingly, the Debtors respectfully request that the Proposed Final Order be entered in accordance with Local Rule 9075-2.

I declare that the foregoing is true and correct.

Dated: April 20, 2023  
New York, New York

/s/ Gary T. Holtzer  
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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Proposed Final Order**

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

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	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>PACIFICCO INC., et al.,</b>	:	<b>Case No. 23– 10470 (PB)</b>
	:	
<b>Debtors.<sup>2</sup></b>	:	<b>(Jointly Administered)</b>
	:	<b>Re: ECF Nos. 12 &amp; 45</b>
-----	x	

**FINAL ORDER (I) AUTHORIZING  
DEBTORS TO PAY CERTAIN PREPETITION TAXES  
AND FEES, AND (II) GRANTING RELATED RELIEF**

Upon the motion, dated March 29, 2023 (the “**Motion**”)<sup>3</sup> 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 (a) authorizing the Debtors to remit and pay certain taxes, assessments, fees, and charges in the ordinary course of business (without regard to whether such obligations accrued or arose before or after the Petition Date), including any such taxes, assessments, fees, and charges subsequently determined, upon audit or otherwise, to be owed (collectively, the “**Taxes and Fees**”) and (b) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 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 relief requested

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<sup>2</sup> 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.

<sup>3</sup> Capitalized terms used, but not otherwise defined, herein shall have the same meanings ascribed to such terms in the Motion.

therein 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 (the “**Interim Hearing**”) and, if necessary, on a final basis (the “**Final Hearing**”); and this Court having entered an order granting the relief requested in the Motion on an interim basis; and upon the First Day Declarations, the record of the Interim Hearing, the Final Hearing, if any, and all of the proceedings had before this Court; and all objections to the relief requested in the Motion on a final 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 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 a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in the ordinary course of business as such obligations become due, to pay the Taxes and Fees (without regard to whether such Taxes and Fees accrued or arose before or after the Petition Date), including all of those Taxes and Fees subsequently determined, upon audit or otherwise, to be owed.

3. The Debtors are further authorized, but not directed, in their absolute discretion, to settle some or all of the Taxes and Fees for less than their face amount without further notice or hearing.

4. Each of the Banks at which the Debtors maintain their accounts relating to the payments of Taxes and Fees are authorized to (a) receive, process, honor, and pay all checks presented for payment and to honor all funds transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, electronic funds or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, electronic funds or automated clearing house transfers are dated before, on, or after the Petition Date, without any duty to inquire otherwise.

5. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds or automated clearing house transfers, and to replace any prepetition checks or electronic fund or automated clearing house 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 Final Order.

6. Following entry of this Final Order, the Debtors shall serve a copy of this Final Order on the Taxing Authorities.

7. Nothing contained in the Motion or this Final Order nor any payment made pursuant to the authority granted by this Final Order is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any

claim against the Debtors, (c) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (d) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

8. Notwithstanding entry of this Final 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.

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

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

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

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

Dated: \_\_\_\_\_, 2023  
New York, New York

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THE HONORABLE PHILIP BENTLEY  
UNITED STATES BANKRUPTCY JUDGE



**Exhibit B**

**Redline**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:   
**In re** : **Chapter 11**  
:   
**PACIFICCO INC., et al.,** : **Case No. 23- 10470 (**  
: **PB)**  
:   
**Debtors.**<sup>12</sup> : **(Jointly Administered)**  
: **Re: ECF Nos. 12 & 45**  
----- x

**FINAL ORDER ~~PURSUANT TO (I)~~ AUTHORIZING  
DEBTORS TO PAY CERTAIN PREPETITION TAXES  
AND FEES, AND (II) GRANTING RELATED RELIEF**

Upon the motion, dated March ~~28~~<sup>29</sup>, 2023 (the “**Motion**”)<sup>2,3</sup> 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 (a) authorizing the Debtors to remit and pay certain taxes, assessments, fees, and charges in the ordinary course of business (without regard to whether such obligations accrued or arose before or after the Petition Date), including any such taxes, assessments, fees, and charges subsequently determined, upon audit or otherwise, to be owed (collectively, the “**Taxes and Fees**”) and (b) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of*

<sup>12</sup> 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.

<sup>23</sup> Capitalized terms used, but not otherwise defined, herein shall have the same meanings ascribed to such terms in the Motion.

*Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein 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 (the “**Interim Hearing**”) and, if necessary, on a final basis (the “**Final Hearing**”); and this Court having entered an order granting the relief requested in the Motion on an interim basis; and upon the First Day Declarations, the record of the Interim Hearing, the Final Hearing, if any, and all of the proceedings had before this Court; and all objections to the relief requested in the Motion on a final 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 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 a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in the ordinary course of business as such obligations become due, to pay the Taxes and Fees (without regard to whether such Taxes and Fees accrued or arose before or after the Petition Date), including all of those Taxes and Fees subsequently determined, upon audit or otherwise, to be owed.

3. The Debtors are further authorized, but not directed, in their absolute discretion, to settle some or all of the Taxes and Fees for less than their face amount without further notice or hearing.

4. Each of the Banks at which the Debtors maintain their accounts relating to the payments of Taxes and Fees are authorized to (a) receive, process, honor, and pay all checks presented for payment and to honor all funds transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, electronic funds or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, electronic funds or automated clearing house transfers are dated before, on, or after the Petition Date, without any duty to inquire otherwise.

5. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds or automated clearing house transfers, and to replace any prepetition checks or electronic fund or automated clearing house 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 Final Order.

6. [Following entry of this Final Order, the Debtors shall serve a copy of this Final Order on the Taxing Authorities.](#)

7. ~~6.~~ Nothing contained in the Motion or this Final Order nor any payment made pursuant to the authority granted by this Final Order is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the

Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (c) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (d) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

8. ~~7.~~ Notwithstanding entry of this Final 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.

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

10. ~~9.~~ Notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

11. ~~10.~~ The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted in this Final Order.

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

Dated: \_\_\_\_\_, 2023  
New York, New York

THE HONORABLE PHILIP BENTLEY  
UNITED STATES BANKRUPTCY JUDGE