

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

Eastern Outfitters, LLC, *et al.*,<sup>1</sup>  
Debtors.

Chapter 11

Case No.: 17-10243 (LSS)

(Joint Administration Requested)

Related to Docket No. 16, 53 and 74

**FINAL ORDER AUTHORIZING PAYMENT OF CERTAIN  
PREPETITION SHIPPING, DELIVERY, AND CUSTOMS CHARGES**

Upon the motion (the "Motion")<sup>2</sup> of Eastern Outfitters, LLC and its chapter 11 affiliates, the debtors and debtors in possession (the "Debtors") in the above-captioned jointly administered chapter 11 cases (the "Cases"), for entry of a final order (this "Final Order"), pursuant to sections 105(a) and 363(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (i) authorizing, but not directing, the Debtors to pay certain prepetition claims for shipping, freight forwarding, consolidating, and customs duties (the "Transporter Claims"), (ii) authorizing banks and financial institutions (the "Banks") to receive, process, honor, and pay all checks and electronic funds transfers related thereto, and (iii) granting related relief; and it appearing that the Court has jurisdiction to consider the Motion 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 February 29, 2012; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final

<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers, where applicable, are as follows: Eastern Outfitters, LLC (9164); Subortis Retail Financing, LLC (9065); Eastern Mountain Sports, LLC (9553); Subortis IP Holdings, LLC; Bob's Stores, LLC (4389); and Bob's/EMS Gift Card, LLC (9618). The Debtors' executive headquarters are located at 160 Corporate Court, Meriden, CT 06450.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.



order consistent with Article III of the United States Constitution; and it appearing that venue of these Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and after a hearing on the Motion, and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED, as set forth herein.
2. The Debtors are authorized, but not directed, to pay the prepetition Transporter Claims in the ordinary course of the Debtors' business up to an aggregate amount of \$1,500,000 as the Debtors, in their business judgment, determine is necessary and appropriate.
3. If any party accepts payment from the Debtors on account of its Transporter Claim and thereafter does not continue to provide services to the Debtors on the Historical Trade Terms, then the Debtors are authorized, in their discretion and without further order of the Court, (a) to declare that any payments made on account of such Transporter Claims be deemed to have been in payment of any then-outstanding (or subsequently accruing) undisputed postpetition claims of such party and (b) to recover any payment made to such party on account of its Transporter Claim to the extent such payment exceeded the undisputed postpetition claims of such party; provided, however, that upon recovery of any such payments by the Debtors, the applicable portion of the Transporter Claim shall be reinstated as a prepetition claim in the amount recovered by the Debtors. For the avoidance of doubt, the Debtors may not exercise the remedies provided for herein without further approval by the Court.

or otherwise) securing a claim that is paid pursuant to this Order constitutes a valid enforceable lien, and the Debtors reserve all rights to contest the extent, validity, perfection, or possible avoidance of any such liens, and to recoup for the Debtors' estates any amounts paid on account of the Transporter Claims to the extent the validity or perfection of such liens are later successfully contested or such liens are later avoided.

7. Bankruptcy Rule 6003(b) has been satisfied.

8. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this Final Order shall be effective immediately and enforceable upon its entry; (b) the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this order; and (c) the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Final Order.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Final Order.

Dated: Wilmington, Delaware  
March 2, 2017

  
\_\_\_\_\_  
THE HONORABLE LAURIE SELBER SILVERSTEIN