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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

PACIFICCO INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-10470 (PB)

(Jointly Administered)

Re: ECF No. 12

81193

**INTERIM ORDER (I) AUTHORIZING DEBTORS  
TO PAY CERTAIN PREPETITION TAXES AND  
FEES AND (II) GRANTING RELATED RELIEF**

Upon the motion, dated March 28, 2023 (the “Motion”)<sup>2</sup> of PacificCo Inc. and its debtor affiliates as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for entry of an interim order (a) authorizing the Debtors to remit and pay certain taxes, assessments, fees, and charges in the ordinary course of business (without regard to whether such obligations accrued or arose before or after the Petition Date), including any such taxes, assessments, fees, and charges subsequently determined, upon audit or otherwise, to be owed (collectively, the “Taxes and Fees”) and (b) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference m-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Catalina Marketing Corporation (9007); PacificCo Inc. (1563); PacificCo Intermediate Corp. (8394); PacificCo Acquisition Corp. (4852); Catalina Marketing Procurement, LLC (9333); Catalina Marketing Technology Solutions, Inc. (8728); Modiv Media, LLC (3507); Cellfire LLC (5599); Catalina Marketing Worldwide, LLC (9687); Catalina-Pacific Media, L.L.C. (3931); CMJ Investments L.L.C. (0561); Supermarkets Online, Inc. (6998); Supermarkets Online Holdings, Inc. (1736); Catalina Marketing Loyalty Holdings, Inc. (3746); and Catalina Digital Holdings, LLC (3488). The Debtors’ principal offices are located at 200 Carillon Parkway, Suite 200, St. Petersburg, FL 33716.

<sup>2</sup> Capitalized terms used, but not otherwise defined, herein shall have the same meanings ascribed to such terms in the Motion.

relief 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 due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion on an interim basis (the "**Hearing**"); and upon the First Day Declarations and the record of the Hearing; and all objections to the relief requested in the Motion on an interim basis, if any, having been withdrawn, resolved, or overruled; 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 it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003; and is in the best interests of the Debtors, their estates, creditors, and all parties in interest; 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 on an interim basis to the extent set forth herein.
2. The Debtors are authorized, but not directed, in the ordinary course of business as such obligations become due, to pay the Taxes and Fees, including all of those Taxes and Fees subsequently determined, upon audit or otherwise, to be owed, *provided that*, pending entry of a final order on this Motion, any payments made pursuant to this Interim Order on account of Taxes and Fees owed for periods prior to the Petition Date shall not to exceed \$283,400 in the aggregate, unless otherwise ordered by this Court.
3. The Debtors are further authorized, but not directed, in their absolute

discretion, to settle some or all of the prepetition Taxes and Fees for less than their face amount without further notice or hearing.

4. Nothing in the Motion or this Interim Order shall be deemed to authorize the Debtors to accelerate any payments not otherwise due prior to the date of the hearing to consider entry of an order granting the relief requested in the Motion on a final basis (the “**Final Hearing**”).

5. Each of the Banks at which the Debtors maintain their accounts relating to the payment of Taxes and Fees are authorized to (a) receive, process, honor, and pay all checks presented for payment and to honor all funds transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, electronic funds or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, electronic funds or automated clearing house transfers are dated before, on, or after the Petition Date, without any duty to inquire otherwise.

6. The Debtors are authorized, but not directed, to issue new postpetition checks, or to effect new electronic funds or automated clearing house transfers, and to replace any prepetition checks or electronic fund or automated clearing house transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors’ chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Interim Order.

7. Following entry of this Interim Order, the Debtors shall serve a copy of this Interim Order on the Taxing Authorities.

8. Nothing contained in the Motion or this Interim Order nor any payment made pursuant to the authority granted by this Interim Order, is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (c) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (d) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

9. Notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

10. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

11. Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

12. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

13. A hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on **April 28, 2023 at 10:00 a.m. (Eastern Time)** and any objections or responses to the Motion shall be made in writing, filed with this Court, submitted electronically to [pb.chambers@nysb.uscourts.gov](mailto:pb.chambers@nysb.uscourts.gov), and served no later than **4:00 p.m. (Eastern Time)** on **April 18, 2023**, on the following:

- a. proposed attorneys for the Debtors: Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary T. Holtzer, Esq. ([gary.holtzer@weil.com](mailto:gary.holtzer@weil.com)), Kevin Bostel, Esq. ([kevin.bostel@weil.com](mailto:kevin.bostel@weil.com)), and Rachael Foust, Esq.

(rachael.foust@weil.com));

b. the Office of the United States Trustee for Region 2, One Bowling Green, Suite 739, New York, New York 10004 (Attn: Brian Masumoto (brian.masumoto@usdoj.gov); Tara Tiantian (tara.tiantian@usdoj.gov); and Daniel Rudewicz (Daniel.rudewicz@usdoj.gov)); and

c. counsel to any creditors' committee appointed in these chapter 11 cases.

14. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted in this Interim Order.

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

Dated: March 31, 2023  
New York, New York

/s/ Lisa G. Beckerman  
THE HONORABLE LISA G. BECKERMAN  
UNITED STATES BANKRUPTCY JUDGE