

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CBC RESTAURANT CORP., et al.,¹

Debtors.

Chapter 11

Case No. 23-10245 (KB)

(Jointly Administered)

Re: Dkt. No. 55, 98

**CERTIFICATION OF COUNSEL REGARDING MOTION OF THE DEBTORS
FOR ENTRY OF INTERIM AND FINAL ORDERS: (I) AUTHORIZING THE
DEBTORS TO (A) HONOR GIFT CARDS AND (B) ADMINISTER EXISTING
CUSTOMER PROGRAMS IN THE ORDINARY COURSE OF BUSINESS; AND
(II) FOR RELATED RELIEF**

I, Mette H. Kurth, hereby certify that:

1. On March 1, 2023, CBC Restaurant Corp. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Corner Bakery") filed the *Motion of the Debtors for Entry of Interim and Final Orders: (I) Authorizing the Debtors to (A) Honor Gift Cards and (B) Administer Existing Customer Programs in the Ordinary Course of Business; and (II) for Related Relief* [D. I. No. 55] (the "Motion").

2. On March 6, 2023, the Court entered its *Interim Order Authorizing the Debtors to (I) Honor Gift Cards and (II) Administer Existing Customer Programs in the Ordinary Course of Business* [D. I. No. 98] (the "Interim Order").

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

¹ 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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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 SSCP Restaurant Investors LLC ("SSCP") and the Office of the U.S. Trustee before the Objection Deadline. Corner Bakery received no other comments.

5. Attached hereto as **Exhibit A** is a revised proposed form of final order (the "Revised Order") that resolves the informal comments received from SSCP and the U.S. 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 Final Order

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

In re:

CBC RESTAURANT CORP., et al.,¹

Debtors.

Chapter 11

Case No. 23-10245 (KB)

(Jointly Administered)

Re: D.I. Nos. 55, 98

**FINAL ORDER AUTHORIZING THE DEBTORS TO (I) HONOR
GIFT CARDS AND (II) ADMINISTER EXISTING CUSTOMER
PROGRAMS IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “Motion”)² 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 to (i) honor Gift Cards and (ii) administer the existing Customer Programs in the ordinary course of business and consistent with past practice, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, all as more fully set forth in the Motion; and upon the First Day Declarations; 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 finding that it may enter a final order consistent with Article III of the United States Constitution; and this Court finding that venue of this

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

proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court finding 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 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, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, to maintain and administer the Customer Programs and honor any related prepetition obligations in the ordinary course of business and consistent with their prepetition practice, as necessary and appropriate in the Debtors' business judgment. For the avoidance of doubt, Gift Cards may be only used to purchase goods from the Debtors business consistent with historical practices and may not be exchanged for cash or any monetary instrument.
3. The Debtors are authorized to renew, modify, terminate, or replace, in their discretion, their Customer Programs without further order of the Court; provided, however, that if the Debtors at any time during these Chapter 11 Cases cease to honor Gift Cards, they shall file a notice of the same with the Court and serve such notice on the U.S. Trustee, the United States Attorney's Office for the State of Delaware, the attorneys general for the states in which the Debtors operate, and any party filing a request for service under Bankruptcy Rule 2002.
4. Nothing contained herein is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate

party in interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

5. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

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

7. The Debtors are authorized to take all steps necessary or appropriate to carry out this Final Order.

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

Exhibit B
Redline

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

In re:

CBC RESTAURANT CORP., et al.,¹

Debtors.

Chapter 11

Case No. 23-10245 (KB)

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Re: D.I. ~~No. [●]~~ Nos. 55, 98

**FINAL ORDER AUTHORIZING THE DEBTORS TO (I) HONOR
GIFT CARDS AND (II) ADMINISTER EXISTING CUSTOMER
PROGRAMS IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of ~~an interim~~ final order (this “InterimFinal Order”): (a) authorizing the Debtors to (i) honor Gift Cards and (ii) administer the existing Customer Programs in the ordinary course of business and consistent with past practice, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, all as more fully set forth in the Motion; and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157

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

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 finding that it may enter a final order consistent with Article III of the United States Constitution; and this Court finding 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 finding 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 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, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, to maintain and administer the Customer Programs and honor any Customer Program related prepetition obligations in the ordinary course of business and consistent with their prepetition practice, as necessary and appropriate in the Debtors' business judgment. For the avoidance of doubt, Gift Cards may be only used to purchase goods from the Debtors business consistent with historical practices and may not be exchanged for cash or any monetary instrument.

~~3. The Debtors are authorized to honor Gift Cards in an amount up to \$6,519,000 on a final basis.~~

4.3. The Debtors are authorized to renew, modify, terminate, or replace, in their discretion, their Customer Programs without further order of the Court; provided, however, that if

the Debtors at any time during these Chapter 11 Cases cease to honor Gift Cards, they shall file a notice of the same with the Court and serve such notice on the U.S. Trustee, the United States Attorney's Office for the State of Delaware, the attorneys general for the states in which the Debtors operate, and any party filing a request for service under Bankruptcy Rule 2002.

5.4. Nothing contained herein is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

6.5. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

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

8.7. The Debtors are authorized to take all steps necessary or appropriate to carry out this Final Order.

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

~~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.~~