

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

In re

DEWEY RANCH HOCKEY, LLC,

COYOTES HOLDINGS, LLC,

COYOTES HOCKEY, LLC, and

ARENA MANAGEMENT GROUP, LLC,

Debtors.

Case No. 2:09-bk-09488-RTB
(Jointly Administered)

Chapter 11

**INTERIM ORDER: (A) AUTHORIZING
THE DEBTORS TO CONTINUE TO
PAY AND HONOR CERTAIN PRE-
PETITION CLAIMS FOR (I) WAGES,
SALARIES AND OTHER
COMPENSATION, (II)
WITHHOLDINGS AND DEDUCTIONS,
AND (III) REIMBURSABLE
EMPLOYEE EXPENSES; (B)
AUTHORIZING THE DEBTORS TO
CONTINUE TO PAY AND HONOR
CERTAIN PRE-PETITION CLAIMS
RELATED TO EMPLOYEE BENEFITS;
AND (C) DIRECTING BANKS TO
RECEIVE, HONOR AND PAY ALL
CHECKS AND ELECTRONIC
PAYMENT REQUESTS RELATED TO
THE FOREGOING**

Date of Hearing: May 7, 2009

**Time of Hearing: 1:30 P.M.
(MST)**

This Filing Applies to:

- ☒ All Debtors
☐ Specified Debtors

This matter came before the Court on the “Motion for Interim and Final Orders: (A) Authorizing the Debtors to Continue to Pay and Honor Certain Pre-Petition Claims for (I) Wages, Salaries and Other Compensation, (II) Withholdings and Deductions, and (III) Reimbursable Employee Expenses; (B) Authorizing the Debtors to Continue to Pay and Honor Certain Pre-Petition Claims Related to Employee Benefits; and (D) Directing Banks to Receive, Honor and Pay All Checks and Electronic Payments Requested Related to the Foregoing” dated May 5, 2009 (the **“Motion”**)¹ of the above-captioned debtors-in-possession (the **“Debtors”**), and the “Declaration of Mike Nealy in Support of Chapter 11 Petitions and First Day Motions” (the **“Declaration”**).

Having reviewed the Motion and the Declaration, this Court finds and concludes that: (i) it has jurisdiction over the matters raised in the Motion under 28 U.S.C. §§ 157 and 1334; (ii) venue of this matter is proper under 28 U.S.C. §§ 1408 and 1409; (iii) this matter is a core proceeding under 28 U.S.C. § 157(b)(2); (iv) the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; (v) adequate and proper notice of the Motion and the hearing on it has been given and no other or further notice is necessary; and (vi) good and sufficient cause exists for granting the relief requested in the Motion. In light of the foregoing,

IT IS ORDERED THAT:

1. The Motion is GRANTED on an interim basis.
2. A final hearing on the Motion is scheduled for **Wednesday, May 27, 2009 at 9:00 a.m.** prevailing Arizona Time before this Court (the **“Final Hearing”**). Any party in interest may file an objection (an **“Objection”**) to the relief sought in the Motion; provided,

¹ Capitalized terms not defined in this Interim Order have the meanings given to them in the Motion.

however, that such party shall file and serve written Objections upon (i) Squire, Sanders & Dempsey L.L.P., Two Renaissance Square, 40 North Central Avenue, Suite 2700, Phoenix, AZ 85004 (Attn: Kelly Singer, Esq.); (ii) the Office of the United States Trustee for the District of Arizona, 230 North First Avenue, Suite 204, Phoenix, AZ 85003; (iii) the entities listed on the Consolidated List of Creditors Holding the 40 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (iv) counsel for any statutory committee appointed under Bankruptcy Code § 1102; (v) counsel to the proposed buyer of Coyotes Hockey's assets, Lewis and Roca LLP, 40 North Central Avenue, Suite 1900, Phoenix, AZ 85004 (Attn: Susan Freeman, Esq.); and (vi) counsel to the proposed debtor-in-possession lender (collectively, the "**Notice Parties**"), and shall file such Objection(s) with the Clerk of the United States Bankruptcy Court, District of Arizona, in each case to allow actual receipt by the foregoing no later than **Friday, May 22, 2009 at 5:00 p.m.** prevailing Arizona Time.

3. The Debtors are authorized, but not directed, in their sole discretion, to pay or otherwise honor any unpaid pre-petition Employee Obligations, Reimbursable Expenses and Employee Benefits (as defined in the Motion), owed to, or for the benefit of, currently active and former Employees of the Debtors. Notwithstanding the foregoing, the Debtors shall not pay any Employee Obligations that exceed the priority cap of \$10,950 per individual Employee set forth in Bankruptcy Code § 507(a). Payments made to insiders under this Interim Order are subject to further review by the Court, the U.S. Trustee and the statutory Official Committee in the event one is formed. These same parties reserve all rights to seek disgorgement of payments made to insiders under this Interim Order.

4. The banks upon which any checks are drawn in payment of the pre-petition Employee Obligations, Reimbursable Expenses, and Employee Benefits, either before, on, or

after the date on which the Debtors filed these Cases, shall be, and hereby are, authorized and directed to honor any such checks upon presentation. Such banks are authorized and directed to rely on the representations of the Debtors as to which checks are in payment of the pre-petition Employee Obligations, Reimbursable Expenses, and Employee Benefits.

5. Any party receiving payment from the Debtors is authorized and directed to rely on the representations of the Debtors as to which payments are authorized by this Interim Order.

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

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

8. Notwithstanding the possible applicability of Bankruptcy Rules 6004, 7062 or 9014, the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

9. Entry of this Interim Order is without prejudice to the rights of any party in interest to interpose an objection to the Motion at the Final Hearing. Absent the filing of any objection to the Motion on or before the Objection Deadline, this Court may enter a Final Order without further hearing.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Interim Order.

DATED AND SIGNED ABOVE