IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
MONTESQUIEU, INC. et al.,) Case No. 19-10599 (BLS)
Debtors.) Jointly Administered
)) Re: D.I

INTERIM ORDER (I) AUTHORIZING PAYMENT OF PREPETITION SALES, USE AND FRANCHISE TAXES AND SIMILAR TAXES AND FEES (II) AND GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of Montesquieu, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the "Debtors"), for entry of an interim order (this "Interim Order") authorizing, but not directing, Debtors to negotiate, remit, and pay Taxes and Fees on an interim basis in an amount up to \$59,000 as and when they become due in the ordinary course of Debtors' businesses, including, without limitation, Taxes and Fees owed for periods prior to the Petition Date, and (ii) authorizing, but not directing, banks and financial institutions to honor and process checks and related transfers thereto; all without prejudice to the Debtors' rights to contest the amount of any prepetition tax obligation on any grounds they deem appropriate; (iii) scheduling a Final Hearing on the Motion; and (iv) granting such other and further relief as the Court deems proper, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding

¹ The Debtors and the last four digits of their respective taxpayer identification numbers include: Montesquieu, Inc. (8069), WG Best Weinkellerei, Inc. dba Montesquieu Winery (California) (0458) and Montesquieu Corp. (California) (4025). The headquarters and service address for the above-captioned Debtors is 8929 Aero Dr, San Diego, California 92123.

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

pursuant to 28 U.S.C. § 157(b)(2); and the 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 the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing 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.
- The final hearing (the "Final Hearing") on the Motion shall be held on April 23, 2019 at 1:00 a.m., prevailing Eastern Standard Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m. on 2019; and shall be served on: (a) the Debtors, 8929 Aero Dr., San Diego, CA 92123; (b) proposed counsel to the Debtors, Fox Rothschild LLP, 919 N. Market St., Suite 300, Wilmington, DE 19801, Attn: Thomas M. Horan (thoran@foxrothschild.com); (c) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Linda Richenderfer, Esq. (linda.richenderfer@usdoj.gov); (d) counsel to any statutory committee appointed in these chapter 11 cases; and (d) any other such party entitled to notice. In the event no objection to entry of the Final Order on the Motion is timely received, this Court may enter such Final Order without need for the Final Hearing.

- 3. The Debtors are authorized, but not directed to, negotiate, remit, and pay Taxes and Fees to the Authorities in the ordinary course of Debtors' businesses, without regard to whether such amounts accrued or arose before or after the Petition Date; provided, however, that such payments for prepetition Taxes and Fees shall not exceed an aggregate amount of \$59,000 without further order of this Court.
- 4. To the extent that a check issued or an electronic funds transfer requested prior to the Petition Date for payment of Taxes and Fees has not cleared Debtors' Banks as of the Petition Date:
 - a. The Banks are authorized, but not directed, to receive, process, honor, and pay such checks and/or fund transfer requests, and/or
 - b. The Debtors are authorized, but not directed, to issue replacement checks, submit replacement fund transfer requests, or provide other means of payment to the appropriate Authorities to the extent necessary in replacement of any checks or fund transfer requests in respect to pre-petition Taxes and Fees dishonored or rejected as a consequence of the commencement of the Debtors' chapter 11 cases.
 - 5. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).
- 6. Notice of the Motion shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.
- 7. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.
- 8. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

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9. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: Though 22, 2019

The Honorable Brendan Linenan Shannon

United States Bankruptcy Judge