

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

In re

MOSAIC COMPANIES, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 25-11296 (CTG)

Jointly Administered **Re:**

D.I. 13, 39, 59, 121

**FINAL ORDER (I) AUTHORIZING DEBTORS TO CONTINUE FACTORING
CERTAIN RECEIVABLES UNDER VARIOUS FACTORING AGREEMENTS
CONSISTENT WITH PREPETITION PRACTICES, AND
(II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of a final order (this “Final Order”) (i) authorizing but not directing the Debtors to (a) continue factoring certain receivables under the Factoring Agreements, (b) satisfy their obligations related to the Factoring Agreements, and (c) continue in their discretion, performance under the Factoring Agreements consistent with the terms of the Factoring Agreements and prepetition practices; and (ii) granting certain related relief, including scheduling the Final Hearing; and this Court having previously entered the *Interim Order (I) Authorizing Debtors to Continue Factoring Certain Receivables Under Various Factoring Agreements Consistent with Prepetition Practices, and (II) Granting Related Relief* (D.I. 59); and this Court

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal EIN, are as follows: Mosaic Companies, LLC (0759); Surfaces Southeast HoldCo, LLC (8822); Mosaic Midco, LLC (0759); Retile, LLC (7285); Waltec Enterprises, LLC (4482); CAYP, LLC (6869); Surfaces Southeast, LLC (9283); Walker & Zanger, LLC (6215); WZCA Holdings, LLC (9859); Mustang Stone Quarries, LLC (9922). The Debtors’ mailing address is 400 Technology Ct. Ste R, Smyrna, GA 30082.

² Capitalized terms not defined in this Order are used as defined in the Motion or the *Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 503, 506, 507, and 552 (I) Authorizing the Debtors to Obtain Postpetition Secured Superpriority Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing Use of Cash Collateral, (IV) Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing and (VII) Granting Related Relief* (D.I. 60), as applicable.

having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of these chapter 11 cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other or further notice is necessary; and objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and 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 Motion is GRANTED as set forth herein.
2. The Debtors are authorized, but not directed, to continue performing under the Factoring Agreements and pay any related prepetition or postpetition amounts or obligations related thereto in the ordinary course of business. The Debtors are further authorized, but not directed, to use estate property and to expend estate funds consistent with prepetition practices and in the ordinary course of business in connection therewith; *provided, however*, that payments on account of prepetition obligations related to the Factoring Agreements shall not exceed \$6.6 million pursuant to this Final Order. Notwithstanding anything to the contrary in this Final Order,

the existing Factoring Agreements shall remain in full force and effect and shall continue to govern the Debtors' postpetition factoring program.

3. The Debtors are authorized to sell the Receivables in the ordinary course of business free and clear of any lien, claim or interest in such property.

4. As good-faith purchasers, the Factoring Banks are entitled to the protection of section 363(m) of the Bankruptcy Code in connection with their performance under the Factoring Agreements during these chapter 11 cases.

5. Notwithstanding anything to the contrary in this Final Order, nothing in this Final Order shall impair the rights of any Factoring Bank under any applicable Factoring Agreement, including the right of any Factoring Bank to cease providing services under the applicable Factoring Agreement.

6. To the extent required by the Factoring Agreements, (i) the Debtors may grant security interests in the factored Receivables, and (ii) the Factoring Banks and/or the Debtors may cause financing statements to be filed in the appropriate jurisdiction to perfect such security; *provided, however*, that this Order shall serve to grant a continuing first priority fully perfected lien in any Receivables factored under the Factoring Agreements; *provided further*, for the avoidance of doubt, that the Liens of the DIP Agent and the Prepetition Agents shall continue in all proceeds generated by the sale of any factored Receivables to the Factoring Banks.

7. In accordance with this Final Order and any other order of this Court, each of the financial institutions at which the Debtors maintain accounts relating to the payment of the obligations described in the Motion is authorized to receive, process, honor, and pay any and all checks or electronic funds transfers, whether before or after the Petition Date, for the payment of obligations described in the Motion.

8. 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 Final Order.

9. 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.

10. The Debtors may take any actions necessary to maintain compliance with the Factoring Agreements in accordance with this Final Order.

11. Nothing in this Final Order (a) is intended or shall be deemed to constitute the Debtors' assumption, adoption or rejection of any agreement, contract, lease, program or policy between the Debtors and any third party of any agreement pursuant to section 365 of the Bankruptcy Code or Debtors' admission as to the validity of any claim against the Debtors and their estates, (b) shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority or amount of any claim against the Debtors and their estates, or (c) shall be construed as the Debtors' promise to pay a claim.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

13. Any Bankruptcy Rule or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

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

15. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Final Order.



Dated: August 26th, 2025
Wilmington, Delaware

CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE