

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re UNITED ROAD TOWING, INC. et al., Debtors.¹	: Chapter 11 : : Case No. 17-10249 (LSS) : : Jointly Administered : : Docket Ref. No. 5
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**INTERIM ORDER, PURSUANT TO SECTIONS 105(a) AND 366 OF THE
BANKRUPTCY CODE, (I) PROHIBITING UTILITY COMPANIES
FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY SERVICES,
(II) DEEMING UTILITY COMPANIES ADEQUATELY ASSURED OF FUTURE
PERFORMANCE, AND (III) ESTABLISHING PROCEDURES FOR DETERMINING
ADEQUATE ASSURANCE OF PAYMENT**

Upon consideration of the motion (the "Motion")² of United Road Towing, Inc. and its affiliated debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the "Debtors"), seeking entry of an Interim Order and Final Order pursuant to sections 105(a) and 366 of the Bankruptcy Code (i) prohibiting Utility Companies from altering, refusing, or discontinuing Utility Services, (ii) deeming Utility Companies adequately assured of future performance, and (iii) establishing procedures for determining adequate assurance of payment, all as described more fully in the Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference*

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: United Road Towing, Inc. (6962); URT Holdings, Inc. (8341); City Towing, Inc. (2118); URS West, Inc. (3518); Bill & Wag's Towing (3518); Export Enterprises of Massachusetts, Inc. (5689); Pat's Towing, Inc. (6964); Keystone Towing, Inc. (6356); Ross Baker Towing, Inc. (9742); URT Texas, Inc. (3716); Mart Caudle Corporation (1912); Signature Towing, Inc. (3054); WHW Transport, Inc. (3055); URS Southeast, Inc. (7289); URS Northeast, Inc. (7290); URS Southwest, Inc. (7284); Fast Towing, Inc. (5898); E&R Towing and Garage, Inc. (8500); Sunrise Towing, Inc. (7160); Ken Lehman Enterprises, Inc. (1970); United Road Towing of South Florida, Inc. (9186); Rapid Recovery Incorporated (1659); United Road Towing Services, Inc. (2206); Arri Brothers, Inc. (7962); Rancho Del Oro Companies, Inc. (3924); CSCBD, Inc. (2448); URS Leasing, Inc. (9072); UR VMS LLC (4904); UR Vehicle Management Solutions, Inc. (0402). The Debtors' mailing address is c/o United Road Towing, Inc., 9550 Bormet Drive., Suite 301, Mokena, Illinois 60448.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

from the United States District Court for the District of Delaware dated as of February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and proper and adequate notice of the Motion and the hearing thereon has been provided under the circumstances and that no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; and the Court having found just cause for the relief granted herein; and the Court having determined that immediate relief is necessary to avoid irreparable harm; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED and DECREED that:

1. The Motion is granted as set forth herein on an interim basis.
2. The Debtors are authorized, but not directed, to pay on a timely basis and in accordance with their prepetition practices, all undisputed invoices for post-petition Utility Services provided by the Utility Companies.
3. The Debtors shall, on or before twenty (20) days after the Petition Date, deposit (the "Utility Deposit") \$60,709 into a newly-created, segregated account (the "Utility Deposit Account"), with such Utility Deposit to be held in escrow, pending further order of the Court, for the purpose of providing each Utility Company adequate assurance of payment of its post-petition utility services to the Debtors. The Utility Deposit Account shall be maintained with a minimum balance equal to the Debtors' estimate of the Debtors' average two-week cost of utility service over the course of twelve months, which may be adjusted by the Debtors to account for (i) the termination of utility services by the Debtors regardless of any Requests; provided, however, that the funds may not be reduced based on termination until the Debtors

have settled with the applicable Utility Company on the amount of post-petition services, or any dispute regarding the same is resolved by the Court, (ii) agreements with Utility Companies, and/or (iii) any deposits, security, letters of credit, or other amounts provided to Utility Companies post-petition for their Utility Services.

4. Pending the final hearing on the Motion, all Utility Companies are prohibited from altering, refusing or discontinuing Utility Services to, or discriminating against, the Debtors on account of the commencement of the Debtors' Chapter 11 Cases or any unpaid prepetition charges.

5. Parties who wish to request adequate assurance in addition to the Utility Deposit shall comply with the following "Procedures":

- (a) If a Utility Company is not satisfied with the assurance of future payment provided by the Debtors, the Utility Company must serve a written request (a "Request") upon proposed co-counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attention: Kenneth Listwak) and Winston & Strawn LLP, 35 W. Wacker Drive, Chicago, IL 60601 (Attn: Grace D. D'Arcy), setting forth (i) the location(s) and Debtor(s) for which Utility Services are provided, (ii) the account number(s) for such location(s), (iii) the outstanding balance for each account, (iv) the amount that is equal to two weeks of utility service it provides to the Debtors, calculated as a historical average over the past twelve (12) months, (v) requested adequate assurance, and (vi) an explanation of why the Utility Deposit is not adequate assurance of payment.
- (b) Upon the Debtors' receipt of any Request in accordance with the above, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company's Request.
- (c) The Debtors may, in their sole discretion, resolve any Request by mutual agreement with the Utility Company and without further order of this Court, and may, in connection with any such agreement, in their sole discretion, provide a Utility Company with additional adequate assurance of future payment, including, but not limited to, cash deposits, prepayments, and other forms of security,

without further order of this Court if the Debtors believe such additional assurance is reasonable.

- (d) If the Debtors determine that the Request is not reasonable or are not able to reach an alternative resolution with the Utility Company promptly, the Debtors will calendar the matter for the next regularly scheduled omnibus hearing before this Court to determine the adequacy of assurances of payment with respect to a particular Utility Company (the "Determination Hearing") pursuant to section 366(c)(3) of the Bankruptcy Code.
- (e) Pending resolution of any such Determination Hearing, the Utility Company filing such Request shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of the commencement of the Debtors' cases unpaid charges for prepetition services or on account of any objections to the Debtors' proposed adequate assurance.

6. Any Utility Company that fails to file and serve a Request in accordance with the Procedures shall be deemed to have received adequate assurance of payment pursuant to the Proposed Adequate Assurance satisfactory to such Utility Company as required by section 366 of the Bankruptcy Code, and shall be prohibited from altering, refusing, or discontinuing Utility Services to, or discriminating against, the Debtors on account of any unpaid charges for prepetition Utility Services or any perceived inadequacy of the Proposed Adequate Assurance, subject to such Utility Company's right to seek modification of the proposed adequate assurance under section 366(c)(3) of the Bankruptcy Code.

7. Each Utility Company is prohibited from applying any payments on account of postpetition services to prepetition invoices.

8. The Debtors' service of this Order upon the Utility Service List shall not constitute an admission or concession that such entities are utilities within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

9. Nothing in the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority

of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtors, or shall impair the ability of the Debtors, or any other party in interest, to the extent applicable, to contest the validity and amount of any payment made pursuant to this Order.

10. To the extent that the Debtors terminate any account with a Utility Company, the Debtors may reduce the Utility Deposit by the amount allocated for such account and withdraw those funds from the Utility Deposit Account, as set forth in paragraph 3 above, without further order of the Court.

11. The Debtors are authorized, in their sole discretion, to amend the list of Utility Companies attached to the Motion to add additional Utility Companies. If the Debtors add one or more Utility Companies, the Debtors shall serve a copy of the Motion and this Order on any Utility Company added to such list. In addition, the Debtors shall supplement the Utility Deposit Account by an amount equal to the Debtors' estimate of the Debtors' average two weeks utility consumption over the course of twelve months for such added Utility Company. Any Utility Companies who are subsequently added to the list of Utility Companies attached to the Motion shall be subject to the Procedures set forth in this Order.

12. The Motion and this Interim Order shall be served on each Utility Company that the Debtors believe could be affected by the Motion and all other parties required to receive service under Rule 2002-1(b) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware.

13. The Debtors shall serve a copy of the Motion, together with the proposed Final Order, which includes the proposed Procedures, on each Utility Company, the Debtors' consolidated list of top thirty creditors, the Debtors' secured lenders, the Office of the United

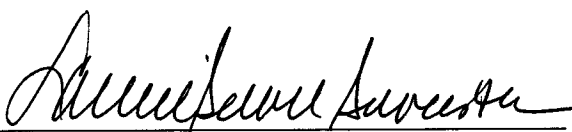
States Trustee for the District of Delaware, and those parties entitled to notice pursuant to Bankruptcy Rule 2002 within three (3) business days after entry of this Order by the Court.

14. The deadline by which objections to the Motion and the proposed Final Order must be filed is February 27, 2017 at [4:60 p.m.] (ET), and such objection shall simultaneously be served upon (i) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801 (Attn: Kenneth Listwa)] and Winston & Strawn LLP, 35 W. Wacker Drive, Chicago IL 60601 (Attn: Grace D. D'Arcy), (ii) counsel to any official statutory committees appointed in these cases; and (iii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: David L. Buchbinder). A final hearing, if required, on the Motion will be held on March 6, 2017 at 11:00 a.m. (ET). If no objections are filed to the Motion, the Court may enter the Final Order without further notice or a hearing.

15. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

16. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and implementation of this Interim Order.

Dated: Feb. 7, 2017
Wilmington, Delaware


Laurie Selber Silverstein
United States Bankruptcy Judge