Exhibit B

Proposed Final Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
KIKO USA, Inc.,	)	Case No. 18-10069 (___)
Debtor. [1]	)	**Re: Docket No. ____**

FINAL ORDER (I) AUTHORIZING THE DEBTOR TO PAY CERTAIN PREPETITION TAXES AND ASSESSMENTS AND (II) DIRECTING FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS

Upon the motion (the "**Motion**"),[2] of KIKO USA, Inc. ("**Kiko**" or the "**Debtor**") for entry of interim and final orders (i) authorizing, but not directing, the Debtor to pay the Taxes and (ii) directing applicable banks and financial institutions (collectively, the "**Banks**") to receive, honor, process, and pay all checks issued or to be issued and electronic funds transfers requested or to be requested relating to the above, as more fully set forth in the Motion; upon consideration of the Furlan Declaration; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated February 29, 2012; consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein and it appearing that no other or further notice need be provided; the Court having reviewed the Motion; the Court having held an interim hearing on the Motion; the Court having

[1] The last four digits of the Debtor's federal tax identification number are 0805. The principal place of business for the Debtor is 470 Park Avenue South, 15th Floor New York, NY, 10016.

[2] All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

granted interim relief on the Motion on _____ [Doc. No. ____]; the Court having held a final hearing on the Motion; all objections, if any, to the Motion having been withdrawn, resolved or overruled; the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; it appearing that the relief requested in the Motion is in the best interests of the Debtor and its estate and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. The Debtor is authorized, but not directed, pursuant to sections 105(a), 363(b), 507(a), and 541 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, to pay to the Taxing Authorities including, without limitation, those Taxing Authorities listed on **Exhibit 1** annexed hereto, all Taxes that arose before the Petition Date, including all Taxes subsequently determined upon audit or otherwise to be owed for the periods before the Petition Date.

3. Banks are authorized, at the Debtor's request, to receive, process, honor and pay, to the extent of funds on deposit, any and all checks issued or to be issued or electronic funds transfers requested or to be requested by the Debtor relating to the prepetition Taxes.

4. The Debtor is authorized, but not directed, to issue new postpetition checks or effect new postpetition electronic funds transfers in replacement of any checks or transfer requests on account of the prepetition Taxes dishonored or rejected as a result of the commencement of this Chapter 11 Case.

5. Nothing contained herein is intended or shall be construed as (i) an admission as to the validity of any claim against the Debtor, (ii) a waiver of the Debtor's or any other party in

interest's right to dispute any prepetition claim on any grounds, (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder, (iv) a waiver of the Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law, or (v) an assumption, adoption or rejection of any agreement, contract or lease between the Debtor and any third party under section 365 of the Bankruptcy Code. Likewise, any payment made pursuant to this Order is not intended to be and shall not be construed as an admission to the validity of any claim or a waiver of the Debtor's rights to subsequently dispute such claim.

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

7. The Debtor is authorized to take all steps necessary or appropriate to carry out this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2018
Wilmington, Delaware

_____
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Taxing Authorities List

Type of Tax Paid	Taxing Authority/Known Address	Approx. Total of Payments from Jan. 2017 through Dec. 2017
Arizona sales & use tax	State of Arizona Department of Revenue 1600 W Monroe St Phoenix, AZ 85007-2650	$1,000
California sales & use tax	Franchise Tax Board Bankruptcy Section, MS: A-340 PO Box 2952 Sacramento, CA 95812-2952 Franchise Tax Board Chief Counsel c/o General Counsel Section PO Box 1720, MS: A-260 Rancho Cordova, CA 95741-1720 Franchise Tax Board PO Box 942840 Sacramento, CA 94240-0040	$265,000
Connecticut sales & use tax	Connecticut Department of Revenue Services 450 Columbus Blvd, Ste 1 Hartford, CT 06103	$39,000
Florida sales & use tax	Florida Department of Revenue Attn: General Counsel PO Box 6668 Tallahassee, FL 32315-7372	$184,000
Georgia sales & use tax	State of Georgia Department of Revenue 1800 Century Boulevard, NE Atlanta, GA 30345	$2,000
Illinois sales & use tax	Illinois Department of Revenue Attn: Bankruptcy Notices PO Box 19013 Springfield, IL 62794-9013	$3,000
Kansas sales & use tax	Kansas Department of Revenue Division of Taxation 915 SW Harrison St. Topeka, KS 66612-1588	$1,000

Type of Tax Paid	Taxing Authority/Known Address	Approx. Total of Payments from Jan. 2017 through Dec. 2017
Maryland sales & use tax	Comptroller of Maryland 80 Calvert Street PO Box 466 Annapolis, MD 21404-0466	$13,000
Maine sales & use tax	Maine Revenue Services PO Box 9107 Augusta, ME 04332-9107	$1,000
Michigan sales & use tax	Michigan Department of Treasury Office of Collections PO Box 30199 Lansing, MI 48909 Michigan Dept. of Treasury, Tax Policy Div. Attn: Litigation Liaison 2nd Floor, Austin Building 430 West Allegan Street Lansing, MI 48922	$2,000
Minnesota sales & use tax	Minnesota Department of Revenue 600 North Robert St. St. Paul, MN 55146	$1,000
Missouri sales & use tax	Missouri Department of Revenue Harry S Truman State Office Building 301 West High Street Jefferson City, MO 65101	$1,000
North Carolina sales & use tax	North Carolina Department of Revenue 501 North Wilmington Street Raleigh, NC 27604	$2,000
New Jersey sales & use tax	NJ Department of Taxation Bankruptcy Section PO Box 245 Trenton, NJ 08695-024 5	$118,000
Nevada sales & use tax	Nevada Department of Taxation 1550 College Parkway, Suite 115 Carson City, NV 89706	$55,000
New York sales & use tax	New York Department of Taxation and Finance Bankruptcy Section PO Box 5300 Albany, NY 12205-0300	$235,000

Type of Tax Paid	Taxing Authority/Known Address	Approx. Total of Payments from Jan. 2017 through Dec. 2017
Pennsylvania sales & use tax	Pennsylvania Department of Revenue PO Box 280901 Harrisburg, PA 17128-0901	$3,000
Puerto Rico sales & use tax	Departamento de Hacienda de Puerto Rico PO Box 9024140 San Juan, PR 00902-4140	$50,000
Rhode Island sales & use tax	Rhode Island Office of the Director of Revenue One Capitol Hill, 1st Flr Providence, RI 02908	$17,000
Texas sales & use tax	Texas Comptroller of Public Accounts PO Box 13528 Capitol Station Austin, TX 78711-3528	$35,000
Virginia sales & use tax	Virginia Department of Taxation Office of Customer Services PO Box 1115 Richmond, VA 23218-1115	$46,000
Wyoming sales & use tax	Wyoming Department of Revenue 122 West 25th Street, 2nd Floor West Cheyenne, WY 82002-0110	$1,000
California 2017 estimated taxes	See California sales and use tax	$1,000
Connecticut 2017 estimated taxes	See Connecticut sales and use tax	$2,000
New York 2017 estimated taxes	See New York sales and use tax	$7,000
New York City 2017 estimated taxes	NYC Department of Finance PO Box 3922 New York, NY 10008-3922	$1,000
Rhode Island 2017 estimated taxes	See Rhode Island sales and use tax	$1,000
Puerto Rico 2017 estimated taxes	See Puerto Rico sales and use tax	$4,000
Trumbull, CT personal property tax	Tax Assessor 5866 Main Street Trumbull, CT 06611-0326	$6,000

Type of Tax Paid	Taxing Authority/Known Address	Approx. Total of Payments from Jan. 2017 through Dec. 2017
Las Vegas, NV personal property tax	Clark County Assessor 500 S Grand Central Pkwy, 2nd Fl. Las Vegas, NV 89155	$2,000
Sunrise, FL business tax renewal	City of Sunrise Business Tax Receipt Division 1607 NW 136 Ave., Blvd B Sunrise, FL 33323	$1,000
Hollywood, CA business tax renewal	City of West Hollywood Attn: Cashier 8300 Santa Monica Blvd West Hollywood, CA 90069-6216	$2,000
Los Angeles County Tax collector personal property taxes	Los Angeles County Office of the Assessor Kenneth Hahn Hall of Administration 500 W Temple Street Room 225 Los Angeles, CA 90012-2770	$35,000
County of Ventura, CA personal property tax	Business Personal Property Division Ventura County Assessor's Office 800 South Victoria Avenue, HOA Ventura, CA 93009-1270	$4,000
Arlington County, VA Treasurer personal property tax	Commissioner of Revenue 2100 Clarendon Boulevard, Suite 200 Arlington, VA 22201	$5,000
TOTAL		**$1,146,000**