

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
<b>Caption in Compliance with D.N.J. LBR 9004-2(c)</b> COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A. A Professional Corporation Court Plaza North 25 Main Street P.O. Box 800 Hackensack, NJ 07602-0800 Michael D. Sirota, Esq. David M. Bass, Esq. Felice R. Yudkin, Esq. (201) 489-3000 (201) 489-1536 Facsimile Proposed Attorneys for Crumbs Bake Shop, Inc., <i>et al.</i> , Debtors-in-Possession	
In re:	
CRUMBS BAKE SHOP, INC., <i>et al.</i> , <sup>1</sup>	
Debtors-in-Possession.	

Case No. 14-  
(Jointly Administered)  
Judge:  
Chapter 11  
**Hearing Date and Time:**  
\_\_\_\_\_, 2014, at \_\_: \_\_ .m.

**ORDER: (I) AUTHORIZING THE DEBTORS TO (A) SATISFY AND, TO THE EXTENT APPLICABLE, DIRECTING ANY PAYROLL BANKS TO HONOR, PRE-PETITION GROSS SALARIES, PAYROLL TAXES AND RELATED OBLIGATIONS TO OR FOR THE BENEFIT OF THEIR EMPLOYEES, AND (B) HONOR, IN THEIR DISCRETION, PRE-PETITION SICK, VACATION, PERSONAL, AND SIMILAR THEMED DAYS; AND (II) GRANTING OTHER RELATED RELIEF**

The relief set forth on the following pages, numbered two (2) through six (6), is hereby **ORDERED.**

<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's tax identification number are: Crumbs Bake Shop, Inc. (5274); Crumbs Holdings LLC (8045); Crumbs 42<sup>nd</sup> Street II, LLC (5913); Crumbs Broad Street, LLC (5319); Crumbs Broadway LLC (2653); Crumbs Federal Street, LLC (9870); Crumbs Garment Center LLC (5142); Crumbs Grand Central LLC (5030); Crumbs Greenvale LLC (6562); Crumbs Greenwich, LLC (3097); Crumbs Hoboken, LLC (5808); Crumbs II, LLC (5633); Crumbs Larchmont, LLC (8460); Crumbs Lexington LLC (0286); Crumbs Park Avenue LLC (5273); Crumbs Retail Bake Shops, LLC (f/k/a Crumbs Fulton Street, LLC) (0930); Crumbs Stamford, LLC (8692); Crumbs Third Avenue LLC (6756); Crumbs Times Square LLC (1449); Crumbs Union Square LLC (8629); Crumbs Union Station LLC (6968); Crumbs West Madison, LLC (5017); Crumbs Woodbury LLC (2588).

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Case No. 14-

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THIS MATTER having been opened to the Court by Crumbs Bake Shop, Inc., *et al.* the within debtors and debtors-in-possession (the “**Debtors**”), by and through their proposed counsel, Cole, Schotz, Meisel, Forman & Leonard, P.A., upon motion for entry of an Order: (i) authorizing the Debtors to (a) satisfy and, to the extent applicable, directing any payroll banks to honor, pre-petition gross salaries, payroll taxes and related obligations to or for the benefit of the Debtors’ employees, and (b) honor, in their discretion, pre-petition sick, vacation, personal, and similar themed days; and (ii) granting other related relief (the “**Motion**”);<sup>2</sup> and good and sufficient notice of the Motion having been provided in accordance with the Order Regarding Application for Expedited Consideration of First Day Matters previously entered by the Court, as evidenced by the Affidavit of Service filed with the Court; and the Court having considered all the motion papers, the opposition thereto, if any, and the arguments of counsel, if any; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and other good cause having been shown,

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<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Verified Application submitted in support of the Motion.

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**IT IS ORDERED** as follows:

1. The Debtors hereby are authorized and empowered to satisfy in the ordinary course of business the Pre-Petition Employee Compensation Obligations, subject to the limitations set forth in 11 U.S.C. §§ 507(a)(4) and 507(a)(5).
2. The Debtors hereby are authorized and empowered, but not directed, in their sole and absolute discretion, in the ordinary course of business: (i) to honor the Current Employees' earned pre-petition Total Benefit Days by allowing the Current Employees to use all or portions of their pre-petition Total Benefit Days post-petition; and (ii) to continue paying and/or honoring the Other Employee Benefits, subject to the limitations set forth in 11 U.S.C. §§ 507(a)(4) and 507(a)(5).
3. This Order does not expressly or implicitly grant or approve any bonus or severance plan or practice that might be covered by 11 U.S.C. § 503(c).
4. To the extent any pre-petition accrued Total Benefit Days or Other Employee Benefits are utilized by the Current Employees post-petition, the Current Employees shall use and be charged the oldest accrued Total Benefit Days or Other Employee Benefits, as the case may be.

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5. Notwithstanding the relief granted in the preceding paragraph, nothing herein shall be construed to create or impose any administrative expense liability on the Debtors with regard to the pre-petition Total Benefit Days or to obligate the Debtors to compensate their Current Employees for pre-petition Total Benefit Days in cash.

6. The relief granted herein shall not be deemed as an assumption or an authorization to assume any of the Debtors' employee compensation, benefits or reimbursement policies, plans or programs as outlined in the preceding paragraphs pursuant to Section 365 of the Bankruptcy Code.

7. Any and all financial institutions honoring the aforementioned obligations to the Debtors' Employees (including Payroll Network, Inc. and J.P.Morgan Chase Bank) are authorized and directed to receive, process, honor and pay all checks, drafts, and automatic clearing house and wire transfers drawn on bank accounts of the Debtors to the extent authorized herein or directed by the Debtors, whether presented, drawn or issued before or after the commencement of the bankruptcy cases for payment by the holder thereof, provided that sufficient funds, whether deposited prior to, or subsequent to, the commencement of these

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bankruptcy cases, are in, or otherwise are available pursuant to the Debtors' cash management system to fund the relevant bank accounts to cover and permit payment thereof.

8. The Debtors are hereby authorized (consistent with this Order) to issue post-petition checks (or electronic fund transfers) in payment of pre-petition obligations to their Employees, including, but not limited to, wage garnishments, child support payments and alimony covered by a check that is dishonored or rejected as a consequence of the commencement of these bankruptcy cases.

9. Nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtors may have to dispute or contest the amount of or basis for any claims asserted against the Debtors arising in connection with the Pre-Petition Employee Compensation Obligations or as an admission as to the validity or priority of any claim against the Debtors.

10. The requirements set forth in Rule 6003(b) of the Bankruptcy Rules are satisfied by the contents of the Motion or otherwise deemed waived.

11. Notice of the Motion shall be deemed good and sufficient notice, and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice or otherwise deemed waived.

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12. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Debtors' proposed counsel shall serve a copy of this Order on all parties-in-interest by regular mail within seven (7) days hereof.