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*Proposed Counsel to the Debtors
and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

COTTONWOOD FINANCIAL LTD., *et al.*,¹

Debtors.

§
§ Chapter 11
§
§ Case No. 24-80035 (SWE)
§
§ (Joint Administration Requested)
§

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER (I)
AUTHORIZING THE PAYMENT OF CERTAIN PREPETITION AND
POSTPETITION TAXES AND FEES AND (II) GRANTING RELATED RELIEF**

EMERGENCY RELIEF HAS BEEN REQUESTED. RELIEF IS REQUESTED NOT LATER THAN 9:30 A.M. ON FEBRUARY 28, 2024.

IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST APPEAR AT THE HEARING IF ONE IS SET, OR FILE A WRITTEN RESPONSE PRIOR TO THE DATE THAT RELIEF IS REQUESTED IN THE PRECEDING PARAGRAPH. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

A HEARING WILL BE CONDUCTED ON THIS MATTER ON FEBRUARY 28, 2024, AT 9:30 A.M. IN EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE STREET, 14TH FLOOR, COURTROOM 3, DALLAS, TEXAS, 75242.

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtors' federal tax identification number are as follows: Cottonwood Financial Ltd. (1001); Cottonwood Financial Administrative Services, LLC (7228); Cottonwood Financial Texas, LLC (9059); Cottonwood Financial Idaho, LLC (5651); Cottonwood Financial Wisconsin, LLC (7075). The Debtors' principal offices are located at 2100 W Walnut Hill Lane, Suite 300, Irving, TX 75038.

PARTICIPATION AT THE HEARING WILL ONLY BE PERMITTED BY AN AUDIO AND VIDEO CONNECTION.

AUDIO COMMUNICATION WILL BE BY USE OF THE COURT'S DIAL-IN FACILITY. YOU MAY ACCESS THE FACILITY AT 1.650.479.3207. VIDEO COMMUNICATION WILL BE BY THE USE OF THE CISCO WEBEX PLATFORM. CONNECT VIA THE CISCO WEBEX APPLICATION OR CLICK THE LINK ON JUDGE EVERETT'S HOME PAGE. THE MEETING CODE IS 476 420 189. CLICK THE SETTINGS ICON IN THE UPPER RIGHT CORNER AND ENTER YOUR NAME UNDER THE PERSONAL INFORMATION SETTING.

HEARING APPEARANCES MUST BE MADE ELECTRONICALLY IN ADVANCE OF ELECTRONIC HEARINGS. TO MAKE YOUR APPEARANCE, CLICK THE "ELECTRONIC APPEARANCE" LINK ON JUDGE EVERETT'S HOME PAGE. SELECT THE CASE NAME, COMPLETE THE REQUIRED FIELDS AND CLICK "SUBMIT" TO COMPLETE YOUR APPEARANCE.

The above-captioned debtors and debtors in possession (collectively, the "Debtors") respectfully state as follows in support of this motion (this "Motion"):²

Relief Requested

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit B**: (a) authorizing the Debtors to remit and pay certain Taxes and Fees (as defined herein) without regard to whether such obligations accrued or arose before or after the Petition Date, and (b) granting related relief.

Jurisdiction and Venue

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and this is a core matter pursuant to 28 U.S.C. § 157(b).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105(a), 362(d), 363(b), 507(a)(8), 541(b)(1), and 541(d) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure

² Capitalized terms used but not yet defined herein shall have the meanings ascribed to them later in this Motion or in the First Day Declaration, as applicable.

(the “Bankruptcy Rules”), and Section B.8(d) of the Procedures for Complex Cases in the Northern District of Texas (the “Complex Case Procedures”).

Background

5. The Debtors operate one of the largest privately held retail consumer finance companies in the United States. Through its Cash Store® brand, the Debtors offer their customers an array of financial products and consumer-lending services, including single payment cash advances, installment cash advances and title loans. The Debtors utilize an innovative mix of financial technology (fintech) through its online customer portal and brick-and-mortar financial products and services through its 181 retail locations across Texas, Idaho and Wisconsin.

6. On February 25, 2024 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrently with the filing of this Motion, the Debtors have filed a motion requesting procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committees have been appointed.

7. A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this Motion and the Debtors’ chapter 11 cases, are set forth in the *Declaration of Karen Nicolaou, Chief Restructuring Officer, in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously herewith and incorporated herein by reference.

The Taxes and Fees

8. The Debtors collect, withhold, and incur certain sales and use taxes (“Sales and Use Taxes”), franchise taxes (“Franchise Taxes”), property taxes (“Property Taxes”),

and fees related thereto (collectively, the “Taxes and Fees”).³ The Debtors collect (as applicable) and remit the Taxes and Fees to various state and federal taxing authorities, including those identified in the schedule attached hereto as Exhibit A (collectively, the “Authorities”).⁴

9. Taxes and Fees are remitted or paid by the Debtors through checks and electronic funds transfers that are processed through their banks and other financial institutions. In 2023, the Debtors paid, in the aggregate, approximately \$284,550 in Taxes and Fees to the Authorities. The Debtors pay the Taxes and Fees to the Authorities on a periodic basis, remitting them monthly or annually depending on the nature, jurisdiction, and incurrence of a particular Tax or Fee.

10. The Debtors estimate that approximately \$454,794.91 in Taxes and Fees will have accrued as of the Petition Date. Through this Motion, the Debtors seek to pay that amount, which represents the unpaid Taxes and Fees which (a) accrued or were incurred prepetition, (b) that may be considered trust funds, and (c) that become due or are due postpetition. Additionally, the Debtors seek to continue paying Taxes and Fees in the ordinary course of business postpetition, consistent with prepetition practices. The Taxes and Fees owed as of the Petition Date are summarized as follows:

³ The Debtors do not seek authority to collect and remit state and federal employee-related taxes and withholdings. Such relief is instead requested in the *Debtors’ Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief*, filed contemporaneously herewith.

⁴ Although Exhibit A is intended to be comprehensive, the Debtors may have inadvertently omitted Authorities from Exhibit A. The Debtors request relief with respect to Taxes and Fees payable to all Authorities, regardless of whether such Authority is specifically identified on Exhibit A.

Category	Description	Approx. Amount paid by the Debtors in 2023	Aggregate Amount Accrued as of the Petition Date	Amount Requested to Pay Through this Motion
Sales and Use Taxes	Taxes imposed on the sale and use of certain goods and services.	\$550 ⁵	\$168,291	\$168,291
Franchise Taxes	Franchise taxes incurred by the Debtors in various states.	\$184,000	\$200,000	\$200,000
Property Taxes	Property Taxes incurred by the Debtors in various states.	\$100,000	\$86,503.91	\$86,503.91
Total		\$284,550	\$454,794.91	\$454,794.91

A. Sales and Use Taxes.

11. In the ordinary course of business, the Debtors incur, collect, and remit Sales and Use Taxes to the applicable Authorities in connection with the sale and purchase of goods and services. The Debtors purchase a variety of goods and services necessary for the operation of their businesses from certain vendors who collect sales taxes in connection with the Debtors’ purchase of such goods or services. The Debtors also incur use taxes for the purchase of such goods and services when vendors are not registered to collect or have not collected sales taxes. In these cases, applicable law generally requires the Debtors to subsequently pay use taxes on such purchases to the applicable Authorities.

12. Additionally, the Debtors collect and remit Sales and Use Taxes in the ordinary course of their businesses. When such amounts are collected by the Debtors from their customers, they are held in trust. As of the Petition Date, the Debtors estimate that approximately \$168,291 in trust fund Sales and Use Taxes have accrued. The Debtors seek authority, but not direction, to pay this amount, as well as to continue paying Sales and Use Taxes postpetition in the ordinary course of their business.

⁵ For a period of approximately 18 months, the Debtors did not remit Sales and Use Taxes in Texas due to an error by the Debtors’ third-party point of sale system vendor, who collects and remits Sales and Use Taxes on the Debtors’ behalf in the ordinary course of the Debtors’ business.

B. Property Taxes.

13. State and local laws in the jurisdictions where the Debtors operate generally grant Authorities the power to levy Property Taxes against the Debtors' personal property. To avoid the imposition of statutory liens on their personal property, the Debtors typically pay Property Taxes on property that they own on an annual basis.

14. In 2023, the Debtors paid approximately \$100,000 in Property Taxes to the applicable Authorities. The Debtors estimate that they have accrued approximately \$86,503.91 in Property Taxes as of the Petition Date. The Debtors seek authority, but not direction, to pay this amount, as well as to continue paying Property Taxes postpetition in the ordinary course of their business.

C. Franchise Taxes.

15. The Debtors are required to pay various state Franchise Taxes to continue conducting their business in accordance with state laws. Historically, the Debtors have made annual Franchise Tax payments to applicable Authorities of approximately \$184,000 in the aggregate. The Debtors believe that as of the Petition Date, they will owe approximately \$200,000 in Franchise Taxes, which will become due and payable in May 2024. The Debtors seek authority, but not direction, to this amount, as well as to continue paying Franchise Taxes postpetition in the ordinary course of their business.

Basis for Relief

16. The Debtors believe that any failure to pay the Taxes and Fees could materially disrupt the Debtors' business operations in several ways: (a) the Authorities may initiate audits of the Debtors, which would unnecessarily divert the Debtors' attention from the restructuring process; (b) the Authorities may attempt to suspend the Debtors' operations, seek to lift the

automatic stay, or pursue other remedies that will harm the estates; and (c) the Debtors' estates may incur additional penalties, interest, or fees to the detriment of their estates and creditors.

I. Certain of the Taxes and Fees Are Not Property of the Debtors' Estates.

17. Many of the Sales and Use Taxes are collected or withheld by the Debtors on behalf of the applicable Authorities and are held in trust by the Debtors. *See, e.g.*, 26 U.S.C. § 7501 (stating that certain taxes and fees are held in trust); Tex. Tax Code § 111.016 (“Any person who receives or collects a tax or any money represented to be a tax from another person holds the amount so collected in trust for the benefit of the state and is liable to the state for the full amount collected plus any accrued penalties and interest on the amount collected.”). As such, these Taxes and Fees are not property of the Debtors' estates under section 541 of the Bankruptcy Code. *See, e.g.*, 11 U.S.C. § 541(d); *Begier v. IRS*, 496 U.S. 53, 57–60 (1990) (holding that any prepetition payment of trust fund taxes is not a transfer subject to avoidance because such funds are not the debtor's property). Because the Debtors do not have an equitable interest in these funds, the Debtors should be permitted to pay those funds to the applicable Authorities postpetition as they become due in the ordinary course of business.

II. Certain of the Taxes and Fees May Be Secured or Priority Claims Entitled to Special Treatment Under the Bankruptcy Code.

18. Claims for the Taxes and Fees are or may be secured or priority claims entitled to payment before general unsecured claims. *See* 11 U.S.C. § 507(a)(8) (describing taxes entitled to priority treatment). Moreover, to the extent that such amounts are entitled to priority treatment under the Bankruptcy Code, the respective Authorities may attempt to assess interest and penalties if such amounts are not paid. *See* 11 U.S.C. § 507(a)(8)(G) (granting eighth priority status to “a penalty related to a claim of a kind specified in this paragraph and in compensation for actual pecuniary loss”). Claims entitled to priority status pursuant to section 507(a)(8) of the Bankruptcy

Code must be paid in full under a chapter 11 plan pursuant to section 1129(a)(9)(C) of the Bankruptcy Code. Therefore, payment of the Taxes and Fees at this time only affects the timing of the payment for the amounts at issue and will not prejudice the rights and recoveries of junior creditors.

19. It is also likely that some of the Taxes and Fees may be entitled to secured status on the property owned by the Debtors. As secured claims, these Taxes and Fees would be entitled to priority treatment when the Debtors sell the property that these Taxes and Fees are recorded against or when the Debtors confirm a chapter 11 plan. *See* 11 U.S.C. §§ 506(a), 1129(a)(9)(C); 1129(b)(2)(A) (requiring that any chapter 11 plan, “crammed down” over a class of secured creditors pay those creditors in full or allow those creditors to retain their liens). Thus, paying the Taxes and Fees only affects the timing of the payments and does not prejudice the rights of other creditors of the Debtors.

III. Payment of the Taxes and Fees Is a Sound Exercise of the Debtors’ Business Judgment.

20. Courts in the Fifth Circuit and elsewhere have recognized that it is appropriate to authorize the payment of prepetition obligations where necessary to protect and preserve the estate, including an operating business’s going-concern value. *See, e.g., In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002); *In re Equalnet Commc’ns Corp.*, 258 B.R. 368, 369–70 (Bankr. S.D. Tex. 2000); *see also In re Just for Feet, Inc.*, 242 B.R. 821, 825–26 (D. Del. 1999); *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175–76 (Bankr. S.D.N.Y. 1989). In so doing, these courts acknowledge that several legal theories rooted in sections 105(a) and 363(b) of the Bankruptcy Code support the payment of prepetition claims outside of a confirmed chapter 11 plan.

21. Section 363(b) of the Bankruptcy Code permits a bankruptcy court, after notice and a hearing, to authorize a debtor to “use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). To do so, “the debtor must articulate some business justification, other than the mere appeasement of major creditors.” *See Ionosphere Clubs*, 98 B.R. at 175 (noting that section 363(b) provides “broad flexibility” to authorize a debtor to honor prepetition claims where supported by an appropriate business justification). In addition, under section 1107(a) of the Bankruptcy Code, a debtor in possession has, among other things, the “implied duty . . . to ‘protect and preserve the estate, including an operating business’ going-concern value.” *In re CEI Roofing, Inc.*, 315 B.R. 50, 59 (Bankr. N.D. Tex. 2004) (quoting *CoServ*, 273 B.R. at 497).

22. Courts also authorize payment of prepetition claims in appropriate circumstances based on section 105(a) of the Bankruptcy Code. Section 105(a) of the Bankruptcy Code codifies a bankruptcy court’s inherent equitable powers to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). For example, courts may authorize pre-plan payments of prepetition obligations when essential to the continued operation of a debtor’s businesses. *See In re Mirant Corp.*, 296 B.R. 427, 429 (Bankr. N.D. Tex. 2003) (noting that non-payment of prepetition claims may seriously damage a debtor’s business); *CoServ*, 273 B.R. at 497 (finding that sections 105 and 1107 of the Bankruptcy Code provide the authority for a debtor in possession to pay prepetition claims). Specifically, a court may use its power under section 105(a) of the Bankruptcy Code to authorize payment of prepetition obligations when the payments are critical to preserving the going-concern value of the debtor’s estate, as is the case here. *See, e.g., CoServ*, 273 B.R. at 497 (“[I]t is only logical that the bankruptcy court be able to use [s]ection 105(a) of the [Bankruptcy] Code to authorize satisfaction

of the prepetition claim in aid of preservation or enhancement of the estate.”). A bankruptcy court’s use of its equitable powers to “authorize the payment of prepetition debt when such payment is needed to facilitate the rehabilitation of the debtor is not a novel concept.” *Ionosphere Clubs*, 98 B.R. at 175–76 (citing *Miltenberger v. Logansport, C. & S.W. Ry. Co.*, 106 U.S. 286 (1882)). Indeed, this Court has recognized that there are instances when a debtor’s fiduciary duty can “only be fulfilled by the preplan satisfaction of a prepetition claim.” *Id.*

23. Indeed, courts in this District regularly authorize debtors to pay prepetition Taxes and Fees in a similar manner as requested herein. *See, e.g., In re Eye Care Leaders Portfolio Holdings, LLC*, No. 24-80001 (MVL) (Bankr. N.D. Tex. Jan. 22, 2023) [Docket No. 31]; *In re Ebix, Inc.*, No. 23-80004 (SWE) (Bankr. N.D. Tex. Dec. 19, 2023) [Docket No. 61]; *In re Impel Pharmaceuticals, Inc.*, No. 23-80016 (SGJ) (Bankr. N.D. Tex. Jan. 12, 2024) [Docket No. 151]; *In re NW Senior Hous. Corp.*, No. 22-30659 (MVL) (Bankr. N.D. Tex. May 12, 2022) [Docket No. 220]; *In re Tuesday Morning Corp.*, No. 23-90001 (ELM) (Bankr. N.D. Tex. Feb. 21, 2023) [Docket No. 204]; *Studio Movie Grill Holdings, LLC*, No. 20-32633 (SGJ) (Bankr. N.D. Tex. Nov. 18, 2020) [Docket No. 103].⁶

24. Payment of Taxes and Fees as described herein is an exercise of sound business judgment and is necessary to ensure a smooth transition into—and, perhaps more importantly, out of—chapter 11. The Debtors seek to pay the prepetition Taxes and Fees, because, among other reasons, failure to pay the Taxes and Fees may ultimately result in increased tax liability for the Debtors if interest and penalties accrue thereon, which amounts may also be entitled to priority treatment and could potentially impose significant costs on the Debtors’ estates. *See* 11 U.S.C. §§

⁶ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

507(a)(8)(C) and 507(a)(8)(G). Additionally, the Taxes and Fees may also be entitled to priority treatment as secured claims if the Debtors sell the property that these Taxes and Fees are recorded against or when the Debtors confirm a chapter 11 plan. Such results would be contrary to the best interests of the Debtors' estates and all stakeholders.

25. Accordingly, the Court should grant the Debtors authority to pay the prepetition Taxes and Fees.

IV. Processing of Checks and Electronic Fund Transfers Should Be Authorized

26. The Debtors have sufficient funds to pay the amounts described in this Motion in the ordinary course of business by virtue of expected cash flows from ongoing business operations and anticipated access to cash during the bankruptcy cases. In addition, under the Debtors' existing cash management system, the Debtors can readily identify checks or wire transfer requests as relating to any authorized payment in respect of the relief requested herein. Accordingly, the Debtors believe that checks or wire transfer requests, other than those relating to authorized payments, will not be honored inadvertently. Therefore, the Debtors respectfully request that the Court authorize all applicable financial institutions, when requested by the Debtors, to receive, process, honor, and pay any and all checks or wire transfer requests in respect of the relief requested in this Motion. The Debtors also request authority 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 amounts owing for prepetition Taxes and Fees.

The Debtors Have Satisfied Bankruptcy Rule 6003(b)

27. Bankruptcy Rule 6003(b) provides that, to the extent relief is necessary to avoid immediate and irreparable harm, a bankruptcy court may issue an order granting "a motion to use, sell, lease, or otherwise incur an obligation regarding property of the estate, including a motion to

pay all or part of a claim that arose before the filing of the petition” before 21 days after filing of the petition. Fed. R. Bankr. P. 6003(b). For the reasons described above and verified in the First Day Declaration, the relief requested is necessary for the Debtors to operate their businesses in the ordinary course and maximize the value of their estates for the benefit of all stakeholders. Accordingly, the Debtors believe that the relief requested herein is necessary to avoid immediate and irreparable harm, and, therefore, Bankruptcy Rule 6003 is satisfied.

Waiver of Bankruptcy Rule 6004(a) and 6004(h)

28. To implement the foregoing successfully, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the 14-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

Reservation of Rights

29. Nothing contained herein or any actions taken pursuant to such relief requested is intended or shall be construed as: (a) an admission as to the amount of, basis for, or validity of any claim against any Debtor under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors’ or any other party in interest’s right 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 Motion or any order granting the relief requested by this Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors’ estates; (g) a waiver or limitation of the Debtors’, or any other party in interest’s, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that

may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens. If the Court grants the requested relief, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' or any other party in interest's rights to subsequently dispute such claim.

Notice

30. The Debtors will provide notice of this motion to the following parties or their counsel: (a) the U.S. Trustee for the Northern District of Texas; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the proposed lender(s) under the proposed debtor in possession credit facility; (d) the lenders under the Debtors' prepetition term loan agreement; (e) the taxing Authorities; (f) the United States Attorney's Office for the Northern District of Texas; (g) the Internal Revenue Service; (h) the state attorneys general for states in which the Debtors conduct business; and (i) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors submit that no other or further notice is needed.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Respectfully submitted this 25th day of February, 2024.

GRAY REED

By: /s/ Lydia R. Webb

Jason S. Brookner (TX Bar No. 24033684)
Aaron M. Kaufman (TX Bar No. 24060067)
Lydia R. Webb (TX Bar No. 24083758)

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*Proposed Counsel to the Debtors
and Debtors in Possession*

Certificate of Service

I certify that on February 25, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Lydia R. Webb

Lydia R. Webb

Exhibit A

Authorities

Tax Type	Entity	Jurisdiction	Taxing Authority	Address
Sales & Use Tax	Cottonwood Financial Idaho, LLC	ID	Idaho State Tax Commission	P.O. Box 36 Boise, ID 83722-0410
Sales & Use Tax	Cottonwood Financial Wisconsin, LLC	WI	Wisconsin Dept of Revenue	P.O. Box 8918 Madison, WI 53708-8918
Sales & Use Tax	Cottonwood Financial Texas, LLC	TX	State Comptroller of Texas	P.O. Box 13528 Capitol Station Austin, Texas 78711-3528
Franchise	Cottonwood Financial Texas, LLC	TX	State Comptroller of Texas	P.O. Box 13528 Capitol Station Austin, Texas 78711-3529
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Sun Prairie - Assessor	300 E Main Street Sun Prairie, WI 53590
Property	Cottonwood Financial Wisconsin, LLC	WI	Rock County Treasurer	51 S Main St Janesville, WI 53545-3951
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Madison	P.O. Box 2999 Madison, WI 53701-2999
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Two Rivers	P.O. Box 87 Two Rivers, WI 54241
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Appleton	P.O. Box 2519 Appleton, WI 54912
Property	Cottonwood Financial Wisconsin, LLC	WI	City of New London	215 N Shawno St New London, WI 54961
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Green Bay	100 N Jefferson St, Rm 106 Green Bay, WI 54301-5026
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Shawano	127 S Sawyer St Shawano, WI 54166
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Monroe - Assessor	Attn: City Treasurer 1110 18th Ave City Hall Monroe, WI 53566
Property	Cottonwood Financial Wisconsin, LLC	WI	City of West Bend	1115 S Main Street West Bend, WI 53095
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Oshkosh	P.O. Box 1130 Oshkosh, WI 54903-1130
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Neenah	P.O. Box 582 Neenah, WI 54957-0582
Property	Cottonwood Financial Wisconsin, LLC	WI	Village of Kimberly- Assessor	515 W Kimberly Ave Kimberly, WI 54136
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Sheboygan - Prop Tax	828 Center Ave Ste 205 Sheboygan, WI 53081
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Monona	5211 Schluter Rd Monona, WI 53716
Property	Cottonwood Financial Wisconsin, LLC	WI	Village of Ashwaubenon	2155 Holmgren Way Ashwaubenon, WI 54304
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Rice Lake	30 E Eau Claire St Rice Lake, WI 54868
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Platteville	P.O. Box 780 Platteville, WI 53818-0780
Property	Cottonwood Financial Wisconsin, LLC	WI	Richland Center Treasurer	450 S Main St Richland Center, WI 53581
Property	Cottonwood Financial Wisconsin, LLC	WI	Town of Bridgeport	38588 Golf View Dr Prairie Du Chien, WI 53821
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Ashland	601 Main St West Ashland, WI 54806-0747
Property	Cottonwood Financial Wisconsin, LLC	WI	City of New Richmond	Treasurer 156 E First Street New Richmond, WI 54017
Property	Cottonwood Financial Wisconsin, LLC	WI	St Croix County Treasurer	1101 Carmichael Rd Hudson, WI 54016

Tax Type	Entity	Jurisdiction	Taxing Authority	Address
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Wausau	P.O. Box 78510 Milwaukee, WI 53278-8510
Property	Cottonwood Financial Wisconsin, LLC	WI	Portage County Treasurer	1516 Church Street Stevens Point, WI 54481
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Fort Atkinson	101 N Main St Fort Atkinson, WI 53538
Property	Cottonwood Financial Wisconsin, LLC	WI	Village of Mt Pleasant-Treasurer	c/o Johnson Bank 555 Main St Ste 915 Racine, WI 53403
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Watertown	P.O. Box 477 Watertown, WI 53094
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Baraboo	101 South Blvd Baraboo, WI 53913
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Plymouth	128 Smith St P.O. Box 107 Plymouth, WI 53073
Property	Cottonwood Financial Wisconsin, LLC	WI	Village Grafton	860 Badger Circle Grafton, WI 53024
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Tomah	819 Superior Ave Tomah, WI 54660
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Kenosha	625 52Nd St Rm 105 Kenosha, WI 53140-3480
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Hartford	109 North Main St Hartford, WI 53027
Property	Cottonwood Financial Wisconsin, LLC	WI	City of Waukesha	201 Delafield St Ste 104 Waukesha, WI 53188-3692
Property	Cottonwood Financial Texas, LLC	TX	Coryell County	P.O. Box 6 Gatesville, TX 76528
Property	Cottonwood Financial Texas, LLC	TX	Tom Green Appraisal District	2302 Pulliam St San Angelo, TX 76905
Property	Cottonwood Financial Texas, LLC	TX	Howard County Tax Office	315 South MainP.O. Box 1111Big Spring, TX 79721-1111
Property	Cottonwood Financial Texas, LLC	TX	McLennan County Tax Office	P.O. Box 406 Waco, TX 76703
Property	Cottonwood Financial Texas, LLC	TX	Gray County Tax Office	P.O. Box 382 Pampa, TX 79066-0382
Property	Cottonwood Financial Texas, LLC	TX	Bell County Tax Appraisal Dist	P.O. Box 390 Belton, TX 76513-0390
Property	Cottonwood Financial Texas, LLC	TX	Smith County Tax Office	P.O. Box 2011 Tyler, TX 75710-2011
Property	Cottonwood Financial Texas, LLC	TX	Grayson County Tax Assessor	P.O. Box 2107 Sherman, TX 75091-2107
Property	Cottonwood Financial Texas, LLC	TX	Fannin County Appraisal Dist	831 W State Hwy 56 Bonham, TX 75418
Property	Cottonwood Financial Texas, LLC	TX	Ector County Appraisal Dist	1301 E 8Th St Odessa, TX 79761
Property	Cottonwood Financial Texas, LLC	TX	Wilbarger County Clerk	1700 Wilbarger St, Rm 17 Vernon, TX 76384
Property	Cottonwood Financial Texas, LLC	TX	Denton County Tax Assessor	P.O. Box 90223 Denton, TX 76202-5223
Property	Cottonwood Financial Texas, LLC	TX	Titus County Tax Assessor	Judy Cook - Collector 110 S Madison Ave Ste A Mt Pleasant, TX 75455
Property	Cottonwood Financial Texas, LLC	TX	Titus County Appraisal Dist.	P.O. Box 528 Mt Pleasant, TX 75456-0528

Tax Type	Entity	Jurisdiction	Taxing Authority	Address
Property	Cottonwood Financial Texas, LLC	TX	Wichita County Clerk	600 Scott Ave Ste 103 Wichita Falls, TX 76301
Property	Cottonwood Financial Texas, LLC	TX	Cooke County Appraisal Distric	201 North Dixon Gainesville, TX 76240
Property	Cottonwood Financial Texas, LLC	TX	Kaufman County Clerk	P.O. Box 339 Kaufman, TX 75142-0339
Property	Cottonwood Financial Texas, LLC	TX	State of TX County of Dallas	Dallas County Tax Office P.O. Box 139066 Dallas, TX 75313-9066
Property	Cottonwood Financial Texas, LLC	TX	Tarrant County Clerk	Wendy Burgess - Tax Assessor 100 E Weatherford Ft Worth, TX 76196
Property	Cottonwood Financial Texas, LLC	TX	Erath County Clerk	320 W College St Stephenville, TX 76401
Property	Cottonwood Financial Texas, LLC	TX	Lubbock Central Appraisal Dist	P.O. Box 10568 Lubbock, TX 79408-3568
Property	Cottonwood Financial Texas, LLC	TX	Grapevine-Colleyville ISD	Tax Office 3072 Mustang Drive Grapevine, TX 76051
Property	Cottonwood Financial Texas, LLC	TX	Garland ISD	901 W State Street Ste A P.O. Box 461407 Garland, TX 75046-1407
Property	Cottonwood Financial Texas, LLC	TX	City of Garland	P.O. Box 462010 Garland, TX 75046-2010
Property	Cottonwood Financial Texas, LLC	TX	El Paso Tax Assessor-Collector	P.O. Box 2992 El Paso, TX 79999-2992
Property	Cottonwood Financial Texas, LLC	TX	Navarro County Clerk	Tax Assessor-Collector P.O. Box 1070 Corsicana, TX 75151
Property	Cottonwood Financial Texas, LLC	TX	Moore County Clerk	P.O. Box 616 Dumas, TX 79029-0616
Property	Cottonwood Financial Texas, LLC	TX	Collin County Government	P.O. Box 8046 McKinney, TX 75070-8046
Property	Cottonwood Financial Texas, LLC	TX	Anderson County	703 N. Mallard Ste 104 P.O. Box 1990 Palestine, TX 75802-1990
Property	Cottonwood Financial Texas, LLC	TX	Carrollton-Farmers Branch ISD	P.O. Box 208227 Carrollton, TX 75320-8227
Property	Cottonwood Financial Texas, LLC	TX	Tax Assessor-Collector	Christina McMurray P.O. Box 997 Canyon, TX 79015-0997
Property	Cottonwood Financial Texas, LLC	TX	Hale County Appraisal District	302 W 8th Street P.O. Box 329 Plainview, TX 79072
Property	Cottonwood Financial Texas, LLC	TX	Hutchinson County Clerk	P.O. Box 989 Stinnett, TX 79083
Property	Cottonwood Financial Texas, LLC	TX	Midland Central Appraisal Dis.	4631 Andrews Hwy P.O. Box 908002 Midland, TX 79708-0002
Property	Cottonwood Financial Texas, LLC	TX	Central Appraisal District of Taylor County	P.O. Box 1800 Abilene, TX 79604
Property	Cottonwood Financial Texas, LLC	TX	Jim Wells County Appraisal Dist	P.O. Box 607 Alice, TX 78333-0607
Property	Cottonwood Financial Texas, LLC	TX	Gregg County Tax Assessor	P.O. Box 1431 Longview, TX 75606
Property	Cottonwood Financial Texas, LLC	TX	Matagorda County Tax Office	1700 Seventh Street Room 203 Bay City, TX 77414-5091

Tax Type	Entity	Jurisdiction	Taxing Authority	Address
Property	Cottonwood Financial Texas, LLC	TX	Harris County WCID	11111 Katy Freeway #725 Houston, TX 77079-2197
Property	Cottonwood Financial Texas, LLC	TX	Harris County Clerk	Harris Co Tax Assessor-Collector 1235 N Loop West Ste 600 Houston, TX 77008
Property	Cottonwood Financial Texas, LLC	TX	Travis County Tax Office	P.O. Box 149328 Austin, TX 78714-9328
Property	Cottonwood Financial Texas, LLC	TX	Ellis County Tax Assessor	P.O. Drawer 188 Waxahachie, TX 75168-0188
Property	Cottonwood Financial Texas, LLC	TX	Cameron County Tax Office	P.O. Box 952 Brownsville, TX 78522-0952
Property	Cottonwood Financial Texas, LLC	TX	Bexar County Tax Assessor	Albert Uresti Mpa Pcc P.O. Box 2903 San Antonio, TX 78299-2903
Property	Cottonwood Financial Texas, LLC	TX	Irving ISD Tax Office	2621 W Airport Fwy P.O. Box 152021 Irving, TX 75015-2021
Property	Cottonwood Financial Texas, LLC	TX	Alief ISD	P.O. Box 368 Alief, TX 77411
Property	Cottonwood Financial Texas, LLC	TX	Hidalgo County Tax Office	P.O. Box 3337 Edinburg, TX 78540-3337
Property	Cottonwood Financial Texas, LLC	TX	Larry Gaddes, CTA	Williamson County Tax Assessor 904 S Main St Georgetown, TX 78626
Property	Cottonwood Financial Texas, LLC	TX	Malcomson Road UD	P.O. Box 204023 Dallas, TX 75320-4023
Property	Cottonwood Financial Texas, LLC	TX	Tomball ISD	P.O. Box 276 Tomball, TX 77377-0276
Property	Cottonwood Financial Texas, LLC	TX	Hockley County Tax Office	624 Avenue H Ste 101 Levelland, TX 79336
Property	Cottonwood Financial Texas, LLC	TX	Harris County MUD	11111 Katy Freeway #725 Houston, TX 77079-2197
Property	Cottonwood Financial Texas, LLC	TX	Cypress-Fairbanks ISD Tax	P.O. Box 203908 Houston, TX 77216-3908
Property	Cottonwood Financial Texas, LLC	TX	Harris Co MUD No 239	P.O. Box 1368 Friendswood, TX 77549-1368
Property	Cottonwood Financial Texas, LLC	TX	Kingsbridge MUD	11111 Katy Freeway #725 Houston, TX 77079
Property	Cottonwood Financial Texas, LLC	TX	West Keegans Bayou ID	11111 Katy Freeway #725 Houston, TX 77079-2197
Property	Cottonwood Financial Texas, LLC	TX	Nueces County Tax Office	P.O. Box 2810 Corpus Christi, TX 78403-2810
Property	Cottonwood Financial Texas, LLC	TX	Pasadena ISD	P.O. Box 1318 Pasadena, TX 77501-1318
Property	Cottonwood Financial Texas, LLC	TX	Parker County Appraisal	1108 Santa Fe Dr Weatherford, TX 76086-5818
Property	Cottonwood Financial Texas, LLC	TX	Harris Co MUD No 230	P.O. Box 1368 Friendswood, TX 77549-1368
Property	Cottonwood Financial Texas, LLC	TX	Harris County MUD	P.O. Box 73109 Houston, TX 77273-3109
Property	Cottonwood Financial Texas, LLC	TX	GCC ISD Tax Services	P.O. Box 2805 Baytown, TX 77522
Property	Cottonwood Financial Texas, LLC	TX	Galveston County Tax Assessor Collector	P.O. Box 1169 Galveston, TX 77553
Property	Cottonwood Financial Texas, LLC	TX	Montgomery County Tax Office	400 N San Jacinto St Conroe, TX 77301

Tax Type	Entity	Jurisdiction	Taxing Authority	Address
Property	Cottonwood Financial Texas, LLC	TX	Lamar County Appraisal	521 Bonham Street P.O. Box 400 Paris, TX 75461-0400
Property	Cottonwood Financial Texas, LLC	TX	Harrison CAD	P.O. Box 818 Marshall, TX 75671-0818
Property	Cottonwood Financial Texas, LLC	TX	Harrison County Tax Office	P.O. Box 967 Marshall, TX 75671
Property	Cottonwood Financial Texas, LLC	TX	Cass County Tax Assessor-Collector	P.O. Box 870 Linden, TX 75563
Property	Cottonwood Financial Texas, LLC	TX	Comal County Tax Office	P.O. Box 659480 San Antonio, TX 78265-9480
Property	Cottonwood Financial Texas, LLC	TX	Harris County FWSD	13205 Cypress North Houston Rd Cypress, TX 77429
Property	Cottonwood Financial Texas, LLC	TX	Aransas County Tax Office	319 N Church St Rockport, TX 78382-2715
Property	Cottonwood Financial Texas, LLC	TX	Young Cad	P.O. Box 337 Graham, TX 76450
Property	Cottonwood Financial Texas, LLC	TX	Clear Lake City Water Authority	900 Bay Area Blvd Houston, TX 77058-2604
Property	Cottonwood Financial Texas, LLC	TX	Clear Creek ISD Tax Office	P.O. Box 650395 Dallas, TX 75265-0395
Property	Cottonwood Financial Texas, LLC	TX	Victoria County Clerk	205 N Bridge St Ste 101 P.O. Box 2569 Victoria, TX 77902
Property	Cottonwood Financial Texas, LLC	TX	Spring Branch ISD	P.O. Box 19037 Houston, TX 77224-9037
Property	Cottonwood Financial Texas, LLC	TX	Kendall Appraisal District	118 Market Avenue Boerne, TX 78006-0788
Property	Cottonwood Financial Texas, LLC	TX	Pine Tree ISD Tax Office	P.O. Box 5878 Longview, TX 75608
Property	Cottonwood Financial Texas, LLC	TX	Eastland Co Appraisal District	P.O. Box 914 102 N Lamar Ste 200 Eastland, TX 76448
Property	Cottonwood Financial Texas, LLC	TX	Henderson County Tax Collector	125 N Prairieville #103 Athens, TX 75751-2070
Property	Cottonwood Financial Texas, LLC	TX	Brown County Appraisal District	403 Fisk Avenue Brownwood, TX 76801
Property	Cottonwood Financial Texas, LLC	TX	Hays County Tax Office	712 S Stagecoach Trail Ste 1120 San Marcos, TX 78666-6073
Property	Cottonwood Financial Texas, LLC	TX	Spring ISD Tax Office	P.O. Box 4826 Houston, TX 77210-4826
Property	Cottonwood Financial Texas, LLC	TX	Spring West MUD	11111 Katy Freeway #725 Houston, TX 77079-2197
Property	Cottonwood Financial Texas, LLC	TX	Mesquite Tax Fund - City of Mesquite	P.O. Box 850267 Mesquite, TX 75185-0267
Property	Cottonwood Financial Texas, LLC	TX	Brazos County Tax Office	4151 County Park Ct Bryan, TX 77802
Property	Cottonwood Financial Texas, LLC	TX	Gillespie Central Appraisal District	1159 S Milam Fredericksburg, TX 78624
Property	Cottonwood Financial Texas, LLC	TX	Hunt County Tax Office	P.O. Box 1042 Greenville, TX 75403-1042
Property	Cottonwood Financial Texas, LLC	TX	Tax Assessor-Collector	P.O. Box 6527 Texarkana, TX 75505-6927
Property	Cottonwood Financial Texas, LLC	TX	West Park MUD	P.O. Box 204023 Dallas, TX 75320-4023
Property	Cottonwood Financial Texas, LLC	TX	City of Deer Park Tax Assessor	P.O. Box 700 Deer Park, TX 77536-0700

Tax Type	Entity	Jurisdiction	Taxing Authority	Address
Property	Cottonwood Financial Texas, LLC	TX	Harris County MUD 276	P.O. Box 204023 Dallas, TX 75320-4023
Property	Cottonwood Financial Texas, LLC	TX	Post Wood MUD	12841 Capricorn St Stafford, TX 77477
Property	Cottonwood Financial Texas, LLC	TX	Crosby MUD	103 Kerry Rd Highlands, TX 77562
Property	Cottonwood Financial Texas, LLC	TX	Crosby ISD	P.O. Box 2805 Baytown, TX 77522
Property	Cottonwood Financial Texas, LLC	TX	Potter County Tax Assessor	Sherri Aylor P.O. Box 2289 Amarillo, TX 79105-2289
Property	Cottonwood Financial Texas, LLC	TX	Van Zandt Appraisal District	P.O. Box 926 Canton, TX 75103
Property	Cottonwood Financial Texas, LLC	TX	Panola County Tax Assessor	110 S Sycamore Room 211 Carthage, TX 75633
Property	Cottonwood Financial Texas, LLC	TX	Shelby County Tax Assessor	200 San Augustine St Center, TX 75935-3954
Property	Cottonwood Financial Texas, LLC	TX	Red River Appraisal District	P.O. Box 461 Clarksville, TX 75426
Property	Cottonwood Financial Texas, LLC	TX	Red River County Tax Assessor	200 N Walnut St Clarksville, TX 75426
Property	Cottonwood Financial Texas, LLC	TX	Upshur County Tax Assessor	215 N Titus Gilmer, TX 75644
Property	Cottonwood Financial Texas, LLC	TX	Gladewater Tax Office	P.O. Box 1688 Gladewater, TX 75647-1688
Property	Cottonwood Financial Texas, LLC	TX	Rusk County Tax Assessor	202 N Main Street P.O. Box 988 Henderson, TX 75653-0988
Property	Cottonwood Financial Texas, LLC	TX	Cherokee County Appraisal District	107 East Sixth St P.O. Box 494 Rusk, TX 75785
Property	Cottonwood Financial Texas, LLC	TX	Cherokee County Tax Assessor	135 South Main Courthouse Rusk, TX 75785
Property	Cottonwood Financial Texas, LLC	TX	Angelina County Tax Office	P.O. Box 1344 Lufkin, TX 75902-1344
Property	Cottonwood Financial Texas, LLC	TX	Mineola Independent School District	1695 West Loop 564 Mineola, TX 75773-9998
Property	Cottonwood Financial Texas, LLC	TX	Wood County Tax Office	P.O. Box 1919 Quitman, TX 75783
Property	Cottonwood Financial Texas, LLC	TX	Nacogdoches Central Appr Dist	216 W Hospital St Nacogdoches, TX 75961
Property	Cottonwood Financial Texas, LLC	TX	Camp Central Appraisal District	143 Quitman St Pittsburg, TX 75686
Property	Cottonwood Financial Texas, LLC	TX	Hopkins County Tax Assessor/Collector	P.O. Box 481 Sulphur Springs, TX 75843
Property	Cottonwood Financial Texas, LLC	TX	Sulphur Springs ISD	Tax Office 631 Connally Sulphur Springs, TX 75482
Property	Cottonwood Financial Texas, LLC	TX	City of Sulphur Springs	125 S Davis Sulphur Springs, TX 75482
Property	Cottonwood Financial Administrative Services, LLC	TX	Irving ISD Tax Office	2621 W Airport Fwy P.O. Box 152021 Irving, TX 75015-2021
Property	Cottonwood Financial Administrative Services, LLC	TX	State of TX County of Dallas	Dallas County Tax Office P.O. Box 139066 Dallas, TX 75313-9066

Tax Type	Entity	Jurisdiction	Taxing Authority	Address
Property	Cottonwood Financial Administrative Services, LLC	TX	Harris County Clerk	Harris Co Tax Assessor-Collector 1235 N Loop West Ste 600 Houston, TX 77008
Property	Cottonwood Financial Administrative Services, LLC	TX	Cypress-Fairbanks ISD Tax	P.O. Box 203908 Houston, TX 77216-3908
Property	Cottonwood Financial Administrative Services, LLC	TX	Tax Assessor-Collector	Christina McMurray P.O. Box 997 Canyon, TX 79015-0997
Property	Cottonwood Financial Administrative Services, LLC	TX	Bell County Tax Appraisal Dist	P.O. Box 390 Belton, TX 76513-0390
Property	Cottonwood Financial Administrative Services, LLC	TX	Gregg County Tax Assessor	P.O. Box 1431 Longview, TX 75606
Property	Cottonwood Financial Administrative Services, LLC	TX	Denton County Tax Assessor	P.O. Box 90223 Denton, TX 76202-5223
Property	Cottonwood Financial Administrative Services, LLC	TX	Tarrant County Clerk	Wendy Burgess - Tax Assessor 100 E Weatherford Ft Worth, TX 76196
Property	Cottonwood Financial Administrative Services, LLC	TX	El Paso Tax Assessor-Collector	P.O. Box 2992 El Paso, TX 79999-2992

Exhibit B

Proposed Order

incurred before or after the Petition Date 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. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); 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 all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion and the record of the hearing on such motion 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 as set forth herein.
2. The Debtors are authorized, but not directed, to pay or remit, as applicable, all Taxes and Fees that (a) accrued or were incurred prior to the Petition Date and will become payable in the ordinary course during the pendency of these chapter 11 cases at such time when the Taxes and Fees are payable, (b) constitute "trust fund" taxes, and (c) arise or accrue in the ordinary course of business on a postpetition basis consistent with prepetition practices.
3. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right 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 or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

4. Notwithstanding anything to the contrary in this Order, any payment or action taken by any of the Debtors pursuant to the authority granted in this Order must be in compliance with, and shall be subject to, any orders entered by the Court approving the Debtors' use of cash collateral and/or the Debtors' entry into any postpetition financing facilities or credit agreements, and any budgets in connection therewith governing any such postpetition financing and/or use of cash collateral (the "DIP Orders"). To the extent there is any inconsistency between the terms of any DIP Orders, on the one hand, and this Order, on the other, the terms of the DIP Orders shall control.

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 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 the relief granted herein.

7. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

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

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

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

END OF ORDER

Submitted by:

Jason S. Brookner
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Aaron M. Kaufman
Texas Bar No. 24060067
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