

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. 8 and 30

**CERTIFICATION OF COUNSEL REGARDING MOTION OF THE DEBTORS FOR  
ENTRY OF INTERIM ORDER AND FINAL ORDERS: (I) AUTHORIZING THE  
DEBTORS TO (A) CONTINUE TO MAINTAIN THEIR EXISTING CASH  
MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS, AND (B)  
HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO; AND (2)  
GRANTING RELATED RELIEF**

I, Mette H. Kurth, hereby certify that:

1. On March 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 the Debtors to (A) Continue to Maintain Their Existing Cash Management System, Bank Accounts, and Business Forms, and (B) Honor Certain Prepetition Obligations Related Thereto; and (2) Granting Related Relief* [Docket No. 8] (the "Motion").

2. On February 24, 2023, the Court entered its *Interim Order: (I) Authorizing the Debtors to (A) Continue to Maintain Their Existing Cash Management System, Bank Accounts,*

<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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*and Business Forms, and (B) Honor Certain Prepetition Obligations Related Thereto; and (II) Granting Related Relief* [Dkt. No. 30] (the "Interim Order"), which reflects certain comments previously received from the Office of the United States Trustee (the "U.S. Trustee") and SSCP Restaurant Investors, LLC ("SSCP").

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. After ascertaining that the objection deadline had passed and no objections or informal comments had been provided with respect to the final relief requested in the Motion, on March 27, 2023, the Debtors submitted a proposed form of final order (the "Proposed Final Order") pursuant to a Certification of No Objection [Dkt. No. 209]. The Debtors subsequently received an informal comment from the U.S. Trustee to the form of the Proposed Final Order.

5. Attached hereto as **Exhibit A** is a revised proposed form of final order (the "Revised Proposed Final Order") that incorporates the additional comment provided by the U.S. Trustee. The U.S. Trustee has confirmed that it does not object to entry of the Revised Proposed Final Order.

6. Attached hereto as **Exhibit B** is a blackline showing changes to the Proposed Final Order 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.

*[Remainder of the Page Intentionally Left Blank.]*

Dated: March 29, 2023  
Wilmington, Delaware

*/s/ Mette H. Kurth*

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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**

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

In re:  CBC RESTAURANT CORP., <i>et al.</i> , <sup>1</sup>  Debtors.	Chapter 11  Case No. 23-10245-KBO  (Jointly Administered)  <b>RE: D.I. Nos. 8, 30</b>
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**FINAL ORDER: (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO  
MAINTAIN THEIR EXISTING CASH MANAGEMENT SYSTEM, BANK ACCOUNTS,  
AND BUSINESS FORMS, AND (B) HONOR CERTAIN PREPETITION OBLIGATIONS  
RELATED THERETO; AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”) of the debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”) for entry of interim and final orders pursuant to sections 105(a), 345, 363(c)(1), 364(a), and 503(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 6003 and 6004(h) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2015-2 and 9013-1(m) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) (i) authorizing, but not directing, the Debtors to (a) continue to operate their existing cash management systems, including maintenance of the Debtors’ existing bank accounts, checks, and business forms, (b) honor certain prepetition obligations related thereto, and (ii) granting related relief, as more fully set forth in the Motion; and upon consideration of the *Declaration of Jignesh Pandya, Chief Executive Officer and Chief Operating Officer of Corner Bakery, in Support of Chapter 11 Petitions and Certain First Day Emergency Motions* in support of first day motions and

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consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due and proper notice of the hearing to consider the relief requested herein (the “Hearing”) having been provided to the Notice Parties; and it appearing that no other or further notice need be provided; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested therein; and the relief granted herein being in the best interests of the Debtors, their estates, creditors, and all parties-in-interest; and the Court having held the Hearing with the appearances of interested parties noted in the record of the Hearing; and no objection to the Motion having been filed or made at the Hearing on the Motion; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein on a final basis.
2. The Debtors are authorized, but not directed, to: (a) continue operating the Cash Management System used prior to the commencement of these Chapter 11 Cases; and (b) honor their prepetition obligations related thereto.
3. The Debtors are further authorized, but not directed, to: (a) continue to use, with the same account numbers, the Bank Accounts in existence as of the Petition Date; (b) use, in their present form, any pre-printed correspondence and Business Forms (including checks and letterhead) without reference to the Debtors’ status as debtors-in-possession; (c) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors-in-possession; (d) deposit funds in and withdraw funds from the Bank Accounts by all usual

means, including checks, ACH transfers, wire transfers, and other debits; and (e) pay any ordinary course Bank Claims incurred in connection with the Bank Accounts, and to otherwise perform their obligations under the documents governing the Bank Accounts; *provided* that once the Debtors' pre-printed correspondence, Business Forms (including letterhead) and existing checks have been used, the Debtors shall, when reordering, require the designation "Debtor-in-Possession" and the corresponding bankruptcy case number on all such documents; *provided, further*, that with respect to checks which the Debtors or their agents print themselves, the Debtors shall begin printing the "Debtor-in-Possession" legend and the bankruptcy case number on such items within ten (10) days of the date of entry of this Final Order.

4. Within fifteen (15) days of the date of entry of this Order, the Debtors shall (a) contact the Banks, (b) provide the Banks with the Debtors' employer identification numbers, and (c) identify each of the Bank Accounts as held by a "Debtor-in-Possession" in a bankruptcy case.

5. The Banks are authorized and directed to continue to service and administer the Bank Accounts as debtor-in-possession accounts without interruption, and to accept and honor all representations from the Debtors as to which checks, drafts, wires or ACH transfers shall be honored or dishonored consistent with any order(s) of this Court and governing law, whether such checks, drafts, wires or ACH transfers are dated prior to or subsequent to the Petition Date.

6. The Banks shall implement reasonable handling procedures designed to effectuate the terms of this Final Order, and if it implements such handling procedures and then honors a prepetition check or other item drawn on any Bank Account that is the subject

of this Final Order either (i) at the direction of the Debtors to honor such prepetition check or item; (ii) in good faith believe that the Court has authorized, or intends to authorize, such prepetition check or item to be honored; or (iii) as a result of an innocent mistake made despite implementation of such handling procedures, the Banks shall not be deemed in violation of this Final Order or have liability for a prepetition or other item drawn on either Bank Account that is subject to this Final Order.

7. The Banks are authorized to charge back against the Bank Accounts (i) any returned items drawn or presented against the Bank Accounts, regardless of whether such returned items originated prepetition or postpetition, and (ii) any overadvances, credit balances or other customary fees or expenses on the Bank Accounts that arise in the ordinary course of business, either prepetition or postpetition, in connection with the use and management of such Bank Accounts; *provided, however*, that the Banks shall not be required to make transfers from or honor any draws against any of the Bank Accounts except to the extent of collected funds available in such respective Bank Accounts.

8. The Banks are authorized to (i) continue to charge the Debtors for certain services and other fees, costs, charges and expenses (collectively, the “Bank Fees”) and (ii) charge back returned items, whether such items are dated prior to, on or subsequent to the Petition Date, to the Bank Accounts in the ordinary course, and the Debtors are authorized to pay such fees.

9. The Debtors are authorized to open any new Bank Accounts or close any existing Bank Accounts as it may deem necessary and appropriate in their sole discretion; provided, however, that the Debtors give notice within fifteen (15) days to the Office of the United States Trustee for the District of Delaware and any statutory committees appointed



in these chapter 11 cases; provided, further, however that the Debtors shall open any such new Bank Account at banks that have executed a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, or at such banks that are willing to immediately execute such an agreement.

10. The Debtors are not required to establish a specific new bank account for tax payments. The Debtors' time to comply with section 345(b) of the Bankruptcy Code is hereby extended for a period of thirty (30) days from the date of the Interim Order (the "Extension Period"), provided, however, that such extension is without prejudice to the Debtors' right to request a further extension of the Extension Period or the waiver of the requirements of section 345(b) in these Chapter 11 Cases.

11. This Final Order shall apply to any and all Bank Accounts actually in, or linked to, the Cash Management System, even if such Bank Accounts do not appear in the Motion. Any and all accounts opened by the Debtors on or after the Petition Date at any Bank shall be deemed a Bank Account (as if it had been opened prior to the Petition Date and listed on Exhibit 1) and any and all Banks at which such accounts are opened shall similarly be subject to the rights and obligations of this Final Order.

12. 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 claim against a Debtor entity; (b) a waiver of the Debtors' rights to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any 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 any or all such liens. Notwithstanding anything in this Order to the contrary, the relief granted herein shall be subject to the orders authorizing postpetition financing and the use of cash collateral and any applicable budget thereunder.

13. Bankruptcy Rule 6003 and Local Rule 9013-1(m) have been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

14. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

15. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Final Order.

*[Remainder of Page Intentionally Left Blank]*

16. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Final Order.

**Exhibit B**

**Redline**

**IN THE UNITED STATES BANKRUPTCY COURT  
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