



IT IS ORDERED as set forth below:

Date: January 29, 2018

Mary Grace Diehl

Mary Grace Diehl
U.S. Bankruptcy Court Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ROME DIVISION

IN RE:)	CHAPTER 11
)	
BEAULIEU GROUP, LLC, et al.,)	Jointly Administered Under
)	CASE NO. 17-41677-mgd
Debtors.)	
)	

FINAL ORDER AUTHORIZING DEBTORS TO (A) PAY UNDISPUTED AMOUNTS OF OBLIGATIONS OWED TO CERTAIN SECURED CREDITORS, (B) ESCROW DISPUTED AMOUNTS AS ADEQUATE PROTECTION, AND (C) USE CASH COLLATERAL TO PAY ORDINARY COURSE EXPENSES

THIS MATTER came before the Court at a final hearing on January 25, 2018 (the “**Final Hearing**”), to consider the *Motion Seeking Entry of an Order Authorizing Debtors to (a) Pay Undisputed Amounts of Obligations Owed to Certain Secured Creditors, (b) Escrow Disputed Amounts as Adequate Protection, and (c) Use Cash Collateral to Pay Ordinary Course Expenses* [Dkt. No. 433] (the “**Motion**”)¹ filed by the Debtors on December 1, 2017. Pursuant to the Motion, the Debtors sought entry of an Order, pursuant to 11 U.S.C. §§ 105(a) and 363(b)(1),

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

(c)(2) & (e) authorizing the Debtors to immediately pay the undisputed portions of certain secured claims, escrow sufficient funds to pay any remaining portions of such claims that might ultimately be allowed by the Court, and use cash collateral to pay ordinary post-petition expenses.

On December 8, 2017, the Court entered the *Interim Order Authorizing Debtors to (A) Pay Undisputed Amounts of Obligations Owed to Certain Secured Creditors, (B) Escrow Disputed Amounts as Adequate Protection, and (C) Use Cash Collateral to Pay Ordinary Course Expenses* [Dkt. No. 461] (the “**Interim Order**”), granting the Motion on an interim basis, and scheduling the Final Hearing. Pursuant to the Interim Order, the Debtors have made the following payments: (a) \$6,327,645.83 to CT Lender, as the undisputed portion of the CT Lender Claim, and (b) \$15,815,513.54 to Cygnets, as the undisputed principal portion of the Cygnets Claims.

The Court having reviewed the Motion, the record in the case, it appearing that due and sufficient notice of the Motion has been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interest of the Debtors, their estates, their creditors and other parties in interest; and finding that Cygnets and CT Lender hold valid liens in the Debtors’ cash and have filed proofs of claim in the Debtors’ Chapter 11 cases asserting secured claims against the Debtors’ estates in varying amounts; that the Debtors agree with certain amounts asserted in such claims and dispute other amounts; that the interests of any entities holding liens in cash held by the Debtors are adequately protected under the procedures requested in the Motion and granted herein; that the Debtors have shown a need to use cash collateral to avoid immediate and irreparable harm to the

estate, and for good cause shown, it is hereby ORDERED, ADJUDGED, and DECREED as follows:

1. The Motion is GRANTED on a final basis.
2. The Debtors are further authorized and directed to:
 - a. Maintain the escrow in the amount of \$1,000,000.00 established pursuant to the Interim Order to be used to satisfy any additional amount of the CT Lender Claim that might ultimately be allowed by the Court, with any excess to be promptly returned to the Debtors' estates; and
 - b. Increase the escrow in the amount of \$4,000,000.00 established pursuant to the Interim Order by \$1,000,000.00 for a total of \$5,000,000.00, to be used to satisfy any additional amount of the Cygnets Claim that might ultimately be allowed by the Court, with any excess to be promptly returned to the Debtors' estates.
3. The Debtors are further authorized to use their remaining cash, including any cash that might constitute cash collateral of Cygnets, CT Lender or any other entity, to pay ordinary post-petition expenses of the Debtors (including, but not limited to, health care costs, accounts payable, workers compensation claims and professional fees) as they come due, or such other obligations as are authorized by the Court.
4. Nothing herein shall be deemed to be a waiver of any right by Cygnets or CT Lender to request additional or further protection of their interests, to move for relief from the automatic stay, to seek the appointment of a trustee or examiner for any Debtor or the conversion or dismissal of any of these Chapter 11 Cases, to object to any proposed sale or other disposition

of any Debtor's assets under Section 363 of the Bankruptcy Code or otherwise, to accept or reject any plan of reorganization or liquidation, or to request any other relief in these cases.

5. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

END OF ORDER

Prepared and presented by:

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By: /s/ Matthew W. Levin

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