

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF RHODE ISLAND**

In re: FB Mall, LLC
Debtor-In-Possession

Bk No: 1:17-bk-10601
Chapter 11

MOTION FOR ORDER APPROVING CONTINUED USE OF CASH COLLATERAL

FB Mall, LLC (“Debtor-In-Possession” or “Debtor”) hereby moves this Court for entry of an order, pursuant to 11 U.S.C. §§ 363 authorizing Debtor’s continued use of cash collateral of NextWave Enterprises, LLC (“NextWave”); Rewards Network Establishment Services, Inc., (“RN”); Vend Lease Company (Vend Lease); and Sysco Boston, LLC (“Sysco”) or (the “Secured Creditors”) for an additional sixteen (16) days, from October 9, 2017 through October 25, 2017, and to provide adequate protection to RN for the Debtor’s use of cash collateral and grant replacement liens to RN to the extent and priority as more fully set forth in the Final Order (Doc No. 84). This motion is filed because of the Debtor’s need to continue to use cash collateral to continue the operation of its business and maintain its workforce. Attached hereto is the Debtor’s most recent budget – to – actual report dated September 21, 2017.

In support of this Motion, the Debtor states the following:

The Court entered a Final Order on June 6, 2017 (Doc No. 84) authorizing use of the RN’s cash collateral. In addition the Court entered an Order on July 10, 2017 (Doc No. 103) authorizing the continued use of the RN’s cash collateral. The Order authorized the Debtor’s use of cash collateral through August 26, 2017, with certain bi-weekly adequate protection payments to RN. After hearing held on September 6, 2017, the Court entered an Order on September 8, 2017 (Doc No. 173) authorizing the continued use of the RN’s cash collateral.

The Order authorized the Debtor's use of cash collateral through October 8, 2017, with certain bi-weekly adequate protection payments to RN. Without continued use of cash collateral after October 8, 2017, Debtor will be unable to fund continued operations and will have to close. FB Mall, LLC desires to continue to operate and continue its negotiation to propose a plan.

WHEREFORE, the Debtor requests entry of an order allowing the continued use of the RN's cash collateral through October 25, 2017 in order to continue operations while it proceeds to negotiate a plan.

Dated: September 22, 2017

FB Mall, LLC
By its attorneys,
/s/ Peter M. Iascone
Peter M. Iascone & Associates, Ltd
117 Bellevue Ave
Newport, RI 02840
Phone: (401) 848-5200
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Within fourteen (14) days after service, if served electronically, as evidenced by the certification, and an additional three (3) days pursuant to Fed. R. Bank. P. 9006(f) if served by mail or other excepted means specified, any party against whom such paper has been served, or any other party who objects to the relief sought, shall serve and file an objection or other appropriate response to said paper with the Bankruptcy Court Clerk's Office, 380 Westminster Street, 6th Floor, Providence, RI 02903, (401) 626-3100. If no objection or other response is timely filed, the paper will be deemed unopposed and will be granted unless: (1) the requested relief is forbidden by law; (2) the requested relief is against public policy; or (3) in the opinion of the Court, the interest of justice requires otherwise.

CERTIFICATE OF SERVICE

I hereby certify that on September 22, 2017 I electronically filed Motion for Order Approving Continued use of Cash Collateral with the Clerk of the Bankruptcy Court for the District of Rhode Island using the CM/ECF System. The following participants have received notice electronically:

Patricia Antonelli on behalf of Creditor NextWave Enterprises, LLC pantonelli@cgdalaw.com

Timothy J. Carter on behalf of Creditor Warwick Mall LLC tcarter@goulstonstorrs.com

Stephen F. DelSesto on behalf of Creditor Steven Holland sdelsesto@pierceatwood.com,
jzaccagnini@pierceatwood.com

Gary L. Donahue ustpreregion01.pr.ecf@usdoj.gov

Gary L. Donahue on behalf of Assistant U.S. Trustee Gary L. Donahue
gary.l.donahue@usdoj.gov

Craig L. Friedrichs on behalf of Creditor Rewards Network Establishment Services Inc.
craig.friedrichs@quarles.com, isaac.gabriel@quarles.com; sybil.aytch@quarles.com

Lynda L. Laing on behalf of Creditor PERKINS PAPER, LLC AN AFFILIATE OF GORDON FOOD SERVICE lynn@straussfactor.com, straussfactorlaw@cs.com

Stephen A Rodio on behalf of Creditor Warwick Mall LLC srodio@rodiobrown.com,
dhalsted@rodiobrown.com

Douglas B. Rosner on behalf of Creditor Warwick Mall LLC
DROSNER@GOULSTONSTORRS.COM

Christopher Michael Wildenhain on behalf of Creditor Rewards Network Establishment Services Inc. cmw@psh.com, lac@psh.com

I hereby certify that on September 22, 2017 I have mailed by United States Postal Service, postage pre-paid, the Motion for Interim Order Approving Use of Cash Collateral and Setting Procedures for Notice and Hearing and a copy of the Notice of Electronic Filing to the attached list of non CM/ECF participants:

Darryl Laddin, Esquire on behalf of Creditor Sysco Boston, LLC dladdin@agg.com

Betty Birch on behalf of Vend Lease Company, Inc., bbirch@vendlease.net

/s/ Erica F. Charboneau