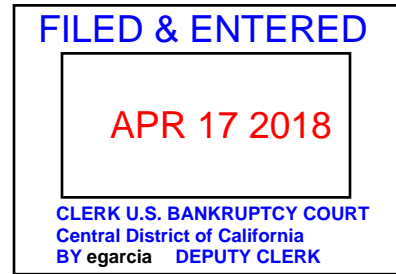


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CHANGES MADE BY COURT

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re

GOOD CLOTHING, INC.,

Debtor.

Case No. 2:18-bk-12496-DS

Chapter 11

**ORDER APPROVING FURTHER
INTERIM USE OF CASH
COLLATERAL AND ADEQUATE
PROTECTION AND SETTING
FURTHER HEARING DATE FOR
CONTINUED USE OF CASH
COLLATERAL**

Interim Hearing:

Date: April 2, 2018

Time: 2:00 p.m.

Place: Courtroom 1639
255 E. Temple Street
Los Angeles, CA 90012

Continued Hearing:

Date: April 25, 2018

Time: 3:30 p.m.

Place: Courtroom 201
1415 State Street
Santa Barbara, CA 93101

A continued hearing was held at the above date and time on the "Motion for Authority to Use Cash Collateral" (the "Motion," Docket No. 4) filed by debtor and debtor-in-possession Good Clothing, Inc. (the "Debtor"). Appearances were noted on the record.

1 The court having considered the Motion, the supplement filed by the Debtor on
2 March 29, 2018 (Docket No. 29), the two limited objections filed by certain landlords
3 (Docket Nos. 51 and 53), and good cause appearing;

4 IT IS HEREBY ORDERED that:

5 1. The Debtor is authorized to use cash collateral on an interim basis through
6 April 25, 2018 subject to the terms and conditions set forth in this order,

7 2. The Debtor is authorized use of cash collateral to pay the expenses set forth
8 in the budget attached as Exhibit A to the previous Order (Docket No. 37), with the
9 exception that the line item for payments to Open Bank is reduced to \$10,000 per week
10 from \$20,000 per week, beginning the week of April 2, 2018;

11 3. The Debtor is authorized to deviate from the total expenses contained in the
12 budget by no more than 10% and to deviate by category (provided the Debtor does not pay
13 any expenses outside any of the approved categories) without the need for further court
14 order;

15 4. Nothing in this order authorizes the Debtor to pay any insider compensation
16 until proper approval of the compensation is approved;

17 5. Nothing in this order authorizes the Debtor to pay any prepetition obligations
18 including wages without proper approval of the court;

19 6. Open Bank is granted a replacement lien (the "Replacement Lien") only on
20 the Debtor's postpetition inventory (collectively, the "Post-Petition Collateral"); provided,
21 further, such Replacement Lien shall be deemed perfected and this interim order
22 constitutes sufficient and, conclusive evidence of the granting, attachment, priority,
23 perfection, and validity of the Replacement Lien, effective as of the date and time of entry
24 of this Interim Order, without any further action by Debtor and sole secure creditor Open
25 Bank; provided, further, the Replacement Lien shall not extend to claims or causes of
26 action possessed by Debtor's bankruptcy estate under 11 U.S.C. §§ 544, 545, 547, 548,
27 549, 550, 551, 553(b), 723(b), or 724(a), or the proceeds therefrom;


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1 7. A further hearing on the Debtor's Cash Collateral Motion shall be held on
2 April 25, 2018 at 3:30 p.m. *The hearing shall be conducted at the United States*
3 *Bankruptcy Court in Santa Barbara, 1415 State Street, Santa Barbara, CA 93101,*
4 *Courtroom 201.* Counsel and parties in interest may attend the hearing in person in the
5 courtroom or telephonically. In the event any interested party is unable to appear in the
6 courtroom in Santa Barbara or telephonically, it may contact the court no later than 5:00
7 p.m. on April 23, 2018 to request to appear by video from Courtroom 1639, 255 E. Temple
8 Street, Los Angeles, CA 90012.

9 8. The Debtor shall file a motion to reject certain leases no later than April 3,
10 2018. A hearing on that motion shall also take place on April 25, 2018 at 3:30 p.m. *That*
11 *hearing shall also be conducted at the United States Bankruptcy Court in Santa Barbara,*
12 *1415 State Street, Santa Barbara, CA 93101, Courtroom 201.* Counsel and parties in
13 interest may attend the hearing in person in the courtroom or telephonically. In the event
14 any interested party is unable to appear in the courtroom in Santa Barbara or telephonically,
15 it may contact the court no later than 5:00 p.m. on April 23, 2018 to request to appear by
16 video from Courtroom 1639, 255 E. Temple Street, Los Angeles, CA 90012.

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24 Date: April 17, 2018



Deborah J. Saltzman
United States Bankruptcy Judge