

having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having entered the *Interim Order Authorizing the Payment of Certain Prepetition Taxes and Fees* (the "First Interim Order") [Docket No. 90]; and this Court having entered the *Second Interim Order Authorizing the Payment of Certain Prepetition Taxes and Fees* (the "Second Interim Order") [Docket No. 188]; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this 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 upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a further interim basis, and the First Interim Order and Second Interim Order are amended, as set forth herein.

2. The final hearing (the "Final Hearing") on the Motion shall be held on November 17, 2015, at 11:00 a.m., prevailing Eastern Time.

3. The Debtors are authorized, but not directed, to pay or remit the Taxes and Fees that accrued prior to the Petition Date and that will become due and payable in the ordinary course during the pendency of these chapter 11 cases at such time when the Taxes and Fees are due and payable, in an aggregate interim amount not to exceed \$17,000,000.

4. The Debtors shall provide notice of any proposed payments or distributions on account of prepetition Taxes and Fees that are property taxes in excess of \$50,000, together with reasonable information regarding such property taxes, to the official committee of unsecured creditors (the "Committee"), the administrative agent for the Debtors' first lien credit facility (the

“First Lien Agent”), and the administrative agent for the Debtors’ second lien credit facility (the “Second Lien Agent”) five (5) business days before making such payments or distributions pursuant to this Third Interim Order; provided, however, that if additional supporting material for such payments or distributions are reasonably identified and requested by the Committee, the First Lien Agent, or the Second Lien Agent following such notice, the Debtors shall use reasonable best efforts to provide such material. The Committee, First Lien Agent, and Second Lien Agent shall have the right to object to any such payment or distribution at any time prior to the proposed payment or distribution date by notifying the Debtors of such objection, without the need to file a formal objection with the Bankruptcy Court. Upon receiving any such objection, the Debtors shall consult with the Committee or the First Lien Agent or the Second Lien Agent, as applicable, and the parties shall make good faith efforts to resolve such objection consensually. If the parties are unable to resolve such objection consensually, the matter shall be resolved by the Court at a hearing to be scheduled as soon as reasonably practicable and in accordance with the Court’s calendar. The Debtors shall not make any payment that is the subject of an objection under this paragraph pending resolution of such objection either by mutual agreement among the parties or by a ruling by the Court.

5. The Debtors shall provide monthly reporting of all payments made on account of prepetition Taxes and Fees to the Committee, the First Lien Agent, and the Second Lien Agent 15 days after the end of each calendar month.

6. The Committee’s right to argue that payments authorized pursuant to this Third Interim Order should not be paid from the Debtors’ unencumbered assets as of the Petition Date and/or that such payments should be surcharged against the prepetition lenders’ collateral, and the rights of the Debtors and other parties in interest to be heard in response to the Committee’s

argument, are hereby preserved for consideration in connection with the final hearing on the *Debtors' Motion for Interim and Final Orders (I) Authorizing Postpetition Use of Cash Collateral, (II) Granting Adequate Protection to Prepetition Lenders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rule 4001-2, (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (IV) Granting Related Relief* [Docket No. 22].

7. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Third Interim Order.

8. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion, the First Interim Order, the Second Interim Order, this Third Interim Order, or any payment made pursuant to this Third Interim Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

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

10. Notice of the Motion satisfies the requirements set forth in Bankruptcy Rule 6004(a).

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

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

13. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Third Interim Order.

Dated: October ~~29~~³⁰, 2015
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE