

found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion 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 on an interim basis as set forth herein.

2. The final hearing (the "Final Hearing") on the Motion shall be held on April 23, 2019 at 11:00 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 April 16, 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 (e) any other such party entitled to notice. In the event no objection to entry of the Final order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

3. The Debtors are authorized, but not directed to, in their discretion to pay the liquidated, non-contingent, and undisputed prepetition claims of vendors and service providers (the "Prepetition Vendor Claims") up to an aggregate amount of \$15,000.

4. The Debtors are further authorized, but not directed, to condition the payment of the Critical Vendor Claims upon the Critical Vendors' agreement to continue—or

recommence—supplying goods and services to the Debtors in accordance with trade terms at least as favorable as those practices and programs (including credit limits, pricing, timing of payments, availability, and other terms) in place 12 months prior to the Petition Date, or such other trade terms that are acceptable to the Debtors in their discretion (the “Customary Trade Terms”).

5. If the Critical Vendors accept payment pursuant to the relief requested by the Motion and thereafter do not continue to provide goods or services on Customary Trade Terms, then: (a) the Debtors may then take any and all appropriate steps to cause such Critical Vendors to repay payments made to it on account of its prepetition claim to the extent that such payments exceed the postpetition amounts then owing to such Critical Vendors; (b) upon recovery by the Debtors, any prepetition claim of such party shall be reinstated as if the payment had not been made; and (c) if there exists an outstanding postpetition balance due from the Debtors to such party, the Debtors may elect to re-characterize and apply any payment made pursuant to the relief requested by the Motion to such outstanding postpetition balance and such supplier or vendor will be required to repay to the Debtors such paid amounts that exceed the postpetition obligations then outstanding without the right of any setoffs, claims, provisions for payment of any claims, or otherwise.

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

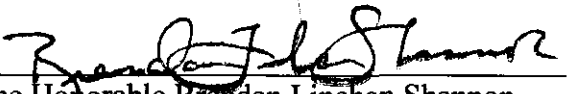
7. Notice of the Motion shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

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

10. 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: March 22, 2019


The Honorable Brendan Linahan Shannon
United States Bankruptcy Judge