

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
PUMPKIN PATCH LLC, <sup>1</sup>	)	Case No. 09-12200 (BLS)
	)	
Debtor.	)	<b>Re: D.I. 7</b>
	)	

**INTERIM AND PROPOSED FINAL ORDER DETERMINING ADEQUATE  
ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES**

Upon the motion (the "Motion")<sup>2</sup> of the Debtor for interim and final orders under Bankruptcy Code section 366 determining adequate assurance of payment for future utility services; and upon the Declaration; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by this Motion is in the best interests of the Debtor, its estate, its creditors, and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is GRANTED as set forth in this Order.
2. The Debtor shall be and hereby is authorized to take all actions necessary to effectuate the relief granted under this Order in accordance with the Motion.
3. A Utility Company who requests and accepts an Adequate Assurance Deposit shall be and hereby is deemed to have stipulated that the Adequate Assurance Deposit constitutes adequate assurance of future payment to such Utility Company within the meaning of

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<sup>1</sup> The last four digits of Pumpkin Patch LLC's federal tax identification number are 4007. The mailing address for Pumpkin Patch LLC is 951 Mariners Island Boulevard, Suite 650, San Mateo, CA 94404.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

section 366 of the Bankruptcy Code, and shall further be deemed to have waived any right to seek additional adequate assurance during the course of the Debtor's chapter 11 case except, unless at any time it makes a motion ("Adequate Assurance Motion") for additional adequate assurance and the Court grants such motion.

4. The Adequate Assurance Procedures are hereby approved as follows:
  - (a) Except as provided by the Adequate Assurance Procedures, the Utility Companies are forbidden to discontinue, alter or refuse service on account of any unpaid prepetition charges, or require additional adequate assurance of payment other than the Proposed Adequate Assurance, pending the entry of a Final Order or this order becoming a Final Order as set forth in paragraph 12 below.
  - (b) Any Utility Company desiring an Adequate Assurance Deposit must serve a request (an "Adequate Assurance Request") so that it is received by the Debtor at the following addresses: (1) Nixon Peabody LLP, 437 Madison Avenue, New York, New York 10022, (Attn: Joseph M. Gitto); and (2) proposed local counsel to the Debtor, Womble Carlyle Sandridge & Rice, PLLC, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801 (Attn: Thomas M. Horan).
  - (c) The Debtor will serve this Motion and a copy of this order on the Utility Companies within three (3) business days after entry of this order.
  - (d) Any Adequate Assurance Motion must: (i) be made in writing, (ii) set forth the location for which utility services are provided, (iii) include a summary of the Debtor's payment history relevant to the affected account(s), including any security deposits, (iv) set forth why the Utility Company believes the Proposed Adequate Assurance is not sufficient, (v) set forth what the Utility Company would accept as satisfactory adequate assurance of payment.
  - (e) Upon the Debtor's receipt of an Adequate Assurance Motion, the Debtor will either (a) advise the Utility Company promptly in writing or (b) contest the Utility Company's request under Bankruptcy Code section 366(c)(3).
  - (f) The Final Hearing will be an evidentiary hearing at which the Court will determine whether the Proposed Adequate Assurance and the additional adequate assurance of payment requested by the Utility Company should be modified under Bankruptcy Code section 366(c)(3)(A).

- (g) Pending resolution of any such Final Hearing, such particular Utility Company shall be restrained from discontinuing, altering, or refusing service to the Debtor on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance.

5. Pending a Final Order of this Court or this order becoming a Final Order as set forth in paragraph 12 below, the Utility Companies, including any subsequently added Utility Companies, are prohibited from altering, refusing, or discontinuing service to or discriminating against the Debtor on account of unpaid prepetition invoices or due to the commencement of these cases, or requiring the Debtor to pay a deposit or other security in connection with the provision of postpetition Utility Services, other than in accordance with the Adequate Assurance Procedures contained herein.

6. The Debtor is authorized, in its sole discretion, to amend attached Exhibit A to add or delete any Utility Company, and this order shall apply to any such Utility Company that is subsequently added to Exhibit A to the Motion. For those Utility Companies that are subsequently added to Exhibit A, the Debtor shall serve a copy of this order on such Utility Company, along with an amended Exhibit A, and such subsequently added entities shall have twenty (20) days from service of this order to make an Adequate Assurance Motion.

7. The Debtor may, in its discretion, resolve any Adequate Assurance Motion by mutual agreement with the Utility Company and without further order of the Court, and may, in connection with any such agreement, in its discretion, provide a Utility Company with additional adequate assurance of future payment, including but not limited to cash deposits, prepayments and/or other forms of security, without further order of this Court if the Debtor believes such additional assurance is reasonable.

8. A Final Hearing shall be conducted on [\_\_\_\_\_, 2009] at [\_\_\_\_\_.m.], Eastern Time. No later than three (3) days prior to the Final Hearing, the Debtor shall

file and serve upon each Utility Company, as schedule setting forth the amount of the Proposed Adequate Assurance and how it is held.

9. A Utility Company shall be deemed to have adequate assurance of payment under section 366 of the Bankruptcy Code and not entitled to any additional adequate assurance unless and until (i) the Debtor, in its discretion, agrees to an Adequate Assurance Motion or (ii) this Court enters an order at the Final Hearing requiring that additional adequate assurance of payment be provided.

10. Nothing herein constitutes a finding that any entity is or is not a Utility Company hereunder or under section 366 of the Bankruptcy Code, whether or not such entity is listed on the Exhibit A attached to the Motion.

11. Notwithstanding Bankruptcy Rule 6004(h), this order shall be effective and enforceable immediately upon entry hereof. This order shall be deemed the Final Order with respect to any Utility Company that does not serve either (i) an Adequate Assurance Request by the Adequate Assurance Request Deadline or (ii) file a timely objection.

12. The Debtor is authorized to pay on a timely basis in accordance with its prepetition practices all undisputed invoices in respect of postpetition Utility Services rendered by the Utility Companies to the Debtor.

13. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this order.

Dated: Wilmington, Delaware

June 30, 2009

  
The Honorable Brendan Linehan Shannon  
United States Bankruptcy Judge



**EXHIBIT A**

List of Utility Providers

Name and Address of Utility	Account Numbers	Type of Service
Verizon P O Box 660720 Dallas, TX75266-0720	000 736910970 23	Phone
	000 899146127	Phone
	000 838317730	Phone
Verizon Northwest P O Box 9688 Mission Hills, CA91346-9688	03 242 100 6451090 04	Phone
	01 2803 1129378641 01	Phone
	01 1871 1184441945 04	Phone
Verizon Wireless P O Box 9622 Mission Hills, CA91346-9622	671084039-00001	Wireless cards
Qwest, Business Services P O Box 856169 Louisville, KY40285-6169	70195656	Phone
	74873706	Phone
	74536920	Phone
Qwest P O Box 29040 Phoenix, AZ85038-9040	623-878-6620 995b	Phone
	480-917-0487 595b	Phone
	720-641-6600 457b	Phone
	303-465-1545 769b	Phone
	303-469-3328 616b	Phone
	602-971-1574 998b	Phone

	480-857-0337 579b	Phone
Qwest P O Box 91155 Seattle, WA98111-9255	503-786-0143 489	Phone
	206-246-5135 181b	Phone
	253-474-0707 990b	Phone
Qwest, Customer Services Dept Coor, 6000 Parkwood Place Dublin, OH43016	74873705	Phone
AT&T P O Box 5001 Carol Stream, IL60197-5001	972-661-3989 530 5	Phone
	713-622-7315 143 9	Phone
	210-348-8721 716 8	Phone
	281-894-1011-739	Phone
AT&T, Payment Center Sacramento CA95887-0001	818-241-2032-641	Phone
	818-243-0197-041	Phone
	714-569-360-472	Phone
	760-489-0740-685	Phone
	619-479-4850-195	Phone
	626-574-9070-252	Phone
	818-386-0204 435	Phone
	925-520-0091-0501	Phone
	415-566-8065-188	Phone
	818-884-5601 637	Phone
	951-688-2696-220	Phone
650-525-9202-369	Phone	
661-228-0357 500 0	Phone	
408-244-9888-573	Phone	

AT&T P O Box 78225 Phoenix, AZ85062-8225	055 263 0299 001	Phone
	057 339 7273 001	Phone
	057 339 7189 001	Phone
	051 331 3729 001	Phone
AT&T P O Box 16740 Mesa, AZ85201	030 599 1407 001	Phone
	171-791-4893 530	Internet
	831-000-0735 293	Internet
AT&T P O Box 79112 Phoenix, AZ85062-9112	831-000-0063 998	Internet
AT&T Mobility P O Box 6463 Carol Stream, IL60197-6463	875892067	Mobiles
Covad Communications 110 Rio Robles San Jose, CA95134-1813	589362	Internet
	554878	Internet
	604257	Internet
Surewest P O Box 30697 Los Angeles, CA90030-0697	679149-0001	Phone
Sprint P O Box 66075 Dallas, TX75266-0075	0628164577-9	Wireless cards

Snohomish County PUD P O Box 1100 Everett, WA98206-1100	6530002127	Power
BGE P O Box 13070 Philadelphia, PA19101-3070	9213 901162	Power
TXU P O Box 662888 Dallas, TX75266-2888	421-5669-93-0	Power
Dominion Virginia Power P O Box 26543 Richmond, VA23290-0001	8748291021	Power
Reliant Energy P O Box 650475 Dallas, TX75265-0475	6453 086-8	Power
	5-975-113-1	Power
Southern California Edison P O Box 300 Rosemead, CA91772-0001	2-28-206-4716	Power
	2-29-100-3358	Power
San Diego Gas & Electric P O Box 25111 Santa Ana, CA92799-5111	1283-900-140-2	Power
	5522-782-800-1	Power
LA Dept of Water & Power P O Box 30808	3-59-73065-14006-00-0111-6-01	Power
	3-62-84834-06600-00-1006-3-01	Power

Los Angeles, CA90030-0808		
Tacoma Public Utilities City Treasurer, P O Box 11010 Tacoma, WA98411-1010	100423590	Power
Pacific Gas & Electric Box 997300 Sacramento, CA95899-7300	4450198622 431058214-8 5269717741-9	Power Power Power
Xcel Energy P O Box 9477 MPLS, MN55484-9477	53-8421652-8	Power