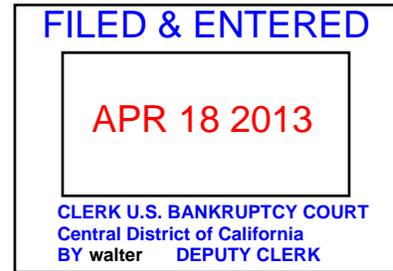


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7
8 **UNITED STATES BANKRUPTCY COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**
10 **LOS ANGELES DIVISION**

11 Case No. 2:13-bk-18508-NB

12 In re

Chapter 11

13 TCAST COMMUNICATIONS, INC.,
a California Corporation

14 Debtor.

15 **ORDER RE DEBTOR'S EMERGENCY**
MOTION FOR AUTHORITY TO USE CASH
COLLATERAL

16 **Hearing:**

17 Date: April 15, 2013

18 Time: 11:45 a.m.

19 Place: Courtroom 1545

United States Bankruptcy Court

255 East Temple Street

Los Angeles, CA 90012

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21 Judge: Honorable Neil Bason
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1 On April 15, 2013, at 11:45 a.m., in Courtroom 1545 of the above entitled Court, with
2 the Honorable Neil W. Bason, judge presiding, a hearing was conducted on that *Emergency*
3 *Motion For Authority To Use Cash Collateral* (the "Motion") filed by TCAST Communications,
4 Inc., debtor and debtor in possession ("Debtor"). Joseph A. Eisenberg and Thomas M. Geher of
5 Jeffer Mangels Butler & Mitchell LLP appeared for Debtor; Michael I. Gottfried of Landau
6 Gottfried & Berger LLP appeared for Level 3 Communications, LLC ("Level 3"); and other
7 appearances were made as set forth in the Court's record.

8 The Court having read and considered the Motion; the Court having heard and
9 considered the arguments of counsel; the Court finding that notice and service of the Motion
10 was proper and good cause appearing therefor and the Court having issued its tentative
11 decision on the Motion, a copy of which is attached hereto as Exhibit "A", it is hereby

12 **ORDERED** that the Motion is, pursuant to the terms and conditions of that tentative
13 decision attached hereto as Exhibit "A" and this Order, granted on an interim basis to and
14 through the conclusion of that April 29, 2013 further interim hearing on the Motion set pursuant
15 to this Order; and it is further

16 **ORDERED** that a further interim hearing on the Motion shall be held on April 29, 2013,
17 at 2:00 p.m. in Courtroom 1545 of the above entitled Court and, in connection with such
18 further interim hearing, Debtor and Level 3 shall: (i) file and serve any new or additional briefs
19 and supporting declarations no later than April 23, 2013, (ii) meet and confer to determine if
20 witnesses are required to be present at the April 29, 2013 hearing and (iii) inform the Court, prior

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to April 29, 2013, of whether Debtor and Level 3 require the April 29, 2013 hearing to be
an evidentiary hearing.

###

LANDAU GOTTFRIED & BERGER LLP
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA

Date: April 18, 2013



Neil W. Bason
United States Bankruptcy Judge

EXHIBIT A

**United States Bankruptcy Court
Central District of California**

Los Angeles

Judge Neil Bason, Presiding

Courtroom 1545 Calendar

Monday, April 15, 2013

Hearing Room 1545

11:45 am

2:13-18508

TCAST Communications, Inc.

Chapter 11

#1.00

Hrg re: Emergency Motion for
Authority To Use Cash Collateral

Docket #: 30

Tentative Ruling:

Appearances required but may be via telephone provided that arrangements must be made as provided in Judge Bason's Procedures (posted at www.cacb.uscourts.gov, "Judges," "Bason, N.," "Instructions/Procedures," "Procedures;" see the section labeled "Telephonic appearances").

In addition to Judge Bason's standard procedures set forth below, the debtor should be prepared to address why the 13 week budget attached to the Motion includes payment of what are labeled "agent commissions" for February and March. *Motion*, dkt. 30, ex. A-15. The debtor filed its chapter 11 petition commencing this bankruptcy case on 4/1/13. Therefore, it appears that payment of commissions from February and March 2013 would be payment for pre-petition services. These commissions are not addressed in the debtor's motion to pay pre-petition priority wages. Dkt. 31. In addition, the debtor is directed to disclose if there are any other payments proposed in the budget that may be on account of pre-petition debts.

The following are Judge Bason's standard conditions for (A) use of cash collateral or (B) postpetition financing by creditor(s) holding prepetition claim(s):

(1) Form of order.

(a) Any proposed order granting the motion shall include this tentative ruling as an exhibit, and such order shall be deemed to adopt this tentative ruling as a final ruling of the Court.

(b) Orders approving the use of cash collateral may be on local form F2081-1.1.ORDER.CASH.COLLATERAL.

(c) Rather than repeating any terms set forth in the motion or any stipulation, the proposed order should either simply grant the motion (subject to any changes in the order) or incorporate the relevant portions of those documents by reference (including their docket number).

(2) Interim and final relief. Except as specifically provided in any order granting the motion, any initial relief shall be on an interim basis only, and shall be subject to

**United States Bankruptcy Court
Central District of California**

Los Angeles

Judge Neil Bason, Presiding

Courtroom 1545 Calendar

Monday, April 15, 2013

Hearing Room 1545

11:45 am

Cont.... TCAST Communications, Inc.

Chapter 11

modification at a final hearing to be noticed and held as follow:

Hearing: 5/21/13 at 11:00 a.m.

Deadline for debtor to serve and file notice of hearing: 4/26/13.

(3) Minimum adequate protection. In addition to the postpetition security interests that are automatically provided pursuant to 11 U.S.C. 552 (e.g., in traceable proceeds and profits), and subject to any more comprehensive protection that may be included in the motion or related papers, the debtor shall provide at least the following protection to any creditor with a security interest in the subject property, pursuant to 11 U.S.C. §§ 361-364, as applicable:

(a) Insurance. The debtor is directed to maintain insurance on the property in a dollar amount at least equal to the debtor's good faith estimate of the value of such creditor's interest in any collateral that is typically insured, and such insurance shall name such creditor as an additional insured.

(b) Taxes. The debtor is directed to remain current on payments on account of postpetition real estate taxes (to the extent that real estate is part of the collateral).

(c) Disclosures/access. The debtor is directed to provide, upon such creditor's reasonable request, an accounting of postpetition rents, profits, and expenses, appropriate documentation of those things, and access for purposes of inspection or appraisal.

(d) Disputes. In the event of any disputes regarding the rulings herein, the parties are directed to meet and confer and, if they cannot resolve their disputes consensually, contact the Chambers of Judge Bason to arrange a mutually convenient time for a telephonic hearing to address such disputes.

(4) Limitation on postpetition liens. In the event that the motion or related papers seek authority to grant postpetition liens to the creditor(s) *with respect to prepetition debts*, any such liens shall be limited as follows:

(a) Extent. Such liens shall be limited to the type of collateral in which the creditor held a security interest as of the petition date, unless the order approving the motion not only states the new types of collateral but also includes a specific statement that such types of collateral are different from the prepetition collateral.

(b) Priority. Such liens shall be limited to the same priority as the security interest held by the creditor as of the petition date.

(c) Dollar amount. Such liens shall be limited to the dollar amount needed to protect the creditor against diminution in the value of the secured claims as of the petition

**United States Bankruptcy Court
Central District of California**

Los Angeles

Judge Neil Bason, Presiding

Courtroom 1545 Calendar

Monday, April 15, 2013

Hearing Room 1545

11:45 am

Cont.... TCAST Communications, Inc.

Chapter 11

date.

(d) Perfection and validity/non-avoidability as of petition date Such liens shall be limited to the extent that the creditor's security interests as of the petition date were duly perfected and are valid and unavoidable.

(e) Automatic postpetition perfection. Any automatic perfection of such liens shall be subject to any applicable limitations regarding the Court's authority, jurisdiction, or due process.

(5) Automatic disapproval of insufficiently disclosed provisions Any provision of the type listed in FRBP 4001(c)(1)(B) or in local form F4001-2 (e.g., cross-collateralization) shall be deemed automatically disapproved and excepted from any order granting the motion, notwithstanding any other provision of such order, unless either:

(a) such provision is specifically and prominently disclosed in the motion in a checklist (such as local form F4001-2), or alternatively

(b) such provision is specifically identified in any proposed order granting the motion, using terminology of the type used in FRBP 4001(c)(1)(B) or local form F4001-2 (e.g., any "cross-collateralization" that is not specifically identified as such is deemed to be disapproved).

Party Information

Debtor(s):

TCAST Communications, Inc.

Represented By

Joseph A Eisenberg

Thomas M Geher

Movant(s):

TCAST Communications, Inc.

Represented By

Joseph A Eisenberg

Thomas M Geher

**United States Bankruptcy Court
Central District of California**

Los Angeles

Judge Neil Bason, Presiding

Courtroom 1545 Calendar

Monday, April 15, 2013

Hearing Room 1545

11:45 am

2:13-18508

TCAST Communications, Inc.

Chapter 11

#2.00

Hrg re: Debtor's Emergency Motion for (1) Authority
to Pay Pre-Petition Priority Wages; and (2) To Continue
Certain Employment Benefits and Policies Post-Petition

Docket #: 31

Tentative Ruling:

Grant the motion subject to proper service, *see Order*, dkt. 32, and any opposition.
Appearances required but may be via telephone provided that arrangements must be
made as provided in Judge Bason's Procedures (posted at www.cacb.uscourts.gov,
"Judges," "Bason, N.," "Instructions/Procedures," "Procedures;" see the section labeled
"Telephonic appearances").

Pursuant to LBR 9021-1(b)(1)(B), movant must serve and lodge a proposed order via
LOU within 7 days of the hearing date.

Party Information

Debtor(s):

TCAST Communications, Inc.

Represented By

Joseph A Eisenberg

Thomas M Geher

Movant(s):

TCAST Communications, Inc.

Represented By

Joseph A Eisenberg

Thomas M Geher

NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled (*specify*): **ORDER RE DEBTOR'S EMERGENCY MOTION FOR AUTHORITY TO USE CASH COLLATERAL**

was entered on the date indicated as entered on the first page of this judgment or order and will be served in the manner stated below:

1. SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF) – Pursuant to controlling General Orders and LBRs, the foregoing document was served on the following persons by the court via NEF and hyperlink to the judgment or order. As of (*date*) **April 17, 2013**, the following persons are currently on the Electronic Mail Notice List for this bankruptcy case or adversary proceeding to receive NEF transmission at the email addresses stated below.

- Erin N Brady: enbrady@jonesday.com
- Patricia A Cirucci: patricia.cirucci@sce.com
- Glen Dresser: gombd@aol.com
- Joseph A Eisenberg: jae@jmbm.com, vr@jmbm.com; tgeher@jmbm.com;bt@jmbm.com
- Thomas M Geher: tmg@jmbm.com, we1@jmbm.com;fc3@jmbm.com
- Michael I Gottfried: mgottfried@lgbfirm.com, ncereseto@lgbfirm.com; rmartin-patterson@lgbfirm.com
- Kenneth Hennesay: khennesay@allenmatkins.com
- Mary D Lane: mal@msk.com, mec@msk.com
- Dare Law: dare.law@usdoj.gov
- United States Trustee (LA): ustpregion16.la.ecf@usdoj.gov
- Pamela Kohlman Webster: pwebster@buchalter.com
- Aleksandra Zimonjic: azimonjic@lgbfirm.com, marizaga@lgbfirm.com; scolen@lgbfirm.com; ncereseto@lgbfirm.com; vedwards@lgbfirm.com

Service information continued on attached page

2. SERVED BY THE COURT VIA UNITED STATES MAIL: A copy of this notice and a true copy of this judgment or order was sent by United States mail, first class, postage prepaid, to the following persons and/or entities at the addresses indicated below:

Service information continued on attached page

3. TO BE SERVED BY THE LODGING PARTY: Within 72 hours after receipt of a copy of this judgment or order which bears an "Entered" stamp, the party lodging the judgment or order will serve a complete copy bearing an "Entered" stamp by United States mail, overnight mail, facsimile transmission or email and file a proof of service of the entered order on the following persons and/or entities at the addresses, facsimile transmission numbers, and/or email addresses stated below:

Service information continued on attached page