

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

In re:)	
)	
)	Case No. 04-027848-MBM
ACR MANAGEMENT, L.L.C., <u>et al.</u> , ¹)	
)	Chapter 11
)	
Debtors.)	(Jointly Administered)
)	
ACR MANAGEMENT, L.L.C., et al.,)	<i>Rel. to Doc. #8</i>
)	
)	
Movants,)	
)	
v.)	
)	
NO RESPONDENT.)	
)	

ORDER (A) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO CONTINUE TO PAY CERTAIN PREPETITION (I) WAGES, SALARIES, AND OTHER COMPENSATION, (II) EMPLOYEE MEDICAL AND SIMILAR BENEFITS, AND (III) REIMBURSABLE EMPLOYEE EXPENSES; (B) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO CONTINUE MAKING DEDUCTIONS FROM EMPLOYEES' PAYCHECKS; AND (C) AUTHORIZING FINANCIAL INSTITUTIONS TO PAY ALL CHECKS AND ELECTRONIC PAYMENT REQUESTS MADE BY THE DEBTORS RELATING TO THE FOREGOING

Upon the motion (the "Motion")² of the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors") seeking entry of an order (a) authorizing,

¹ The Debtors are the following entities: ACR Management, L.L.C., Anthony Crane Rental Holdings, L.P., ACR/Dunn Acquisition, Inc., Anthony Crane Capital Corporation, Anthony Crane Holdings Capital Corporation, Anthony Crane International, L.P., Anthony Crane Sales & Leasing, L.P., Anthony International Equipment Services Corporation, Anthony Sales & Leasing Corporation, Carlisle Equipment Group, L.P., Carlisle GP, L.L.C., Husky Crane, Inc., Anthony Crane Rental, L.P., d/b/a Maxim Crane Works, Maxim Crane Works, LLC, Sacramento Valley Crane Service, Inc., The Crane & Rigging Company, LLC, Thompson & Rich Crane Service, Inc.

but not directing, the Debtors to pay certain prepetition (i) wages, salaries and other compensation, (ii) employee medical and similar benefits and (iii) reimbursable employee expenses; (b) authorizing, but not directing, the Debtors to continue making deductions from employees' paychecks; and (c) authorizing banks and other financial institutions to receive, process, honor, and pay all checks presented for payment and electronic payment requests relating to the foregoing; and it appearing that the relief requested is essential to the continued operation of the Debtors' business and is in the best interest of the Debtors' estates and creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted in its entirety; and it is further

ORDERED that the Debtors are authorized, but not directed, to pay the Employee Obligations, Employee Benefits and the Reimbursable Expenses in accordance with the Debtors' stated policies, 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 in the ordinary course of the Debtors' businesses, including, but not limited to, the Unpaid Compensation, the Withheld Amounts, the Safety Bonus Plan, the Health Benefits, the Employee Insurance Benefits, the Employee Savings Plan and the Workers' Compensation Plan, that have been earned, accrued, or vested, in accordance with the Bankruptcy Code; and it is further

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

ORDERED that the Debtors are authorized, but not directed, to continue their Safety Bonus Plan, 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 the Debtors are authorized, but not directed, to pay the Withheld Amounts in accordance with the Debtors' stated policies, 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 the Debtors are authorized, but not directed, to pay the Reimbursable Expenses in accordance with the Debtors' stated policies, 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 in accordance with this Order and any other order of this Court, the Debtors are authorized, but not directed, to pay all processing fees associated with payment of the Employee Obligations, Employee Benefits and the Reimbursable Expenses; and it is further

ORDERED that the banks and financial institutions at which the Debtors maintain those accounts which are utilized to pay Employee Obligations, Employee Benefits and Reimbursement Expenses are authorized to honor checks presented for payment, and to honor all fund transfer requests made by the Debtors related to the Employee Obligations, Employee Benefits and Reimbursable Expenses, to the extent sufficient funds are on deposit in such accounts; 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; and it is further

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

ORDERED that this Order does not authorize the payment of wages or commissions in excess of the statutory priority amount set forth in section 507(a)(3) of the Bankruptcy Code, provided however that nothing in this Order shall prevent the Debtors from petitioning this Court for such authority during the course of these Chapter 11 Cases.

Dated: June 16, 2004


United States Bankruptcy Judge

FILED

JUN 16 2004

CLERK, U.S. BANKRUPTCY COURT
WEST. DIST. 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: 3

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
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:

