

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

In re:

DIXIE ELECTRIC, LLC., et al.,¹

Debtors.

Chapter 11

Case No. 18-12477 (KG)

(Jointly Administered)

Hearing Date: December 13, 2018 at 10:30 a.m. (ET)

Objection Deadline: November 19, 2018 at 4:00 p.m. (ET)

Ref. Docket Nos. 5, 6, 7, 8, 9, 11, 14, 48, 50, 52, 53, 54, 55 & 56

OMNIBUS NOTICE OF FIRST DAY PLEADINGS AND FINAL HEARING THEREON

PLEASE TAKE NOTICE that on November 2, 2018, Dixie Electric, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), filed, among others, the following first day pleadings with the Court (collectively, the “First Day Pleadings”):²

1. Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Their Insurance Policies and Pay All Obligations in Respect Thereof, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers, and (III) Granting Related Relief [D.I. 5, 11/2/18]
2. Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Use Their Cash Management System, Including Existing Bank Accounts and Employee Card Programs, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Continue Intercompany Transactions, and (D) Maintain Existing Check and Business Forms; (II) Waiving the Requirements of Section 345(b) on an Interim Basis; and (III) Granting Related Relief [D.I. 6, 11/2/18]
3. Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Taxes, (II) Authorizing Applicable Banks and Other Financial

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: FR Dixie Holdings Corp. (4205), FR Dixie Acquisition Corp. (6859), FR Dixie Acquisition Sub Corp. (6379), Dixie Electric, LLC (3176), Monahans Electric, Inc. (2307), K&S Electric, Inc. (8960), L&K Electric, LLC (3297), Patriot Automation & Control, LLC (7466), Epic Integrated Services, LLC (5274), Action Electric Holdings, Inc. (4496), Action Electric, Inc. (0227), Mac Supply, Inc. Electrical Contractors (6230), and Wellkeeper, Inc. (4522). The mailing address for each Debtor is 1155 Dairy Ashford Rd, Suite 450, Houston, TX 77079.

² The Debtors filed certain motions and an application that were approved on a final basis at the hearing conducted on November 5, 2018 and are not listed herein.

Institutions to Honor and Process Related Checks and Transfers, and (III) Granting Related Relief [D.I. 7, 11/2/18]

4. Debtors' Motion for Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service, (II) Deeming Utility Providers Adequately Assured of Future Performance, (III) Establishing Procedures for Determining Adequate Assurance of Payment, and (IV) Granting Related Relief [D.I. 8, 11/2/18]
5. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Claims of Trade Creditors, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers, and (III) Granting Related Relief [D.I. 9, 11/2/18]
6. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes, and Other Compensation, and (B) Maintain Employee Benefits Programs and Payment of Related Administrative Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers, and (III) Granting Related Relief (the "Wages Motion") [D.I. 11, 11/2/18]
7. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(b), 364(c)(1), 364(c)(3), 364(d)(1), and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363, 364 and 507(b) and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (the "DIP Motion") [D.I. 14, 11/2/18]

PLEASE TAKE FURTHER NOTICE that a hearing on the First Day Pleadings, and certain other pleadings, was held on November 5, 2018, at which time the Court approved the First Day Pleadings identified above on an interim basis. *See* D.I. 48, 50, 52, 53, 54, 55 & 56.

PLEASE TAKE FURTHER NOTICE that, subsequent to the filing of the Wages Motion, the Debtors made certain modifications to the proposed form of final order (the "Proposed Final Wages Order") attached to the Wages Motion as Exhibit B. A revised form of the Proposed Final Wages Order (the "Revised Proposed Final Wages Order") is attached hereto as Exhibit A and a blackline comparing the Revised Proposed Final Wages Order to the Proposed Final Wages Order is attached hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE that a hearing to consider final approval of the First Day Pleadings is scheduled for **December 13, 2018 at 10:30 a.m. (ET)** at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom No. 3, Wilmington, Delaware 19801 before The Honorable Kevin Gross, United States Bankruptcy Judge for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that any responses or objections to final approval of the First Day Pleadings must be in writing, filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon the following parties (collectively, the “Notice Parties”) on or before **November 19, 2018 at 4:00 p.m. (ET)** (the “Objection Deadline”): (i) the Debtors, 1155 Dairy Ashford Road, Suite 450, Houston, Texas 77079, Attn: Donald Barnes—Chief Financial Officer; (ii) proposed co-counsel for the Debtors, (a) Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Elisha D. Graff, Esq. (egraff@stblaw.com), Kathrine A. McLendon, Esq. (kmcclendon@stblaw.com), Edward R. Linden, Esq. (edward.linden@stblaw.com), and David Baruch, Esq. (david.baruch@stblaw.com) and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Edmon L. Morton, Esq. (emorton@ycst.com), Sean M. Beach, Esq. (sbeach@ycst.com), Elizabeth S. Justison, Esq. (ejustison@ycst.com), and Tara C. Pakrouh, Esq. (tpakrouh@ycst.com); (iii) co-counsel for the Ad Hoc Group, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Damian S. Schaible, Esq. (damian.schaible@davispolk.com) and Adam L. Shpeen, Esq. (adam.shpeen@davispolk.com); (iv) Delaware co-counsel for the Ad Hoc Group, Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, Delaware 19899, Attn: Robert J. Dehney, Esq. (rdehney@mnat.com) and Joseph C. Barsalona, Esq. (jbarsalona@mnat.com); (v) counsel for the Prepetition Agent, the DIP Agent and the New First Lien Facility Agent, Alston & Bird, Bank of America Plaza, 101 South Tryon Street, Suite 4000, Charlotte, North Carolina 28280, Attn: Jason J. Solomon, Esq. (jason.solomon@alston.com) and David Wender, Esq. (david.wender@alston.com); (vi) counsel to any statutory committee appointed in the Chapter 11 Cases; (vii) the Office of the United States Trustee for the District of Delaware, Attn: Linda Richenderfer, Esq. (linda.richenderfer@usdoj.gov); and (viii) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that **in addition** to the Notice Parties, any objections to the entry of a final order approving the DIP Motion must also be served on or before the Objection Deadline upon: (i) the entities listed as holding the thirty (30) largest unsecured claims against the Debtors (on a consolidated basis); (ii) the Office of the United States Attorney for the District of Delaware; (iii) the state attorneys general for states in which the Debtors’ conduct business; (iv) the Internal Revenue Service; and (v) the Securities and Exchange Commission.

PLEASE TAKE FURTHER NOTICE that copies of the First Day Pleadings and any of the related interim orders are available, free of charge, from the website of the Court appointed claims agent, Prime Clerk LLC, <http://cases.primeclerk.com/dixie>.

IF NO OBJECTIONS TO ANY OF THE FIRST DAY PLEADINGS ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN CONNECTION WITH SUCH FIRST DAY PLEADINGS WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
November 5, 2018

SIMPSON THACHER & BARTLETT LLP
Elisha D. Graff (admitted *pro hac vice*)
Kathrine A. McLendon (admitted *pro hac vice*)
Edward R. Linden (admitted *pro hac vice*)
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-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Tara C. Pakrouh

Edmon L. Morton (No. 3856)
Sean M. Beach (No. 4070)
Elizabeth S. Justison (No. 5911)
Tara C. Pakrouh (No. 6192)
Rodney Square
1000 North King Street
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Telephone: (302) 571-6600
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PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

Revised Proposed Final Wages Order

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

In re:

DIXIE ELECTRIC, LLC., et al.,¹

Debtors.

Chapter 11

Case No. 18-12477 (KG)

(Jointly Administered)

Ref. Docket No. 11 & 56

FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, PREPETITION PAYROLL TAXES AND OTHER COMPENSATION, AND (B) MAINTAIN EMPLOYEE BENEFITS PROGRAMS AND PAY RELATED ADMINISTRATIVE OBLIGATIONS, (II) AUTHORIZING APPLICABLE BANKS AND OTHER FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS, AND (III) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)² of the debtors in the above-captioned chapter 11 cases (collectively, the “Debtors”) for the entry of a final order (this “Final Order”) pursuant to sections 105(a), 363 and 507 of the Bankruptcy Code (i) authorizing, but not requiring, the Debtors to (a) pay the Prepetition Employee Obligations and (b) maintain the Employee Compensation and Benefits and pay related administrative obligations, (ii) authorizing applicable banks and other applicable financial institutions to receive, process, honor and pay related checks and transfers, and (iii) granting related relief; and upon consideration of 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

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² Capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Motion.

District of Delaware, dated February 29, 2012; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and the opportunity for a hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED on a final basis as set forth herein.

2. The Debtors are authorized, but not directed, to (i) pay the Prepetition Employee Obligations (either directly or to third-parties for payment or remittance, as applicable), provided that no employee may receive payment on account of Prepetition Employee Obligations in amounts in excess of the limits provided for by sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code, other than as disclosed in the Motion; (ii) honor and continue their programs, policies and practices with respect to the Employee Compensation and Benefits that were in effect as of the Petition Date, in the ordinary course of business, and in the same manner and on the same basis as the Debtors honored and continued such programs, policies and practices before the Petition Date; and (iii) make all Withholdings, Payroll Taxes and Deduction payments relating to the Employee Compensation and Benefits as required by applicable law.

3. Subject to the terms of the Plan, the Debtors are authorized (i) to honor their obligations under the Bonus Program for non-insider employees and to maintain the Bonus

Programs for such employees in the ordinary course of the Debtors' business, and (ii) to honor their obligations under the Severance Practice in the ordinary course of the Debtors' business, consisting of severance benefits to Mr. Jeff Johnson, the former Chief Executive Officer of Dixie, in the amount of approximately \$27,000.00 in severance pay per month, plus approximately \$665.00 in monthly benefits reimbursements, for a total of \$27,665.00 per month.

4. The Debtors are authorized, but not directed, to continue to pay and comply with all Workers' Compensation Obligations, including, without limitation, the payment of premiums, deductibles, retentions and claims under any of the Debtors' current and former workers' compensation insurance policies. The automatic stay, if and to the extent applicable, is modified solely to the extent necessary to allow (a) current and former employees of the Debtors to proceed with claims under any of the Debtors' current and former workers' compensation insurance policies in the appropriate judicial or administrative fora, and (b) any insurer or third party administrator to (i) handle, administer, defend, settle and/or pay any such claims, (ii) seek reimbursement from the Debtors for any payments made in accordance with this Final Order, and (iii) draw on and apply any collateral for such obligations to the extent that the Debtors fail to reimburse the insurer or third party administrator therefor. The corresponding notice requirements of Bankruptcy Rule 4001(d) are hereby waived for the actions set forth in this paragraph. Nothing herein (i) alters or amends the terms and conditions of the Workers' Compensation Program including, but not limited to, (a) the obligation, if any, of any insurer or third party administrator to pay any retentions or any amounts within a deductible and the right, if any, of an insurer or third party administrator to seek reimbursement from the Debtors therefor and (b) the obligation, if any, of the Debtors to reimburse any insurer or third party administrator for defense costs; (ii) relieves the Debtors of any of their other Workers' Compensation

Obligations; (iii) creates or permits a direct right of action against an insurance carrier or third party administrator; or (iv) precludes or limits, in any way, the rights of any insurance carrier to contest and/or litigate the existence, primacy and/or scope of available coverage under any of the Debtors' workers' compensation policies.

5. The Debtors are authorized, but not directed, to modify, change and discontinue any of the Employee Compensation and Benefits and to implement new Employee Compensation and Benefits in the ordinary course of business during the Chapter 11 Cases in their discretion without the need for further Court approval.

6. All applicable banks and other applicable financial institutions are hereby authorized, but not directed, to receive, process, honor and pay any and all checks, drafts, wires, check transfer requests or automated clearing house transfers evidencing amounts paid by the Debtors under this Final Order whether presented prior to or after the Petition Date to the extent the Debtors have good funds standing to their credit with such bank or other financial institution. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Final Order without any duty of further inquiry and without liability for following the Debtors' instructions.

7. The Debtors are authorized to issue postpetition checks, or to effect postpetition wire transfer requests, in replacement of any checks or transfers in respect of the payments authorized to be paid pursuant to this Final Order that are dishonored or rejected.

8. Notwithstanding anything to the contrary contained herein, any payment made or authorized to be made under this Order or any claim for which payment is authorized hereunder, shall be subject to the requirements imposed on the Debtors under any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors

(such order, the "DIP Order") and any budget in connection therewith. Notwithstanding anything to the contrary in this Order, in the event of any inconsistency between the terms of this Order and the terms of any applicable DIP Order, the terms of the DIP Order shall govern.

9. Nothing in this Final Order: (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors or their estates; (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates, or any other party in interest, to contest the validity, priority, or amount of any claim against the Debtors or their estates; (iii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates, or any other party in interest, with respect to any and all claims or causes of action against any third party; (iv) shall constitute a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (iv) shall be construed as a promise to pay a claim or continue any applicable program post-petition, which decision shall be in the discretion of the Debtors. Any payment made pursuant to this Final Order is not intended to be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtors' or any party in interest's rights to subsequently dispute such claim.

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

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

12. The Debtors are authorized to take all such actions as are necessary or appropriate to effectuate the relief granted in this Final Order in accordance with the Motion.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Blackline

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

DIXIE ELECTRIC, LLC., et al.,¹

Debtors.

Chapter 11

Case No. 18-12477
(KG)

(Jointly Administered)

Ref. Docket No. 11 & 56

FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, PREPETITION PAYROLL TAXES AND OTHER COMPENSATION, AND (B) MAINTAIN EMPLOYEE BENEFITS PROGRAMS AND PAY RELATED ADMINISTRATIVE OBLIGATIONS, (II) AUTHORIZING APPLICABLE BANKS AND OTHER FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS, AND (III) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)² of the debtors in the above-captioned chapter 11 cases (collectively, the “Debtors”) for the entry of a final order (this “Final Order”) pursuant to sections 105(a), 363 and 507 of the Bankruptcy Code (i) authorizing, but not requiring, the Debtors to (a) pay the Prepetition Employee Obligations and (b) maintain the Employee Compensation and Benefits and pay related administrative obligations, (ii) authorizing applicable banks and other applicable financial institutions to receive, process, honor and pay related checks and transfers, and (iii) granting related relief; and upon consideration of 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 matter being a core proceeding within the meaning

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² Capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Motion.

of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and the opportunity for a hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED on a final basis as set forth herein.

2. The Debtors are authorized, but not directed, to (i) pay the Prepetition Employee Obligations (either directly or to third-parties for payment or remittance, as applicable), provided that no employee may receive payment on account of Prepetition Employee Obligations in amounts in excess of the limits provided for by sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code, other than as disclosed in the Motion; (ii) honor and continue their programs, policies and practices with respect to the Employee Compensation and Benefits that were in effect as of the Petition Date, in the ordinary course of business, and in the same manner and on the same basis as the Debtors honored and continued such programs, policies and practices before the Petition Date; and (iii) make all Withholdings, Payroll Taxes and Deduction payments relating to the Employee Compensation and Benefits as required by applicable law.

3. Subject to the terms of the Plan, the Debtors are authorized ~~to honor their obligations under the Severance Practice in the ordinary course of the Debtors' business~~ and (i) to honor their obligations under the Bonus Program for non-insider employees and to maintain the

Bonus Programs for such employees in the ordinary course of the Debtors' business, and (ii) to honor their obligations under the Severance Practice in the ordinary course of the Debtors' business, consisting of severance benefits to Mr. Jeff Johnson, the former Chief Executive Officer of Dixie, in the amount of approximately \$27,000.00 in severance pay per month, plus approximately \$665.00 in monthly benefits reimbursements, for a total of \$27,665.00 per month.

4. The Debtors are authorized, but not directed, to continue to pay and comply with all Workers' Compensation Obligations, including, without limitation, the payment of premiums, deductibles, retentions and claims under any of the Debtors' current and former workers' compensation insurance policies. The automatic stay, if and to the extent applicable, is modified solely to the extent necessary to allow (a) current and former employees of the Debtors to proceed with claims under any of the Debtors' current and former workers' compensation insurance policies in the appropriate judicial or administrative fora, and (b) any insurer or third party administrator to (i) handle, administer, defend, settle and/or pay any such claims, (ii) seek reimbursement from the Debtors for any payments made in accordance with this Final Order, and (iii) draw on and apply any collateral for such obligations to the extent that the Debtors fail to reimburse the insurer or third party administrator therefor. The corresponding notice requirements of Bankruptcy Rule 4001(d) are hereby waived for the actions set forth in this paragraph. Nothing herein (i) alters or amends the terms and conditions of the Workers' Compensation Program including, but not limited to, (a) the obligation, if any, of any insurer or third party administrator to pay any retentions or any amounts within a deductible and the right, if any, of an insurer or third party administrator to seek reimbursement from the Debtors therefor and (b) the obligation, if any, of the Debtors to reimburse any insurer or third party administrator for defense costs; (ii) relieves the Debtors of any of their other Workers' Compensation

Obligations; (iii) creates or permits a direct right of action against an insurance carrier or third party administrator; or (iv) precludes or limits, in any way, the rights of any insurance carrier to contest and/or litigate the existence, primacy and/or scope of available coverage under any of the Debtors' workers' compensation policies.

5. The Debtors are authorized, but not directed, to modify, change and discontinue any of the Employee Compensation and Benefits and to implement new Employee Compensation and Benefits in the ordinary course of business during the Chapter 11 Cases in their discretion without the need for further Court approval.

6. All applicable banks and other applicable financial institutions are hereby authorized, but not directed, to receive, process, honor and pay any and all checks, drafts, wires, check transfer requests or automated clearing house transfers evidencing amounts paid by the Debtors under this Final Order whether presented prior to or after the Petition Date to the extent the Debtors have good funds standing to their credit with such bank or other financial institution. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Final Order without any duty of further inquiry and without liability for following the Debtors' instructions.

7. The Debtors are authorized to issue postpetition checks, or to effect postpetition wire transfer requests, in replacement of any checks or transfers in respect of the payments authorized to be paid pursuant to this Final Order that are dishonored or rejected.

8. Notwithstanding anything to the contrary contained herein, any payment made or authorized to be made under this Order or any claim for which payment is authorized hereunder, shall be subject to the requirements imposed on the Debtors under any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors

(such order, the "DIP Order") and any budget in connection therewith. Notwithstanding anything to the contrary in this Order, in the event of any inconsistency between the terms of this Order and the terms of any applicable DIP Order, the terms of the DIP Order shall govern.

9. Nothing in this Final Order: (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors or their estates; (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates, or any other party in interest, to contest the validity, priority, or amount of any claim against the Debtors or their estates; (iii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates, or any other party in interest, with respect to any and all claims or causes of action against any third party; (iv) shall constitute a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (iv) shall be construed as a promise to pay a claim or continue any applicable program post-petition, which decision shall be in the discretion of the Debtors. Any payment made pursuant to this Final Order is not intended to be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtors' or any party in interest's rights to subsequently dispute such claim.

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

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

12. The Debtors are authorized to take all such actions as are necessary or appropriate to effectuate the relief granted in this Final Order in accordance with the Motion.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE