

64-27848

Case No. 04-0_____(____)

Chapter 11

(Jointly Administered)

Ref. to # 6
Docket No. _____

Upon the motion (the “Motion”)³ of the Debtors seeking entry of an order, pursuant to sections 105(a) and 366 of Title 11 of the United States Code (the “Bankruptcy Code”), (a) deeming utilities adequately assured of future performance and (b) establishing a procedure for

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

determining adequate assurances; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties-in-interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and sufficient notice of this Motion and the opportunity for a hearing on this Motion was appropriate under the particular circumstances and that no other and further notice need be given; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157; and it appearing that venue of this proceeding and this Motion is properly in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation and cause appearing therefor; it is hereby

ORDERED that, the Motion is granted; and it is further

ORDERED that, absent any further order of this Court, each of the Utility Companies is forbidden to discontinue, alter or refuse service on account of unpaid prepetition charges, or discriminate against the Debtors, or require payment of a deposit or receipt of other security in connection with any unpaid prepetition charges for utility services furnished to the Debtors; and it is further

ORDERED that, under section 503(b)(1)(A) of the Bankruptcy Code, any valid unpaid utility charges that accrue postpetition constitute actual and necessary expenses of preserving the Debtors' estates, entitling the Utility Companies to which those utility charges are owed an administrative expense priority claim, subject to the terms of the DIP Orders and the DIP Loan Amendment (as each such term is defined in the First Day Affidavit); and it is further

ORDERED that, for any utility company that may have inadvertently been omitted from Exhibit A attached hereto, the Debtors retain the right to amend and/or supplement Exhibit A, and shall promptly serve this Order upon that utility company upon learning of such a utility company which shall be governed by this Order; and it is further

ORDERED that, this Order is without prejudice to the rights of any utility company to request in writing and addressed to Debtors' counsel, within thirty days of the date of entry of this Order, additional assurances of payment in the form of deposits or other security (the "Additional Assurances Request"); and it is further

ORDERED that, if a Utility Company makes a timely Additional Assurances Request that the Debtors believe is reasonable, the Debtors shall be entitled to comply with such Additional Assurances Request without further order of the Court, subject to the DIP Budgets, the DIP Loan Amendment and the DIP Orders (as each such term is defined in the First Day Affidavit); and it is further

ORDERED that, if a Utility Company makes a timely Additional Assurances Request to which the Debtors do not consent, the Debtors shall promptly request a hearing to determine adequate assurance of payment to that Utility Company (the "Determination Hearing"); and it is further

ORDERED that, each Utility Company for which a Determination Hearing has been scheduled as described in the immediately preceding paragraph shall be deemed to have adequate assurance of payment until a further order of this Court is entered in connection with that Determination Hearing or otherwise with respect to that Utility Company's Additional Assurances Request; and it is further

ORDERED that, pending the outcome of any such Determination Hearing and any further order related thereto, the requesting Utility Company shall be restrained from (a) discontinuing, altering or refusing service to the Debtors due to unpaid charges for prepetition services or (b) demanding adequate assurance; and it is further

ORDERED that, the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that, the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order; and it is further

ORDERED that, notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Pittsburgh, Pennsylvania
Dated: 6/16, 2004


United States Bankruptcy Judge

FILED

JUN 16 2004

CLERK OF THE COURT
WEST. DISTRICT OF PENNSYLVANIA

Enterprise Systems Incorporated
11487 Sunset Hills Road
Reston, Virginia 20190-5234

CERTIFICATE OF SERVICE

District/off: 0315-2
Case: 04-27848

User: csus
Form ID: pdf900

Page 1 of 1
Total Served: 4

Date Rcvd: Jun 17, 2004

The following entities were served by first class mail on Jun 19, 2004.

db +ACR Management, L.L.C., 800 Waterfront Drive, Pittsburgh, PA 15222-4718
aty +David Bruce Salzman, Campbell & Levine, LLC, 1700 Grant Building, Pittsburgh, PA 15219-2348
aty +Norma Hildenbrand on Behalf of the United States T, Office of the United States Trustee,
Suite 960 Liberty Center, 1001 Liberty Avenue, Pittsburgh, PA 15222-3714
ust +Office of the United States Trustee, Liberty Center., 1001 Liberty Avenue, Suite 970,
Pittsburgh, PA 15222-3714

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 19, 2004

Signature:

