

Presentment Date: November 23, 2020 at 12:00 p.m. (Prevailing Eastern Time)
Objection Deadline: November 23, 2020 at 11:00 a.m. (Prevailing Eastern Time)

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
Shana A. Elberg
Bram A. Storchlic
One Manhattan West
New York, New York 10001
Telephone: (212) 735-3000
Fax: (212) 735-2000

TOGUT, SEGAL & SEGAL LLP
Frank A. Oswald
Kyle J. Ortiz
Katharine E. Scott
One Penn Plaza, Suite 3335
New York, New York 10119
Telephone: (212) 594-5000
Fax: (212) 967-4258

– and –

Van C. Durrer, II
Destiny N. Almogoe (admitted *pro hac vice*)
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071-3144
Telephone: (213) 687-5000
Fax: (213) 687-5600

– and –

Jennifer Madden (admitted *pro hac vice*)
525 University Avenue
Palo Alto, California 94301
Telephone: (650) 470-4500
Fax: (650) 470-4570

Counsel for Plan Administration Trustee

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

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<i>In re</i>	: Chapter 11
	:
JCK LEGACY COMPANY, <i>et al.</i>,	: Case No. 20-10418 (MEW)
	:
Wind-Down Debtors.¹	: (Jointly Administered)
	:
-----	X

**NOTICE OF PRESENTMENT OF PLAN ADMINISTRATION TRUSTEE'S
MOTION FOR ENTRY OF AN ORDER (I) RELEASING THE UTILITY DEPOSIT
ACCOUNT TO THE PURCHASER AND (II) GRANTING RELATED RELIEF**

¹ The Wind-Down Debtors in these chapter 11 cases and the last four characters of each Wind-Down Debtor's tax identification number are: JCK Legacy Company (0478) and Herald Custom Publishing of Mexico, S. de R.L. de C.V. (5UZI). The location of the Wind-Down Debtors' service address, c/o FTI Consulting, Inc., for purposes of these chapter 11 cases is: 1201 W Peachtree Street, NW, Suite 500, Atlanta, Georgia 30309.

PLEASE TAKE NOTICE that Sean M. Harding, a Senior Managing Director with FTI Consulting, Inc. and the Plan Administration Trustee (the “**Plan Administration Trustee**”) for JKC Legacy Company and certain of its affiliates, the wind-down debtors in the above-captioned cases (collectively, the “**Debtors**”), by his undersigned counsel, will present for signature to the Honorable Michael E. Wiles, United States Bankruptcy Judge, in his Chambers, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408, at **12:00 p.m. (Prevailing Eastern Time) on November 23, 2020** (the “**Presentment Date**”), the proposed *Motion for Entry of an Order (I) Releasing the Utility Deposit Account to the Purchaser and (II) Granting Related Relief* (the “**Motion**”), a copy of which is annexed hereto.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must be made in writing and (a) filed with the Bankruptcy Court no later than **11:00 a.m. (Prevailing Eastern Time) on the Presentment Date** (the “**Objection Deadline**”) and (b) served so as to be actually received by the following parties by the Objection Deadline:

(i) the Debtors, JCK Legacy Company, c/o FTI Consulting, Inc., 1201 W. Peachtree Street, NW, Suite 500, Atlanta, Georgia 30309, Attn.: Sean M. Harding (sean.harding@fticonsulting.com);

(ii) counsel for the Plan Administration Trustee, Skadden, Arps, Slate, Meagher & Flom LLP, One Manhattan West, New York, New York 10001, Attn.: Shana A. Elberg (shana.elberg@skadden.com) and Bram A. Stochlic (bram.stochlic@skadden.com), 300 South Grand Avenue, Suite 3400, Los Angeles, California 90071, Attn.: Van C. Durrer, II (van.durrer@skadden.com), and Destiny N. Almogue (destiny.almogue@skadden.com) and 525 University Avenue, Palo Alto, California 94301 Attn.: Jennifer Madden (jennifer.madden@skadden.com);

(iii) co-counsel for the Plan Administration Trustee, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York 10119, Attn.: Albert Togut (altogut@teamtogut.com) and Kyle J. Ortiz (kortiz@teamtogut.com);

(iv) the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, New York 10014, Attn.: Benjamin J. Higgins and Brian S. Masumoto;

(v) counsel to Chatham Asset Management, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn.: Andrew N. Rosenberg (arosenberg@paulweiss.com) and Elizabeth R. McColm (emccolm@paulweiss.com) and John T. Weber (jweber@paulweiss.com); and

(vi) any party that has requested notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that if no timely, written objections are filed and received in accordance with the foregoing, an order granting the Motion may be entered by the Court.

PLEASE TAKE FURTHER NOTICE that a copy of this filing can be obtained through the Bankruptcy Court's electronic case filing system at www.nysb.uscourts.gov using a PACER password (to obtain a PACER password, go to the PACER website, www.pacer.gov) or the website maintained by the Debtors' noticing agent, Kurtzman Carson Consultants LLC, at www.kccllc.net/McClatchy.

[Concluded on Following Page]

Dated: New York, New York
November 6, 2020

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Shana A. Elberg
Bram A. Stochlic
One Manhattan West
New York, New York 10001
Telephone: (212) 735-3000
Fax: (212) 735-2000

– and –

Van C. Durrer, II
Destiny N. Almogue (admitted *pro hac vice*)
300 S. Grand Avenue, Suite 3400
Los Angeles, California 90071-3144
Telephone: (213) 687-5000
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Jennifer Madden (admitted *pro hac vice*)
525 University Avenue
Palo Alto, California 94301
Telephone: (650) 470-4500
Fax: (650) 470-4570

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TOGUT, SEGAL & SEGAL LLP

/s/ Frank A. Oswald
Frank A. Oswald
Kyle J. Ortiz
Katharine E. Scott
One Penn Plaza, Suite 3335
New York, New York 10119
Telephone: (212) 594-5000
Fax: (212) 967-4258

Counsel for Plan Administration Trustee

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
Shana A. Elberg
Bram A. Storchlic
One Manhattan West
New York, New York 10001
Telephone: (212) 735-3000
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Frank A. Oswald
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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<i>In re</i>	:	Chapter 11
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JCK LEGACY COMPANY, <i>et al.</i>,	:	Case No. 20-10418 (MEW)
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Wind-Down Debtors.¹	:	(Jointly Administered)
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**PLAN ADMINISTRATION TRUSTEE'S MOTION
FOR ENTRY OF AN ORDER (I) RELEASING THE UTILITY DEPOSIT
ACCOUNT TO THE PURCHASER AND (II) GRANTING RELATED RELIEF**

TO THE HONORABLE MICHAEL E. WILES,
UNITED STATES BANKRUPTCY JUDGE:

¹ The Wind-Down Debtors in these chapter 11 cases and the last four characters of each Wind-Down Debtor's tax identification number are: JCK Legacy Company (0478) and Herald Custom Publishing of Mexico, S. de R.L. de C.V. (SUZ1). The location of the Wind-Down Debtors' service address, c/o FTI Consulting, Inc., for purposes of these chapter 11 cases is: 1201 W Peachtree Street, NW, Suite 500, Atlanta, Georgia 30309.

Sean M. Harding, a Senior Managing Director with FTI Consulting, Inc. and the Plan Administration Trustee (the “**Plan Administration Trustee**”) for JCK Legacy Company and certain of its affiliates, the wind-down debtors in the above-captioned cases (collectively, the “**Debtors**”), hereby submits this motion (the “**Motion**”), pursuant to sections 105(a) and 1142(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and consistent with the Utilities Order, the APA, and the Sale Order (each as defined below), for an order, substantially in the form annexed hereto as **Exhibit A** (the “**Proposed Order**”), (i) releasing the Utility Deposit Account to the Purchaser (each as defined below); (ii) releasing the Debtors, the Plan Administration Trustee, and the Purchaser from restrictions set forth in the Utilities Order; (iii) authorizing the Purchaser to withdraw and keep any and all remaining funds in the Utility Deposit Account; and (iv) granting related relief, and respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
2. The statutory predicates for the relief requested herein are sections 105(a) and 1142(b) of the Bankruptcy Code.

BACKGROUND

I. The Chapter 11 Cases

3. On February 13, 2020 (the “**Petition Date**”),² each Debtor commenced a

² On March 24, 2020 (the “**Additional Petition Date**”), Debtor Oak Street Redevelopment Corporation (“**Oak Street**”) also commenced a case by filing a chapter 11 petition. As used herein, the term “Petition Date” encompasses the Additional Petition Date, and the term “Chapter 11 Cases” includes the Oak Street chapter 11 case, which is being jointly administered with the Debtors’ chapter 11 cases commenced on February 13, 2020. *See Order (I) Directing Joint Administration of Cases and (II) Waiving Requirements of Bankruptcy Code Section 342(c)(1) and Bankruptcy Rules 1005 and 2002(n)* [Docket No. 265].

case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). The Chapter 11 Cases are jointly administered.

4. On February 26, 2020, the Office of the United States Trustee for the Southern District of New York appointed a creditors’ committee in these Chapter 11 Cases [Docket No. 114]. Pursuant to the Chapter 11 Plan, the creditors’ committee was dissolved on the Effective Date (each as defined below).

5. Prior to the Sale Transaction (defined below), the Debtors were a diversified digital and print media business, focused on providing strong, independent local journalism to thirty communities in fourteen states, as well as national news coverage through the Debtors’ Washington D.C.-based bureau.

II. The Utility Deposit Account

6. On the Petition Date, the Debtors filed, among other “first day” motions, the *Debtors’ Motion for Entry of Interim and Final Orders (I) Approving Debtors’ Proposed Form of Adequate Assurance of Payment; (II) Establishing Procedures for Resolving Objections by Utility Companies; and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service* [Docket No. 29] (the “**Utilities Motion**”).³

7. Pursuant to the Utilities Motion, as additional assurance of payment for all undisputed post-petition obligations owed to the Utility Companies, within twenty (20) days after the Petition Date, the Debtors (a) established a newly created, interest-bearing, segregated account (the “**Utility Deposit Account**”) and (b) for each Utility Company listed on the Utility Company List, placed a deposit equal to approximately two weeks of Utility Services, based on the average monthly cost of the Utility Services determined by an annual average (each such

³ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Utilities Motion.

deposit is referred to herein as a “**Utility Deposit**”), into such Utility Deposit Account. The Debtors funded the Utility Deposit Account with \$371,000.

8. On March 11, 2020, the court entered the *Final Order (I) Approving Debtors’ Proposed Form of Adequate Assurance of Payment; (II) Establishing Procedures for Resolving Objections by Utility Companies; and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service* [Docket No. 175] (the “**Utilities Order**”), approving the Utilities Motion on a final basis.

III. The Sale Transaction

9. On May 5, 2020, the Debtors filed a motion seeking, among other things, (i) entry of an order (the “**Bidding Procedures Order**”) approving the bidding procedures for the potential sale of all or substantially all or a portion of the Debtors’ non-cash assets (the “**Sale Transaction**”); and (ii) approving procedures for the assumption and assignment of certain executory contracts and unexpired leases [Docket No. 418]. On May 11, 2020, the Court entered the Bidding Procedures Order [Docket No. 432].

10. On August 7, 2020, the Court entered the *Order (I) Approving the Sale of the Acquired Assets Free and Clear of Claims, Liens, Interests and Encumbrances; (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 744] (the “**Sale Order**”), which, among other things, approved the sale of substantially all of the Debtors’ assets to SIJ Holdings, LLC (“**Purchaser**”) pursuant to that Asset Purchase Agreement, dated as of July 24, 2020 (the “**APA**”). The Sale Transaction closed on September 4, 2020.

11. Pursuant to Section 1.1 of the APA and sections 105 and 363 of the Bankruptcy Code, at the closing of the Sale Transaction, the Debtors were required to “sell,

assign, transfer, convey and deliver to the Purchaser . . . free and clear of all Encumbrances . . . all right, title and interest of the [Debtors] in, to or under the Business and all of the rights, properties and assets of the [Debtors] of every kind and description[.]” APA § 1.1. In addition, a condition precedent to the obligation of the Purchaser to effect the Sale Transaction was that substantially all of the assets acquired by the Purchaser, including bank accounts of the Debtors, were to be retitled in the name of the Purchaser (or applicable designee of the Purchaser). APA § 6.3(f).

12. On September 4, 2020, pursuant to the APA, the Debtors assigned and otherwise transferred certain assets, including, without limitation, all right, title, and interest in the Utility Deposit Account to the Purchaser.

IV. The Chapter 11 Plan

13. On September 21, 2020, the Debtors filed the *First Amended Joint Chapter 11 Plan of Distribution of JCK Legacy Company and its Affiliated Debtors and Debtors in Possession* [Docket No. 867, Exhibit A] (as may be amended, modified, and/or supplemented from time to time, the “**Chapter 11 Plan**”).

14. On September 25, 2020, the Court entered the *Findings of Fact, Conclusions of Law, and Order Approving the Disclosure Statement and Confirming the First Amended Joint Chapter 11 Plan of Distribution of JCK Legacy Company and its Affiliated Debtors and Debtors in Possession* [Docket No. 879]. The Chapter 11 Plan became effective on September 30, 2020 [Docket No. 886] (the “**Effective Date**”).

15. Pursuant to the Chapter 11 Plan, the Court established October 30, 2020 (thirty days after the Effective Date) as the deadline to file proofs of or requests for payment of administrative expense claims.

RELIEF REQUESTED

16. Pursuant to sections 105(a) and 1142 of the Bankruptcy Code and consistent with the Utilities Order, Section 6.3(f) the APA, and paragraph 29 of the Sale Order, the Plan Administration Trustee seeks entry of an order, substantially in the form of the Proposed Order, (i) releasing the Utility Deposit Account to the Purchaser; (ii) releasing the Debtors, the Plan Administration Trustee, and the Purchaser from restrictions set forth in the Utilities Order; (iii) authorizing the Purchaser to withdraw and keep any and all remaining funds in the Utility Deposit Account, which total approximately \$371,000 as of the date hereof; and (iv) granting related relief.

BASIS FOR RELIEF

17. This Court has broad authority, pursuant to sections 105(a) and 1142(b) of the Bankruptcy Code, to oversee the property administered under the Chapter 11 Plan and to issue orders necessary to facilitate the administration and implementation of the Chapter 11 Plan and the Bankruptcy Code. *See* 11 U.S.C. § 105(a) (“The court may issue any order, process or judgment that is necessary or appropriate to carry out the provisions of this title.”); 11 U.S.C. § 1142(b) (“The court may direct the debtor and any other necessary party to execute or deliver or to join in the execution or delivery of any instrument required to effect a transfer of property dealt with by a confirmed plan, and to perform any other act . . . that is necessary for the consummation of the plan.”); *see also In re Oversight & Control Comm’n of Avanzit, S.A.*, 385 B.R. 525, 535 (Bankr. S.D.N.Y. 2008) (“The bankruptcy court retains jurisdiction under 11 U.S.C. § 1142(b) . . . and it has continuing responsibilities to satisfy itself that the [p]lan is being properly implemented.”) (internal quotation marks and citations omitted).

18. In addition, the Chapter 11 Plan specifically states that this Court retains jurisdiction to, among other things, “issue and implement orders in aid of execution, implementation, or consummation of [the] Plan[.]” Chapter 11 Plan at Art. 12(g); *see also Hosp. & Univ. Prop. Damage Claimants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 7 F.3d 32, 34 (2d Cir. 1993) (finding that bankruptcy courts retain post-confirmation jurisdiction to the extent provided by the plan).

19. Pursuant to the Sale Order, “all claims, liens, interests and encumbrances of any kind or nature whatsoever existing as to the Acquired Assets prior to the Closing have been unconditionally released, discharged, and terminated to the fullest extent permitted by section 363(f) of the Bankruptcy Code.” Sale Order at ¶ 29. The Utility Deposit Account was an “Acquired Asset” as defined in the APA.

20. Notwithstanding the release authorized by the Sale Order, the Plan Administration Trustee respectfully seeks entry of the Proposed Order out of an abundance of caution because the Utilities Order expressly states that “[t]he Utility Deposit Account shall be segregated from other funds and shall be available only for the purposes set forth in [the] Final Order, shall not be subject to any liens or security interests of any lender or any other party other than the Utility Companies, and *shall not be released except upon further order of this Court.*” Utilities Order at ¶ 3 (emphasis added).

21. Although all right, title, and interest in the Utility Deposit Account has been transferred to the Purchaser, the Utilities Order indicates that further order of this Court is required to release the balance of funds in the Utility Deposit Account to the Purchaser.

22. The Plan Administration Trustee, upon review of the Debtors’ books and records and in consultation with the Debtors’ professionals, has determined that as of the

Effective Date, there were no outstanding post-petition obligations of the Debtors to any of the Utility Companies. Additionally, no Utility Company has filed an administrative expense claim on account of a post-petition obligation owed by the Debtors to a Utility Company, and the deadline for filing such claims has passed. Releasing the Utility Deposit Account to the Purchaser will not prejudice any creditors because no parties other than the Utility Companies had any interest in, or were the beneficiaries to, the funds held in the Utility Deposit Account. Moreover, the Court is vested with the authority to release such funds to aid implementation of the Sale Order, the APA, and the Chapter 11 Plan.

23. Therefore, the Plan Administration Trustee respectfully requests the Court enter an order, substantially in the form of the Proposed Order, (i) releasing the Utility Deposit Account to the Purchaser; (ii) releasing the Debtors, the Plan Administration Trustee, and the Purchaser from restrictions set forth in the Utilities Order; and (iii) authorizing the Purchaser to withdraw and keep any and all remaining funds in the Utility Deposit Account, which total approximately \$371,000 as of the date hereof.

MOTION PRACTICE

24. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to the Motion. Accordingly, the Plan Administration Trustee submits that this Motion satisfies Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York.

RESERVATION OF RIGHTS

25. Nothing in this Motion should be construed as (a) an admission as to the validity, priority, or character of any claim or other asserted right or obligation, or a waiver or

other limitation on the Plan Administration Trustee's or any other party in interest's ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law; (b) a promise to pay any claim; (c) granting third party beneficiary status or bestowing any additional rights on any third party; or (d) being otherwise enforceable by any third party.

NOTICE

26. Notice of this Motion will be given to: (a) the United States Trustee, (b) the Utility Companies, and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Plan Administration Trustee submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

NO PREVIOUS REQUEST

27. No previous request for the relief sought herein has been made by the Plan Administration Trustee to this Court or any other court.

CONCLUSION

WHEREFORE the Plan Administration Trustee respectfully requests that the Court enter the Proposed Order authorizing the release of funds held in the Utility Deposit Account to the Purchaser, and granting such other and further relief as the Court deems just and proper.

[Concluded on Following Page]

Dated: New York, New York
November 6, 2020

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Shana A. Elberg
Bram A. Stochlic
One Manhattan West
New York, New York 10001
Telephone: (212) 735-3000
Fax: (212) 735-2000

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Van C. Durrer, II
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Los Angeles, California 90071-3144
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Frank A. Oswald
Kyle J. Ortiz
Katharine E. Scott
One Penn Plaza, Suite 3335
New York, New York 10119
Telephone: (212) 594-5000
Fax: (212) 967-4258

Counsel for Plan Administration Trustee

EXHIBIT A

Proposed Order

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

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<i>In re</i>	:	Chapter 11
	:	
JCK LEGACY COMPANY, et al.,	:	Case No. 20-10418 (MEW)
	:	
Wind-Down Debtors.¹	:	(Jointly Administered)
	:	
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**ORDER GRANTING PLAN ADMINISTRATION TRUSTEE'S
MOTION FOR ENTRY OF AN ORDER (I) RELEASING THE UTILITY DEPOSIT
ACCOUNT TO THE PURCHASER AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the Plan Administration Trustee for an order (this “**Order**”), pursuant to sections 105(a) and 1142(b) of the Bankruptcy Code and consistent with the Utilities Order, the APA, and the Sale Order, (i) releasing the Utility Deposit Account to the Purchaser; (ii) releasing the Debtors, the Plan Administration Trustee, and the Purchaser from restrictions set forth in the Utilities Order; (iii) authorizing the Purchaser to withdraw and keep any and all remaining funds in the Utility Deposit Account; and (iv) granting related relief, as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper

¹ The Wind-Down Debtors in these chapter 11 cases and the last four characters of each Wind-Down Debtor’s tax identification number are: JCK Legacy Company (0478) and Herald Custom Publishing of Mexico, S. de R.L. de C.V. (SUZ1). The location of the Plan Administration Trustee’s service address for purposes of these chapter 11 cases is: 1201 W Peachtree Street, NW, Suite 500, Atlanta, Georgia 30309.

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

pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other 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 thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The relief requested in the Motion is GRANTED as set forth herein.
2. The Debtors, the Plan Administration Trustee, and the Purchaser are hereby released from the restrictions set forth in the Utilities Order. The Utility Deposit Account is released and the Plan Administration Trustee and/or the Purchaser is authorized and directed to remit all funds held therein to the Purchaser.
3. The Purchaser is authorized to take any and all actions necessary to facilitate the withdrawal and retention of any and all remaining segregated funds in the Utility Deposit Account, and the Purchaser is authorized to close the Utility Deposit Account.
4. Nothing in this Order shall be deemed to constitute a ruling as to the rights of any Utility Company, after the Effective Date, to require security or deposits from the Purchaser under the provisions of applicable non-bankruptcy law.
5. The Plan Administration Trustee is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

[Concluded on Following Page]

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: New York, New York
[Month] __, 2020

Honorable Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE