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**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-_____
(Jointly Administered)

Chapter 11

**EMERGENCY MOTION FOR ORDER
UNDER 11 U.S.C. §§ 105(a), 362, 1107
AND 1108 CONFIRMING ORDINARY
COURSE BUSINESS PRACTICES AND
IMPOSITION OF AUTOMATIC STAY**

Date of Hearing: TBD

Time of Hearing: TBD

This Filing Applies to:

- All Debtors
- Specified Debtors

DEWEY RANCH HOCKEY, LLC (“**Dewey**”), COYOTES HOLDINGS, LLC (“**Coyotes Holdings**”), COYOTES HOCKEY, LLC (“**Coyotes Hockey**”), and ARENA MANAGEMENT GROUP, LLC (“**Arena Management**”, and together with Dewey, Coyotes Holdings, and Coyotes Hockey, the “**Debtors**”), debtors-in-possession in the above-captioned Chapter 11 cases (these “**Cases**”), move this Court for an **order under 11 U.S.C. §§ 105(a), 362, 1107 and 1108 confirming ordinary course business practices and imposition of the automatic stay**. This Motion seeks immediate entry of an order granting the Motion and is

brought on an emergency basis on expedited notice under Local Bankruptcy Rule 9013-1(h) to avoid immediate and irreparable harm to the Debtors' estates.

The relief requested in this Motion would **confirm the ordinary course of business practices of the Debtors and impose the automatic stay consistent with the provisions of the Bankruptcy Code.** The basis for the relief requested in this Motion is set forth in paragraphs 8 through 12 below.

This Motion is supported by the entire record before the Court, the "Declaration of Michael Nealy in Support of Chapter 11 Petitions and First Day Motions" (the "**Nealy Declaration**") filed contemporaneously with this Motion, and by the following memorandum of points and authorities.

BACKGROUND

Jurisdiction and Venue

1. On May 5, 2009 (the "**Petition Date**"), the Debtors filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the District of Arizona (the "**Court**").

2. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession in accordance with Bankruptcy Code §§ 1107 and 1108.

3. The Court has jurisdiction over the Cases under 28 U.S.C. §§ 157 and 1334. These matters constitute core proceedings under 28 U.S.C. § 157(b)(2).

4. Dewey is an Arizona limited liability company with its principal place of business located in Yavapai County, Arizona. The remaining Debtors are affiliates of Dewey. Accordingly, venue of the Cases is proper in the District of Arizona under 28 U.S.C. §§ 1408 and 1409.

5. The statutory predicates for the relief requested in this Motion are Bankruptcy Code §§ 105(a), 362, 1107 and 1108.

6. No trustee or examiner has been appointed in these Cases, nor has an official committee of unsecured creditors been established.

Background Facts Concerning The Debtors

7. In support of this Motion/Application, the Debtors incorporate by reference the statements set forth in the “Omnibus Statement of Facts in Support of Chapter 11 Petitions And First Day Motions,” filed contemporaneously with this Motion, and the Nealy Declaration.

RELIEF REQUESTED

8. Bankruptcy Code § 1108 authorizes a trustee to operate the business and manage the properties of the estate in the ordinary course of business. 11 U.S.C. § 1108. Bankruptcy Code § 1107(a) provides that, with certain exceptions not relevant here, a debtor-in-possession has all of the rights, powers, and duties of a trustee in a case under Chapter 11. 11 U.S.C. § 1107(a). Accordingly, the Debtors are authorized under the Bankruptcy Code to operate their businesses and manage their properties in the ordinary course of their businesses without court approval. The Debtors may nevertheless find that certain parties with whom they do business are reluctant to continue their business relationships with the Debtors without evidence that the Debtors are indeed so authorized.

9. The Debtors, therefore, respectfully request that the Court enter an order under 11 U.S.C. § 105(a) that will serve to notify the parties with whom the Debtors do business that: (a) the Debtors are authorized to continue operating their businesses and managing their properties; (b) in the course of those operations, the Debtors have the power to enter into all transactions (including obtaining services, supplies and inventories) that they could have entered into in the

ordinary course of their business had there been no bankruptcy filing; and (c) suppliers and other parties may continue to engage in transactions with the Debtors in the ordinary course of business in the same manner and on the same terms and conditions as they did before the filings.

10. The Bankruptcy Code provides the Debtors with various protections from their creditors. Specifically, Bankruptcy Code § 362(a) provides for an automatic stay of:

(1) the commencement or continuation, including the issuance or employment of process, of a judicial, administrative, or other action or proceeding against the debtors that was or could have been commenced before the commencement of the case under this title, or to recover a claim against the debtors that arose before the commencement of the case under this title;

(2) the enforcement, against the debtors or against property of the estate, of a judgment obtained before the commencement of the case under this title;

(3) any act to obtain possession of property of the estate or of property from the estate or to exercise control over property of the estate;

(4) any act to create, perfect, or enforce any lien against property of the estate;

(5) any act to create, perfect, or enforce any lien against property of the debtors to the extent that such lien secures a claim that arose before the commencement of the case under this title;

(6) any act to collect, assess, or recover a claim against the debtors that arose before the commencement of the case under this title;

(7) the setoff of any debt owing to the debtors that arose before the commencement of the case under this title against any claim against the debtors; and

(8) the commencement or continuation of a proceeding before the United States Tax Court concerning a corporate debtor's tax liability for a taxable period the bankruptcy court may determine or concerning the tax liability of a debtor who is an individual for a taxable period ending before the date of the order for relief under this title.

11 U.S.C. § 362(a).

11. Creditors unfamiliar with the automatic stay may attempt to proceed against the Debtors' property despite the commencement of these Chapter 11 cases. Any such unilateral self-help action could result in irreparable harm to the Debtors' estates and other parties in interest. Although the stay arises by operation of law, the Debtors believe that a court order is necessary and helpful to ensure creditor compliance with the stay. Accordingly, the Debtors respectfully request that the Court enter an order under Bankruptcy Code §§ 105(a) and 362 to confirm the applicability of the automatic stay.

12. Bankruptcy Code § 105 provides, in pertinent part, that the "court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Therefore, this Court has the power to enter orders of the kind requested in this Motion. The Debtors respectfully submit that such order is appropriate and necessary to preserve the Debtors' businesses, to prevent disruption of the Debtors' operations, to provide creditors with notice of the automatic stay, and to provide additional protection for their assets.

13. In light of the foregoing, the Debtors believe that the relief requested in this Motion is appropriate and is in the best interest of the Debtors, their estates and their creditors.

14. Courts have granted this type of relief in other large Chapter 11 cases because of the importance of the automatic stay to preserve operations and avoid disruption of services. *See, e.g., In re Taro Properties Arizona I, LLC*, No. 2:08-bk-10427-CGC (Bankr. D. Ariz. August 20, 2008); *In re Laughlin Ranch, L.L.C., et al.*, No. 0:07-bk-00328-RJH (Bankr. D. Ariz. July 13, 2007); *In re Union Power Partners, L.P., et al.*, No. 2:05-bk-01143-CGC (Bankr. D. Ariz. Jan. 31, 2005); *In re Amerco, Inc.*, No. 03-52103 (Bankr. D. Nev. June 20, 2003); *In re Touse Inc.*, No. 08-10928 (Bankr. S.D. Fla. Jan. 29, 2008); *In re Kmart Corporation*, No. 02-02474 (Bankr. N.D. Ill. Jan. 25, 2002).

WHEREFORE, the Debtors respectfully request that the Court enter an Order, substantially in the form attached: (a) authorizing the Debtors to operate their businesses; (b) confirming the applicability of the automatic stay; and (c) granting such further relief as is just and proper.

Dated this 5th day of May, 2009.

SQUIRE, SANDERS & DEMPSEY L.L.P.

By: /s/ Thomas J. Salerno

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**UNITED STATES BANKRUPTCY COURT
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In re

DEWEY RANCH HOCKEY, LLC,
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COYOTES HOCKEY, LLC, and
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Debtors.

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

Chapter 11

**FINAL ORDER GRANTING MOTION
UNDER 11 U.S.C. §§ 105(a), 362, 1107
AND 1108 CONFIRMING ORDINARY
COURSE BUSINESS PRACTICES AND
IMPOSITION OF AUTOMATIC STAY
(D.E. #3**

Date of Hearing: TBD

Time of Hearing: TBD

This Filing Applies to:

- All Debtors
 Specified Debtors

On the motion dated May 5, 2009, (the “**Motion**”)¹ of the above-captioned debtors-in-possession (the “**Debtors**”) for entry of an order, under 11 U.S.C. §§ 105(a), 362, 1107 and 1108 of the United States Bankruptcy Code (the “**Bankruptcy Code**”), (a) authorizing the Debtors to operate their businesses in the ordinary course, and (b) implementing the automatic stay, and on the “Declaration of Michael Nealy In Support of Chapter 11 Petitions and First Day Motions” this Court finds 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 a 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 as set forth in this Order,

IT IS ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized to operate their businesses and manage their properties in the ordinary course of business and maintain all pre-petition business relationships incident thereto and to enter into all transactions that they could have entered into in the ordinary course of business had there been no Chapter 11 case commenced and that does not otherwise contradict any express provision of the Bankruptcy Code.
3. All outstanding powers of attorney executed by the Debtors pre-petition remain in full force and effect subject to the terms that governed them prior to the commencement of these Chapter 11 cases.

¹ All capitalized terms not defined in this Order have the same meanings ascribed to them in the Motion.

4. On request of a party in interest, and after notice and a hearing, this Court may grant relief from the restraints imposed in this Order if necessary, appropriate, and warranted to do so.

5. Unless one of the enumerated exceptions to the automatic stay set forth in Bankruptcy Code § 362(b) applies, all persons (including individuals, partnerships, corporations, other entities and all those acting on their behalf) and governmental units, whether of the United States, any state or locality therein or any territory or possession thereof, or any foreign country (including any division, department, agency, instrumentality or service thereof and all those acting on their behalf) be and each of them hereby is stayed, restrained, and enjoined from:

- a. Commencing or continuing (including the issuance or employment of process) any judicial, administrative or other proceeding against the Debtors that was or could have been commenced before the commencement of the Debtors' Chapter 11 cases or recovering a claim against the Debtors that arose before the commencement of these Chapter 11 cases;
- b. enforcing, against the Debtors or against property of their estates, any judgment or order obtained before the commencement of these Chapter 11 cases;
- c. taking any act to obtain possession of property of the estates, or property from the estates, or to exercise control over property of the estates, or to interfere in any way with the Debtors' operation of their businesses, including without limitation; attempts to seize or reclaim any equipment, supplies or other assets the Debtors use in their businesses;
- d. taking any act to create, perfect, or enforce any lien against property of the estates;
- e. taking any act to create, perfect, or enforce any lien against property of the Debtors to the extent that such lien secures a claim that arose before the commencement of these Chapter 11 cases;
- f. taking any act to collect, assess, or recover a claim against the Debtors that arose before the commencement of these Chapter 11 cases;
- g. offsetting any debt owing to the Debtors that arose before the commencement of these Chapter 11 cases against any claim against the Debtors; and

- h. commencing or continuing any proceeding before the United States Tax Court concerning the Debtors, subject to the provision of 11 U.S.C. § 362(b).

6. Except as otherwise provided in the Bankruptcy Code, all entities are stayed, restrained, and enjoined from terminating any and all executory contracts to which the Debtors are a party or signatory notwithstanding any provision or provisions in such executory contract that same may be terminated or modified: (a) upon the insolvency or financial condition of the Debtors; (b) upon the filing by the Debtors of a petition for reorganization under Chapter 11 of the Bankruptcy Code; (c) upon the cessation of the Debtors' operations; or (d) at will or on the expiration from time to time of any period of time (such as on a month-to-month basis).

7. All entities are stayed, restrained and enjoined from terminating any and all unexpired leases to which the Debtors are a party or signatory notwithstanding any provision or provisions in such leases that same may be terminated or modified: (a) upon the insolvency or financial condition of the Debtors; (b) upon the filing by the Debtors of a petition for reorganization under Chapter 11 of the Bankruptcy Code; (c) upon the cessation of the Debtors' operations; or (d) at will or on the expiration from time to time of any period of time (such as on a month-to-month basis).

8. Nothing contained in this Order constitutes an assumption or adoption by the Debtors of any executory contract or lease.

9. This Court retains jurisdiction to hear and determine all matters arising from the implementation of this Order.

DATED AND SIGNED ABOVE