

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

In re
EASTERN OUTFITTERS, LLC, *et al.*,¹

Debtors.

Chapter 11
Case No. 17-10243 (LSS)
Jointly Administered
Related to Docket Nos. 27 and 60

**CERTIFICATION OF COUNSEL REGARDING ORDER AMENDING
INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 105, 361, 362, 363, 364, 503 AND
507 (I) AUTHORIZING THE DEBTORS TO OBTAIN SECURED POSTPETITION
FINANCING, (II) AUTHORIZING USE OF CASH COLLATERAL,
(III) GRANTING LIENS AND PROVIDING SUPERPRIORITY
ADMINISTRATIVE EXPENSE STATUS, (IV) GRANTING ADEQUATE
PROTECTION, (V) MODIFYING THE AUTOMATIC STAY,
(VI) SCHEDULING A FINAL HEARING, AND (VII) GRANTING RELATED RELIEF**

The undersigned, proposed counsel to the above-captioned debtors and debtors-in-possession (the “**Debtors**”), hereby certifies as follows:

1. On February 7, 2017, the Debtors’ Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503 and 507 (I) Authorizing the Debtors to Obtain Secured Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (the “**Motion**”) [Docket No. 27] was filed with the Court.

2. On February 8, 2017, the Court entered the Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503 and 507 (I) Authorizing the Debtors to Obtain Secured Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V)

¹ 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 (96 located at 160 Corporate Court, Meriden, CT 06450.



Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (the “**Interim Order**”) [Docket No. 60].

3. A notice of entry of interim order and final hearing regarding the motion was filed on February 10, 2017 [Docket No. 66]. The hearing, which was originally scheduled for March 6, 2017, is adjourned to March 22, 2017.

4. The Debtors and the DIP Lender² elected to repay the Prepetition Senior Secured Obligations on March 3, 2017, and, as a result, certain modifications to the Interim Order became necessary. The Debtors and the DIP Lender have consented to these modifications. The Office of the U.S. Trustee, counsel to the Committee and counsel to PNC Bank, National Association have no objections to these modifications.

5. Attached hereto as Exhibit A is the proposed Order Amending Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503 and 507 (I) Authorizing the Debtors to Obtain Secured Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VIII) Granting Related Relief (the “**Amended Interim DIP Order**”).

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Interim Order (as defined above).

6. The Debtors respectfully request the Court enter the Amended Interim DIP Order.

Dated: March 6, 2017
Wilmington, Delaware

COLE SCHOTZ P.C.

/s/ Marion M. Quirk

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EXHIBIT A

Proposed Amended Interim DIP Order

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

In re

Eastern Outfitters, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-10243 (LSS)

Jointly Administered

Related to Docket Nos. 27, 60 and _____

ORDER AMENDING INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 105, 361, 362, 363, 364, 503 AND 507 (I) AUTHORIZING THE DEBTORS TO OBTAIN SECURED POSTPETITION FINANCING, (II) AUTHORIZING USE OF CASH COLLATERAL, (III) GRANTING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS, (IV) GRANTING ADEQUATE PROTECTION, (V) MODIFYING THE AUTOMATIC STAY, (VI) SCHEDULING A FINAL HEARING, AND (VII) GRANTING RELATED RELIEF

Upon the motion dated February 7, 2017 (the “DIP Motion”), of the above-referenced debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”), pursuant to sections 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e), 503 and 507 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”), Rules 2002, 4001 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) seeking authorization for the Debtors to enter into the DIP Facility,² use Cash Collateral, and certain related relief; and the Court having held an interim hearing on the DIP Motion on February 8, 2017; and the Court having entered an order granting

¹ 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.

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Interim Order (as defined below).

the DIP Motion on an interim basis [Dkt No. 60] (the “Interim Order”); and the Debtors, the DIP Lender, and the Official Committee of Unsecured Creditors (the “Committee”) having agreed to adjourn the Final Hearing until March 22, 2017 to permit the parties to engage in further settlement discussions; and the Debtors and the DIP Lender having elected to repay the Prepetition Senior Secured Obligations on March 3, 2017; and, as a result, certain modifications to the Interim Order now being necessary and in the best interests of the Debtors, their estates, their creditors, and other parties in interests; and the relief granted herein having been consented to by the Debtors and the DIP Lender; and after due deliberation thereon and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, THAT:

1. The Interim Order is hereby amended as follows:
 - (a) Paragraph 44 is amended to read in its entirety: “Notwithstanding anything in the Interim Order or herein to the contrary, after the Prepetition Senior Secured Obligations are paid in full (other than contingent claims for which no claim has been asserted subject to the provisions of paragraph 33 hereof) and prior to March 23, 2017, the Debtors shall be permitted to use Cash Collateral (other than PNC L/C Cash Collateral) in accordance with the DIP Loan Documents and the Approved Budget; provided, that any amount of such Cash Collateral in excess of the amounts required to make payments under the Approved Budget may be applied as set forth in Section 11.5 of the DIP Credit Agreement; provided, that the Prepetition Senior Agent shall be entitled to rely on the instructions of the Debtors as to the disposition of Cash Collateral it receives;
 - (b) Paragraph 23(d) is amended to replace the phrase “forty-five (45) calendar days” with the phrase “fifty (50) calendar days”;
 - (c) Paragraph 45 is amended to replace the phrase “the provisions of this Order shall govern and control” with the phrase “the provisions of this Order, as amended from time to time, shall govern and control”;
 - (d) Paragraph 51 is amended to read in its entirety:

“Final Hearing. The Final Hearing shall take place **March 22, 2017 at 2:30 p.m.**, and parties shall have until March 15, 2017 at 4:00 p.m. to file an objection if necessary and serve such objection on the (i) Debtors, (ii) the DIP Agent and the DIP Lenders, (iii) the Prepetition Senior Secured

Parties; (iv) the Prepetition Subordinate Secured Parties; (iv) the U.S. Trustee; (vi) the Committee; and (vii) any other party requesting notice pursuant to Rule 2002.”;

(e) Paragraph 54 is added to read in its entirety:

“Draws on Letters of Credit; Modification of Automatic Stay.
Notwithstanding the payment in full of the Prepetition Senior Secured Obligations, the Prepetition Senior Agent shall retain contingent obligations for undrawn letters of credit issued to the Debtors and will continue to hold cash collateral in the amount of \$2,451,911.92 (the “PNC L/C Cash Collateral”) as security for such contingent obligations. To the extent there is one or more draws on the letters of credit issued by Prepetition Senior Agent to the Debtors, the automatic stay imposed by section 362 of the Bankruptcy Code is hereby modified to permit Prepetition Senior Agent to use the PNC L/C Cash Collateral to fund the draws from time to time on the letter(s) of credit or to reimburse itself for any draws on the letter(s) of credit from time to time, and any lien on any such cash collateral shall be discharged without notice to any party including any junior lienholders.”

The Interim Order, as amended hereby (the “Amended Interim Order”), shall remain in full force and effect in accordance with its terms. Notwithstanding any provisions of the Bankruptcy Rules to the contrary, including, without limitation, Bankruptcy Rules 6004(h), 6006(d), 7062, and 9014, this Order and the Amended Interim Order shall be immediately effective and enforceable upon entry hereof, and there shall be no stay of the execution or effectiveness of this Order and the Amended Interim Order.

2. The Debtors shall promptly serve a notice of the Final Hearing, together with copies of this Order and the original Interim Order, on all parties having been given notice of the Interim Hearing and any other party that has filed a request for notices with this Court.

3. The Court has and will retain jurisdiction to enforce this Order and the Amended Interim Order.

Dated: March ____, 2017
Wilmington, Delaware

THE HONORABLE LAURIE SELBER SILVERSTEIN