

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

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| In re: |) | Chapter 11 |
| |) | |
| MONTESQUIEU, INC., ¹ |) | Case No. 19-10599 (BLS) |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |
| |) | Re: D.I. 13, 31 |
| |) | |

**FINAL ORDER GRANTING DEBTORS’ MOTION PURSUANT TO 11 U.S.C. §§ 105(a),
363, AND 507(a) FOR AN ORDER (A) AUTHORIZING THE DEBTORS TO (I) PAY
WAGES, SALARIES, AND OTHER COMPENSATION, (II) MAINTAIN BENEFITS,
AND (III) PAY REIMBURSABLE EMPLOYEE EXPENSES AND (B) AUTHORIZING
AND DIRECTING BANKS AND OTHER FINANCIAL INSTITUTIONS TO PAY ALL
CHECKS AND ELECTRONIC PAYMENT REQUESTS MADE BY THE DEBTORS
RELATING TO THE FOREGOING**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (the “Debtors”) for entry of a final order (i) authorizing, but not requiring, the Debtors to all the relief requested in the Motion, including to (a) pay and/or honor prepetition wages, salaries, and other compensation, (b) maintain payments to its payroll service, (c) maintain certain benefits and (d) pay reimbursable employee expenses; and (ii) authorizing and directing banks and other financial institutions to receive, process, honor, and pay all checks presented for payment and electronic payment requests relating to the foregoing; 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; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this being a core proceeding for which the Court may enter a final order; and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate

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.

under the circumstances; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and the appearances of all interested parties having been noted in the record of the Hearing; 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 in the best interests of the Debtors, the Debtors' estates, creditors, and parties in interest; and this Court having entered its Interim Order on the Motion [D.I. 31]; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby ordered that:

1. The Motion is granted on a final basis as set forth herein.

2. Pursuant to Bankruptcy Code sections 507(a), 363(b), and 105(a), the Debtors are authorized, but not directed, to pay and/or honor the Prepetition Workforce Obligations and the Prepetition Employee Programs, together with all costs, processing and administrative fees and/or expenses related thereto, in accordance with the Debtors' policies in the ordinary course of business, provided that (a) the Debtors will not distribute any amounts over the Bankruptcy Code section 507(a)(4) priority cap of \$12,850 directly to any individual Employee on account of aggregate pre-Petition Date Unpaid Wages or the Bankruptcy Code section 507(a)(5) priority cap on account of the types of employee benefit programs listed therein and (b) the total amount of payments made by the Debtors pursuant to this Final Order on account of the prepetition obligations set forth in this paragraph shall not exceed \$30,000 in the aggregate.

3. The Debtors and any other third party administering withholding obligations on behalf of the Debtors, are authorized, but not directed, to make payments to applicable third parties with respect to the Prepetition Withholding Obligations, and the Prepetition Employer Tax Obligations, and the costs associated therewith, in accordance with the Debtors' ordinary course

of business and stated policies, and the amount paid with respect to such prepetition obligations set forth in this paragraph shall not exceed \$30,000 in the aggregate.

4. In accordance with this Order and any other order of this Court, the banks and financial institutions at which the Debtors maintains their accounts are authorized to honor all fund transfer requests made by the Debtors related hereto, to the extent that sufficient funds are on deposit in such accounts.

5. Nothing in the Motion or this Order shall be deemed to be (i) an assumption or adoption of any policy, procedure, or executory contract that may be described or referenced herein or in the Motion, (ii) an admission as to the validity of claim against the Debtors; or (iii) a waiver of the Debtors' rights to dispute any claim on any grounds. The Debtors retain the discretion to not make the payments contemplated by this Order and nothing in this Order will, in and of itself, constitute a promise or guarantee of any payment.

6. Bankruptcy Rule 6003(b) has been satisfied.


7. The requirements of Bankruptcy Rule 6004(a) are waived.

8. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

9. Nothing in the Motion shall be deemed a request by the Debtors for authority to assume, and nothing in this Order shall be deemed authorization to assume any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code or create an administrative obligation for any prepetition wages or benefits.

10. This Court shall retain jurisdiction to implement, interpret, and enforce this Order.

Dated April 24, 2019


The Honorable Brendan Linehan Shannon
United States Bankruptcy Judge