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10 UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

11 In re

12 BREWSTER HEIGHTS PACKING &
13 ORCHARDS, LP,¹

14 Debtors.

Chapter 11

Lead Case No. 26-01136

Jointly Administered

ORDER APPROVING KEY
EMPLOYEE RETENTION PLAN

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16 This matter came before the Court upon the *Debtors' Motion for Order*
17 *Approving Key Employee Retention Plan* (the "Motion"),² filed by Brewster Heights
18 Packing & Orchards, LP and its affiliated debtors and debtors-in-possession

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20 ¹ The debtors are Brewster Heights Packing & Orchards, LP (Case No. 26-01136); Gebbers Farms Inc. (Case
21 No. 26-01140); Gebbers Orchards, Inc. (Case No. 26-01141); C&M II, LLC (Case No. 26-01137); D&E
22 Storage, LLC (Case No. 26-01138); Eastco, LLC (Case No. 26-01139); GF SA, LLC (Case No. 26-01142);
Northco, LLC (Case No. 26-01143); P&G Orchards, LLC (Case No. 26-01144); REPO, LLC (Case No. 26-
23 01145); TJF Properties, LLC (Case No. 26-01146); Westco Orchards, LLC (Case No. 26-01147); and
Westco Sales, Inc. (Case No. 26-01148) (collectively, the "Chapter 11 Cases").

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

(collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), pursuant to sections 105(a), 363(b), and 503(c) of title 11 of the United States Code (the “Bankruptcy Code”), and Rules 6003 and 6006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order: (i) authorizing and approving the Debtors’ non-insider key employee retention program (the “KERP”), and (ii) granting such other and further relief as the court deems just and proper. The Court, having reviewed the records and files in these Chapter 11 Cases, including the McGuire Declaration and the Acevedo Declaration; it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief therein being a core proceeding 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 due and proper notice of the Motion having been provided to the appropriate parties; and the Court having held a hearing on the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of Debtors and their estates 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 as follows:

1. The Motion [ECF No. 131] is granted as set forth herein.
2. Pursuant to Bankruptcy Code §§ 363(b) and 503(c)(3), the KERP is approved, and the Debtors are authorized to implement the KERP.

1 3. The Debtors are authorized, but not directed, to make payments to the
2 KERP Participants pursuant to the KERP, and any payments previously made to KERP
3 Participants under the KERP are approved. The foregoing authorizations and approvals
4 shall not create any obligation on the part of the Debtors or their officers, directors,
5 attorneys or agents to make payments under the KERP unless the KERP Participants
6 meet the necessary conditions thereunder.

7 4. The Debtors are authorized to execute and deliver all instruments and
8 documents and take all such other actions as may be necessary or appropriate to
9 implement, effectuate, and fully perform the KERP.

10 5. All amounts earned and payable under the KERP shall have administrative
11 expense priority under Bankruptcy Code § 503(b)(1).

12 6. The terms and conditions of this Order are immediately effective and
13 enforceable upon its entry.

14 7. The Court retains jurisdiction and power over any matter or dispute related
15 to or arising from the implementation, interpretation, or enforcement of this Order.

16 ///End of Order///
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1 Presented by:

2 BUSH KORNFELD LLP

3 By /s/Thomas A. Buford

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11 Attorneys for the Debtors

12 Agreed as to form:

13 UNITED STATES TRUSTEE

14 /s/ Amy L. Lambdin

15 Amy L. Lambdin

Attorney for the United States Trustee

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