

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY



Order Filed on June 5, 2020
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Caption in Compliance with D.N.J. LBR 9004-1(b)

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In re:

MODELL'S SPORTING GOODS, INC., *et al.*,
Debtors.¹

Chapter 11
Case No. 20-14179 (VFP)
Jointly Administered
Hearing Date and Time:
June 4, 2020, at 2:30 p.m. (ET)

**ORDER FURTHER SUSPENDING THE DEBTORS' CHAPTER 11 CASES PURSUANT
TO 11 U.S.C. §§ 105 AND 305 THROUGH AND INCLUDING JUNE 15, 2020 AND
SETTING FINAL HEARING ON CASH COLLATERAL MOTION**

The relief set forth on the following pages, numbered two (2) through five (5), is hereby
ORDERED.

DATED: June 5, 2020

Honorable Vincent F. Papalia
United States Bankruptcy Judge

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Modell's Sporting Goods, Inc. (9418), Modell's II, Inc. (9422), Modell's NY II, Inc. (9434), Modell's NJ II, Inc. (9438), Modell's PA II, Inc. (9426), Modell's Maryland II, Inc. (9437), Modell's VA II, Inc. (9428), Modell's DE II, Inc. (9423), Modell's DC II, Inc. (9417), Modell's CT II, Inc. (7556), MSG Licensing, Inc. (8971), Modell's NH, Inc. (4219), Modell's Massachusetts, Inc. (6965) and Modell's Online, Inc. (2893). The Debtors' corporate headquarters is located at 498 Seventh Avenue, 20th Floor, New York, New York 10018.

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

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Debtors: MODELL'S SPORTING GOODS, INC., *et al.*
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Caption of Order: ORDER FURTHER SUSPENDING THE DEBTORS' CHAPTER 11 CASES PURSUANT TO 11 U.S.C. §§ 105 AND 305 THROUGH AND INCLUDING JUNE 15, 2020 AND SETTING FINAL HEARING ON CASH COLLATERAL MOTION

Upon the verified application [Docket No. 115] (the “**Application**”)² of Modell’s Sporting Goods, Inc. and its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105 and 305 of the Bankruptcy Code and Bankruptcy Rule 1017 for entry of an order approving the Bankruptcy Suspension and, thereafter, the notice [Docket No. 234] of Debtors’ intent to seek a further suspension of their chapter 11 cases through and including May 31, 2020, as more fully set forth therein and, thereafter, the notice [Docket No. 352] (the “**Second Extension Notice**”) of Debtors’ intent to seek a further suspension of their chapter 11 cases through and including June 15, 2020, as more fully set forth therein, and the supplement to the Second Extension Notice [Docket No. 364] which attached a copy of the Debtors proposed budget (the “**Proposed Budget**”) as Exhibit A thereto; and the Court having jurisdiction to consider the Second Extension Notice and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Second Extension Notice and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Second Extension Notice having been given as set forth in the Application and the order shortening time entered in connection

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application and the Debtors’ omnibus response in opposition to the landlord responses and in support of an order further suspending their chapter 11 cases through and including May 31, 2020 (the “**Omnibus Response**”).

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therewith, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Second Extension Notice need be provided; and the Court having held a hearing (the "**Hearing**") to consider the relief requested; and upon the *Declaration of Robert J. Duffy in Support of Debtors' Chapter 11 Petitions and First Day Pleadings*, the records of the Hearing, and all of the proceedings had before the Court; and the Court having previously entered an *Order Temporarily Suspending the Debtors' Chapter 11 Cases Pursuant to 11 U.S.C. §§ 105 and 305* [Docket No. 166] suspending these chapter 11 cases through and including April 30, 2020, without prejudice to the Debtors' right to seek a further extension of time and an *Order Further Suspending the Debtors' Chapter 11 Cases Pursuant to 11 U.S.C. §§ 105 and 305* [Docket No. 294] suspending these chapter 11 cases through and including May 31, 2020, without prejudice to the Debtors' right to seek a further extension of time (collectively, the "**Suspension Orders**"); and the Court having found and determined that the relief sought in the Second Extension Notice, as modified and granted herein, is in the best interests of the Debtors and their creditors, and that the legal and factual bases set forth in the Application, the Extension Notice, the Debtors' Omnibus Response, and the Court having considered the objections of certain parties and the arguments of counsel, and the Second Extension Notice, as supported by the previous submissions of the Debtor and the consent or non-objection of various significant parties in interest, including (without limitation), the Debtors' Lenders, the Creditors Committee and the Office of the United States Trustee, establish just and sufficient cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; and for the reasons set forth on the record on June 4, 2020,

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IT IS HEREBY ORDERED THAT:

1. The relief requested in the Second Extension Notice is **GRANTED** as set forth herein.
2. The Suspension Orders shall continue to govern these chapter 11 cases through and including June 15, 2020, without prejudice to the Debtors' right to seek a further extension of time for additional and sufficient cause shown.
3. The Proposed Budget is hereby approved through and including the week ending June 13, 2020.
4. A final hearing on the Debtors' *Motion for Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. 23] (the "**Cash Collateral Motion**") shall be held on June 11, 2020 at 3:00 p.m. EST, with objections to the relief requested due on or before June 10, 2020 at 12:00 p.m. EST. References to the "Budget" in the Cash Collateral Motion and the proposed final cash collateral order, a copy of which was filed with this Court as Exhibit A to Docket No. 369, shall be deemed to refer to the Proposed Budget.
5. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

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6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order, including to effectuate the intent of the Operational Suspension and the Bankruptcy Suspension, in accordance with the Application, the Extension Notice, and the Second Extension Notice.

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