

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

**CBC RESTAURANT CORP., et al.,<sup>1</sup>**

Debtors.

Chapter 11

Case No. 23-10245 (KBO)

(Jointly Administered)

**Re: Docket Nos. 7, 31**

**CERTIFICATION OF COUNSEL REGARDING MOTION OF THE DEBTORS FOR  
ENTRY OF INTERIM ORDER AND FINAL ORDERS: (I) AUTHORIZING  
DEBTORS TO PAY (A) PREPETITION EMPLOYEE OBLIGATIONS,  
PREPETITION WITHHOLDING OBLIGATIONS, AND POSTPETITION  
EMPLOYEE OBLIGATIONS IN THE ORDINARY COURSE; AND (B)  
AUTHORIZING BANKS TO HONOR RELATED TRANSFERS**

I, Mette H. Kurth, hereby certify that:

1. On February 23, 2023, CBC Restaurant Corp. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") filed the *Motion of the Debtors for Entry of Interim Order and Final Orders: (I) Authorizing Debtors to Pay (A) Prepetition Employee Obligations, Prepetition Withholding Obligations, and Postpetition Employee Obligations in the Ordinary Course; and (B) Authorizing Banks to Honor Related Transfers* (the "Motion") [Dkt. No. 7] (the "Motion").

2. On February 24, 2023, the Court entered its *Interim Order: (1) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation; and (2) Granting Related Relief* [Dkt. No. 31] (the "Interim Order").

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include CBC Restaurant Corp. (0801), Corner Bakery Holding Company (3981), and CBC Cardco, Inc. (1938). The Debtors' service address is 121 Friends Lane, Suite 301, Newtown PA 18940.



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3. Pursuant to the Interim Order, the deadline to object to the final relief requested by the Motion was March 21, 2023, at 4:00 p.m. (ET). On March 20, 2023, the U.S. Trustee appointed the Official Committee of Unsecured Creditors (the "Committee") in these cases, and the Debtors subsequently extended the Committee's objection deadline through March 24, 2023, at 12:00 p.m.

4. The undersigned has reviewed the Court's docket in these cases, and no answer, objection, or other responsive pleading objecting to the final relief requested by the Motion appears thereon. Corner Bakery received informal comments to the Motion from the Office of the United States Trustee before the objection deadline.

5. Attached hereto as **Exhibit A** is a revised proposed form of final order (the "Revised Proposed Final Order") which resolves the comments received from the Office of the United States Trustee.

6. Attached hereto as **Exhibit B** is a blackline showing changes to the proposed final order filed with the Motion as compared to the Revised Proposed Final Order.

7. Accordingly, the Debtors request entry of the Proposed Final Order at the Court's earliest convenience.

Dated: March 27, 2023  
Wilmington, Delaware

/s/ Mette H. Kurth

Mette H. Kurth (DE Bar No. 6491)  
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*Proposed Counsel to the Debtors and Debtors In Possession*

**Exhibit A**

**Proposed Revised Final Order**

**Exhibit B**

**Redline**

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

In re:

**CBC RESTAURANT CORP. *et al.*,**<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10245 (KBO)

(Jointly Administered)

**RE: Dkt. Nos. 7, 31**

**FINAL ORDER: (1) AUTHORIZING THE DEBTORS  
TO (A) PAY PREPETITION WAGES, SALARIES, OTHER  
COMPENSATION; AND (2) GRANTING RELATED RELIEF**

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Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”), (a) authorizing the Debtors (a) to pay prepetition wages, salaries, other compensation, and reimbursable expenses and, and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; 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 District of Delaware, dated February 29, 2012; and this Court having found that it 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 pursuant to 28 U.S.C. §§

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include CBC Restaurant Corp. (0801), Corner Bakery Holding Company (3981), and CBC Cardco, Inc. (1938). The Debtors’ service address is 121 Friends Lane, Suite 300, Newtown PA 18940.

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

1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted on a final basis as set forth herein.
2. The Debtors are authorized in their discretion, to pay and honor all prepetition amounts related to the Employee Compensation as described in the Motion.
3. No payments subject to Section 503(c) were requested in the Motion, nor approved by this Final Order.
4. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the

Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

5. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

6. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Employee Compensation.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

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





IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

Chapter 11

CBC RESTAURANT CORP. *et al.*,<sup>1</sup>

Case No. 23-10245 (KBO)

Debtors.

~~(Joint Administration Requested)~~(Jointly  
Administered)

RE: Dkt. Nos. 7, 31

**FINAL ORDER: (~~a~~1) AUTHORIZING THE DEBTORS  
TO (A) PAY PREPETITION WAGES, SALARIES, OTHER  
COMPENSATION;~~;~~ AND ~~REIMBURSABLE EXPENSES; AND (B)~~(2) GRANTING  
RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”), (a) authorizing the Debtors (a) to pay prepetition wages, salaries, ~~and~~ other compensation, and reimbursable expenses and, and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; 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

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include CBC Restaurant Corp. (0801), Corner Bakery Holding Company (3981), and CBC Cardco, Inc. (1938). The Debtors’ service address is 121 Friends ~~Land~~Lane, Suite 300, Newtown PA 18940.

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

the District of Delaware, dated February 29, 2012; and this Court having found that it 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 pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court ~~(the "Hearing")~~; and this Court having determined that the legal and factual bases set forth in the Motion and at the ~~Hearing~~ hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing ~~therefor~~, therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted on a final basis as set forth herein.
2. The Debtors are authorized in their discretion, to pay and honor all prepetition amounts related to the Employee Compensation ~~as described in the Motion~~.

~~3. Nothing herein shall be deemed to authorize the payment of any amounts which violates or implicates section 503(c) of the Bankruptcy Code; provided that nothing herein shall prejudice the Debtors' ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code at a later time.~~

3. No payments subject to Section 503(c) were requested in the Motion, nor approved by this Final Order.

4. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against ~~the Debtors~~ a Debtor entity; (b) a waiver of the Debtors'

right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) ~~a~~ concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

5. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final ~~Order~~.

6. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Employee Compensation.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

~~10.~~—This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

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