UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:	Chapter 11
STEIN MART, INC.[1]	Case No. 3:20-bk-2387
STEIN MART BUYING CORP.	Case No. 3:20-bk-2388
STEIN MART HOLDING CORP.,	Case No. 3:20-bk-2389
Debtors.	Joint Administration Requested

OMNIBUS NOTICE OF FILING OF DEBTORS' PROPOSED INTERIM AND FINAL ORDERS IN CONNECTION WITH CERTAIN MOTIONS PREVIOUSLY FILED

Pursuant to the motions listed on **Schedule 1** hereto (the "**Motions**"), Stein Mart, Inc. ("**SM**"), Stein Mart Buying Corp. ("**SMBC**"), and Stein Mart Holding Corp. ("**SMHC**" and, together with SM and SMBC, collectively, the "**Debtors**"), by and through their undersigned attorney, hereby file copies of the interim and final orders listed on **Schedule 2** and attached hereto as **Exhibits A**, **B**, **C**, **D**, **E**, and **F** that the Debtors are requesting the Court enter upon granting relief under the Motions.

(Signature page follows)

[1] The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors' principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors' claims agent maintains a website, https://cases.stretto.com/SteinMart, which provides copies of the Debtors' first day pleadings and other information related to the case.

Dated: Jacksonville, Florida
August 12, 2020

Respectfully submitted,

FOLEY & LARDNER LLP

/s/ Gardner F. Davis

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*Proposed Counsel for Debtors
and Debtors in Possession*

SCHEDULE 1

Motions

1. Emergency Motion for Joint Administration of Lead Case 3:20-bk-02387 with 3:20-bk-02388; 3:20-bk-02389 (Doc. No. 2).
2. Emergency Motion to Allow Interim and Final Orders Approving Cash Management System and Authorizing Debtors to Continue Using Existing Bank accounts and Business Forms and to Continue Intercompany Transactions (Doc. No. 14)
3. Emergency Motion for Authority to Pay Pre-Petition Wages Filed by Mark J. Wolfson on behalf of Debtor Stein Mart, Inc. (Doc. No. 15)
4. Corrective Emergency Motion to Allow Order Authorizing Debtor to Prepare List of Creditors in Lieu of a Formatted Mailing Matrix (Doc. No. 18)

SCHEDULE 2

Proposed Orders Directory

Exhibit A – Order Pursuant to Fed. R. Bankr. P. 1015(b) Directing Joint Administration of Related Chapter 11 Cases

Exhibit B – Interim Order Pursuant to 11 U.S.C. §§ 105(a) and 363 (I) Approving Continued Use of Cash Management System, (II) Authorizing the Debtors to Continue Using Existing Bank Accounts and Business Forms, and (III) Authorizing the Debtors to Continue Intercompany Transactions

Exhibit C - Final Order Pursuant to 11 U.S.C. §§ 105(a) and 363 (I) Approving Continued Use of Cash Management System, (II) Authorizing the Debtors to Continue Using Existing Bank Accounts and Business Forms, and (III) Authorizing the Debtors to Continue Intercompany Transactions

Exhibit D – Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363, and 507(a) Authorizing the Debtors to (I) Pay Certain Pre-Petition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Benefits Programs, and for Related Relief

Exhibit E – Final Order Pursuant to 11 U.S.C. §§ 105(a), 363, and 507(a) Authorizing the Debtors to (I) Pay Certain Pre-Petition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Benefits Programs, and for Related Relief

Exhibit F – Order Authorizing the Debtors to (A) Prepare a List of Creditors in Lieu of a Formatted Mailing Matrix, (B) File a Consolidated List of the Debtors' 20 Largest Unsecured Creditors and (C) Mail Initial Notices

EXHIBIT A

Proposed Joint Administration Order

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re: STEIN MART, INC. Debtor.	Chapter 11 Case No. 3:20-bk-2387
In re: STEIN MART BUYING CORP. Debtor.	Chapter 11 Case No. 3:20-bk-2388
In re: STEIN MART HOLDING CORP., Debtor.	Chapter 11 Case No. 3:20-bk-2389

ORDER PURSUANT TO FED. R. BANKR. P. 1015(b)
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

THIS CASE came on for consideration upon the motion (the "**Motion**")[1] of Stein Mart, Inc. and its subsidiaries (collectively, the "**Debtors**"), as debtors and debtors in possession in the

[1] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

above-captioned chapter 11 cases (collectively, the "**Bankruptcy Cases**"), pursuant to Bankruptcy Rule 1015(b), for entry of an order directing the joint administration of the Debtors' related chapter 11 cases for procedural purposes only, as more fully set forth in the Motion. The Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Motion and the relief requested 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 notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having held a hearing on ______________ to consider the relief requested in the Motion (the "**Hearing**"); and upon the *Debtors' Chapter 11 Case Management Summary*, filed contemporaneously with the Motion, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion and granted herein is in the best interests of the Debtors, their respective estates and creditors, and all parties-in-interest, provides a net benefit to the Debtors and their estates after taking into account the priority scheme of the Bankruptcy Code, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, the Court finds that joint administration of the Bankruptcy Cases is justified. Accordingly, it is

ORDERED:

1. The Motion is **GRANTED** as specified herein.

2. The Debtors' chapter 11 cases shall be jointly administered by the Court and In re Stein Mart, Inc., case number 3:20-bk-2387 is designated as the "Lead Case."

3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors' chapter 11 cases.

4. Except as otherwise set forth below, all papers with the exception of proofs of claims, including, without limitation, motions, applications, notices, monthly operating reports, and orders shall be filed in the Lead Case and shall bear the following joint administration caption:

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:	Chapter 11
STEIN MART, INC.	Case No. 3:20-bk-2387
	Jointly Administered with
STEIN MART BUYING CORP.	Case No. 3:20-bk-2388
STEIN MART HOLDING CORP.,	Case No. 3:20-bk-2389
Debtors.	

5. The footnote 1 reference in such caption shall set forth the Debtors' names and last four digits of each Debtor's tax identification number.

6. The Clerk of Court shall docket this Order in each of the Bankruptcy Cases and give notice to all CM/ECF filers and PACER users that all future filings shall be filed and docketed in the Lead Case.

7. The Clerk of the Court shall post a notation substantially similar to the following on the docket of each of the Debtors' chapter 11 cases:

> Notice of Joint Administration of Cases. No further papers to be docketed in this case. **All papers should be docketed in Case No. 3:20-bk-2387.** An Order has been entered in accordance with Rule

1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of Stein Mart, Inc., Stein Mart Buying Corp. and Stein Mart Holding Corp.

The docket in Case No. 3:20-bk-3287 should be consulted for all matters affecting the cases.

8. Each of the jointly administered Debtors shall file separate monthly operating reports to be docketed in the Lead Case.

9. Papers and orders that pertain to one or more **specific** Debtor(s) shall be filed in the Lead Case; however, the caption of the paper or order shall designate the specific Debtor(s) to which the paper or order applies. The caption of the paper and or order shall be in the following form:

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:	Chapter 11
STEIN MART, INC.	Case No. 3:20-bk-2387
	Jointly Administered with
STEIN MART BUYING CORP.	Case No. 3:20-bk-2388
STEIN MART HOLDING CORP.,	Case No. 3:20-bk-2389
Debtors.	

[Name of specific Debtor],
[Case Number]

Applicable Debtor.

10. If creditors are added to the matrices of the administratively consolidated Debtors, counsel for the Debtors shall serve this Order on all added creditors and file proof of such service in the Lead Case.

11. This Order shall be effective immediately upon entry.

12. The Debtors are authorized to take all action necessary to carry out this Order.

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Debtors’ counsel is directed to serve a copy of this order on interested parties who do not receive service by CM/ECF and file a proof of service within three days of entry of this order.

EXHIBIT B

Proposed Interim Cash Management Order

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:	Chapter 11
STEIN MART, INC.[1]	Case No. 3:20-bk-2387
STEIN MART BUYING CORP.	Case No. 3:20-bk-2388
STEIN MART HOLDING CORP.,	Case No. 3:20-bk-2389
Debtors.	Joint Administration Requested

INTERIM ORDER PURSUANT 11 U.S.C. §§ 105(a) AND 363 (I) APPROVING CONTINUED USE OF CASH MANAGEMENT SYSTEM, (II) AUTHORIZING THE DEBTORS TO CONTINUE USING EXISTING BANK ACCOUNTS AND BUSINESS FORMS, AND (III) AUTHORIZING THE DEBTORS TO CONTINUE INTERCOMPANY TRANSACTIONS

THIS CASE came for consideration upon the motion (the "**Motion**")[2] of Stein Mart, Inc. ("**SM**"), Stein Mart Buying Corp. ("**SMB**") and Stein Mart Holding Corp. ("**SMHC**" and together

[1] The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors' principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors' claims agent maintains a website, https://cases.stretto.com/SteinMart, which provides copies of the Debtors' first day pleadings and other information related to the case.

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

with SM and SMB, the "**Debtors**" or the "**Company**"), as Debtors and Debtors-in-Possession in the above-captioned chapter 11 cases, pursuant to sections 105(a) and 363 of the Bankruptcy Code, for an order (i) approving the continued use of the Cash Management System, (ii) authorizing the Debtors to continue using their existing Bank Accounts and Business Forms, (iii) authorizing the Debtors to implement changes to their Cash Management System in the ordinary course of business, including, without limitation, the opening of new bank accounts or closing existing Bank Accounts, and (iv) continue to perform under and honor Intercompany Transactions, in their business judgement and at their sole discretion, all as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28. U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Motion and the relief requested 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 notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having held a hearing on __________ to consider the interim relief requested in the Motion (the "**Hearing**"); and upon the *Declaration of Hunt Hawkins in Support of Debtors' Chapter 11 Petitions and First Day Pleadings* and the *Debtors' Chapter 11 Case Management Summary*, filed contemporaneously with the Motion, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion and granted herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003, and is in the best interests of the Debtors, their respective estates and creditors, and all parties-in-interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The Motion is **GRANTED** on an interim basis.

2. The Debtors are authorized, but not directed, pursuant to sections 105(a) and 363 of the Bankruptcy Code, and subject to any interim or final Cash Collateral Order (as defined below), to continue using their integrated Cash Management System and to collect, concentrate, and disburse cash in accordance with the Cash Management System, including intercompany funding among Debtor affiliates; provided that the Debtors are authorized, but not directed, to pay only amounts due and payable as of the Petition Date and amounts that are or become due and payable between the Petition Date and the date that a final order on the Motion is entered, unless otherwise ordered by this Court.

3. The Debtors are further authorized, but not directed, to implement changes to the Cash Management System in the ordinary course of business, including, without limitation, the opening of any new bank accounts and the closing of any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion, so long as (i) any such new account is with a bank that is (a) insured with the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation, and (b) designated as an authorized depository by the U.S. Trustee pursuant to the U.S. Trustee's Operating Guidelines, and (ii) the Debtors provide notice to the U.S. Trustee, the prepetition ABL Agent and the prepetition Term Loan Agent of the opening of such account.

4. The relief, rights, and responsibilities provided for in this Interim Order shall be deemed to apply to any and all Bank Accounts maintained in the Debtors' names, including, without limitation, any new bank accounts, whether or not such Bank Accounts are identified on Exhibit A to the Motion, and any Banks at which new accounts are opened shall be subject to the rights and obligations set forth in this Interim Order.

5. The Debtors are further authorized to (i) continue to use, with the same account numbers, all of the Bank Accounts in existence as of the Petition Date, including, without limitation, those accounts identified on Exhibit A to the Motion; (ii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (iii) use, in their present form, all correspondence and Business Forms (including, but not limited to, letterhead, purchase orders, and invoices), as well as checks and all other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to the Debtors' status as debtors in possession; provided that in the event the Debtors generate new checks during the pendency of these chapter 11 cases, such checks shall include a legend referring to the Debtors as "Debtors-In-Possession."

6. Those certain existing deposit agreements between the Debtors and the Banks shall continue to govern the post-petition cash management relationship between the Debtors and the Banks and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect, and either the Debtors or the Banks may, without further order of this Court, implement changes to the Cash Management Systems and procedures in the ordinary course of business pursuant to the terms of those certain existing deposit agreements, including, without limitation, the opening and closing of Bank Accounts, *provided that* (i) Debtors consult with counsel for the prepetition ABL Agent and counsel to the prepetition

Term Loan Agent prior to opening and closing Bank Accounts, and (ii) provide notice to the United States Trustee, counsel to the prepetition ABL Agent, and counsel to the prepetition Term Loan Agent of any changes to the Cash Management System.

7. The Debtors are further authorized to continue performing under and honoring Intercompany Transactions; provided that the Debtors shall (i) keep records of all post-petition Intercompany Transactions that occur during the chapter 11 cases and (ii) implement accounting procedures to identify and distinguish between pre- and post-petition Intercompany Transactions, and *provided further* that the Intercompany Transactions are not prohibited or restricted by the terms of any interim or final Cash Collateral Order (as defined below).

8. Except as otherwise expressly provided in this Interim Order, all Banks at which the Bank Accounts are maintained are authorized and directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wires, and ACH Payments issued by the Debtors and drawn on the Bank Accounts after the Petition Date to the extent the Debtors have sufficient funds standing to their credit with such Bank.

9. The Banks and credit card processors are authorized to charge and the Debtors are authorized to pay and honor, both pre- and post-petition Service Charges to which they may be entitled under the terms of and in accordance with their contractual arrangements with the Debtors.

10. Each of the Debtors' Banks is authorized to debit the Debtors' accounts in the ordinary course of business without the need for further order of this Court for: (i) all checks, items, and other payment orders drawn on the Debtors' accounts which are cashed at such Bank's counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (ii) all checks, automated clearing house entries, or other items deposited or credited to one of Debtors'

accounts with such Bank prior to the Petition Date which have been dishonored, reversed, or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (iii) all undisputed pre-petition amounts outstanding as of the date hereof, if any, owed to any Bank as Service Charges for the maintenance of the Cash Management System.

11. The Banks may rely on the representations of the Debtors with respect to whether any check, item, or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein, and shall not be liable to any party on account of (i) following the Debtors' representations, instructions, or presentations as to any order of the Court (without any duty of further inquiry), (ii) honoring of any pre-petition checks, drafts, wires or ACH Payments in a good faith belief or upon a representation by the Debtors that the Court has authorized such pre-petition check, draft, wire, or ACH Payments or (iii) an innocent mistake made despite implementation of reasonable handling procedures.

12. Nothing contained herein shall prevent the Banks from modifying or terminating any Bank Accounts or related services in accordance with the agreements governing such accounts or services subject to their compliance with applicable law.

13. Notwithstanding anything to the contrary in this Interim Order, payment made or action taken by any of the Debtors pursuant to the authority granted in this Interim Order must be in compliance with and shall be subject to: (i) any interim or final order approving the Debtors' use of cash collateral and/or any postpetition financing facility (in either case, the "**Cash Collateral Order**"); (ii) the documentation in respect of any such use of cash collateral and/or

postpetition financing; and (iii) the budget governing any such use of cash collateral and/or postpetition financing. To the extent there is any inconsistency between the terms of the Cash Collateral Order and this Interim Order, the terms of the Cash Collateral Order shall control.

14. As soon as practicable after the entry of this Interim Order, the Debtors shall serve a copy of this Interim Order on those Banks that make disbursements pursuant to the Debtors' Cash Management System.

15. Nothing in the Motion or this Interim Order shall be deemed to authorize the Debtors to accelerate any payments not otherwise due prior to the date of the hearing to consider entry of an order granting the relief requested in the Motion on a final basis (the "**Final Hearing**").

16. Nothing contained in the Motion or this Interim Order or any payment made pursuant to the authority granted by this Interim Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party-in-interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

17. Notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

18. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

19. The requirements of Bankruptcy Rule 6004(a) are waived.

20. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

21. The Final Hearing on the Motion shall be held on __________, **2020, at __:__ _.m.** (Eastern Time) and any objections or responses to the Motion shall be in writing, filed with the

Court, with a copy to chambers, and served upon (i) the proposed attorneys for the Debtors, Foley & Lardner LLP, One Independent Drive, Suite 1300, Jacksonville, Florida 32202 (Attn: Gardner F. Davis, Esq.); (ii) the Office of the United States Trustee for Region 21, 400 West Washington Street, Suite 1100, Orlando, Florida 32801; (iii) counsel for the administrative agent under the Debtors' pre-petition revolving credit facility, Wells Fargo Bank, National Association, c/o (a) Otterbourg P.C. (Attn: Daniel F. Fiorillo, Esq. and Chad B. Simon, Esq.), 230 Park Avenue, New York, NY 10169-0075 and (b) Smith Hulsey & Busey, One Independent Drive, Suite 3300, Jacksonville, Florida 32202 (Attn: Stephen D. Busey, Esq.); (iv) counsel for the administrative agent under the Debtors' prepetition term loan, Gordon Brothers Finance Company LLC, c/o (a) Morgan, Lewis & Bockius LLP, One Federal Street, Boston, MA 02110-1726 (Attn: Matthew F. Furlong, Esq., Julia Frost-Davies, Esq. and Christopher L. Carter, Esq.); and (b) Holland & Knight, 50 North Laura Street, Suite 3900, Jacksonville, Florida 32202 (Attn: Alan Weiss, Esq.); and (v) the Banks listed on Exhibit A to the Motion, in each case so as to be received no later than **4:00 p.m. (Eastern Time) on __________, 2020**.

22. This Interim Order is effective only from the date of entry through this Court's disposition of the Motion on a final basis; <u>provided</u> that the Court's ultimate disposition of the Motion on a final basis shall not impair or otherwise affect any action taken pursuant to this Interim Order.

23. The Debtors are authorized to take all action necessary to carry out this Interim Order.

24. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Interim Order.

Debtors' Counsel is directed to serve a copy of this order on interested parties who do not receive service by CM/ECF and file a proof of service within three days of entry of this order.

EXHIBIT C

Proposed Final Cash Management Order

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:	Chapter 11
STEIN MART, INC.[1]	Case No. 3:20-bk-2387
STEIN MART BUYING CORP.	Case No. 3:20-bk-2388
STEIN MART HOLDING CORP.,	Case No. 3:20-bk-2389
Debtors.	Joint Administration Requested

FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363 (I) APPROVING CONTINUED USE OF CASH MANAGEMENT SYSTEM, (II) AUTHORIZING THE DEBTORS TO CONTINUE USING EXISTING BANK ACCOUNTS AND BUSINESS FORMS, AND (III) AUTHORIZING THE DEBTORS TO CONTINUE INTERCOMPANY TRANSACTIONS

THIS CASE came for consideration upon the motion (the "**Motion**")[2] of Stein Mart, Inc. ("**SM**"), Stein Mart Buying Corp. ("**SMB**") and Stein Mart Holding Corp. ("**SMHC**" and together with SM and SMB, the "**Debtors**" or the "**Company**"), as Debtors and Debtors-in-Possession in

[1] The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors' principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors' claims agent maintains a website, https://cases.stretto.com/SteinMart, which provides copies of the Debtors' first day pleadings and other information related to the case.

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

the above-captioned chapter 11 cases, pursuant to sections 105(a) and 363 of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"), for an order (i) approving continued use of Cash Management System, (ii) authorizing the Debtors to continue using their existing Bank Accounts, and Business Forms, (iii) authorizing the Debtors to implement changes to their Cash Management System in the ordinary course of business, including, without limitation, the opening of new bank accounts or closing existing Bank Accounts, and (iv) continue to perform under and honor Intercompany Transactions, in their business judgement and at their sole discretion, all as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28. U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Motion and the relief requested 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 notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having held hearings on ____________ and _____________ to consider the relief requested in the Motion on an interim (the "**Interim Hearing**") and final basis (the "**Final Hearing**"), respectively, and upon the *Declaration of Hunt Hawkins in Support of Debtors' Chapter 11 Petitions and First Day Pleadings* and the *Debtors' Chapter 11 Case Management Summary*, filed contemporaneously with the Motion, the record of the Interim Hearing, and the Final Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion and granted herein is in the best interests of the Debtors, their respective estates and creditors, and all parties-in-interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The Motion is **GRANTED** on a final basis.

2. The Debtors are authorized, but not directed, pursuant to sections 105(a) and 363 of the Bankruptcy Code, and subject to any interim or final Cash Collateral Order (as defined below), to continue using their integrated Cash Management System and to collect, concentrate, and disburse cash in accordance with the Cash Management System, including intercompany funding among Debtor affiliates.

3. The Debtors are further authorized, but not directed, to implement changes to the Cash Management System in the ordinary course of business, including, without limitation, the opening of any new bank accounts and the closing of any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion so long as (i) any such new accounts is with a bank that is (a) insured with the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation and (b) designated as an authorized depository by the U.S. Trustee pursuant to the U.S. Trustee's Operating Guidelines, and (ii) the Debtors provide notice to the U.S. Trustee, the prepetition ABL Agent and the prepetition Term Loan Agent of the opening of such account.

4. The relief, rights, and responsibilities provided for in this Final Order shall be deemed to apply to any and all Bank Accounts maintained in the Debtors' names, including, without limitation, any new bank accounts, whether or not such Bank Accounts are identified on Exhibit A to the Motion, and any banks at which new accounts are opened shall be subject to the rights and obligations set forth in this Final Order.

5. Subject to applicable bankruptcy law or other law, (i) those certain existing deposit agreements between the Debtors and the Banks shall continue to govern the post-petition cash

management relationship between the Debtors and the Banks and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect and (ii) either the Debtors or the Banks may, without further order of this Court, implement changes to the Cash Management Systems and procedures in the ordinary course of business pursuant to the terms of those certain existing deposit agreements, including, without limitation, the opening and closing of Bank Accounts, *provided that* (i) Debtors consult with the prepetition ABL Agent and the prepetition Term Loan Agent prior to opening and closing Bank Accounts, and (ii) provide notice to the United States Trustee, the prepetition ABL Agent, and the prepetition Term Loan Agent of any changes to the Cash Management Systems.

6. The Debtors are further authorized to (i) continue to use, with the same account numbers, all of the Bank Accounts in existence as of the Petition Date, including, without limitation, those accounts identified on Exhibit A to the Motion; (ii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (iii) use, in their present form, all correspondence and Business Forms (including, but not limited to, letterhead, purchase orders and invoices), as well as checks and all other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to the Debtors' status as debtors in possession; provided that in the event the Debtors generate new checks during the pendency of these chapter 11 cases, such checks shall include a legend referring to the Debtors as "Debtors In Possession."

7. The Debtors are further authorized to continue performing under and honoring Intercompany Transactions; provided that the Debtors shall (i) keep records of all post-petition Intercompany Transactions that occur during the chapter 11 cases and (ii) implement accounting procedures to identify and distinguish between pre- and post-petition Intercompany Transactions,

and *provided further* that the Intercompany Transactions are not prohibited or restricted by the terms of any interim or final Cash Collateral Order (as defined below).

8. Except as otherwise expressly provided in this Final Order, the Banks are authorized and directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wires, and ACH Payments issued by the Debtors and drawn on the Bank Accounts after the Petition Date to the extent the Debtors have sufficient funds standing to their credit with such Bank; provided that any payments drawn, issued, or made prior to the Petition Date shall not be honored absent direction of the Debtors and a separate order of the Court authorizing such payment.

9. The Banks and credit card processors are authorized to charge and the Debtors are authorized to pay and honor, both pre- and post-petition Service Charges to which they may be entitled under the terms of and in accordance with their contractual arrangements with the Debtors.

10. Each of the Banks is authorized to debit the Debtors' accounts in the ordinary course of business without need for further order of this Court for: (i) all checks, items, and other payment orders drawn on the Debtors' accounts that are cashed at such Bank's counters or exchanged for cashiers' checks by the payees thereof prior to the Bank's receipt of notice of the commencement of these chapter 11 cases; (ii) all checks, automated clearing house entries, and other items deposited or credited to one of Debtors' accounts with such Bank prior to the Petition Date that have been dishonored, reversed, or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such costs and fees prior to the Petition Date; and (iii) all undisputed pre-petition amounts outstanding

as of the date hereof, if any, owed to any Bank as Service Charges for the maintenance of the Cash Management System.

11. The Banks may rely on the representations of the Debtor(s) with respect to whether any check, item, or other payment order drawn or issued by the Debtor(s) prior to the Petition Date should be honored pursuant to this or any other order of this Court, and such Bank shall not have any liability to any party for relying on such representations by the Debtor(s) as provided for herein, and shall not be liable to any party on account of (i) following the Debtors' representations, instructions, or presentations as to any order of the Court (without any duty of further inquiry), (ii) honoring of any pre-petition checks, drafts, wires, or ACH Payments in a good faith belief or upon a representation by the Debtors that the Court has authorized such pre- petition check, draft, wire, or ACH Payment, or (iii) an innocent mistake made despite implementation of reasonable handling procedures.

12. Nothing contained herein shall prevent the Banks from modifying or terminating any Bank Accounts or related services in accordance with the agreements governing such accounts or services subject to their compliance with applicable law.

13. Notwithstanding anything to the contrary in this Final Order, payment made or action taken by any of the Debtors pursuant to the authority granted in this Final Order must be in compliance with and shall be subject to: (i) any interim or final order approving the Debtors' use of cash collateral and/or any postpetition financing facility (in either case, the "**Cash Collateral Order**"); (ii) the documentation in respect of any such use of cash collateral and/or postpetition financing; and (iii) the budget governing any such use of cash collateral and/or postpetition financing. To the extent there is any inconsistency between the terms of the Cash Collateral Order and this Final Order, the terms of the Cash Collateral Order shall control..

14. As soon as practicable after the entry of this Final Order, the Debtors shall serve a copy of this Final Order on those Banks that make disbursements pursuant to the Debtors' Cash Management System.

15. Nothing contained in the Motion or this Final Order or any payment made pursuant to the authority granted by this Final Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party-in-interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

16. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

17. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

18. The Debtors are authorized to take all action necessary to carry out this Final Order.

19. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Final Order.

Debtors' counsel is directed to serve a copy of this order on interested parties who do not receive service by CM/ECF and file a proof of service within three days of entry of this order.

<u>EXHIBIT D</u>

Proposed Interim Pre-Petition Wages Order

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:	Chapter 11
STEIN MART, INC.[1]	Case No. 3:20-bk-2387
STEIN MART BUYING CORP.	Case No. 3:20-bk-2388
STEIN MART HOLDING CORP.,	Case No. 3:20-bk-2389
Debtors.	Joint Administration Requested

INTERIM ORDER PURSUANT 11 U.S.C. §§ 105(a), 363, AND 507(a) AUTHORIZING DEBTORS TO (I) PAY CERTAIN PRE-PETITION WAGES AND REIMBURSABLE EMPLOYEE EXPENSES, (II) PAY AND HONOR EMPLOYEE MEDICAL AND OTHER BENEFITS, AND (III) CONTINUE EMPLOYEE BENEFITS PROGRAMS, AND FOR RELATED RELIEF

THIS CASE came on for consideration upon the motion (the "**Motion**")[1] of Stein Mart, Inc. ("**SM**"), Stein Mart Buying Corp. ("**SMB**") and Stein Mart Holding Corp. ("**SMHC**" and together with SM and SMB, the "**Debtors**" or the "**Company**"), as Debtors and Debtors-in-

[1] The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors' principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors' claims agent maintains a website, https://cases.stretto.com/SteinMart, which provides copies of the Debtors' first day pleadings and other information related to the case.

[1] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Possession in the above-captioned chapter 11 cases, pursuant to sections 105(a), 363, and 507 of title 11 of the Bankruptcy Code, for an order authorizing the Debtors to (i) pay pre-petition wages, salaries and other compensation, taxes, withholdings, and related costs and reimbursable employee expenses, (ii) pay and honor obligations relating to employee medical, insurance, and other benefits programs, (iii) continue their employee medical, insurance, and other benefits programs on a postpetition basis, (iv) continue providing severance and pension benefits, and (v) granting related relief, as more fully set forth in the Motion; and the Court having jurisdiction over the matter pursuant to 28. U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Motion and the relief requested 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 notice of the interim relief sought in the Motion and the hearing thereon having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having held a hearing on ____________________ to consider the interim relief requested in the Motion (the "**Hearing**"); and upon *Debtors' Chapter 11 Case Management Summary*, filed contemporaneously with the Motion, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the interim relief sought in the Motion and granted herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003, and is in the best interests of the Debtors, their respective estates and creditors, and all parties in interest, provides a net benefit to the Debtors and their estates after taking into account the priority scheme of the Bankruptcy Code, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The Motion is GRANTED on an interim basis.

2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363, and 507 of title 11 of the Bankruptcy Code, to pay and honor all pre-petition obligations associated with the Employee Obligations and to continue programs and maintain funding in the ordinary course of business, to the extent requested in the Motion, on account of: (i) Unpaid Compensation, Deductions, Payroll Maintenance Fees and Payroll Taxes; (ii) Incentive Plans; (iii) Reimbursable Expenses; (iv) Employee Benefit Programs; provided that the Debtors are authorized to pay only amounts due and payable as of the Petition Date and amounts that become due and payable between the Petition Date and the date that a final order on the Motion is entered, and, provided further, that payments for wages, salaries, severance, and paid time off to an individual shall not exceed $13,650 for each individual, unless otherwise ordered by this Court.

3. The Debtors are further authorized, but not directed, to modify or discontinue any benefit program to reduce or eliminate program expenses or the benefits provided thereunder, at any time, in their sole discretion without prior Court approval.

4. The Debtors and any applicable third parties are authorized to continue to allocate and distribute Deductions and Payroll Taxes to the appropriate third-party recipients or taxing authorities in accordance with the Debtors' stated policies and pre-petition practices.

5. The Debtors are further authorized, but not directed, to pay all processing and administrative fees associated with and all costs and expenses incidental to payment of the Employee Obligations.

6. In accordance with this Interim Order (or other order of this Court), each of the financial institutions at which the Debtors maintain their accounts relating to the payment of the

obligations described in the Motion is authorized and directed to (i) receive, process, honor, and pay all checks presented for payment and to honor all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (ii) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on or subsequent to the Petition Date, without any duty to inquire otherwise, and without liability for following the Debtors' instructions.

7. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, on account of pre-petition obligations and claims to replace any pre-petition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases.

8. Notwithstanding anything to the contrary in this Interim Order, payment made or action taken by any of the Debtors pursuant to the authority granted in this Interim Order must be in compliance with and shall be subject to: (i) any interim or final order approving the Debtors' use of cash collateral and/or any postpetition financing facility (in either case, the "**Cash Collateral Order**"); (ii) the documentation in respect of any such use of cash collateral and/or postpetition financing; and (iii) the budget governing any such use of cash collateral and/or postpetition financing. To the extent there is any inconsistency between the terms of the Cash Collateral Order and this Interim Order, the terms of the Cash Collateral Order shall control.

9. Nothing in the Motion or this Interim Order shall be deemed to authorize the Debtors to accelerate any payments not otherwise due prior to the date of the hearing to consider entry of an order granting the relief requested in the Motion on a final basis (the "**Final Hearing**").

10. Nothing contained in the Motion or this Interim Order or any payment made pursuant to the authority granted by this Interim Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

11. Notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

12. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

13. The requirements of Bankruptcy Rule 6004(a) are waived.

14. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

15. The Final Hearing on the Motion shall be held on **______________, 2020, at _____.m. (Eastern Time)** and any objections or responses to the Motion shall be in writing, filed with the Court, with a copy to chambers, and served upon (i) the proposed attorneys for the Debtors, Foley & Lardner LLP, One Independent Drive, Suite 1300, Jacksonville, Florida 32202 (Attn: Gardner F. Davis, Esq.); (ii) the Office of the United States Trustee for Region 21, 400 West Washington Street, Suite 1100, Orlando, Florida 32801; (iii) counsel for the administrative agent under the Debtors' prepetition revolving loan facility, Wells Fargo Bank, National Association, c/o (a) Otterbourg P.C. (Attn: Daniel F. Fiorillo, Esq. and Chad B. Simon, Esq.), 230 Park Avenue, New York, NY 10169-0075 and (b) Smith Hulsey & Busey, One Independent Drive, Suite 3300, Jacksonville, Florida 32202 (Attn: Stephen D. Busey, Esq.); (iv) counsel for the administrative agent under the Debtors' prepetition term loan, Gordon Brothers Finance Company LLC, c/o (a) Morgan, Lewis & Bockius LLP, One Federal Street, Boston, MA 02110-1726 (Attn: Matthew

F. Furlong, Esq., Julia Frost-Davies, Esq. and Christopher L. Carter, Esq.); and (b) Holland & Knight, 50 North Laura Street, Suite 3900, Jacksonville, Florida 32202 (Attn: Alan Weiss, Esq.), in each case so as to be received no later than **4:00 p.m. (Eastern Time) on __________, 2020.**

16. This Interim Order is effective only from the date of entry through this Court's disposition of the Motion on a final basis; provided that the Court's ultimate disposition of the Motion on a final basis shall not impair or otherwise affect any action taken pursuant to this Interim Order.

17. The Debtors are authorized to take all action necessary to carry out this Interim Order.

18. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Interim Order.

Debtors' counsel is directed to serve a copy of this order on interested parties who do not receive service by CM/ECF and file a proof of service within three days of entry of this order.

EXHIBIT E

Proposed Final Pre-Petition Wages Order

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:	Chapter 11
STEIN MART, INC.[1]	Case No. 3:20-bk-2387
STEIN MART BUYING CORP.	Case No. 3:20-bk-2388
STEIN MART HOLDING CORP.,	Case No. 3:20-bk-2389
Debtors.	Joint Administration Requested

FINAL ORDER PURSUANT 11 U.S.C. §§ 105(A), 363, AND 507(A) AUTHORIZING DEBTORS TO (I) PAY CERTAIN PRE-PETITION WAGES AND REIMBURSABLE EMPLOYEE EXPENSES, (II) PAY AND HONOR EMPLOYEE MEDICAL AND OTHER BENEFITS, AND (III) CONTINUE EMPLOYEE BENEFITS PROGRAMS, AND FOR RELATED RELIEF

THIS CASE came on for consideration upon the motion (the "**Motion**")[1] of Stein Mart, Inc. ("**SM**"), Stein Mart Buying Corp. ("**SMB**") and Stein Mart Holding Corp. ("**SMHC**" and together with SM and SMB, the "**Debtors**" or the "**Company**"), as Debtors and Debtors-in-

[1] The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors' principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors' claims agent maintains a website, https://cases.stretto.com/SteinMart, which provides copies of the Debtors' first day pleadings and other information related to the case.

[1] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the motion.

Possession in the above-captioned chapter 11 cases, pursuant to sections 105(a), 363, and 507 of the Bankruptcy Code, for an order authorizing the Debtors to (i) pay pre-petition wages, salaries and other compensation, taxes, withholdings, and related costs and reimbursable employee expenses, (ii) pay and honor obligations relating to employee medical, insurance and other benefits programs, (iii) continue their employee medical, insurance, and other benefits programs on a postpetition basis, (iv) continue providing severance and pension benefits, and (v) granting related relief, as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28. U.S.C. §§ 157(a)-(b) and 1334(b), and consideration of the Motion and the relief requested 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 notice of the relief sought in the Motion and the hearing thereon having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having held hearings on ________________ and __________________ to consider the relief requested in the Motion on an interim (the "**Interim Hearing**") and final basis (the "**Final Hearing**"), respectively, and the Court having entered an order granting the relief requested in the Motion on an interim basis; and upon the *Debtors' Chapter 11 Case Management Summary*, filed contemporaneously with the Motion, the record of the Interim Hearing and the Final Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion and granted herein is in the best interests of the Debtors, their respective estates and creditors, and all parties in interest, provides a net benefit to the Debtors and their estates after taking into account the priority scheme of the Bankruptcy Code, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The Motion is GRANTED on a final basis.

2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363, and 507 of the Bankruptcy Code, to pay and honor all pre-petition obligations associated with the Employee Obligations and to continue the programs and maintain funding in the ordinary course of business, to the extent requested in the Motion, on account of: (i) Unpaid Compensation, Deductions, Payroll Maintenance Fees, Workforce Management Fees, and Payroll Taxes; (ii) Incentive Plans; (iii) Reimbursable Expenses; (iv) Employee Benefit Programs; (v) the 401(k) Savings Plan; (vi) Pension Obligations; and (vii) the Severance Program; provided that payments for payments for wages, salaries, severance, and paid time off shall not exceed $13,650 for each individual unless otherwise ordered by this Court.

3. The Debtors are further authorized, but not directed, to modify or discontinue any benefit program to reduce or eliminate program expenses or the benefits provided thereunder, at any time, in their sole discretion without prior Court approval.

4. The Debtors and any applicable third parties are authorized to continue to allocate and distribute Deductions and Payroll Taxes to the appropriate third-party recipients or taxing authorities in accordance with the Debtors' stated policies and pre-petition practices.

5. The Debtors are further authorized, but not directed, to pay all processing and administrative fees associated with and all costs and expenses incidental to payment of the Employee Obligations.

6. In accordance with this Final Order (or other order of this Court), each of the financial institutions at which the Debtors maintain their accounts relating to the payment of the obligations described in the Motion is authorized and directed to (i) receive, process, honor, and pay all checks presented for payment and to honor all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (ii) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on or subsequent to the Petition Date, without any duty to inquire otherwise and without liability for following the Debtors' instructions.

7. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, on account of pre-petition obligations and claims to replace any pre-petition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases.

8. Notwithstanding anything to the contrary in this Final Order, payment made or action taken by any of the Debtors pursuant to the authority granted in this Final Order must be in compliance with, and shall be subject to, (i) any interim or final order approving the Debtors' use of cash collateral and/or any postpetition financing facility (in either case, the "**Cash Collateral Order**"); (ii) the documentation in respect of any such use of cash collateral and/or postpetition financing; and (iii) the budget governing any such use of cash collateral and/or postpetition financing. To the extent there is any inconsistency between the terms of the Cash Collateral Order and this Final Order, the terms of the Cash Collateral Order shall control.

9. Nothing contained in the Motion or this Final Order or any payment made pursuant to the authority granted by this Final Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

10. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all action necessary to carry out this Final Order.

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Final Order.

Debtors' counsel is directed to serve a copy of this order on interested parties who do not receive service by CM/ECF and file a proof of service within three days of entry of this order.

EXHIBIT F

Proposed Consolidation Order

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:	Chapter 11
STEIN MART, INC.[1]	Case No. 3:20-bk-2387
STEIN MART BUYING CORP.	Case No. 3:20-bk-2388
STEIN MART HOLDING CORP.,	Case No. 3:20-bk-2389
Debtors.	Joint Administration Requested

ORDER AUTHORIZING THE DEBTORS TO (A) PREPARE A LIST OF CREDITORS IN LIEU OF A FORMATTED MAILING MATRIX, (B) FILE A CONSOLIDATED LIST OF THE DEBTORS' 20 LARGEST UNSECURED CREDITORS AND (C) MAIL INITIAL NOTICES

THIS CASE came on for consideration upon the motion (the "**Motion**")[1] of Stein Mart, Inc. ("**SM**"), Stein Mart Buying Corp. ("**SMB**") and Stein Mart Holding Corp. ("**SMHC**" and together with SM and SMB, the "**Debtors**" or the "**Company**"), as Debtors and Debtors-in-Possession in the above-

[1] The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors' principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors' claims agent maintains a website, https://cases.stretto.com/SteinMart, which provides copies of the Debtors' first day pleadings and other information related to the case.

[1] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

captioned chapter 11 cases, pursuant to sections 105(a) and 521 of the Bankruptcy Code, Bankruptcy Rules 1007(a)(1) and (d) and 2002(a) and (f), and Local Bankruptcy Rules 1007-1, for an order authorizing them to (a) prepare a consolidated list of creditors in the format or formats currently maintained in the ordinary course of business in lieu of submitting any required mailing matrix, (b) file a consolidated list of the Debtors' 20 largest unsecured creditors and (c) mail initial notices through their proposed notice and claims agent, as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Motion and the relief requested 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 notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having held a hearing to consider the relief requested in the Motion on ________________ (the "**Hearing**"); and upon the *Debtors' Chapter 11 Case Management Summary*, filed contemporaneously with the Motion, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion and granted herein is in the best interests of the Debtors, their respective estates and creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The Motion is **GRANTED**.

2. The Debtors are authorized to file a consolidated list of their 20 largest unsecured creditors in lieu of each debtor filing a list of its 20 largest unsecured creditors.

3. In lieu of submitting a formatted mailing matrix, the Debtors shall make available a single, consolidated list of all of the Debtors' creditors in electronic form upon reasonable request by parties in interest.

4. The Debtors, with the assistance of Bankruptcy Management Solutions, Inc. d/b/a Stretto ("**Stretto**") upon this Court's authorization to engage Stretto as the Debtors' claims and noticing agent), are authorized to undertake all mailings directed by this Court, the United States Trustee or required by the Bankruptcy Code, including the Notice of Commencement and any other correspondence that the Debtors may wish to send to creditors.

5. On or before the date that is 21 days before the date on which the meeting of creditors required by section 341 of the Bankruptcy Code is to be held, the Debtors, with the assistance of Stretto, shall mail the Notice of Commencement to all parties identified on the Debtors' list of creditors.

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

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Debtors' counsel is directed to serve a copy of this order on interested parties who do not receive service by CM/ECF and file a proof of service within three days of entry of this order.