

*note
5/11/05*

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

In re:)	
)	Case No. 04-27848-MBM
ACR MANAGEMENT, L.L.C., <u>et al.</u> , ¹)	
)	Chapter 11
)	
Debtors.)	(Jointly Administered)
)	
ACR MANAGEMENT, L.L.C., <u>et al.</u> ,)	
)	Hearing Date and Time: 5/17/05 @ 3:00 p.m. (EST)
)	
Movants,)	Objection Deadline: n/a
)	
v.)	Docket No. _____
)	
ASCENSION PARISH SALES AND USE TAX AUTHORITY,)	Related Docket Nos.: 1631, 1733
)	
Respondent.)	
)	

STIPULATION AND AGREED ORDER RESOLVING (i) DEBTORS' OBJECTION TO PROOF OF CLAIM #934 FILED BY ASCENSION PARISH AND (II) MOTION OF ASCENSION PARISH FOR REHEARING ON DEBTORS' FIFTH OMNIBUS OBJECTION TO LATE-FILED CLAIMS

This Stipulation is made this 6 th day of May, 2005, by and between the Reorganized Debtors² and the Ascension Parish Sales and Use Tax Authority ("Ascension Parish" or the "Claimant") (together with the Reorganized Debtors, the "Parties").

WHEREAS, on June 14, 2004, (the "Petition Date"), the Debtors filed their Chapter 11 Cases with this Bankruptcy Court; and

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.

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Objection.

WHEREAS, this Court set December 13, 2004 (the "Bar Date") as the last day for governmental entities to assert a "claim" against the Debtors' estates by filing a proof of claim with the Debtors' claims and noticing agent;

WHEREAS, the Claimant on or about December 28, 2004, filed a proof of claim in these Chapter 11 Cases against the Debtors for use tax, which claim was assigned Claim No. 934 (the "Claim") in the amount of \$1,780,192.46;

WHEREAS, on December 30, 2004, the Bankruptcy Court entered an order confirming The Debtors' Third Amended Joint Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code, dated December 29, 2004 (the "Plan"), and such Plan became effective pursuant to its terms on January 28, 2005; and

WHEREAS, on February 23, 2005, the Debtors pursuant to 11 U.S.C. §§ 105(a) and 502(b) and Fed. R. Bankr. P. 3007 filed their Fifth Omnibus Objection to Claims [the "Omnibus Objection," CM/ECF#1309], including the Claim, which were filed after the applicable bar date;

WHEREAS; this Court, on March 29, 2005, entered an Order [the "Default Order," CM/ECF# 1572] granting the Omnibus Objection and defaulting the Claimant, thereby disallowing the Claim;

WHEREAS, the Claimant, on April 8, 2005, filed a motion [the "Reconsideration Motion," CM/ECF#1631] to reconsider the Default Order disallowing its Claim; a hearing on the Reconsideration Motion is scheduled for May 17, 2005, with responses due by May 10, 2005;

WHEREAS, on April 21, 2005, the Reorganized Debtors filed their Debtors' Objection to Proof of Claim Filed by Ascension Parish Sales and Use Tax Authority Pursuant to 11 U.S.C. §§ 105(A), 502(B), 505(A) and Fed. R. Bankr. P. 3007 (the "Specific Objection," CM/ECF#1733); a hearing on the Specific Objection is scheduled for May 24, 2005, with responses due by May 17, 2005;

WHEREAS, both Parties desire to resolve the Reconsideration Motion and the Specific Objection;

WHEREAS, as set forth in Article VIII(A)(1) of the Plan, the Reorganized Debtors have the exclusive authority to settle and compromise any and all Claims; and

WHEREAS, the Parties have negotiated a settlement of the Reconsideration Motion and the Specific Objection as is set forth hereafter;

NOW, THEREFORE, the Parties, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, agree as follows:

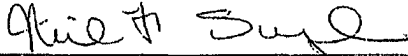
- i. The Claimant shall be and hereby is granted a priority tax claim in these Chapter 11 Cases in the amount of Twenty-five Thousand Dollars (\$25,000.00);
- ii. Within ten (10) business days after the date of this Court's entry of this Stipulation and Agreed Order, the Reorganized Debtors shall tender to the Claimant the sum of Twenty-five Thousand Dollars (\$25,000.00), which shall be in full satisfaction of such priority tax claim; and
- iii. The Claimant shall be and hereby is granted a non-priority claim in the amount of \$750,000.00 (Seven-Hundred and Fifty-Thousand Dollars), which shall be treated as a non-priority Allowed Class 7 Anthony Crane General Unsecured Claim as described in Article III of the Debtors' Plan. Any remaining balance of Claim #934 shall hereby be disallowed and expunged in its entirety;
- iv. Any and all other claims filed in these Chapter 11 Cases by the Claimant shall be and hereby are disallowed and expunged in their entirety;
- v. On or within three (3) business days after the date of this Court's entry of this Stipulation and Agreed Order, the Claimant shall withdraw the Reconsideration Motion filed with this Court; and
- vi. On or within three (3) business days after the date of this Court's entry of this Stipulation and Agreed Order, the Reorganized Debtors shall withdraw their Specific Objection filed with this Court.

[CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF the Parties have caused this Stipulation and Agreed Order to be executed and delivered by their respective duly authorized representatives as of this ___th day of May, 2005.

ASCENSION PARISH SALES AND USE TAX
AUTHORITY

Dated: May 6, 2005

By: 

Neil Siegel (PA ID #51364)
Jill Locnikar Bradley (PA ID #85892)
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-and-

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LA Bar Roll #12426
Counsel for the Claimant

[SIGNATURES CONTINUED ON NEXT PAGE]

THE REORGANIZED DEBTORS

Dated: May 6, 2005

By: Salene R. Mazur
Salene R. Mazur
CAMPBELL & LEVINE, LLC
1700 Grant Building
Pittsburgh, PA 15219
Phone: 412.261.0310, ext. 120
Fax: 412.261.5066
Srm@camlev.com
Counsel for the Reorganized Debtors

The Stipulation of the Claimant and the Reorganized Debtors is hereby approved.

Entered:
5/17/05 Mr. Bruce MacCabe
Chief United States Bankruptcy Judge
U.S. Bankruptcy Court for the Western District of Pennsylvania

FILED
100-0-0000
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: mmck
Form ID: pdf900

Page 1 of 1
Total Served: 2

Date Rcvd: May 18, 2005

The following entities were served by first class mail on May 20, 2005.

aty +Neil F. Siegel, Cohen & Grigsby, 11 Stanwix Street, 15th Floor, Pittsburgh, PA 15222-1312
aty +Salene R. Mazur, Campbell & Levine LLC, 1700 Grant Building, Pittsburgh, PA 15219-2348

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: May 20, 2005

Signature: _____

